

# M

CHFP025

Please do not  
write in  
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Please complete  
legibly, preferably  
in black type, or  
bold block lettering

\*insert full name  
of Company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

11342/13

# 395

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



6566892

Name of company

\* LIBERTY GYM LIMITED ("the Company")

Date of creation of the charge

11 MARCH 2009

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

Without prejudice to any right or remedy which the Chargee may have under the Lease (defined overleaf) or otherwise the Chargee shall be entitled at any time and is hereby irrevocably authorised so to do by the Company to make a Withdrawal (defined overleaf) of such amount as may in the Chargee's opinion be required for the purpose of making good:-

1. any default in the Liabilities (defined overleaf);
2. any loss, damage or expense suffered by the Chargee in consequence of any other breach of covenant on the part of the Company contained in the Lease; and
3. any loss, damage or expense suffered by the Chargee in consequence of the Lease being terminated by virtue of the liquidation or bankruptcy of the Company (including any loss or damage for which the Chargee may prove in the winding up of the Company pursuant to Section 178(6) or Section 315 (5) of the Insolvency Act 1986.

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

iQ (General Partner) Limited and iQ (General Partner 2) Limited holding for iQ Property Partnership all of whose registered offices are at 16 Grosvenor Street, London ("the Chargee")

Postcode W1K 4QF

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

Wedlake Bell  
52 Bedford Row  
LONDON  
WC1R 4LR

NZM/82187

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



COMPANIES HOUSE

76

Short particulars of all the property mortgaged or charged

The Company charges to the Chargee with full title guarantee its interest in the Deposit (defined overleaf) and the Account (defined overleaf) as a continuing security for the benefit of the Chargee for the Liabilities (including such sums as are payable for the purpose of making good the loss or damage as referred to in the Rent Deposit Deed (defined overleaf)).

Please do not write in this margin

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

+95

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Wedlake Bell

Date 18 March 2009

On behalf of ~~XXXXXXXXXXXX~~ [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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

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**Particulars of a mortgage or charge  
(continued)**Please do not  
write in this  
binding marginContinuation sheet No 1  
to Form No 395 and 410 (Scot)Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Company Number

6566892

Name of Company

LIBERTY GYM

Limited\*

\* delete if  
inappropriate

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

Definitions

In this Form 395, unless the context requires otherwise

**"Account"** means a separate designated interest-bearing account in the name of and maintained by the Chargee at the Bank;**"Bank"** means the clearing bank at which the Account is from time to time held;**"Deposit"** means the amount specified in the particulars of the Rent Deposit Deed;**"Lease"** means the lease dated 4 December 2001 between (1) Archer Exchange Limited and (2) Rossi Sports Limited together with all other documents supplemental thereto relating to the Property;**"Liabilities"** shall mean:-

1. rent service charges insurance premiums or other contribution to the cost of insurance of the Property outgoing interest value added tax and all other sums whether ascertained or to be ascertained due to the Chargee under the Lease;

2. claim demands damages losses or legal and other professional fees costs charges and expenses on an indemnity basis incurred or suffered by the Chargee arising out of or incidental to breach by the Company of its covenants and conditions in the Lease or of its obligations in the Rent Deposit Deed; and

3. all losses and damage suffered by the Chargee arising out of and in consequence of the forfeiture or disclaimer of the Lease;

whether actual or contingent and whether or not ascertained at the termination of the Rent Deposit Deed pursuant to clause 4.5 of that Deed.

**"Property"** means Ground Floor Premises, The Archer Exchange Building, Gedling Street, Nottingham;**"Rent Deposit Deed"** means the rent deposit deed dated 11 March 2009, the subject of this registration at Companies House;**"Withdrawal"** means any amount from time to time withdrawn from the Account.



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 6566892  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 11  
MARCH 2009 AND CREATED BY LIBERTY GYM LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO IQ (GENERAL PARTNER) LIMITED AND IQ  
(GENERAL PARTNER 2) LIMITED HOLDING FOR IQ PROPERTY  
PARTNERSHIP 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 20 MARCH 2009

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 MARCH 2009**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES