

G

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

01188567

Note
Please read the
notes on page 3
before completing
this form

Name of company

* J.L.W. SUPPLY COMPANY

* Insert full name
of company

† Insert name(s) and
address(es) of all
the directors

XX We† John Andrew Jenkins of 27 Fanthorpe Street, Putney, London SW15
1DZ and Peter John Mantle of 16 Talbot Road, Highgate, London N6 4QR

§ Delete as
appropriate

‡ Delete whichever
is inappropriate

~~[the sole director]~~ ~~[all the directors]~~ § of the above company do solemnly and sincerely declare that:

The business of the company is:

- (a) ~~that of a [recognised bank] [licensed institution] § within the meaning of the Banking Act 1979 ‡~~
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry~~
~~on insurance business in the United Kingdom ‡~~
(c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in
the ~~[company]~~ ~~[company's holding company]~~

1‡

The assistance is for the purpose of ~~[that acquisition]~~ ~~[reducing or discharging a liability incurred for~~
the purpose of that acquisition] §

THE ENTIRE ISSUED SHARE

The number and class of the shares acquired or to be acquired is: CAPITAL BEING 848,330 ORDINARY SHARES OF ONE PENCE EACH

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

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB
(REF: AJXM/AHR)

For official use
General Section



The assistance is to be given to: (note 2) SEE ATTACHED SCHEDULE

Please do not
write in
this margin

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

The assistance will take the form of:

GUARANTEE OF THE LIABILITIES OF JONES LANG WOOTTON (A COMPANY INCORPORATED IN ENGLAND AND WALES WITH REGISTERED NUMBER 01081258) TO THE PARTNERS OF THE ENGLISH PARTNERSHIP OF JONES LANG WOOTTON PURSUANT TO THE OFFER LETTER RELATING TO THE TRANSFER OF THE BUSINESS OF THE PARTNERSHIP TO JONES LANG WOOTTON. IT IS PROPOSED THAT THE SHARES OF JONES LANG WOOTTON AND THOSE OF THE COMPANY WILL BE ACQUIRED BY LASALLE PARTNERS INCORPORATED IN CONNECTION WITH THE MERGER OF THE WORLDWIDE BUSINESSES OF JONES LANG WOOTTON AND LASALLE.

The person who ~~has acquired~~ [will acquire]* the shares is:
LASALLE PARTNERS INCORPORATED

*Delete as
appropriate

The principal terms on which the assistance will be given are:

THE COMPANY UNCONDITIONALLY AND IRREVOCABLY GUARANTEES TO THE ENGLISH PARTNERSHIP THE DUE AND PUNCTUAL PAYMENT OF THE GUARANTEED MONEYS AND AGREES THAT, IF AT ANY TIME OR FROM TIME TO TIME ANY OF THE GUARANTEED MONEYS ARE NOT PAID IN FULL ON THE DUE DATE THEREFOR (WHETHER AT THEIR STATED DATE OF PAYMENT, BY ACCELERATION, ON DEMAND OR OTHERWISE), IT WILL IMMEDIATELY UPON DEMAND THEREFOR UNCONDITIONALLY PAY TO THE ENGLISH PARTNERSHIP THE MONEYS WHICH HAVE NOT BEEN PAID AS AFORESAID.

The amount of cash to be transferred to the person assisted is £ N/A

The value of any asset to be transferred to the person assisted is £ N/A

The date on which the assistance is to be given is Monday, 8th March 19 99

Please do not
write in
this margin

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

† Delete either (a) or
(b) as appropriate

~~XX~~ We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

~~XXXXX~~ ~~(a) XX~~ We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date.† (note 3)

~~(b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]† (note 3)~~

And ~~XX~~ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 4 COLEMAN STREET
LONDON EC2

the 8th day of March
One thousand nine hundred and ninety nine

before me DAVID PETER JAMES FAIRFAX

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

Declarants to sign below

P. J. M. H.

W. S. P.

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



AUDITORS' REPORT TO THE DIRECTORS OF J.L.W. SUPPLY COMPANY PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors dated 8 March 1999 in connection with the proposal that the company should give financial assistance for the purchase of its ordinary shares by LaSalle Partners Incorporated.

Basis of opinion

We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.

Deloitte & Touche
Registered Auditors
8 March 1999

SCHEDULE

Julian Agnew	2 Blymwood Road, Stroud Green, London N4 4EU
Phillipa Aitken	41 Grand Avenue, Muswell Hill, London N10 3BS
Richard Angliss	31 Amity Grove, West Wimbledon, London SW20 0LQ
Richard Auterac	Merton House, Merton Lane, Highgate, London N6 6NA
Julian Berney	Reeds House, 40 London Road, Maldon, Essex CM9 6HE
Gerald Blundell	74 Abinger Road, London W4 1EX
Paul Boden	1 St Peters Close, Lewis Lane, Chalfont St Peter, Buckinghamshire SL9 9TT
Pierre Bondelé	Avenue Léopold 111 19 1970 Wezembeek Oppem, Belgium
Antony Bones	12 Haywarden Place, Hunts Common, Hartley Wintney, Hampshire RG27 8UA

David Bouch	Flat 3, 44 Ennismore Gardens, London SW7 1AQ
Michael Brierley	4 Spenser Road, Harpenden, Hertfordshire AL5 5NN
Robin Broadhurst	13 Lansdowne Crescent, London W11 2NJ
John Buckingham	5 Spring Terrace, Paradise Road, Richmond, Surrey TW9 1LW
Andrew Bull	Hemington House, Hemington, Nr Oundle, Peterborough, Northamptonshire PE8 5QL
Robert Calnan	246 Seal Road, Sevenoaks, Kent TN15 0AA
Simon Camomile	6 Rembrandt Close, London SW1W 8HS
Robert Campbell	Colliers Farm, Frieth, Henley on Thames, Oxon RG9 6NR
Honor Chapman	33 Hasker Street, London SW3 2LE
Kevin Clarke	9 Ravensbourne Gardens, London W13 8EW
Rupert Clarke	23 Killieser Avenue, London SW2 4NX
Michael Cleall	3 Glebe Place, London SW3 5LB.

Phillip Clint	1 Rossett Park Road, Harrogate, North Yorkshire HG2 9NP
Robin Coady	Cranesfield, Arkesden, Saffron Walden, Essex CB11 4EX
Alan Cook	705 Bankside Lofts, 65 Hopton Street, London SE1 9GZ
Roualeyn Cumming-Bruce	New Farm, Compton, Berkshire RG20 6RQ
Jacqueline Dasoul	Rue du Moulin, 44 1325 Chaumont- Gistoux, Belgium
Arthur De Haast	70 Manor Way, Onslow Village, Guildford, Surrey GU2 5RR
Michael Dow	6 Spanish Cove Road, Larchmont NY 10538 USA
Martin Drinkwater	Hatchgate, 16 Abbotswood, Guildford, Surrey GU1 1UX
Christopher Drury	Grays House, Bramley, Tadley, Hants RG26 5DF
Timothy Dumbreck	44 Mountside, Guildford, Surrey GU2 5JE

Anthony Edgley	Beech Hurst, Tyrrells Wood, Leatherhead, Surrey KT22 8QJ
Michael Follett	Viale Pasubio 12, 20154 Milan, Italy
Nigel Fox	102 Haldon Road, East Putney, London SW18 1QQ
Philip Gadsden	Little Orchard, Snow Hill, Crawley Downs, West Sussex RH10 4EE
Andrew Gould	The Limes, 39 Shepreth Road, Barrington, Cambridgeshire CB2 5SB
David Griffin	Silvertrees, Sheath Lane, Oxshott, Surrey KT22 0QU
Andrew Gulliford	37 Selby Road, Ealing, London W5 1LY
Ian Hall	Hartfield, Firtree Hill, Chandlers Cross, Rickmansworth, Hertfordshire WD3 4LZ
Mark Hall	Meadow View, Pett, East Sussex TN35 4HH

James Hamilton-Stubber	The Vine House, Cliddesden, Basingstoke, Hampshire RG25 2JL
Brian Hardy	27 The Avenue, Radlett, Hertfordshire WD7 7DQ
Richard Harvey	Flat 76, Walton House, Symphony Court, Brindleyplace, Birmingham B16 8AF
Scott Hetherington	Rosherville, The Green, Bearsted, Kent ME14 4DN
Christopher Hiatt	Woodside Cottage, Woodside, Aspley Guise, Bedfordshire MK17 8ED
Jonathan Hillcox	Poundcroft House, East Hanney, Oxfordshire OX12 0HS
Michael Hodges	Hill Farm, Plummers Lane, Bower Heath, Harpenden, Hertfordshire AL5 5EB
Anthony Horrell	4 Balniel Gate, Linsday Square, London SW1V 3SD
Graham Howat	The Old Exchange, Chapel Lane, Heybridge Basin, Maldon, Essex CM9 7RR

Phillip Howells	61 Hillier Road, Clapham, London SW11 6AX
Alistair Hughes	42 Achilles Road, London NW6 1EA
Andrew Hynard	25 Morella Road, London SW12 8UQ
Andrew Jeanes	Hunter's End, Broadcommon Road, Hurst, Berkshire RG10 0RD
Andrew Jenkins	27 Fanthorpe Street, Putney, London SW15 1DZ
Mark Jones	The Lodge House, Cophorne Road, Croxley Green, Hertfordshire WD3 4AQ
Richard Jones	11 Rathgar Avenue, Ealing, London W13 9PL
Anne Kavanagh	38 Amerland Road, London SW18 1PZ
Denis Kavanagh	Flat 306, Blazer Court, 28a St John's Wood Road, London NW8 7JY
Susan Katherine Kopec	Knowle House, Green Lane, Pangbourne, Berkshire RG8 8LD
David Larkin	6 Shafto Mews, London SW1X 0JT

Graham Love	Flint Barn, Church Lane, Graveley, Hitchin, Hertfordshire SG4 7LT
Richard Main	49 Croydon Road, Reigate, Surrey RH2 0NA
Peter Mantle	16 Talbot Road, Highgate, London N6 4QR
David Marks	8 Park View House, Miller Street, Camden Town, London NW1 7DN
Peter Marks	27 Biddenham Turn, Biddenham, Bedford MK40 4AZ
Diane May	5 Eton Villas, London NW3 4SX
Nicholas McCalmont-Woods	8 Bailey Mews, Chiswick, London W4 3PZ
John Milligan	Thistledown Cottage, 87 Green Lane, Burnham, Buckinghamshire SL1 8EG
William Minto	Mansers Farm, Nizels Lane, Hildenborough, Kent TN11 8NX
William Monk	Wyards Farm, Beech Alton, Hampshire GU34 4AA

Huw Moseley	118 Erskine Road, Sutton, Surrey SM1 3BW
Julian Nairn	60 Alleyn Road, London SE21 8AH
Malcolm Naish	Donnington Lodge, 1 Skarries View, Tokers Green, Reading RG4 9EA
Barry Nealon	The Old Customers House, 60 Church Square, Rye, East Sussex TW31 7HF
Steven O'Hara	49 Holyrood, Great Holm, Milton Keynes, Buckinghamshire MK8 9DR
Robert Orr	16 Tideswell Road, Putney, London SW15 6LJ
Duncan Owen	11 Rostrevor Road, Wimbledon, London SW19 7AP
Valerie Owen	15 Ambassador Square, Docklands, London E14 9UX
Colin Parsons	55 Romney Street, London SW1P 3RF
Christopher Peacock	Logmore Place, Logmore Lane, Westcott, Dorking, Surrey RH4 3JN

Christopher Penn	Rua Claudina Silva, 63 Jardim Paulista, 01435-020
Geoffrey Pentecost	5 Arterberry Road, Wimbledon, London SW20 8AE
Richard Phillips	19 Oaklands Road, Groombridge, Kent TN3 9SB
Clive Pickford	Friar's Close, St Albans Road, Reigate, Surrey RH2 9LN
Michel Pilette	Rue de Florence 33, 1050 Brussels, Belgium
Duncan Preston	The Gate House, Knowl Hill, The Hockering, Woking, Surrey GU22 7HL
Vincent Prior	1 Kemnal Park, Haslemere, Surrey GU27 2LF
Richard Probert	20 Station Road, Avondale, Kenilworth, Warwickshire CV8 1JJ
David Pugh	75 Lullingstone Lane, Hither Green, London SE13 6UH
Stephen Rees	11 Savona Court, 28 The Downs, Wimbledon, London SW20 8HY

David Rendall	Rue Grande Avenue 48, 1341 Ceroux Mousty, Belgium
Stuart Richmond-Watson	Flat 7, 3 Ovington Gardens, London SW3 1LS
Nigel Roberts	32 Baxendale, Whetstone, London N20 0EG
Phillip Rodger	4 West Farm Drive, Ashtead, Surrey KT21 2LB
Susan Room	27 Ouseley Road, London SW12 8ED
Alistair Russell	Lansdowne, 1 Stone Rings Lane, Harrogate, North Yorkshire HG2 9HY
Rodger Saper	Beeches House, Vine Gate, Parsonage Lane, Farnham Common, Buckinghamshire SL2 3NX
Neal Scambler	11 Ackmar Road, Fulham, London SW6 4UP
Roderick Scrivener	Clos du Parnasse 1 E4 bte 31 1050 Brussels, Belgium
David Seddon	81 East Sheen Avenue, London SW14 8AX
Andrew Shaw	High Row, Elcho Road, Bowdon, Cheshire WA14 2TH

James Spencer	Chequers, Sheffield Green, Uckfield, East Sussex TN22 3RB
John Stephen	45 Carlton Hill, London NW8 0EL
Julian Stocks	105 Bishops Road, Fulham, London SW6 7AU
Paul Till	33 Galton House, 414 Shooters Hill Road, London SE18
Michael Tiplady	The Granary, Mill Lane, Fletching, Uckfield, East Sussex TN22 3FR
Peter Todd	46 The Ridge, Orpington, Kent BR6 8AG
Lucien Vanderstraeten	Chemin de l'Infante 68/70, 1420 Braine L'Alleud, Belgium
Alain Van Houtte	Avenue Edmond Mesens 65, 1040 Brussels, Belgium
Martin Wallace	41 Leinster Avenue, East Sheen, London SW14 7JW
Adam Ward	Grange Farm, Grange Lane, Acomb, York YO2 3RA

Simon Ward	Horncastle Lodge, Plaw Hatch Lane, Sharpthorne, West Sussex RH19 4JH
William Watts	Limetree Cottage, Buckhold, Pangbourne, Berkshire RG8 8QA
James Welch	27 Balfern Grove, London W4 2JX
Tass Whittaker	Mayfield, Habin Hill, Rogate, Hampshire GU31 5HN
Nichola Wilden	50 Ronalds Road, Highbury, London N5 1XG
Ian Woodward	Flat 3, 53 Blackheath Park, Blackheath, London SE3 9SQ
Richard Wright	9 Belsize Mews, London NW3 5AT
Paul Yearley	Penstock, Shootersway, Berkhamsted, Herts HP4 3ND
JLW Continuation Limited	22 Hanover Square, London W1A 2BN
Karel Abbenes	Kastanjelaan 199 1185 MV Amstelveen The Netherlands
Joost Captijn	Oranjelaan 6 2243 HH Wassenaar The Netherlands

Robert Van Duyl

Willemshof 1
2343 JE Oegstgeest
The Netherlands