

EDDIE BAUER (UK) LTD

Company Number: 3191005

The Companies Act 1985 to 1989

Resolution of Eddie Bauer (UK) Ltd

We the undersigned, being all the Members of the above named Company, entitled to receive notice of and to attend and vote at General Meetings

HEREBY PASS the following Special Resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the authorised share capital of the Company be increased from £7,000,000 to £18,000,000 by the creation of 11,000,000 new Ordinary shares of £1 each ranking in all respects pari passu with the 7,000,000 Ordinary shares of £1 each in the capital of the Company.

Dated: 28th October 1999.

Signed -----

Name -----

For and on behalf of
Eddie Bauer Ltd

JRC

Signed -----

Name NR ALLEN

For and on behalf of
Grattan plc

NBS



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COMPANIES HOUSE

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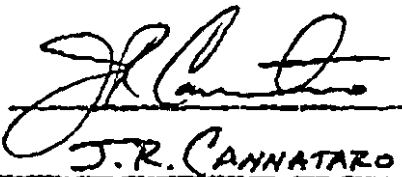
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J.R. CANNATARO

Name

For and on behalf of
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