

instrument as such officer aforesaid; that the within instrument is the voluntary act and deed of said corporations made by virtue of authority from their Boards of Directors, for the uses and purposes therein set forth;

NEW YORK

Personally came HAROLD E. SELLS, to me known, who, being by me duly sworn, did depose and say that he resides on 27 Walker Drive, New Providence, N.J.; that he is a Vice-President of each of TUSTIN KINNEY SHOE CORP., WACO KINNEY SHOE CORP., ODESSA KINNEY SHOE CORP., TEJAS KINNEY SHOE CORP., GREENVILLE KINNEY SHOE CORP., SOMERVILLE KINNEY SHOE CORP., EL CAMINO KINNEY SHOE CORP. and DANVILLE KINNEY SHOE CORP., corporations described in and which executed the above instrument; that he knows the seals of said corporations; that the seals affixed to said instrument are such corporate seals that they were affixed by order of the Boards of Directors of said corporations, and that he signed his name thereto by like order;

TEXAS

Personally appeared HAROLD E. SELLS, known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be a Vice-President of TUSTIN KINNEY SHOE CORP., WACO KINNEY SHOE CORP., ODESSA KINNEY SHOE CORP., TEJAS KINNEY SHOE CORP., GREENVILLE KINNEY SHOE CORP., SOMERVILLE KINNEY SHOE CORP., EL CAMINO KINNEY SHOE CORP. and DANVILLE KINNEY SHOE CORP., corporations, and acknowledged to me that he executed said instrument for the purposes and consideration therein expressed, and as the act of said corporations, and in the capacity therein stated;

SOUTH CAROLINA

Personally appeared before me MILTON HULL who, being duly sworn, says that he saw the corporate seal of each of TUSTIN KINNEY SHOE CORP., WACO KINNEY SHOE CORP., ODESSA KINNEY SHOE CORP., TEJAS KINNEY SHOE CORP., GREENVILLE KINNEY SHOE CORP., SOMERVILLE KINNEY SHOE CORP., EL CAMINO KINNEY SHOE CORP., and DANVILLE KINNEY SHOE CORP. affixed to the foregoing instrument and that he also saw HAROLD E. SELLS, Vice-President, and J. C. DEANE, Assistant Secretary of each of said TUSTIN KINNEY SHOE CORP., WACO KINNEY SHOE CORP., ODESSA KINNEY SHOE CORP., TEJAS KINNEY SHOE CORP., GREENVILLE KINNEY SHOE CORP., SOMERVILLE KINNEY SHOE CORP., EL CAMINO KINNEY SHOE CORP., and DANVILLE KINNEY SHOE CORP., sign and attest the same, and that he with BARRA MISKOWSKI witnessed the execution and delivery thereof as the act and deed of said corporations.

Milton Hull

Signature of Witness

IN WITNESS WHEREOF, I have hereunto set

(Continued on next page)