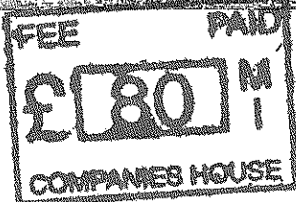


CHFP025



(Registration fee £2)

012734/80.

LP 9905

LP5

## LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership and Statement of particulars  
and of the amounts contributed (in cash or otherwise) by the Limited Partners

(Pursuant to section 8 of the Limited Partnerships Act 1907)

Name of firm or partnership Francia Real Estate Investment Clubs Limited Partnership

We the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

## The general nature of the business

To carry on the business of investing in and monitoring the performance of specified funds.

## The principal place of business

5th Floor, Queensbury House, 3  
Old Burlington Street, W1S 3AE

## The term, if any, for which the partnership is entered into

None

## If no definite term, the conditions of existence of the partnership

The partnership shall only be terminated in the event of the General Partner's insolvency or resignation, agreement between the same and the Limited Partners or service of notice of the Partnership's unlawfulness.

Date of commencement 19 October 2004

The partnership is limited and the full name and address of each of the partners are as follows.

## General partners

Francia (GP) Limited (Company No. 5249549) of 9 Devonshire Square,  
LONDON,  
EC2M 4HF

Limited partners	Amounts Contributed (i)
Please see Schedule 1 attached.	Please see Schedule 1 attached
TOTAL	1,000

Signatures of all the partners

*please see Schedule 2 attached* Date 19 October 2004

Presented by:

Clifford Chance Limited  
Liability Partnership, 10  
Upper Bank Street, London E14

Presentor's reference



Notes

(i) State amount contributed by each limited partner, and whether paid in cash, or how otherwise

## Schedule 2

### Execution Clauses

Signed by [JONATHAN SHRI] a duly authorised representative of PRAMERICA (GP) LIMITED

John Shaw

Signed by [ ]  
a duly authorised representative of  
**PGA EUROPEAN LIMITED**

..... (Authorised Signatory)

Signed by [ ]  
a duly authorised representative of  
**PIM WAREHOUSE INC**

..... (Authorised Signatory)

Signed on behalf of **PRAMERICA  
REAL ESTATE INVESTOR CLUBS (SCOTLAND)  
LIMITED PARTNERSHIP** acting by its general partner,  
**PRAMERICA (GP2) LIMITED**

Kanebo L. H. Shuk (Authorised Signatory)


**Schedule 1**  
**The Limited Partners**

Name of Limited Partner	Capital Contribution (£)
PGA European Limited	5,000
PIM Warehouse Inc.	100
PREIC(S)	1,900

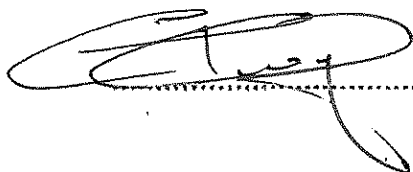
~~In addition, Pramrica (GP) Limited have made a capital contribution of £3,000~~

Subclause 2  
Exemption Clause

Signed by [ P BARRETT ]  
a duly authorised representative of  
PRAMERICA (GP) LIMITED

 (Authorised Signatory)

Signed by [ C LAMBERT ]  
a duly authorised representative of  
PGA EUROPEAN LIMITED

 (Authorised Signatory)

Signed by [                      ]  
a duly authorised representative of  
PIM WAREHOUSE INC

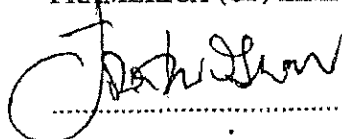
..... (Authorised Signatory)

Signed on behalf of PRAMERICA  
REAL ESTATE INVESTOR CLUBS (SCOTLAND)  
LIMITED PARTNERSHIP acting by its general partner,  
PRAMERICA (GP2) LIMITED

 (Authorised Signatory)

Schedule 2  
Execution Clauses

Signed by Donatien Sipe  
a duly authorised representative of  
**PRAMERICA (GP) LIMITED**



..... (Authorised Signatory)

Signed by [ ]  
a duly authorised representative of  
**PGA EUROPEAN LIMITED**

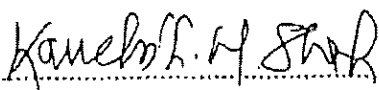
..... (Authorised Signatory)

Signed by [ Peter Eckert ]  
a duly authorised representative of  
**PIM WAREHOUSE INC**



..... (Authorised Signatory)

Signed on behalf of **PRAMERICA**  
**REAL ESTATE INVESTOR CLUBS (SCOTLAND)**  
**LIMITED PARTNERSHIP** acting by its general partner,  
**PRAMERICA (GP2) LIMITED**



..... (Authorised Signatory)

FILE COPY



## CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP

No. LP9905

I hereby certify that the firm

PRAMERICA REAL ESTATE INVESTMENT CLUBS LIMITED  
PARTNERSHIP

having lodged a statement of particulars pursuant to section 8 of the Limited Partnerships Act, 1907, is this day registered as a limited partnership.

Given at Companies House, Cardiff, the 22nd October 2004



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

# Limited Partnership Act 1907

CHWP000

# LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No. LP009905

Name of firm or partnership Pramerica Real Estate Investment Clubs Limited Partnership

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a. The firms name Previous Name	New name NIL
b. General nature of the business Business previously carried on	Business now carried on NIL
c. Principal place of business Previous place of business  Queensbury House 3 Old Burlington Street London W1S 3AE	New place of business  Grand Buildings, 1-3 Strand Trafalgar Square London WC2N 5HR
d. Change in the partners or the name of a partner (see Note 1)  NIL	
e. Term of character of the partnership (see Note 2) Previous term	New term NIL
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf).  NIL	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.  NIL	

(02/00)

SATURDAY



\*AUFJ2Z03\*

A14

19/04/2008

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COMPANIES HOUSE

h. Statement of increase in capital contributions		
Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
	NIL	

Signature of firms 

Date 11 April 2008

STEPHEN DAVIES

Presented by: COMPANY SECRETARY TO:  
PRAMERICA (GA) LIMITED

Presentor's reference:

GENERAL PARTNER TO:

## NOTES

PRAMERICA REAL ESTATE INVESTMENT CLUBS L.P.

- Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- Any variation in the sum contributed by any limited partner must be stated at f. overleaf. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
- Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.