



COMPANIES FORM No. 395

Particulars of a mortgage or charge

DLY

395

M47962123774

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

MGR*

B I I I I

2220037

Name of company

* Paysystem Limited ("the Company")

* insert full name
of company

Date of creation of the charge

22nd March 1989

Description of the instrument (if any) creating or evidencing the charge (not 2)

A Second Mortgage (the "Mortgage") dated 22nd March 1989 and made between Imry Property Holdings PLC ("Imry") (1) and Ashford Great Park (Phase I) Limited and the Company (together called the "Borrowers") (2) (see continuation sheet 1)

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due, owing or incurred by the Borrowers under the Facility Letter dated 5th January 1989 from Imry to the Borrowers and/or the Mortgage or otherwise either to Imry or to any Receiver or as the case may be the part thereof due to be paid

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

Imry Property Holdings PLC

19 St. James's Square

London

Postcode

SW1Y 4JT

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

Linklaters & Paines
barrington House
59/67 Gresham Street
London EC2V 7JA
Ref: AXM

For official Use
Mortgage Section

Post room

REGISTERED

4 APR 1989

4/4

Time critical reference

Short particulars of all the property mortgaged or charged

All that the property comprising all that freehold land situate in the Parishes of Mersham, Sevington and Kingsnorth near Ashford Kent and being the whole of the land transferred to the Borrowers by Ashford Great Park (Phase I) Limited by a Transfer dated 22nd March 1989

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)

Not applicable

Signed Linblaten Paines

Date 23rd March 1989

On behalf of ~~company~~ [mortgagee/chargee]†
Imry Property Holdings Plc

† 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

2220037

Name of company

Paysystem Limited

*delete if
inappropriate

~~delete~~*

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

(continued from Form M395)

ranking (by virtue of a Deed of Priorities dated 22nd March 1989 made between Church Commissioners for England (1) and Imry (2)) pari passu with a Second Mortgage dated 22nd March 1989 made between Church Commissioners for England (1) and the Borrowers (2)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 22nd March 1989 and created by PAYSYSTEM LIMITED for securing all moneys due or to become due from the Company and/or Ashford Great Park (Phase I) Limited to Imry Property Holdings PLC under the Facility Letter dated 5th January 1989 and/or this Deed

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th April 1989

Given under my hand at the Companies Registration Office,
Cardiff the - 6 APR 1989

No. 2220037

P. Jones
P. JONES

an authorised officer

Certificate and instrument received by

..... *POST*
..... *ST*

Date *10/4*

C.69



COMPANIES FORM No. 395

524

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

b

M486C-2123774

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

To the Registrar of Companies

M486C

For official use Company number

[] [] [] [] [] [] [] [] [] []

2220037

Name of company

*Insert full name
of company

* PAYSYSTEM LIMITED ("the Company")

Date of creation of the charge

22nd March, 1989.

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

A Second Mortgage ("the Mortgage") dated 22nd March, 1989 and made between Church Commissioners for England ("the Commissioners") (1) and Ashford Great Park (Phase I) Limited and the Company (together (see continuation sheet 1))

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due, owing or incurred by the Borrowers under the Facility Letter headed "Ashford Great Park (No.2 Facility - Church Commissioners)" dated 5th January, 1989 from the Commissioners to the Borrowers and/or the Mortgage or otherwise (except those secured under a First Mortgage dated 22nd March, 1989 and made between the Commissioners (1) and the Borrowers (2)) either to the Commissioners or to any Receiver or as the case may be the part thereof due to be paid.

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

Church Commissioners for England,

1, Millbank,

London,

Postcode

SW1P 3JZ.

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

WALTONS & MORSE,
Plantation House,
31-35, Fenchurch Street,
London, EC3M 3NN.

Ref: NDT/5047522

For official use

Mortgage section

REGISTERED

4 APR 1989

[] [] [] [] [] [] [] [] [] []

4/4

Time critical reference

Short particulars of all the property mortgaged or charged

All That the property comprising all that freehold land situate in the Parishes of Marsham, Sevington and Kingsnorth near Ashford, Kent and being the whole of the land transferred to the Borrowers by Ashford Great Park (Phase I) Limited by a Transfer dated 22nd March, 1989.

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)

Not applicable.

Signed

W. H. M. M. M.

Date 29th March, 1989.

On behalf of ~~[XXXXXXXXXX]~~ [mortgagee/chargee]* Church Commissioners for England.

*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.



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies M395

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**Particulars of a mortgage or charge
(continued)**

Please do not
write in this
margin

Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number

2220037

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

Name of company

PAYSYSTEM LIMITED

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

(Continued from Form M395)

called "the Borrowers") (2) ranking (by virtue of a Deed of
Priorities dated 22nd March, 1989 made between the Commissioners (1)
and Imry Property Holdings PLC ("Imry") (2)) pari passu with
a Second Mortgage dated 22nd March, 1989 made between Imry (1)
and the Borrowers (2)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 22nd March 1989 and created by PAYSYSTEM LIMITED for securing all moneys due or to become due from the Company and/or Ashford Great Park (Phase I) Limited to Church Commissioners for England under the Facility Letter dated 5th January 1989 and/or this Deed

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th April 1989

Given under my hand at the Companies Registration Office,
Cardiff the - 6 APR 1989

No. 2220037

P. Jones
P. JONES

an authorised officer

Certificate and instrument received by

.....
.....
Date 10/4

C.69

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Please do not
write in
this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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212377U

395

M491C

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

*Insert full name
of company

To the Registrar of Companies

MGX*

For official use Company number

[B] [I] [T] [T] [T] [T]

2220037

Name of company

* PAYSYSTEM LIMITED ("the Company")

Date of creation of the charge

22nd March, 1989.

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

A First Mortgage ("the Mortgage") dated 22nd March, 1989 and made between Church Commissioners for England ("the Commissioners") (1) and Ashford Great Park (Phase I) Limited and the Company (together called "the Borrowers") (2)

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due, owing or incurred by the Borrowers under the Facility Letter headed "Ashford Great Park (No.1 Facility)" dated 5th January, 1989 from the Commissioners to the Borrowers and/or the Mortgage either to the Commissioners or to any Receiver or as the case may be the part thereof due to be paid

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

Church Commissioners for England

1, Millbank,

London,

Postcode

SW1P 3JZ.

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

WALTONS & MORSE,
Plantation House,
31-35, Fenchurch Street,
London, EC3M 3NN.

Ref: NDT/5047522

Time critical reference

For official use
Mortgage section

REGISTERED

4 APR 1989

Post room

4/4

Short particulars of all the property mortgaged or charged

All That the property comprising all that freehold land situate in the Parishes of Mersham, Sevington and Kingsnorth near Ashford Kent and being the whole of the land transferred to the Borrowers by Ashford Great Park (Phase I) Limited by a Transfer dated 22nd March 1989.

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)

Not applicable

Signed

Colin. Mon

Date 29th March, 1989.

On behalf of [company] [mortgagee/chargee]* Church Commissioners for England

*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.



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 6TS

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5010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 22nd March 1989 and created by PAYSYSTEM LIMITED for securing all moneys due or to become due from the Company and/or Ashford Great Park (Phase I) Limited to Church Commissioners for England under the Facility Letter dated 5th January 1989 and/or this Deed

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th April 1989

Given under my hand at the Companies Registration Office,
Cardiff the - 6 APR 1989

No. 2220037

P. JONES

an authorised officer

Certificate and instrument received by

.....
.....
.....

Date 10/4

C.69



COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

For official use

Company number

[W I I]

2220037

Name of company

* Paysystem Limited (the "Company")
LIM 100

* Insert full name
of company

Date of creation of the charge

5th May 1989

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

A Second Mortgage (the "Mortgage") dated 5th May 1989 and made between
Imry Property Holdings PLC ("Imry") (1) and Ashford Great Park (Phase 1)
(see continuation sheet 1)

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due,
owing or incurred by the Borrowers under the Facility Letter dated 5th
January 1989 from Imry to the Borrowers and/or a mortgage dated 22nd
March 1989 and made between Imry (1) and the Borrowers (2) and/or the
Mortgage or otherwise either to Imry or to any Receiver or as the case
may be the part thereof due to be paid

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

Imry Property Holdings PLC

19 St. James's Square

London

Postcode

SW1Y 4JT

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

Linklaters & Paines
Barrington House
59-67 Gresham Street
London EC2V 7JA

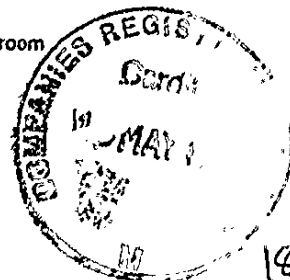
Ref. AXM

For official Use
Mortgage Section

REGISTERED

18 MAY 1989

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

All that freehold land situate in the Parishes of Sevington and Mersham near Ashford Kent and being the whole of the land transferred to the Borrowers by Roland Llewellyn Goodman and Ivy Frances Goodman (1) Martin Roland Goodman (2) and Roland Llewellyn Goodman (3) by a Transfer dated 5th May 1989

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)

Not applicable

Signed

Liddates & Paines

Date

9th May 1989

On behalf of the mortgagor (or mortgagee)†
Inty Property Holdings PLC

† 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.

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

2220037

Name of company

Paysystem

Limited*

*delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

(continued from Form M395)

Limited and the Company (together called the 'Borrowers') (2) ranking
(by virtue of a Deed of Priorities dated 5th May 1989 made between
Church Commissioners for England (1) and Imry (2)) pari passu
with a Second Mortgage dated 5th May 1989 made between Church
Commissioners for England (1) and the Borrowers (2)

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 5th MAY 1989
and created by PAYSYSTEM LIMITED now known as CEDARVALE LIMITED for
securing all moneys due or to become due from the Company and/or Ashford
Great Park (Phase I) Limited to IMPY PROPERTY HOLDINGS PLC under the
terms of a Facility Letter dated 5th JANUARY 1989, a Mortgage dated 22nd
MARCH 1989 and this Deed

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 18th MAY 1989

Given under my hand at the Companies Registration Office,
Cardiff the 25 MAY 1989

No. 2220037

P. JONES

an authorised officer

Certificate and instrument received by

.....

.....

Date 25/5

C.69



Please do not
write in
this margin

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

*Insert full name
of company

COMPANIES FORM No. 395

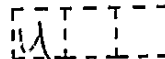
395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number



2220037

Name of company

* PAYSYSYSTEM LIMITED ("the Company") NOW KNOWN AS
CEDARVALE LIMITED

Date of creation of the charge

5th May, 1989.

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

A First Mortgage ("the Mortgage") dated 5th May, 1989 and made between Church Commissioners for England ("the Commissioners") (1) and Ashford Great Park (Phase I) Limited and the Company (together called "the Borrowers") (2)

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due, owing or incurred by the Borrowers under the Facility Letter headed "Ashford Great Park (No.3 Facility - Church Commissioners)" dated 5th May 1989 from the Commissioners to the Borrowers and/or the Mortgage either to the Commissioners or to any Receiver or as the case may be the part thereof due to be paid.

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

Church Commissioners for England,

1, Millbank,

London,

Postcode

SW1P 3JZ.

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

WALTONS & MORSE,
Plantation House,
31-35, Fenchurch Street,
London, EC3M 3NN.

Ref: NDT

Time critical reference

For official use
Mortgage section

REGISTERED

18 MAY 1989

Post room



Short particulars of all the property mortgaged or charged

All That the property comprising all that freehold land situate in the Parishes of Mersham and Kingsnorth near Ashford Kent and being the whole of the land transferred to the Borrowers by a Transfer dated 5th May 1989 made between Martin Roland Goodman (1) Ashford Great Park (Phase II) Limited (2) and the Borrowers (3)

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)

Not applicable.

Signed

L.H. Mon

Date 8th May, 1989.

On behalf of ~~company~~ [mortgagee/chargee]* Church Commissioners for England.

*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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

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11.85 F5026
5010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 5th MAY 1989
and created by PAYSYSTEM LIMITED now known as CEDARVALE LIMITED for
securing all moneys due or to become due from the Company and/or Ashford
Park (Phase I) Limited to CHURCH COMMISSIONERS FOR ENGLAND under the
terms of the facility letter dated 5th MAY 1989 and/or this Deed

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 18th MAY 1989

Given under my hand at the Companies Registration Office,
Cardiff the 25 MAY 1989

No. 2220037

P. JONES

an authorised officer

Certificate and instrument received by

..... *25/5/89 Root*

Date *25/5*

C.69



Please do not
write in
this margin

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

MPV

MS65C

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

[U][I][I][I]

2220037

Name of company

* PAYSYSTEM LIMITED ("the Company")

Nao K/A CEDARWOOD LIMITED

Date of creation of the charge

5th May, 1989.

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

A Second Mortgage ("the Mortgage") dated 5th May, 1989 and made between Church Commissioners for England ("the Commissioners") (1) and Ashford Great Park (Phase I) Limited and the Company (together called "the Borrowers") (2) ... (See Continuation Sheet 1)

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due, owing or incurred by the Borrowers under the Facility Letter headed "Ashford Great Park (No.2 Facility - Church Commissioners)" dated 5th January, 1989 from the Commissioners to the Borrowers and/or a Second Mortgage dated 22nd March, 1989 and made between the Commissioners and the Borrowers and/or the Mortgage or otherwise (except those secured under a First Mortgage dated 22nd March, 1989 and made between the Commissioners (1) and the Borrowers (2) and those secured under a First Mortgage of the Mortgaged Property dated 5th May, 1989 and made between the Commissioners (1) and the Borrowers (2)) either to the Commissioners or to any Receiver or as the case may be the part thereof due to be paid.

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

Church Commissioners for England,

1, Millbank,

London,

Postcode

SW1P 3JZ.

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

WALTONS & MORSE,
Plantation House,
31-35, Fenchurch Street,
London, EC3M 3NN.

Ref: NDT/5047522

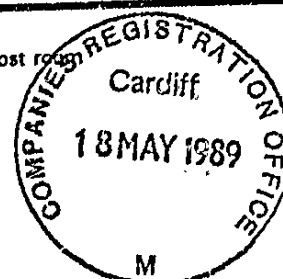
Time critical reference

For official use
Mortgage section

REGISTERED

18 MAY 1989

Post room



18/5

Short particulars of all the property mortgaged or charged

All That the property comprising all that freehold land situate in the Parishes of Sevington and Mersham near Ashford, Kent and being the whole of the land transferred to the Borrowers by Roland Llewellyn Goodman and Ivy Frances Goodman (1) Martin Roland Goodman (2) and Roland Llewellyn Goodman (3) by a Transfer dated 5th May, 1989.

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)

Not applicable.

Signed

Lillian Moss

Date 8th May, 1989.

On behalf of ~~company~~ [mortgagee/chargee]* Church Commissioners for England.

*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.

Page 2



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Please do not
write in this
margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

2220037

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

Name of company

PAYSYSTEM LIMITED

~~incomplete~~*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

...(Continued from Form M395)

ranking (by virtue of a Deed of Priorities dated 5th May, 1989 made between the Commissioners (1) and Imry Property Holdings PLC ("Imry") (2)) pari passu with a Second Mortgage dated 5th May, 1989 made between Imry (1) and the Borrowers (2).

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
margin

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 5th MAY 1989
and created by PAYSYSTEM LIMITED now known as CEDARVALE LIMITED for
securing all moneys due or to become due from the Company and/or Ashford
Great Park (Phase I) Limited to CHURCH COMMISSIONERS FOR ENGLAND under
the terms of a Facility Letter dated 5th JANUARY 1989, a mortgage dated
22nd MARCH 1989 and this Deed

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 18th MAY 1989

Given under my hand at the Companies Registration Office,
Cardiff the 25 MAY 1989

No. 2220037

P. JONES

an authorised officer

Certificate and instrument received by

.....

.....

Date 25/5/89

C.69



Please do not
write in
this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

MS67L
[U] [] [] []

2220037

Name of company

* PAYSYSTEM LIMITED ("the Company")

Nas K/A CEDARVALE LIMITED

Date of creation of the charge

5th May, 1989.

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

A First Mortgage ("the Mortgage") dated 5th May, 1989 and made between Church Commissioners for England ("the Commissioners") (1) and Ashford Great Park (Phase I) Limited and the Company (together called "the Borrowers") (2)

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being be due, owing or incurred by the Borrowers under the Facility Letter headed "Ashford Great Park (No.1 Facility)" dated 5th January, 1989 from the Commissioners to the Borrowers and/or a first mortgage dated 22nd March, 1989 and made between the Commissioners and the Borrowers and/or the Mortgage either to the Commissioners or to any Receiver or as the case may be the part thereof due to be paid.

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

Church Commissioners for England,

1, Millbank,

London,

Postcode SW1P 3JZ.

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

WALTONS & MORSE,
Plantation House,
31-35, Fenchurch Street,
London, EC3M 3NN.

Ref: NDT/5047522

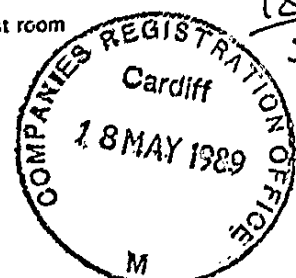
Time critical reference

For official use
Mortgage section

REGISTERED

18 MAY 1989

Post room



Short particulars of all the property mortgaged or charged

All That the property comprising all that freehold land situate in the Parishes of Sevington and Mersham near Ashford Kent and being the whole of the land transferred to the Borrowers by Roland Llewellyn Goodman and Ivy Frances Goodman (1) Martin Roland Goodman (2) and Roland Llewellyn Goodman (3) by a Transfer dated 5th May 1989.

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)

Not applicable.

Signed

W. H. M. M. M.

Date 8th May, 1989.

On behalf of ~~company~~ [mortgagee/chargee]* Church Commissioners for England

*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", "Debt Security", "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.

Page 2



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Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 5th MAY 1989 and created by PAYSYSTEM LIMITED now known as CEDARVALE LIMITED for securing all moneys due or to become due from the Company and/or Ashford Great Park (Phase I) Limited to CHURCH COMMISSIONERS FOR ENGLAND under the terms of a Facility Letter dated 5th JANUARY 1989, a mortgage dated 22nd MARCH 1989 and this Deed

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 18th MAY 1989

Given under my hand at the Companies Registration Office,
Cardiff the 25 MAY 1989

No. 2220037

P. Jones

P. JONES

an authorised officer

Certificate and instrument received by

..... *P. Jones*

Date *25/5*

C.69

M

COMPANIES FORM No. 403a

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

403a

No

Disg

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

14

2220037

Name of company

CEDARVALE LIMITED

* Insert full name
of company

I, JOSEPH WILLIAM CANNON
of 31 NEWPORT ROAD BURGESS HILL WEST SUSSEX RH15 8QG

† delete as
appropriate

(a director) (the secretary) (the administrator) (the administrative receiver) 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) †

‡ Insert a description
of the instrument(s),
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc

Date and Description of charge † First Mortgage dated 5th May 1989

Date of Registration † 18th May 1989

§ the date of
registration may be
confirmed from the
certificate

Name and address of (chargee) (trustee for the debenture holders) The Church Commissioners
for England, 1 Millbank, London SW1P 3JZ

Short particulars of property charged † Freehold land in the parishes of Nornham
and Ringemorth Ashford Kent

¶ Insert brief
details of
property

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 5 Great College Street Declarant to sign below

Westminster London

SW1P 3JZ

the 1st day of September

one thousand nine hundred and ninety three

before me John Wilson

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

J.W. Cannon

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

Cedarvale Limited
1 Embankment Place
London
WC2N 6NN
Ref: EP4.044/SA

