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COMPANIES FORM No. 395

Particulars of a mortgage or charge

32230 28

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf—Note 5)

For official use

Company number

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03223028

Name of company

* Bookpages Limited

* insert full name
of company

Date of creation of the charge

21 July 1998

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

Deposit Deed

Amount secured by the charge

1. The rent payable by the Company pursuant to Clause 3.1 and 4.1 of a lease dated 21 July 1998 made between Slough Trading Estates Limited (1) Bookpages Limited (2) Amazon.Com, Inc (3) Tremco Limited (4) ("the Lease")
2. Payment of all sums now or at any time in the future due owing and/or payable by the Company and the performance and discharge of all obligations and liabilities whether actual or contingent now or at any time in the future to be performed payable owed or owing by the Company under or pursuant to the Lease a Licence dated 21 July 1998 made between the same parties as those to the Lease and of the Legal Charge ("the Charge") dated 21 July 1998 made between Bookpages Limited (1) Tremco Limited (2)
3. The performance and discharge of all obligations and liabilities whether actual or contingent now or at any time in the future to be performed by the Company pursuant to the Charge.
All which said obligations are either owed to Tremco Limited or are guaranteed by Tremco Limited to a third party

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

Tremco Limited whose registered office is at 86-88 Bestobell Road
Slough Berkshire (Company Registration Number 1184323)

Postcode SL1 4SZ

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

Penningtons
Clifton House
Bunnian Place
Basingstoke
Hampshire
RG21 7QY JPE/9761726/JF

Time critical reference

For Official Use
Mortgage Section

Post Room



Short particulars of all the property charged

By way of first Legal Charge all the Company's right title benefit and interest whatsoever whether present or future in a separate designated interest bearing deposit account entitled "Penningtons Client Stakeholder Account No 1 re 86-88 Bestobell Road Slough Account Number 00214721" and in all monies from time to time standing to the credit of that Account including interest accrued and accruing on the Account.

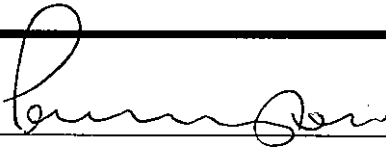
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this margin

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bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil.

Signed



Date 22 July 1998

On behalf of ~~Company~~ / chargee†

† 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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03223028

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT DEED DATED THE 21st JULY 1998 AND CREATED BY BOOKPAGES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO TREMCO LIMITED PURSUANT TO CLAUSE 3.1 AND 4.1 OF A LEASE DATED 21st JULY 1998 (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th JULY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th JULY 1998.

A handwritten signature in dark ink, appearing to be 'M. J. ...', with the date '27 JUL 1998' written below it.

for the Registrar of Companies

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27/7
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C O M P A N I E S H O U S E