Declaration of satisfaction in full or in part of mortgage or charge

COMPANIES FORM No. 403a



CHFP025

Please do not write in this margin

Pursuant to section 403(1) of the Companies Act 1985

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

* Insert full name of company

To the Registrar of Companies (Address overleaf)

For official use Company number 00610095

Name of company

"Waterstone's Booksellers Limited (the "Company")

† Delete as appropriate

t Insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

§ The date of registration may be confirmed from the

ø Insert brief details of property

certificate

Graham Howell

of Capital Court, Capital Interchange Way, Brentford, Middlesex TW8 0EX

[axdirector] [the secretary] [thexadministratorx | thexadministrativex receiver k † of the above company, do solemnly and sincerely declare that the debt for which the charge described below was given has been paid or satisfied in (full) (part) †

Date and Description of charge ‡ Supplemental Charge dated 22 May 1998

Date of Registration § 10 June 1998

Name and address of knargeek [trustee for the debenture holders] UBS AG (formerly known as Swiss Bank Corporation), 2 Finsbury Avenue, London EC2M 2PP

Short particulars of property charged ø Fixed and floating charge over the assets and undertakings of the Company including the Intellectual Property of the Company as defined in the said Supplemental Charge.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at London, Film House 142 Wardour

Declarant to sign below

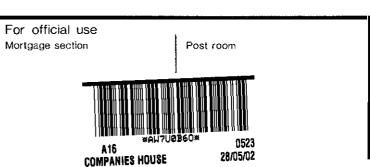
Street, London W11

Day Month Year 5 0 0 ز before me

A Commissioner for Oaths or Notard Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Shearman & Sterling Broadgate West 9 Appold Street London EC2A 2AP 267907.1



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