

056970/117

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COMPANIES FORM No. 395

395

CHWP000

Please do not
write in
this margin

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

* insert full name
of Company

Particulars of a mortgage or charge

**A fee of £13 is payable to Companies House in
respect of each register entry for a mortgage
or charge.**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

16

02497983

Name of company

* LIVINGWELL HEALTH AND LEISURE LIMITED

Date of creation of the charge

(21 August 2006) 21 August 2006

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

Standard Security

Amount secured by the mortgage or charge

See Paper Apart 1

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

See Paper Apart 2

Postcode

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

Brodies LLP, 15 Atholl Crescent
EDINBURGH EH3 8HA
Ref: JIR.GHW.ANG26.4

Time critical reference

For official Use (02/06)
Mortgage Section

Post room



- Short particulars of all the property mortgaged or charged

See Paper Apart 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)

N/A

Signed

Date

25/8/16

On behalf of [company] [mortgagee/chargee]

**A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)**

† 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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

This is the Paper Apart in three parts referred to in the foregoing Form 395 in respect of Standard Security by Livingwell Health and Leisure Limited in favour of Anglo Irish Bank Corporation plc as Security Trustee

Paper Apart 1

For the purpose of this Form 395:-

- 1 **"Facility Agreement"** shall mean the Facility Agreement dated on or around 8 August 2006 between amongst others (1) Bannatyne Fitness Limited and others as Borrowers; and (2) Anglo Irish Bank Corporation plc as Security Trustee;
- 2 **"Debenture"** means the Debenture referred to in the Facility Agreement as the Obligor's Debenture by *inter alia* the Chargor in favour of the Security Trustee dated on or around 8 August 2006;
- 3 Terms defined in the Facility Agreement and/or pursuant to the Debenture but not in this Form 395 shall have the same meaning in this Form 395 as in the Facility Agreement or as the case may be as in the Debenture (with the meaning ascribed in the Facility Agreement prevailing in the event of any inconsistency), including Default, Finance Documents, Finance Parties, Obligor, Unpaid Sum and Borrowers.

The amount secured by the Standard Security is:-

- A All monies from time to time due or owing, and all other actual or contingent liabilities from time to time incurred, by the Borrowers or any other Obligor to any Finance Party under or pursuant to the Finance Documents; and
- B Interest on such monies and liabilities referred to at A above, to be calculated to the date of payment (as well after as before any Default or judgement) at the rates and on the terms from time to time applicable under the relevant document (or in the absence of an applicable rate and terms, to be calculated and paid under the terms of the Facility Agreement as if it were an Unpaid Sum).

Paper Apart 2

Anglo Irish Bank Corporation plc (Company Number NF003327) as security trustee for the Finance Parties, which expression shall include all successors and assignees and any person for the time being appointed as security trustee of security trustees in accordance with the Finance Documents (the **"Security Trustee"**).

Paper Apart 3

ALL and WHOLE the tenant's interest in the Lease between Teesloch Limited and Livingwell Health and Leisure Limited over ALL and WHOLE the unit forming part of the development at Inshes Retail Park, Inverness, which unit is shown outlined in red on Plan 1 annexed and executed to said Standard Security, which premises form part and portion of the said development, the said development comprising ALL and WHOLE (In the First Place) ALL and WHOLE the subjects situated at the Inshes, Inverness, in the County of Inverness, being the area of ground extending to five acres and seven hundred and thirty thousand parts of an acre (5.730 acres) (two hectares and three hundred and sixteen one thousandth parts of a hectare or thereby (2,316 ha)) or thereby as shown outlined and hatched in red on Plan 1 annexed and executed as relative to Disposition by Alexander Munro in favour of Upland Tulloch Developments Limited dated Twenty fourth December Nineteen hundred and ninety seven and Fifth January Nineteen hundred and ninety eight and recorded in the Division of the General Register of Sasines applicable to the County of Inverness on Third April Nineteen hundred and ninety eight: (In the Second Place) ALL and WHOLE that area of ground extending to One thousand seven hundred and forty three square metres or thereby forming part of Holding Number One, Inshes, Inverness in the Parish and County of Inverness being the subjects outlined in red on the plan annexed and signed as relative to Disposition by Ian Hugh MacLennan Grant and Mrs Nancy Grant in favour of Teesloch Limited dated Twenty seventh March and recorded in the said Division of the General Register of Sasines on Thirteenth April Nineteen hundred and ninety eight (Fiche 160 Frame 1); (In the Third Place) ALL and WHOLE that plot or area of ground extending to Fifty four thousand and seven hundred and twenty square metres or thereby forming part of Holding Number One, Inshes, Inverness in the Parish and County of Inverness being the subjects outlined in red on plan number 1 annexed and signed as relative to Feu Disposition by Ian Hugh MacLennan Grant and Mrs Nancy Grant in favour of Teesloch Limited dated Twenty seventh March and recorded in the said Division of the General Register of Sasines on thirteenth April Nineteen hundred and ninety eight (Fiche 159 Frame 41); (In the Fourth Place) ALL and WHOLE (First) that plot or area of ground in the Estate of Inshes in the Parish and County of Inverness, together with the buildings erected thereon extending to two acres and sixty three decimal or one-thousandth parts of an acre or thereby Imperial Measure, being the subjects more particularly described in and disposed by and delineated and coloured pink on the plan annexed and signed as relative to the Feu Disposition by the Secretary of State for Scotland in favour of Angus MacKintosh Smith dated Fifth October and recorded in the said Division of the General Register of Sasines (Book 928, Folio 84) on the Fourth day of November both Nineteen hundred and sixty, which lease is dated 12 and 19 October 2001 and recorded in the Division of the General Register of Sasines applicable to the County of Inverness on 7 January 2002.

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Please do not
write in
this margin

COMPANIES FORM No. 398

Certificate of registration in Scotland or Northern Ireland of a charge comprising property situate there

398

Pursuant to section 398(4) 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

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02497983

Name of company

* insert full name
of company

* Livingwell Health and Leisure Limited (the "Chargor")

James Ian Roscoe

of Brodies LLP, 15 Atholl Crescent, Edinburgh

* give date and
parties to charge

certify that the charge * by the Chargor in favour of Anglo Irish Bank
Corporation plc as Security Trustee dated 8 August 2006

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 21 August 2006
in ~~[Scotland]~~ ~~[Northern Ireland]~~†

Signed



Date

25/8/06

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

Brodies LLP
15 Atholl Crescent
Edinburgh EH3 8HA
Ref: JIR.GHW.ANG26.4

For official Use (02/06)
Mortgage Section

Post room

Notes

The address of the Registrar of Companies is :-

Companies House
Crown Way
Cardiff
CF14 3UZ

DX 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02497983

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 21 AUGUST 2006 AND DATED THE 8th AUGUST 2006 AND CREATED BY BANNATYNE FITNESS (7) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWERS OR ANY OTHER OBLIGOR TO ANY FINANCE PARTY ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st SEPTEMBER 2006.

Pangels



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES