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Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

112

00058357

Name of company

* Royal Doulton (UK) Limited (the "Company")

Date of creation of the charge

20 December 2005

Description of the instrument (if any) creating or evidencing the charge (note 2)

Trademark Security Agreement made between (1) the Company and (2) Bank of America, N.A. (the "Secured Party")

Amount secured by the mortgage or charge

All present and future obligations and liabilities, whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever, of the obligors (including the Company) party to an intercreditor agreement dated as of 10 December 2005 made between, amongst others, Waterford Wedgwood plc (1), the Company (2), the Secured Party (3), The Bank of New York (4) and certain creditors party thereto (the "Intercreditor Agreement").

Names and addresses of the mortgagees or persons entitled to the charge

Bank of America, N.A., 335 Madison Avenue, New York, New York 10017, United States of America

Postcode

Presentor's name address and
reference (if any):

WINSTON & STRAWN LONDON
Bucklersbury House
3 Queen Victoria Street
London EC4N 8NH

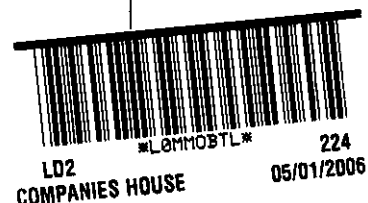
(Ref. RNJ/14)

Time critical reference

82000.145/RD UK Trademark

For official Use (02/00)
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All of the Company's right, title and interest in, to and under the following, whether existing at the date of the Trademark Security Agreement or arising or acquired after that date: (i) all of the trademarks referred to in Exhibit A to the Trademark Security Agreement (as shown in Schedule 1), including without limitation all common law rights therein, all registrations therefor, all applications for the registration thereof, all renewals and extensions thereof and all of the goodwill of the business connected with the use of, and symbolised by, such trademarks; (ii) all licenses associated with the use of any such trademarks; (iii) all products and proceeds of the foregoing, including without limitation any claims by or accruing to the Company against third parties for the past, present or future infringement, violation, dilution, misuse or misappropriation of any such trademarks, or for injury to the goodwill associated with any such trademarks.

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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed Winston L Strawn LLP

Date 5 January 2006

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

Notes

† delete as appropriate

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

EXHIBIT A

Mark	Application/ Registration No.	Renewal Date	Class	Status
Bunnykins	1375510	17.12.2005	08	Registered
Bunnykins	2163093	09.06.2008	14, 28	Registered
Bunnykins	2632476	08.10.2008	20	Registered
Bunnykins	2277604	14.09.2009	30	Registered
Bunnykins	2270917	17.08.2009	24, 25	Registered
Bunnykins and Device	583473	08.12.2013	30	Registered
Classique	2287088	19.10.2009	20	Registered
Doulton	2369515	18.07.2000	3	Registered
Doultonville	1350686		21	Registered
Haddon Hall	1681237		21	Registered
Hug-a-Mug	1239482	24.05.2013	21	Registered
Lambethware	1320781		21	Registered
Minton Founded 1973	444177	28.08.2010	20	Registered
Minton	444254	03.10.2010	20	Registered
Minton	427236	04.02.2007	30	Registered
Old Country Roses	2815222	17.02.2010	24	Registered
Old Country Roses	2255565	22.06.2005	21	Registered
Old Country Roses (pattern)	2179801	11.08.2008	21	Registered
Paragon	860071		21	Registered
Reflections	1477726	23.02.2008	21	Registered
Royal Albert	821127		21	Registered
Royal Albert	1096041	11.07.2008	21	Registered
Royal Doulton	2784525	18.11.2009	27	Registered
Royal Doulton	2421993	16.01.2007	21	Registered
Royal Doulton	1001784	14.01.2005	21	Registered
Royal Doulton	2753325	19.08.2013	24	Registered
Royal Doulton Images	1225095	25.01.2013	21	Registered
Royal Doulton Lion, Crown and 4D's Device	50411	13.03.2006	30	Registered
Sentiments	2283803	05.10.2009	21	Registered
St. Andrews	2636281	15.10.2008	21	Registered
Royal Doulton	2861164		21	Registered
Doulton	78339948		11	Application
Fusion	2984885	28.05.2009	11, 21, 24	Registered
Old Country Roses	78203713		24	Application
Royal Doulton & Design	76223737		9, 14, 16, 20, 30	Application
Bunnykins	3018830	26.07.2007	16	Registered

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00058357

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A TRADEMARK SECURITY AGREEMENT DATED THE 20th DECEMBER 2005 AND CREATED BY ROYAL DOULTON (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE OBLIGORS (INCLUDING THE COMPANY) ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JANUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JANUARY 2006.

P.
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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES