

Limited Partnerships Act 1907

CHFP025

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)

Registration No. LP014901

Name of firm Pramerica Real Estate Capital II (La Roca) L.P. (the "Partnership")

The changes specified below have been made or have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firm name	Previous Name	New name
	Nil		Nil
b.	General nature of the business	Business previously carried on	Business now carried on
	Please see (b) in the attached Schedule.		Please see (b) in the attached Schedule.
c.	Principal place of business	Previous place of business	New place of business
	Nil		Nil
d.	Change in the partner/name of a partner		
	Please see (d) in the attached Schedule.		
e.	Term or character of the partnership (see Note 2)	Previous term	New term
	Please see (e) in the attached Schedule.		Please see (e) in the attached Schedule.
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)).		
	Please see (h) in the attached Schedule.		
g.	Change in the liability of any partner by reason of becoming a limited instead of a general partner or vice versa.		
	Nil		

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h. Statement of increase in capital contributions

Names of limited partners	Increase or additional sum now contributed in EUR	Total amount contributed in EUR
Stichting Depositary APG Strategic Real Estate Pool acting in its capacity of depositary of the APG Strategic Real Estate Pool	380	380
PIM Foreign Investments, Inc	20	20
Pramerica Real Estate Capital II (Scots) Limited Partnership	99	100

**Schedule to Form LP6 relating to Pramerica Real Estate Capital II (La Roca) L.P.
(LP014901)**

b. General Nature of the business

Business previously carried on

To carry on the business of seeking and exploiting general commercial opportunities with the principal objective of generating profit.

Business now carried on

The principal purpose of the Partnership is to make, monitor and dispose of the Investment (as defined in the limited partnership agreement constituting the Partnership (the "Partnership Agreement") indirectly through the Investment Subsidiary (as defined in the Partnership Agreement).

d. Change in the partner / name of a partner

Stichting Depositary APG Strategic Real Estate Pool acting in its capacity of depositary of the APG Strategic Real Estate Pool has become a limited partner.

PIM Foreign Investments, Inc. has become a limited partner.

The general partner's name has been changed from Pramerica UK Trafalgar Property GP Limited to Pramerica Real Estate Capital II GP Limited.

e. Term of character of the Partnership

Previous Term

The Partnership shall terminate on the fifteenth anniversary of the date of registration of the Partnership under the Limited Partnerships Act 1907 or upon the written deed of both partners or upon the bankruptcy, insolvency, dissolution or liquidation of the general partner.

New Term

The term of the Partnership will continue until the disposition of the Investment (as defined in the Partnership Agreement) and the distribution of the proceeds of the Investment (as defined in the Partnership Agreement) to the Partners (as defined in the Partnership Agreement) in accordance with the terms of the limited partnership agreement constituting the Partnership, unless sooner terminated in accordance with the provisions of Clause 10.1.1 of the limited partnership agreement constituting the Partnership.

h. Statement of Increase in capital contributions		
Names 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)
See Schedule attached		

Signature of firm

Kenneth S. H. Smith

For and on behalf of Pramerica Investment Management Limited acting as manager of the Partnership

Presented by: Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Presenter's reference: 918430 / 70 40515575

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NOTES

- 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. 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 sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.

