

MG01

Particulars of a mortgage or charge

027560/351

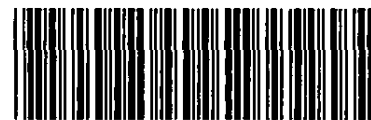


A fee is payable with this form.  
We will not accept this form unless you send the correct fee  
Please see 'How to pay' on the last page

☒ What this form is for  
You may use this form to register  
particulars of a mortgage or charge  
in England and Wales or Northern  
Ireland

☐ What this form is NOT for  
You cannot use this form to  
particulars of a charge for a  
company. To do this, please  
form MG01s

TUESDAY



A06 \*AVFILM8H\* 03/08/2010 57  
COMPANIES HOUSE

1 Company details

Company number 00610095  
Company name in full WATERSTONES BOOKSELLERS  
LIMITED

24 For official use

→ Filling in this form  
Please complete in typescript or in  
bold black capitals  
All fields are mandatory unless  
specified or indicated by \*

2 Date of creation of charge

Date of creation 30 07 2010

3 Description

Please give a description of the instrument (if any) creating or evidencing the  
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

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

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured All monies 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  
List of Companies party to the Agreement

HMV Group plc 03412290  
HMV (IP) Limited 03702240

Continuation page  
Please use a continuation page if  
you need to enter more details.

# MG01 - continuation page

## Particulars of a mortgage or charge

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### Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

HMV Music Limited	00229249
Waterstone's Booksellers Limited	00610095
HMV Overseas Limited	02133199
HMV Guernsey Limited	00043285
Mama Festivals Limited	06798945
Hammersmith Apollo Limited	06171315
Mean Fiddler (Aberdeen) Limited	06171167
Forum Club (Kentish Town) Limited	03807478
Mean Fiddler Holdings Limited	01600521
Barfly Club Limited	03286489
MF Presents Limited	03157435
Music and Media Solutions Group Limited	03510149
Channelfly Plc	03774450
Mama Group Plc	04254431
Music and Media Solutions Limited	06278494
Pollination Music Limited	04213427
Stephen Budd Management Limited	01031841
Stonethrow Media Limited	04522388
Street Stuff Limited	05166695
Supervision Management Group Limited	03872696
The Campus Marketing Company (UK) Limited	04219545
The Get Real Marketing Company Limited	03481819
Angel Entertainment Limited	04901450
Angel Music Group Limited	05188720
Angel Ventures Limited	04312908



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## Particulars of a mortgage or charge

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## Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name	LLOYDS TSB BANK PLC
Address	25 GRESHAM STREET
	LONDON
Postcode	EC2V 7HN
Name	
Address	
Postcode	

## Continuation page

Please use a continuation page if you need to enter more details

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## Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

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 to allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

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## Particulars of a mortgage or charge

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### Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

NIL

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### Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

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### Signature

Please sign the form here

Signature

Signature

X

This form must be signed by a person with an interest in the registration of the charge

X

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name

GERRY SMITH

Company name

LLOYDS TSB BANK PLC

CITY OFFICE

Address

P.O. BOX 72

BAILEY DRIVE

GILLINGHAM BUSINESS PARK

Post town

GILLINGHAM

County/Region

KENT

Postcode

ME8 1OLS

Country

DX

155020 GILLINGHAM 5

Telephone

0207-775-2557



**Certificate**

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



**Important information**

Please note that all information on this form will appear on the public record.



**How to pay**

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

Make cheques or postal orders payable to 'Companies House'.



**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

**For companies registered in England and Wales**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
DX 481 N R Belfast 1



**Further information**

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

**Pursuant to section 869(5) & (6) of the Companies Act 2006**

COMPANY NO. 610095  
CHARGE NO. 24

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN  
OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 30  
JULY 2010 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 25 OF THE COMPANIES ACT 2006 ON THE  
3 AUGUST 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10 AUGUST 2010

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*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES