

06 - 04 - 98

M

COMPANIES FORM NO. 395

Particulars of a mortgage or charge

395Please do not
write in this
binding margin

Pursuant to section 395 Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering*insert full name
of company

To the Registrar of Companies

For official use

Company Number

--	--	--	--	--

222 8512

Name of Company

* PANTHEON HOLDINGS LIMITED

Date of creation of the charge

12th March 1998

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

CHARGE OVER CREDIT BALANCES.

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Plc

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

National Westminster Bank Plc

41 Lothbury

London

Postcode EC2P 2BP

Presenter's name address and
reference (if any):NATIONAL WESTMINSTER BANK
GROUP LEASING SERVICES
27 LEADENHALL STREET
LONDON, E.C3A 1AAFor official use
Mortgage Section

Post room

Presenter's Reference
and/or telephone number

135960040/8472 0171 9201775

Time critical reference



Short particulars of all the property mortgaged or charged

FIRST FIRED CHARGE OVER THE SUM OF 694,000
TOGETHER WITH INTEREST HELD BY NATIONAL - WESTMINSTER
BANK PLC IN ACCOUNT NUMBER 5478596 AT GLOBAL
FINANCIAL MARKETS, (LONDON) AND ENMARKED OR
DESIGNATED BY REFERENCE TO THE COMPANY AND
ANY SUMOR SUMS FOR THE TIME BEING REPRESENTING
THE SAME IN WHATEVER FORM HELD

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

NIL

Per pro

NATIONAL WESTMINSTER BANK PLC
GROUP LEGAL SERVICES
5TH FLOOR
27 LEADENHALL STREET, LONDON, EC3A 1AA

Please see notes below.

Signed R.W. B.

Date 1.4.98

On behalf of mortgagee

Notes

(a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

06 - 04 - 98

FILE COPY



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

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

COMPANY No. 02228512

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CREDIT BALANCES DATED THE 12th MARCH 1998 AND CREATED BY PANTHEON HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st APRIL 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd APRIL 1998.

A handwritten signature in dark ink, appearing to read 'A. Hamilton'.

A. HAMILTON

for the Registrar of Companies



C O M P A N I E S H O U S E

HC026R