



Registration of a Charge

Company name: **DAVID LLOYD LEISURE NOMINEE NO.4 LIMITED**

Company number: **05768129**



X9GEC6OX

Received for Electronic Filing: **25/10/2020**

Details of Charge

Date of creation: **16/10/2020**

Charge code: **0576 8129 0009**

Persons entitled: **TALOS CAPITAL DESIGNATED ACTIVITY COMPANY AS TRUSTEE FOR ITSELF AND EACH OF THE OTHER SECURED PARTIES**

Brief description: **FULL TITLE GUARANTEE BY WAY OF FIRST LEGAL MORTGAGE OF THE LEASEHOLD PROPERTY OF BEACONSFIELD CLUB - ODYSSEY GLORY MILL, GLORY MILL LANE, WOOBURN GREEN, HIGH WYCOMBE HP10 0BX AND BRISTOL WESTBURY - LAND AND BUILDINGS AT THE GREENWAY CENTRE, SOUTHMEAD, BRISTOL BS10 6AZ AND CAMBRIDGE - LAND AND BUILDINGS AT COLDHAM'S BUSINESS PARK, NORMAN WAY, OFF COLDHAM'S LANE, CAMBRIDGE CB1 3LH AND CHORLEY - LAND LYING TO THE SOUTH OF MOSS LANE, WHITTLE-LE-WOODS, CHORLEY, LANCASHIRE AND DARTFORD - NEXT GENERATION SPORTS CLUB, DARENTH ROAD, DARTFORD, KENT. FOR MORE DETAILS PLEASE REFER TO THE INSTRUMENT.**

Contains fixed charge(s).

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by: **CLIFFORD CHANCE LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 5768129

Charge code: 0576 8129 0009

The Registrar of Companies for England and Wales hereby certifies that a charge dated 16th October 2020 and created by DAVID LLOYD LEISURE NOMINEE NO.4 LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 25th October 2020 .

Given at Companies House, Cardiff on 26th October 2020

The above information was communicated by electronic means and authenticated
by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

**C L I F F O R D
C H A N C E**

CLIFFORD CHANCE LLP

EXECUTION VERSION

DATED 16 OCTOBER 2020

THE PERSONS LISTED IN SCHEDULE 1
AS CHARGORS

IN FAVOUR OF

TALOS CAPITAL DESIGNATED ACTIVITY COMPANY
AS THE SECURITY AGENT

LEGAL CHARGE
RELATING TO THE MORTGAGED PROPERTY LISTED IN
SCHEDULE 2

We hereby certify this
To be a true copy of the
Original.

Signed Clifford Chance LLP
Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ

THIS CHARGE is made by way of deed on 16 October 2020 by:

- (1) **THE PERSONS** listed in Schedule 1 (*Chargors*) (each a "**Chargor**") in favour of:
- (2) **TALOS CAPITAL DESIGNATED ACTIVITY COMPANY** as trustee for itself and each of the other Secured Parties (the "**Security Agent**").

THIS DEED WITNESSES as follows:

1. LEGAL CHARGE

Each **Chargor** charges with full title guarantee in favour of the **Security Agent** (as trustee for itself and the other Secured Parties), for the payment and discharge of the Secured Obligations, by way of first legal mortgage the leasehold property specified against its name in Schedule 2 (*Mortgaged Property*) (the "**Mortgaged Property**").

2. IMPLIED COVENANTS FOR TITLE

The covenants set out in Sections 3(1), 3(2) and 6(2) of the Law of Property (Miscellaneous Provisions) Act 1994 will not extend to Clause 1 (*Legal charge*).

Except as disclosed in any Report, any certificate of title or report on title which is delivered to the Agent and/or the **Security Agent**, it shall be implied in respect of Clause 1 (*Legal charge*) that each **Chargor** is disposing of the **Mortgaged Property** free from all charges and incumbrances (whether monetary or not) and from all other rights exercisable by third parties (including liabilities imposed and rights conferred by or under any enactment).

3. APPLICATION TO HM LAND REGISTRY

Each **Chargor** consents to an application being made to HM Land Registry to enter the following restriction in the Proprietorship Register of any registered land forming part of the **Mortgaged Property**:

"No disposition of the registered estate by the proprietor of the registered estate, or by the proprietor of any registered charge, not being a charge registered before the entry of this restriction, is to be registered without a written consent signed by the proprietor for the time being of the charge dated [•] in favour of Talos Capital Designated Activity Company referred to in the charges register or their conveyancer."

4. RESTRICTIONS ON DEALINGS

Except where agreed in writing by the **Security Agent** or to the extent not prohibited under each of the Secured Debt Documents, no **Chargor** will at any time during the **Security Period** create or permit to subsist any **Security** over all or any part of the **Charged Assets** or dispose of or otherwise deal with any part of the **Charged Assets** other than by way of underleases of part which are for a term not exceeding seven years.

5. **FURTHER ADVANCES**

Subject to the terms of the relevant Primary Debt Document, a Secured Party that is a lender or noteholder (howsoever described) under such document is under an obligation to make further advances to the relevant borrowers under that Primary Debt Documents and that obligation will be deemed to be incorporated in this Legal Charge as if set out in this Legal Charge. Each Chargor consents to an application being made to HM Land Registry to enter the obligation to make further advances on the Charges Register relating to the Mortgaged Property.

6. **GOVERNING LAW**

This Legal Charge and all non-contractual obligations arising out of or in connection with it are governed by English law.

THIS CHARGE has been executed as, and is intended to take effect as, a deed by each Chargor and has been signed by Security Agent on the date written on the first page of this Legal Charge.

**SCHEDULE 1 TO LEGAL CHARGE
THE CHARGORS**

No.	Name	Jurisdiction	Company Number
1.	David Lloyd Leisure Nominee No.3 Limited	England & Wales	05768139
2.	David Lloyd Leisure Nominee No.4 Limited	England & Wales	05768129

SCHEDULE 2 TO LEGAL CHARGE

MORTGAGED PROPERTY

No.	Chargor Name	Property Description	Title Number
1.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Beaconsfield Club - Odyssey Glory Mill, Glory Mill Lane, Wooburn Green, High Wycombe HP10 0BX	To be created out of Land Registry title number BM248837
2.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Bristol Westbury - Land and Buildings at the Greenway Centre, Southmead, Bristol BS10 6AZ	To be created out of Land Registry title number BL99689
3.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Cambridge - Land and Buildings at Coldham's Business Park, Norman Way, off Coldham's Lane, Cambridge CB1 3LH	To be created out of Land Registry title number CB257745
4.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Chorley - Land lying to the South of Moss Lane, Whittle-leWoods, Chorley, Lancashire	To be created out of Land Registry title number LA850882
5.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Dartford - Next Generation Sports Club, Darenth Road, Dartford, Kent	To be created out of Land Registry title number K680496
6.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Dudley - Pensnett Road, Brierley Hill, Dudley, West Midlands	To be created out of Land Registry title numbers WM698020 and WM401306
7.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Gidea Park - Squirrels Heath Lane, Hornchurch RM11 2DY	To be created out of Land Registry title number EGL431333
8.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Hatfield - Land and buildings at Mosquito Way, Hatfield Business Park, Hatfield, Herts AL10 9AX	To be created out of Land Registry title number HD416374
9.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Ipswich - Land on the north side of the Havens, Ransomes Europark, Ipswich, Suffolk	To be created out of Land Registry title number SK199313
10.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Narborough - David Lloyd Narbrough, Carlton Park, Leicester LE19 0LF	To be created out of Land Registry title number LT361119
11.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	York - St John's Playing Field, Hull Road, York YO10 3LG	To be created out of Land Registry title number NYK251989

EXECUTION PAGE TO LEGAL CHARGE

Chargors

EXECUTED AS A DEED by
DAVID LLOYD LEISURE
NOMINEE NO.3 LIMITED
acting by a director
in the presence of:

)
)
)
)
)



Signature of Director:

Signature of Witness:

Name (in BLOCK CAPITALS):

Y. LA-CHERLE

Address:

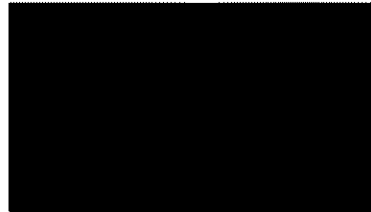
THE HANGLER, MOSQUITO WAT

HATFIELD

ALIO 9AX

EXECUTED AS A DEED by
DAVID LLOYD LEISURE
NOMINEE NO.4 LIMITED
acting by a director
in the presence of:

)
)
)
)
)



Signature of Director:

Signature of Witness:

Name (in BLOCK CAPITALS):

Y. LA-CHERLE

Address:

THE HANGLER, MOSQUITO WAT

HATFIELD

ALIO 9AX

Security Agent

Executed by **TALOS CAPITAL DESIGNATED ACTIVITY COMPANY**, a designated activity company organized under the laws of Ireland, acting by _____ who, in accordance with the laws of that territory, is acting under the authority of the company.

Signature in the name of the company

TALOS CAPITAL DESIGNATED ACTIVITY COMPANY

By: _____

Name: _____

Title: Authorised Signatory

**C L I F F O R D
C H A N C E**

CLIFFORD CHANCE LLP

EXECUTION VERSION

DATED 16 OCTOBER 2020

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AS THE SECURITY AGENT

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EXECUTION PAGE TO LEGAL CHARGE

Chargors

EXECUTED AS A DEED by)
DAVID LLOYD LEISURE)
NOMINEE NO.3 LIMITED)
acting by a director)
in the presence of:)

Signature of Director: _____

Signature of Witness: _____

Name (in BLOCK CAPITALS): _____

Address: _____

EXECUTED AS A DEED by)
DAVID LLOYD LEISURE)
NOMINEE NO.4 LIMITED)
acting by a director)
in the presence of:)

Signature of Director: _____

Signature of Witness: _____

Name (in BLOCK CAPITALS): _____

Address: _____

Security Agent

Executed by **TALOS CAPITAL DESIGNATED ACTIVITY COMPANY**, a designated activity company organized under the laws of Ireland, acting by _____ who, in accordance with the laws of that territory, is acting under the authority of the company.

Signature in the name of the company

TALOS CAPITAL DESIGNATED ACTIVITY COMPANY

By: _____

Name: HAL LIVINGSTONE

Title: Authorised Signatory

