

Gemma Aldridge

COMPANY SECRETARY

DATED: 15/10/01

No: SC035975

COATS PATONS LIMITED
(the "Company")

Written resolutions pursuant to Section 381A of the Companies Act 1985

Written resolutions of the sole member (the "Member") entitled to vote at a general meeting of the Company pursuant to section 381A of the Companies Act 1985.

Words used in these resolutions have, unless otherwise defined herein, the same meaning as the words defined in the Credit Agreement.

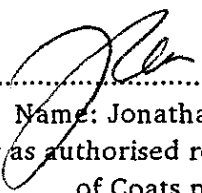
IT IS HEREBY RESOLVED:-

1. that the terms of and the transactions contemplated by the revolving credit facility (the "Credit Agreement") in the amount of one hundred and sixty million pounds (£160,000,000) proposed to be entered into in the form of the draft agreement (which has been sent to the Member) between (1) Coats plc (the Company's sole member), (2) Coats plc (as original borrower), (3) Tootal Thread Limited and the Company (as original guarantors), (4) Barclays Capital (the investment banking division of Barclays Bank PLC) and The Royal Bank of Scotland plc (as arrangers), (5) Barclays Bank PLC and The Royal Bank of Scotland plc and the other banks therein named (as original lenders), (6) HSBC Bank plc (as issuing bank) and (7) HSBC Investment Bank plc (as facility agent) be and are hereby approved;
2. that the entering into of the Credit Agreement be and is hereby approved;
3. that any director, secretary or officer of the Company whose name appears on the draft signature certificate that has been sent to the Member be and is hereby authorised, on behalf of the Company, to:-
 - (A) execute or witness the execution of any Finance Document to which the Company is a party to or to sign or send any document or notice in connection with any Finance Document to which the Company is a party to;
 - (B) execute the Credit Agreement and to agree such amendments thereto as such person shall consider necessary or desirable; and
 - (C) execute any other notices or documentation relating to the Credit Agreement for the purpose of the guarantee incorporated within the Credit Agreement;

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4. that the giving of the guarantee on the terms set out in the Credit Agreement by the Company is in the best interests of the Company's business and to the commercial benefit and advantage of the Company; and
5. that these resolutions have effect notwithstanding any provisions of the articles of association of the Company.

DATED: 5th October, 2001


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Name: Jonathan Lea
acting as authorised representative
of Coats plc

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