

MG04

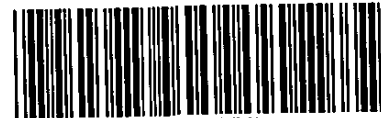
Statement that part [or the whole] of the property
charged (a) has been released from the charge,
(b) no longer forms part of the company's property

Oyez

☒ What this form is for
You may use this form to
register a statement that part
or the whole of the property
has a) been released from
the charge or b) ceased to
form part of the property

☒ What this form is NOT for
You cannot use this form to
register a statement that
the whole of the property
has been released from the
charge or b) no longer forms
part of the company's property
if the company is registered in
England or Wales.
To do this, please use form
MG01.

For further information, please
visit www.gov.uk



LD2

06/07/2012

#9

COMPANIES HOUSE

FRIDAY

1 Company details		For official use
Company number	0 4 1 9 5 5 6 1	Filling 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	COLLIERS INTERNATIONAL UK PLC (IN ADMINISTRATION) (THE "SELLER")	

2 Creation of charge		1 You should give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Legal charge' 2 The date of registration may be confirmed from the certificate
Date charge created	2 5 0 7 2 0 0 1	
Description ¹	DEBENTURE IN FAVOUR OF BARCLAYS BANK PLC (THE "BANK")	
Date of registration ²	3 1 0 7 2 0 0 1	

3 Name and address of chargee(s), or trustee(s) for the debenture holders		Continuation page Please use a continuation page if you need to enter more details
Please give the name and address of the chargee(s), or trustee(s) for the debenture holders		
Name	BARCLAYS BANK PLC	
Address	1 CHURCHILL PLACE, LONDON	
Postcode	E 1 4 5 H P	
Name		
Address		
Postcode		
Name		
Address		
Postcode		

MG04

Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4

Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Continuation page

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

Short particulars

1 The Assets, meaning the Contracts, the Receivables, the Sellers' Insurance Policies, the Historic Insurance Policies, the Fixed Plant, the Goodwill, the Stocks, the Intellectual Property, the Loose Plant and Equipment, the Seller's Records, the Properties, the Securities, the Insurance Mediation Business, the Motor Vehicles, the Seller Claims, the Customer List, the Book Debts and any cash in hand or at bank credit balances (including, but not limited to, any and all credit balances held with the Bank in the Realisation Account or otherwise), cheques, drafts, credit and debit card vouchers, bills of exchange, promissory notes, negotiable instruments or other securities the Seller is entitled to at Completion or monies in the course of electronic transfer to the Seller which became cleared before execution of the Sale and Purchase Agreement, the Marketing Information and all records and other documents relating to the Assets and excluding the Excluded Assets

2 The Business, meaning the business of real estate advisory and fund management of the Seller which includes independent property investment advice and corporate advisory services within the real estate sector

1

5

Property released or ceased to belong to the company

I confirm that with respect to the charge described above that

- ☒ part of the property
☐ the whole of the property

has

- ☐ been released from the charge
☐ ceased to form part of the company's property or undertaking
☒ been released from the charge and ceased to form part of the company's property

1 Please tick one box only

6


Signature

Please sign the form here

Signature

Signature

X



X

This form must be signed by a person with an interest in the registration of the charge

MG04 - continuation page

Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property



4

Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company.

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Short particulars

Continuation sheet 1

Definitions

"Administrators" means Lee Antony Manning and Nicholas Guy Edwards of Deloitte LLP,

"Administrators' Records" means the Administrators' appointment documents and all records generated or made for, or in the course of, the administration of the Seller either by the Administrators or their partners or staff, or by the officers or employees of the Seller at the Administrators' request and all other records, papers and correspondence which (1) relate in whole or in part to the administration of the Seller and (11) the Administrators are required by law, regulation or current insolvency practice to retain,

"Book Debts" means all money due or owing to the Seller at the Relevant Transfer Date in connection with the Business, whether or not invoiced,

"Buyer" means FS 123 Limited (company number 07996509) whose registered office is at 9 Marylebone Lane, London W1U 1HL,

"CCHA Completion" means completion of the sale and purchase of the CCHA Shares in accordance with Schedule 5 of the Sale and Purchase Agreement,

"CCHA Shares" means all of the Seller's shares in CCH Advisers Limited, a private company limited by shares incorporated in England and Wales with registration number 5949354,

"CIBL Completion" means completion of the sale and purchase of the CIBL Shares in accordance with Schedule 1 of the Sale and Purchase Agreement,

"CIBL Shares" means all of the Seller's shares in Colliers International Belfast Limited, having company number N127116 and currently registered on the FSA register with the number 429627,

"Company Records" means the statutory books of the Seller,

"Completion" means completion of the sale and purchase of the Business and the Assets, but excludes the sale of the Excluded Securities and the Insurance Mediation Business

"Contracts" means, so far as the Seller is able to sell or assign the same, the benefit, subject to the burden and to the rights of third parties of all contracts, undertakings, arrangements or agreements in relation to the Business, for the sale of goods or provision of services, to the extent that at the Relevant Transfer Date the same remain to be completed or performed or remain in force, entered into by or on behalf of the Seller, or any one of them, on or before the Relevant Transfer Date which the Buyer hereby agrees to assume,

MG04 - continuation page

Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property



4 Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company.

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Short particulars

Continuation sheet 2

"Customer List" means the databases of customers and/or clients of the Business as at the Relevant Transfer Date in the custody, control or possession of the Administrators and/or the Seller, including age profile, contact details and all other details, and any other lists, in whatsoever form, and in the custody, control or possession of the Administrators and/or the Seller, of customers and/or clients,

"Excluded Assets" means
(b) all Third Party Assets (even if possession is obtained by the Buyer),
(c) the Company Records,
(d) the Administrators' Records,
(e) any interest in shares or securities in any body corporate (other than the Securities),
(f) any asset or right not sold to the Buyer under this agreement, and
(g) the Excluded Properties and the benefit of any rent deposits or rent deposit agreement relating to the Excluded Properties,

"Excluded Properties" means the properties set out in Part 1B of Schedule 11 of the Sale and Purchase Agreement,

"Excluded Securities" means the CIBL Shares, KIAS Shares, L2AS Shares, CCHA Shares, INGUUK Securities, INGSPV1 Securities, INGSPV2 Securities and Paladin Share,

"Fixed Plant" means all fixed plant, machinery, and equipment owned by the Seller and used, or intended to be used, in the Business, which is situated at the Properties on the Relevant Transfer Date,

"Goodwill" means the goodwill of the Seller relating to the Business, including the right for the Buyer to hold itself out as a successor in business to the Seller and all goodwill associated with any trade marks, service marks, trade names, business names and logos,

"Historic Insurance Policies" means any employers' liability insurance policies held by, or taken out for the benefit of, the Seller and/or its subsidiaries and/or Colliers International Belfast Limited, Kongensgate Invest AS, Luhrtoppen 2 AS, CCH Advisers Limited, Merchant Unit Properties Trust, Paladin Group Limited, ING UK Healthcare Unit Trust, ING UK Healthcare SPV 1, ING UK Healthcare SPV 2, Wessex Property Fund or any subsidiaries of these companies,

"INGSPV1 Completion" means completion of the sale and purchase of the INGSPV1 Securities in accordance with Schedule 6 of the Sale and Purchase Agreement,

"INGSPV1 Securities" means all of the units held by the Seller in ING UK Healthcare SPV1,

MG04 - continuation page

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4 Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

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Short particulars

Continuation sheet 3

"INGSPV2 Completion" means completion of the sale and purchase of the INGSPV2 Securities in accordance with Schedule 7 of the Sale and Purchase Agreement,

"INGSPV2 Securities" means all of the units held by the Seller in ING UK Healthcare SPV2,

"INGUK Completion" means completion of the sale and purchase of the INGUK Securities in accordance with Schedule 8 of the Sale and Purchase Agreement

"INGUK Securities" means all of the units held by the Seller in ING UK Healthcare Unit Trust,

"Insurance Mediation Business" means any business activity undertaken by the Seller that constitutes "insurance mediation activity" as defined in the Financial Services and Markets Act 2000,

"Intellectual Property" means

(a) all inventions directly and exclusively connected with the Business and owned by the Seller whether or not capable of protection by patent or registration,

(b) all know-how directly and exclusively connected with the Business and owned by the Seller,

(c) all copyright, moral rights, design rights, unregistered trade marks, logos, drawings, designs, internet domain names and all other intellectual property rights directly and exclusively relating to the Business and owned by the Seller,

in each case in any part of the world and whether registered or not and all rights of the Seller against third parties in respect of any of the foregoing, including but not limited to such of the rights relating to the Intellectual Property as are registered or the subject of applications for registration in any patent, trade mark or other intellectual property registry,

"KIAS Completion" means completion of the sale and purchase of the KIAS Shares in accordance with Schedule 2 of the Sale and Purchase Agreement,

"KIAS Shares" means all of the Seller's shares in Kongensgate Invest AS, a company incorporated in Norway with organisation number 991 901 191 and having its registered office at Hegdehaugsveien 31, 0352 Oslo,

"L2AS Completion" means completion of the sale and purchase of the L2AS Shares in accordance with Schedule 3 of the Sale and Purchase Agreement,

"L2AS Shares" means all of the Seller's shares in Lührtoppen 2 AS, a company incorporated in Norway with organisation number 989 952 692 and having its registered office at Hegdehaugsveien 31, 0352 Oslo,

MG04 - continuation page

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Short particulars

Continuation sheet 4

"Loose Plant and Equipment" means all moveable plant, computer equipment, machinery, office furniture and equipment owned by the Seller and used or intended to be used exclusively in the Business and situated at the Properties on the Relevant Transfer Date,

"Marketing Information" means in relation to the Business all customer names and lists, sales targets and statistics, marketing, research and advertising and promotional materials together with the files and records of the Seller relating to dealings with suppliers and customers (including prospective suppliers and customers of the Seller (except to the extent that such are documents which the Administrators are obliged as a matter of law to retain)),

"Motor Vehicles" means the motor vehicles owned by the Seller in the Business at Completion,

"Paladin Completion" means completion of the sale and purchase of the Paladin Share in accordance with Schedule 4 of the Sale and Purchase Agreement,

"Paladin Share" means the one deferred share in the issued share capital of Paladin Group Limited, a company incorporated in England and Wales having the company number 3899759, held by the Seller at the date of Paladin Completion,

"Properties" means the properties located at
(a) 1st Floor, 72 Welbeck Street, London
(b) 9 Marylebone Lane, London (Lower Ground, Ground and 1st Floors)
(c) 9 Marylebone Lane, London (2nd Floor)
(d) 9 Marylebone Lane, London (3rd Floor)
(e) 9 Marylebone Lane, London (4th and 5th Floors)
(f) Leaf B 20th Floor, Tower 42, London
(g) Part 12th Floor, 11 Brindleyplace, Birmingham
(h) 7th Floor, Broad Quay House, Bristol
(i) 3rd Floor, 39 George Street, Edinburgh
(j) 2nd Floor, 9 George Square, Glasgow
(k) 2nd Floor, 15/16 Park Row, Leeds
(l) Fifth Floor, 1 Marsden Street, Manchester Ground & 1st Floors,
(m) Highbridge House, 93- 96 Oxford Road, Uxbridge
(n) Norwich
(o) Unit 6 (First Floor) Atlantic Building, The Marina, Queen Anne's Battery, Plymouth

"Realisation Account" means the account in the name of the Seller with number 63220346 and sort code 20-65-82 with the Bank,

"Receivables" means the receivables due to the Seller from
(i) Wessex Property Fund in the amount of £252,615 00, and
(ii) Luhrtoppen 2 AS and Kongensgate Invest AS in the amount of £1,396,507 00

MG04 - continuation page

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4 Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Short particulars

Continuation sheet 5

"Relevant Transfer Date" means

(a) the date of Completion in accordance with clause 6 (Completion) of the Sale and Purchase Agreement in so far as that term is used in connection with, or otherwise relates to, the sale and purchase of the Business and Assets other than the Excluded Securities and the Insurance Mediation Business,

(b) the date of CIBL Completion in accordance with Schedule 1 of the Sale and Purchase Agreement in so far as that term is used in connection with, or otherwise relates to, the sale and purchase of the CIBL Shares,

(c) the date of KIAS Completion in accordance with Schedule 2 of the Sale and Purchase Agreement in so far as that term is used in connection with, or otherwise relates to, the sale and purchase of the KIAS Shares,

(d) the date of L2AS Completion in accordance with Schedule 3 of the Sale and Purchase Agreement in so far as that term is used in connection with, or otherwise relates to, the sale and purchase of the L2AS Shares,

(e) the date of Paladin Completion in accordance with Schedule 4 of the Sale and Purchase Agreement in so far as that term is used in connection with, or otherwise relates to, the sale and purchase of the Paladin Share,

(f) the date of CCHA Completion in accordance with Schedule 5 of the Sale and Purchase Agreement in so far as that term is used in connection with, or otherwise relates to, the sale and purchase of the CCHA Shares,

(g) the date of INGSPV1 Completion in accordance with Schedule 6 of the Sale and Purchase Agreement in so far as that term is used in connection with, or otherwise relates to, the sale and purchase of the INGSPV1 Securities,

(h) the date of the INGSPV2 Completion in accordance with Schedule 7 of the Sale and Purchase Agreement insofar as that term is used in connection with, or otherwise relates to, the sale and purchase of the INGSPV2 Securities,

(i) the date of the INGUUK Completion in accordance with the Relevant Transfer Date

"Sale and Purchase Agreement" means the agreement to sell the Assets and the Business, entered into by the Buyer and the Seller on 28 March 2012

"Securities" means the securities/units owned by the Seller in Colliers International Belfast Limited, Kongensgate Invest AS, Lunrtoppen 2 AS, CCH Advisers Limited, Merchant Unit Properties Trust, Paladin Group Limited, ING UK Healthcare Unit Trust, ING UK Healthcare SPV 1, ING UK Healthcare SPV 2, Wessex Property Fund,

"Seller Claims" means any right or claim of the Seller in relation to the Business or Assets against third parties or any proceeds or benefit that the Seller may have or become entitled to in respect of any litigation commenced prior to the Relevant Transfer Date in relation to the Business or Assets,

MG04 - continuation page

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4 Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company.

Please give the short particulars of the property or undertaking which has been
released from the charge or ceased to belong to the company

Short particulars

Continuation sheet 6

"Seller's Insurance Policies" means any insurance policies held by the
Seller;

"Seller's Records" means all books, documents, files and all other records
in the possession and control of the Seller and relating to the Business
and Assets as at the Relevant Transfer Date,

"Stocks" means all stock in trade owned by the Seller in relation to the
Business as at Completion, including raw materials, finished, sold as yet
unused, stores, spare parts and promotional and packing materials, and

"Third Party Assets" means any assets which are used or intended to be
used in the Business which belong to third parties or which are, or
become, the subject of a claim to ownership by a third party

MG04

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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. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

DLA PIPER UK LLP

Address

3 NOBLE STREET

London

England

Post town

United Kingdom

Courty/Region

Postcode

E C 2 V 7 E E

Country

DX

Telephone

020 7796 6666



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 correctly completed the charge details in Section 2
- ☐ You have given the name and address of the chargee, or trustee for the debenture holders
- ☐ You have completed the details of the short particulars of the property charged
- ☐ You have completed both parts of Section 5
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record



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