

15388/13

In accordance with
Section 860 of the
Companies Act 2006

MG01

Particulars of a mortgage or charge

THURSDAY



A38

AEZF9N20
02/09/2010
COMPANIES HOUSE

297

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 register
particulars of a charge for a Scottish
company To do this, please use
form MG01s

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details		For official use
Company number	0 5 6 5 9 6 6 9	3 Filing in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	THE GYM LIMITED	
2 Date of creation of charge		
Date of creation	d 1 d 6 m 0 m 8 y 2 y 0 y 1 y 0	
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	DEBENTURE DATED 16 AUGUST 2010 BETWEEN THE GYM LIMITED AND BRIDGES COMMUNITY VENTURES NOMINEES LIMITED (AS SECURITY TRUSTEE)	
4 Amount secured		
Please give us details of the amount secured by the mortgage or charge		
Amount secured	ALL MONEYS AND LIABILITIES (WHETHER PRESENT OR FUTURE, ACTUAL OR CONTINGENT) NOW OR AT ANY TIME OR TIMES HEREAFTER DUE OR OWING OR INCURRED BY THE COMPANY (WHETHER AS PRINCIPAL OR SURETY) TO THE SECURITY TRUSTEE OR ANY OF THE LENDERS PURSUANT TO THE LOAN NOTE INSTRUMENTS	
	Continuation page Please use a continuation page if you need to enter more details	

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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	/	BRIDGES COMMUNITY VENTURES NOMINEES LIMITED
Address		1 CRAVEN HILL
		LONDON
Postcode		W 2 3 E N
Name		
Address		
Postcode		

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

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

SEE CONTINUATION SHEET

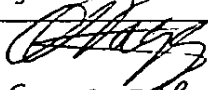
Continuation page
Please use a continuation page if you need to enter more details

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7	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 <ul style="list-style-type: none"> - 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	NONE

8	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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9	Signature Please sign the form here Signature  CLAIRE FAGG X SOLICITOR FOR KENNEDY'S X ACTING ON BEHALF OF THE GYM LIMITED This form must be signed by a person with an interest in the registration of the charge
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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 **CLAIRE FAGG**

Company name **KENNEDYS LAW LLP**

Address **25 FENCHURCH AVENUE**

Post town **LONDON**

County/Region

Postcode **E C 3 M 5 A D**

Country **ENGLAND**

DX **766 LONDON CITY**

Telephone **0207 667 9667**



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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email 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

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6	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged
Short particulars	<p>Definitions</p> <p>"Charged Property" means all the property assets and rights charged under the Debenture,</p> <p>"Loan Note Instruments" mean the Loan Note Instrument dated 25 July 2007 executed by the Company constituting £3,760,000 8% fixed rate secured loan notes 2007, the Loan Note Instrument dated 27 July 2009 executed by the Company constituting £2,240,000 8% fixed rate secured loan notes 2009, the Loan Note Instrument dated 23 March 2010 executed by the Company constituting £8,000,000 8% fixed rate secured loan notes 2010 and the Loan Note Instrument dated 16 August 2010 executed by the Company constituting £3,500,000 8% fixed rate secured loan notes 2010, giving a total amount secured of £17,500,000,</p> <p>"Secured Liabilities" means all moneys and liabilities (whether present or future, actual or contingent) now or at any time or times hereafter due or owing or incurred by the Company (whether as principal or surety) to the Security Trustee or any of the Lenders pursuant to the Loan Note Instruments</p> <p>The Gym Limited (the "Company") with full title guarantee, hereby charges to Bridges Ventures Nominees Limited (the "Security Trustee") with the payment and discharge of the Secured Liabilities</p> <p>(a) by way of fixed charge all estates and interests in any freehold and leasehold property of the Company both present and future (excluding the legally Charged Property) together with all buildings and fixtures (including trade and other fixtures), fixed plant and machinery of the Company from time to time thereon and therein and the proceeds of sale thereof and the benefit of any covenants for title given or entered into by any predecessor in title of the Company in respect of that property or any monies paid or payable in respect of those covenants,</p> <p>(b) by way of fixed charge all stocks shares bonds loan capital and other securities both present and future belonging to the Company (including stocks or shares acquired pursuant to scrip dividends) and all rights relating thereto other than the right to be paid any dividend,</p> <p>(c) by way of fixed charge all <u>book</u> debts and other debts both present and future due or owing to the Company,</p> <p>(d) by way of fixed charge all the <u>goodwill</u> and <u>uncalled</u> capital of the Company both present and future,</p> <p>(e) by way of fixed charge all intellectual property rights and all licences and ancillary rights and benefits (other than royalties and other sums payable in respect thereof) both present and future of the Company, and</p> <p>(f) by way of <u>floating</u> charge the <u>undertaking</u> and all other <u>property</u>, assets and rights of the Company both present and future not otherwise effectively charged by way of fixed charge pursuant to the foregoing paragraphs</p>



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5659669
CHARGE NO 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 16 AUGUST
2010 AND CREATED BY THE GYM LIMITED FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO BRIDGES COMMUNITY VENTURES NOMINEES LIMITED ON
ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 2 SEPTEMBER
2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7 SEPTEMBER
2010

A x



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES