

STATE OF NEW YORK)
 : ss.:
 COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this ²¹ day of May, 1967, before me LEONARD A. CARLSON a notary public authorized to take acknowledgements and proofs in said county and state,

CALIFORNIA

Personally appeared HAROLD E. SELLS, known to me to be a Vice-President, and J. C. DEANE, known to me to be an Assistant Secretary 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 that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporations, and acknowledged to me that each of such corporations executed the within instrument pursuant to their bylaws and resolutions of their boards of directors;

ILLINOIS

HAROLD E. SELLS, personally 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. and J. C. DEANE, personally known to me to be an Assistant Secretary of each of said corporations, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice-President and Assistant Secretary, they signed and delivered the said instrument as Vice-President and Assistant Secretary of each of said corporations, and caused the corporate seals of each of said corporations to be affixed thereto, pursuant to authority given by the Boards of Directors of said corporations, as their free and voluntary act, and as the free and voluntary act and deed of said corporations, for the uses and purposes therein set forth;

NEW JERSEY

Personally appeared HAROLD E. SELLS, 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., who I am satisfied, is the person who has signed the within instrument; and I having first made known to him the contents thereof, he thereupon acknowledged that he signed, sealed with the corporate seals and delivered the said

(Continued on next page)