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Please do not
write in
this marginPlease 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

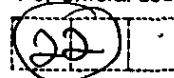
A fee of £13 is payable to Companies House in
respect of each register entry for a mortgage
or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



00610095

Name of company

* WATERSTONES BOOKSELLERS LIMITED

Date of creation of the charge

17TH JULY 2009

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

A Deed of Admission to an Omnibus Guarantee and Set-Off Agreement dated 11th MAY 2009
(the "Agreement")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the
"Bank") from either the Company or any one or more of the other parties to the Agreement (other
than the Bank) being at the date hereof the following companies:

Company Name	Company Number
HMV Group Plc	3412290
HMV (IP) Limited	3702240
HMV Music Limited	00229249
Waterstons's Booksellers Limited	00610095
HMV Overseas Limited	2133199
HMV Guernsey Limited	43285

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

Lloyds TSB Bank plc

25 Gresham Street

(30-00-02)

London

Postcode EC2V 7HN

Presenter's name address and
reference (if any)Lloyds TSB Bank plc
Gillingham CCSC
P.O. BOX 72, Bailey Drive
Gillingham Business Park Kent,
ME8 0LSFor official
Mortgage Sect

FRIDAY



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24/07/2009

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COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

NOTE: By Clause 14.7 of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date 23/07/2009

On behalf of [company][mortgagee/chargee]†

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

† delete as appropriate

Notes

- 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 are to be made payable to Companies House.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 610095
CHARGE NO. 22

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN
OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 11
MAY 2009 AND DATED 17 JULY 2009 AND CREATED BY
WATERSTONE'S BOOKSELLERS LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY
AND/OR ALL OR ANY OF THE COMPANIES NAMED THEREIN
TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER
WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 24 JULY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 JULY 2009



Companies House
— for the record —

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES