

FWM (IP) LIMITED (the "Company")

(Registered Number No. SC285031)

WRITTEN RESOLUTION PURSUANT TO S381A OF THE COMPANIES ACT 1985

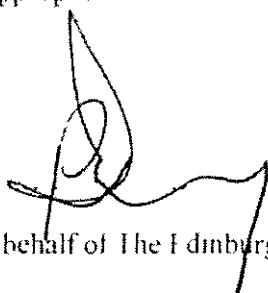
passed on the 31 day of October 2006

We, being the sole member entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve unanimously in accordance with Section 381A of the Companies Act 1985 (as amended) as follows:

THAT

1. it is in the best interests of and to the further benefit and advantage of the Company to enter into the documents listed in the attached Schedule (the **Banking Documents**);
2. the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Banking Documents as they shall deem necessary or appropriate.

Signed



For and on behalf of The Edinburgh Woollen Mill (Group) Limited

Date 31 10 2006



SCHEDULE

NO.	DOCUMENT	PARTIES
1	Facility Agreement	The Company as Borrower and Guarantor MM&S (S148) Limited the other Borrowers and Guarantors named in it, Barclays Capital as the Arranger the Lenders named in it and Barclays Bank PLC as Agent and Security Agent (the Security Agent)
2	Fixed and Floating Security Document	The Company as Chargor the other Chargors named in it and the Security Agent
3	Sterling CAS Master Agreement	The Company as Participant the other Participants named in it and Barclays Bank PLC as Bank (the Bank)
4	US Dollar CAS Master Agreement	The Company as Participant the other Participants named in it the Bank
5	Sterling and US Dollar Overdraft Facility Letter	The Company as Borrower the Bank, and the other Borrowers named in it
6	Multi Option Facility Letter	The Company as Borrower, the Bank and the other Borrowers named in it
7	Cross Guarantee	The Company as Guarantor, the Bank and the other Guarantors named in it