



Registration of a Charge

Company name: **DAVID LLOYD LEISURE NOMINEE NO. 4 LIMITED**
Company number: **05768129**



X7FFYTIY

Received for Electronic Filing: **28/09/2018**

Details of Charge

Date of creation: **21/09/2018**
Charge code: **0576 8129 0007**
Persons entitled: **TALOS CAPITAL DESIGNATED ACTIVITY COMPANY AS SECURITY AGENT FOR EACH OF THE SECURED PARTIES**
Brief description: **THE MORTGAGED PROPERTY BEING ODYSSEY GLORY MILL, GLORY MILL LANE, WOOBURN GREEN, HIGH WYCOMBE, HP10 0BX WITH TITLE NUMBER BM330516 AND OTHER MORTGAGED PROPERTY SPECIFIED IN THE INSTRUMENT.**
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 0007

The Registrar of Companies for England and Wales hereby certifies that a charge dated 21st September 2018 and created by DAVID LLOYD LEISURE NOMINEE NO. 4 LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 28th September 2018 .

Given at Companies House, Cardiff on 2nd October 2018

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 21 September 2018

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

THIS CHARGE is made by way of deed on 21 September 2018 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 (subject only to, in the case of the property with title number HP602381, the prior ranking security in favour of Southampton City Council dated 20 June 2001) the freehold and 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 [•] 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 Clubs Limited	England & Wales	10565274
2.	David Lloyd Leisure Farnham Limited	England & Wales	07278805
3.	David Lloyd Leisure GR Limited	England & Wales	09751882
4.	David Lloyd Leisure Limited	England & Wales	01516226
5.	David Lloyd Leisure Nominee No. 1 Limited	England & Wales	06589485
6.	David Lloyd Leisure Nominee No. 2 Limited	England & Wales	06589483
7.	David Lloyd Leisure Nominee No. 3 Limited	England & Wales	05768139
8.	David Lloyd Leisure Nominee No. 4 Limited	England & Wales	05768129
9.	David Lloyd Leisure Properties No. 3	England & Wales	06590088
10.	Harbour Club Operations Limited	England & Wales	03895092
11.	Next Generation Clubs Limited	England & Wales	03273728
12.	Nextgen Limited	England & Wales	03515677

**SCHEDULE 2 TO LEGAL CHARGE
MORTGAGED PROPERTY**

No.	Chargor Name	Property Description	Title Number
1.	David Lloyd Clubs Limited	Virgin Active Health Club, Wall Island, Birmingham Road, Lichfield WS14 0QP plus adjacent car park (including the barrier).	SF430294 (Main Lease) and SF578598 (Car Park Lease)
2.	David Lloyd Clubs Limited	MAIN LEASE: Land and buildings being part of Norwich Sports Village, Drayton High Road, Norwich, NR6 5DU including basement and ground floor but excluding the plant room and lift area. TENNIS COURTS LEASE: All the tennis courts being part of the Norwich Sport Village including all buildings and structures.	NK367787 and NK37094 (both Main Lease) and NK368348 (Tennis Court Lease)
3.	David Lloyd Leisure Farnham Limited	David Lloyd Health & Racquets Club, Monkton Lane, Farnham GU9 9ND	SY800385
4.	David Lloyd Leisure GR Limited	Premises known as Festival Way, Festival Leisure Park, Basildon, Essex	EX927536
5.	David Lloyd Leisure GR Limited	David Lloyd Club Shady Lane, Birmingham B44 9ER	MM59751
6.	David Lloyd Leisure GR Limited	David Lloyd Club Chorley Street, Bolton BA1 4AL	MAN256857
7.	David Lloyd Leisure GR Limited	David Lloyd Club South of Ashton Road, Yanley Bristol	ST323721
8.	David Lloyd Leisure GR Limited	Premises to the north of Blackwood Road, Bromsgrove	WR161617
9.	David Lloyd Leisure GR Limited	David Lloyd Club, Hartspring Lane, Bushey	HD548834
10.	David Lloyd Leisure GR Limited	David Lloyd Club Ipswich Road, Cardiff CF23 9AQ	CYM662855
11.	David Lloyd Leisure GR Limited	Land and buildings on the west side of Wilmslow Road, Cheadle	MAN259648
12.	David Lloyd Leisure GR Limited	David Lloyd Club Stanney Lane, Ellesmere Port, Cheshire CH65 9JN	CH643215
13.	David Lloyd Leisure GR Limited	David Lloyd Leisure Club, Roding Lane, Buckhurst Hill, Chigwell, IG9 6BJ	EX947745

14.	David Lloyd Leisure GR Limited	Riverside Road, Pride Park, Derby, DE24 8HY	DY496919
15.	David Lloyd Leisure GR Limited	180 Carterhatch Lane, Enfield, Middlesex EN1 4LF	AGL357469
16.	David Lloyd Leisure GR Limited	Central Boiler House, Horton Lane, Epsom, Surrey, KT19 8PW	SY831024
17.	David Lloyd Leisure GR Limited	David Lloyd Club, Leisure Way, Finchley	AGL363531
18.	David Lloyd Leisure GR Limited	David Lloyd Club Greenford Road, Greenford, Middlesex UB6 0HX	AGL357723
19.	David Lloyd Leisure GR Limited	David Lloyd Club, Southall Lane, Heston, Hounslow, TW5 9PE	AGL366968
20.	David Lloyd Leisure GR Limited	Premises on the south side of Weigall Road, Kidbrooke, London SE12 8HF	TGL433184
21.	David Lloyd Leisure GR Limited	David Lloyd Leisure Club, 21 Kings Hill Avenue, Kings Hill, West Malling, Kent, ME19 4UA	TT51893
22.	David Lloyd Leisure GR Limited	Tongue Lane, Moortown, Leeds LS6 4QW	YY57740
23.	David Lloyd Leisure GR Limited	David Lloyd Club, Burton Waters Woodcock Lane, Lincoln, LN1 2BE	LL363686
24.	David Lloyd Leisure GR Limited	Arbour Lane, Knowsley, Liverpool, L33 7ET	MS625928
25.	David Lloyd Leisure GR Limited	Premises to the south of Portway, Newlands, Milton Keynes MK15 0DL	BM400794
26.	David Lloyd Leisure GR Limited	David Lloyd Club, Castle Farm Road, South Gosford, Newcastle	TY535161
27.	David Lloyd Leisure GR Limited	Aspley Lane, Nottingham NG8 5AR	NT515629
28.	David Lloyd Leisure GR Limited	Rugby Road, West Bridgford, Nottingham NG2 7HX	NT515632
29.	David Lloyd Leisure GR Limited	Oxford Business Centre North, Garsington Road, Cowley, Oxford OX4 2JY	ON321703
30.	David Lloyd Leisure GR Limited	David Lloyd Thames Valley Park Drive, Thames Valley Business Park, Reading RG6 1PT	BK471732
31.	David Lloyd Leisure GR Limited	242 Christchurch Road, Ringwood, Hampshire	HP787231

32.	David Lloyd Leisure GR Limited	Baugh Road, Sidcup, Kent DA14 5ED	SGL763726 and SGL763727
33.	David Lloyd Leisure GR Limited	247 Cranmore Boulevard, Shirley, Solihull B90 4ZL	MM59781
34.	David Lloyd Leisure GR Limited	David Lloyd Club Snakes Lane, Southend on Sea, Essex SS2 6XT	EX927650
35.	David Lloyd Leisure GR Limited	6 The Aerodrome Speke Road, Speke, L24 8QD	MS625935
36.	David Lloyd Leisure GR Limited	Latham Road, Blunsdon, Swindon SN25 4DL	WT418006
37.	David Lloyd Leisure GR Limited	Premises known as Tees Barrage Way, Thornaby, Stockton on Tees, Cleveland TS17 6QA	CE226234
38.	David Lloyd Leisure GR Limited	Premises known as Cromwell Avenue South, Great Sankey, Warrington WA5 1HH	CH643246
39.	David Lloyd Leisure GR Limited	Premises known as Brooklands Road, Weybridge KT13 0BD	SY831049
40.	David Lloyd Leisure GR Limited	Premises known as David Lloyd Club, Westfield Avenue, Woking, GU22 9PF	SY832718
41.	David Lloyd Leisure GR Limited	Premises known as Romany Road, Worthing BN13 3DL	WSX375607
42.	David Lloyd Leisure Limited	The Park Club, East Acton Lane, Acton	AGL418879
43.	David Lloyd Leisure Limited	Premises to the north of Blackwood Road, Bromsgrove	WR121069
44.	David Lloyd Leisure Limited	5 and 7 Broadwater Way, Hampden Park, Eastbourne BN22 9NZ and Land on east side of 5 Broadwater Way, Hampden Park, Eastbourne BN22 9NZ	ESX120704 and ESX287413
45.	David Lloyd Leisure Limited	Land and buildings at Sandy Park Farm, Old Rydon Lane, Exeter, Devon	DN608433
46.	David Lloyd Leisure Limited	David Lloyd Newbury, Monks Lane, Newbury RG14 7RW	BK487161
47.	David Lloyd Leisure Limited	Health and fitness centre, Stevenage Leisure Park, Stevenage (Unit 2)	The existing lease is registered with title number HD348001 The reversionary lease is registered with title number HD560227

48.	David Lloyd Leisure Limited	Lease 1 Land and buildings adjacent to Worcester Rugby Club, Sixways, Worcestershire	Lease 1 WR145186	
		Lease 2 Land on the west side of Pershore Lane, Hindlip, Worcester	Lease 2 WR175941	
49.	David Lloyd Leisure Limited	Land known as Plot 910 Capability Green, Luton	BD224210 BD307770	(headlease) (reversionary lease)
50.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises known as Festival Way, Festival Leisure Park, Basildon, Essex	EX827639	
51.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club Shady Lane, Birmingham B44 9ER	WM944198	
52.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club Chorley Street, Bolton BA1 4AL	MAN132389	
53.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club South of Ashton Road, Yanley Bristol	ST273889	
54.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Hartspring Lane, Bushey	HD488159	
55.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club Ipswich Road, Cardiff CF23 9AQ	CYM428734	
56.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Land and buildings on the west side of Wilmslow Road, Cheadle	MAN132390	
57.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club Stanney Lane, Ellesmere Port, Cheshire CH65 9JN	CH581616	
58.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Roding Lane, Buckhurst Hill, Chigwell, IG9 6BJ	EX827641	
59.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Riverside Road, Pride Park, Derby, DE24 8HY	DY435295	
60.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	180 Carterhatch Lane, Enfield, Middlesex EN1 4LF	AGL195734	
61.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd	Central Boiler House, Horton Lane,	SY777699	

	Leisure Nominee No 2 Limited	Epsom, Surrey, KT19 8PW		
62.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Leisure Way, Finchley	AGL195735 AGL195736	and
63.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club Greenford Road, Greenford, Middlesex UB6 0HX	AGL195740	
64.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Southall Lane, Heston, Hounslow, TW5 9PE	AGL195738 and AGL195739	
65.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Gibraltar Road, Kingswood Retail Park, Kingston upon Hull HU7 3DB	HS350037	
66.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Point West, 116 Cromwell Road, Kensington, London SW7 4XR	BGL69940	
67.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises on the south side of Weigall Road, Kidbrooke, London SE12 8HF	TGL316565	
68.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Leisure Club, 21 Kings Hill Avenue, Kings Hill, West Malling, Kent, ME19 4UA	K948747	
69.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Tongue Lane, Moortown, Leeds LS6 4QW	WYK893296	
70.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Burton Waters Woodcock Lane, Lincoln, LN1 2BE	LL302838	
71.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Arbour Lane, Knowsley, Liverpool, L33 7ET	MS560059	
72.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Barton Road, Manchester	MAN132391	
73.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises to the south of Portway, Newlands, Milton Keynes MK15 0DL	BM341383	
74.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Castle Farm Road, South Gosford, Newcastle	TY475851	
75.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Aspley Lane, Nottingham NG8 5AR	NT450203	

76.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Rugby Road, West Bridgford, Nottingham NG2 7HX	NT450204
77.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Oxford Business Centre North, Garsington Road, Cowley, Oxford OX4 2JY	ON282797
78.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club, Bushey Road, Raynes Park	SGL704047
79.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Thames Valley Park Drive, Thames Valley Business Park, Reading RG6 1PT	BK428510
80.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	242 Christchurch Road, Ringwood, Hampshire	HP710915 HP710916 HP710917 HP710918
81.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Baugh Road, Sidcup, Kent DA14 5ED	SGL704048
82.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	247 Cranmore Boulevard, Shirley, Solihull B90 4ZL	WM944199
83.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club Brownhill Way, Frogmore Land Nursling, Southampton SO19 OXS	HP710919
84.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	David Lloyd Club Snakes Lane, Southend on Sea, Essex SS2 6XT	EX827645
85.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	6 The Aerodrome Speke Road, Speke, L24 8QD	MS560060
86.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Latham Road, Blunsdon, Swindon SN25 4DL	WT276882
87.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises known as Tees Barrage Way, Thornaby, Stockton on Tees, Cleveland TS17 6QA	CE202558
88.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises known as Cromwell Avenue South, Great Sankey, Warrington WA5 1HH	CH581617
89.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises known as Brooklands Road, Weybridge KT13 0BD	SY777698
90.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises known as David Lloyd Club, Westfield Avenue, Woking,	SY777700

	Leisure Nominee No 2 Limited	GU22 9PF	
91.	David Lloyd Leisure Nominee No 1 Limited and David Lloyd Leisure Nominee No 2 Limited	Premises known as Romany Road, Worthing BN13 3DL	WSX324586
92.	David Lloyd Leisure Nominee No. 1 Limited and David Lloyd Leisure Nominee No. 2 Limited	Health & Fitness Club and other land situated on the grounds of Nonsuch High School for Girls, Cheam, Surrey	SY794375
93.	David Lloyd Leisure Nominee No. 3 Limited and David Lloyd Leisure Nominee No. 4 Limited	Odyssey Glory Mill, Glory Mill Lane, Wooburn Green, High Wycombe, HP10 0BX	BM330516
94.	David Lloyd Leisure Nominee No. 3 Limited and David Lloyd Leisure Nominee No. 4 Limited	Land and Buildings at the Greenway Centre, Southmead, Bristol, BS10 6AZ	BL102441
95.	David Lloyd Leisure Nominee No. 3 Limited and David Lloyd Leisure Nominee No. 4 Limited	Land and Buildings at Coldham's Business Park, Norman Way, off Coldham's Lane, Cambridge, CB1 3LH	CB329066
96.	David Lloyd Leisure Nominee No. 3 Limited and David Lloyd Leisure Nominee No. 4 Limited	The Harbour Club, Watermeadow Lane, London, SW6	BGL65391
97.	David Lloyd Leisure Nominee No. 3 Limited and David Lloyd Leisure Nominee No. 4 Limited	Land lying to the South of Moss Lane, Whittle-leWoods, Chorley, Lancashire	LAN61280
98.	David Lloyd Leisure Nominee No. 3 Limited and David Lloyd Leisure Nominee No. 4 Limited	Next Generation Sports Club, Darenth Road, Dartford, Kent	K931292
99.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Pensnett Road, Brierley Hill, Dudley, West Midlands	WM919106
100.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Squirrels Heath Lane, Hornchurch, RM11 2DY	EGL530559
101.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Land and buildings at Mosquito Way, Hatfield Business Park, Hatfield, Herts, AL10 9AX	HD476172
102.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	Land on the north side of the Havens, Ransomes Europark, Ipswich, Suffolk	SK299799
103.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	David Lloyd Kembray Park, The Grove, Kembray Park, Swindon SN2 8LY	WT266669
104.	David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited	David Lloyd Narbrough, Carlton Park, Leicester LE19 0LF	LT405147

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|------|---|--|--------------------------|
| 105. | David Lloyd Leisure Nominee No.3 Limited and David Lloyd Leisure Nominee No.4 Limited | David Lloyd York, St John's Playing Field, Hull Road, York YO10 3LG | NYK347512 |
| 106. | David Lloyd Leisure Properties No 3 Limited | Point West, 116 Cromwell Road, Kensington, London SW7 4XR | BGL27282 |
| 107. | David Lloyd Leisure Properties No 3 Limited | David Lloyd Club Brownhill Way, Frogmore Land Nursling, Southampton SO19 OXS | HP602381 |
| 108. | Harbour Club Operations Limited | Land on the south side of The Harbour Club, Townmead Road, London | BGL69377 and
BGL69380 |
| 109. | Next Generation Clubs Limited | Land at Northern Gateway, Colchester, Essex | EX929947 |
| 110. | Nextgen Limited | The Carlton Tennis Club, 1 Alfred Road, Westbourne Green, London, W2 5EU | NGL794304 |

EXECUTION PAGE TO LEGAL CHARGE

Chargors

EXECUTED AS A DEED by)
DAVID LLOYD CLUBS LIMITED)
acting by a director)
in the presence of:)

Signature of Director:

Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HELL

Address:

EXECUTED AS A DEED by)
DAVID LLOYD LEISURE FARNHAM)
LIMITED)

acting by a director
in the presence of:



Signature of Director: _____

Signature of Witness: _____

Name (in BLOCK CAPITALS): CHRISTIAN HELL

Address:



EXECUTED AS A DEED by)
DAVID LLOYD LEISURE GR LIMITED)
acting by a director)
in the presence of:



Signature of Director:

Signature of Witness:

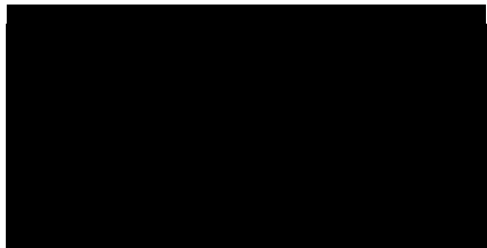
Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



EXECUTED AS A DEED by)
DAVID LLOYD LEISURE LIMITED)

acting by a director
in the presence of:

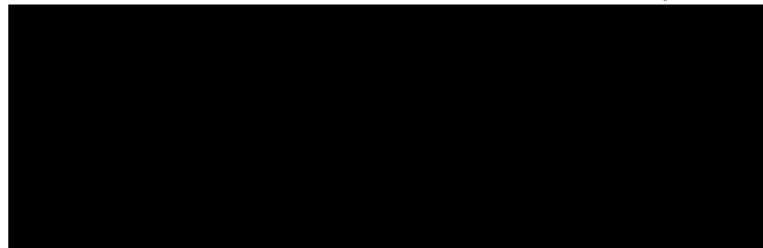


Signature of Director:

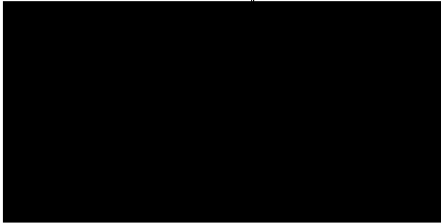
Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



EXECUTED AS A DEED by)
DAVID LLOYD LEISURE NOMINEE)
NO.1 LIMITED)
acting by a director)
in the presence of:



Signature of Director:

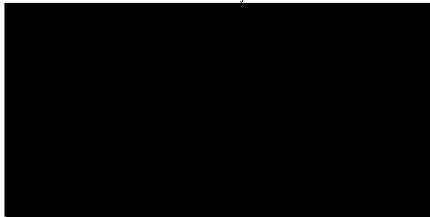
Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



EXECUTED AS A DEED by)
DAVID LLOYD LEISURE NOMINEE)
NO.2 LIMITED)
acting by a director)
in the presence of:

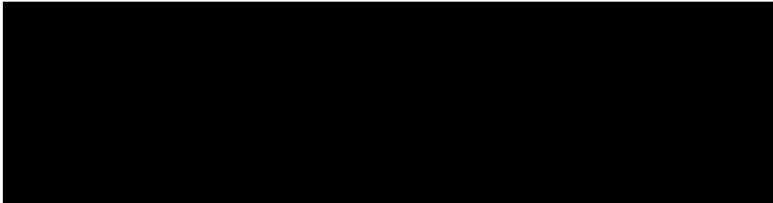


Signature of Director:

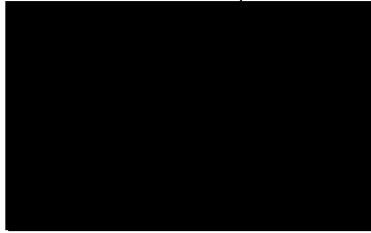
Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



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



Signature of Director: _____

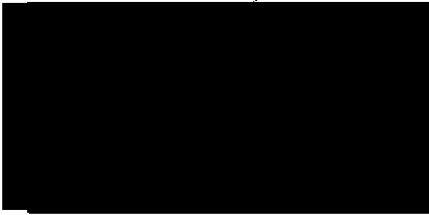
Signature of Witness: _____

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



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

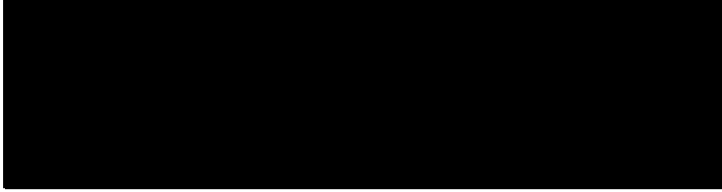


Signature of Director:

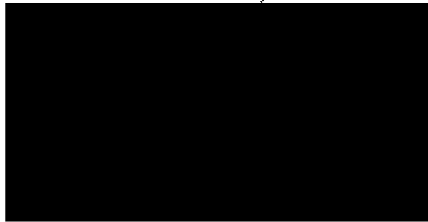
Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



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



Signature of Director:

Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



EXECUTED AS A DEED by)
HARBOUR CLUB OPERATIONS)
LIMITED)
acting by a director)
in the presence of:)

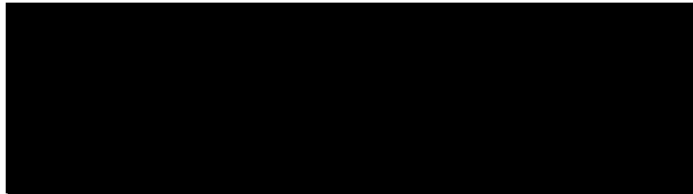


Signature of Director:

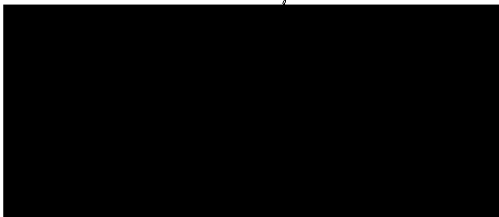
Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



EXECUTED AS A DEED by)
NEXT GENERATION CLUBS LIMITED)
acting by a director)
in the presence of:

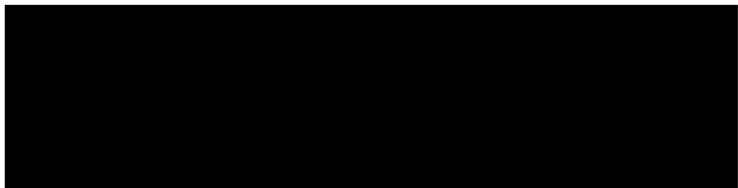


Signature of Director:

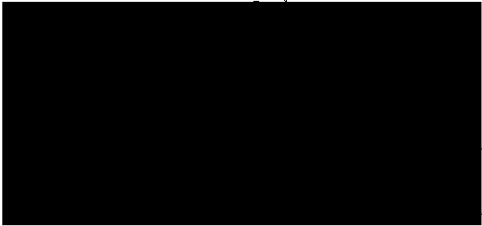
Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



EXECUTED AS A DEED by)
NEXTGEN LIMITED)
acting by a director)
in the presence of:



Signature of Director:

Signature of Witness:

Name (in BLOCK CAPITALS): CHRISTIAN HILL

Address:



Security Agent

Executed by **TALOS CAPITAL DESIGNATED ACTIVITY COMPANY**, a designated activity company organized under the laws of Ireland, acting by HAL LIVINGSTONE 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