

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. LP15317

Name of firm Pramerica Real Estate Capital III (Core Debt) L.P.

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
	N/A		N/A
b.	General nature of the business	Business previously carried on	Business now carried on
	See Schedule 1 attached		See Schedule 1 attached
c.	Principal place of business	Previous place of business	New place of business
	N/A		N/A
d.	Change in the partner/name of a partner		
	See Schedule 1 attached		
e.	Term or character of the partnership (see Note 2)	Previous term	New term
	See Schedule 1 attached		See Schedule 1 attached
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)).		
	See Schedule 1 attached		
g.	Change in the liability of any partner by reason of becoming a limited instead of a general partner or vice versa.		
	N/A		

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Signature of firm Kanishk J. Singh

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

149120 Canary Wharf 3

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.

SCHEDULE I TO FORM LP6
PRAMERICA REAL ESTATE CAPITAL III (CORE DEBT) L.P. (the "Partnership")

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:

To facilitate the establishment of and monitor its investments in the Investment Subsidiaries (as defined in the limited partnership deed constituting the Partnership (the "Partnership Deed")).

d. Change in the partners or the name of a partner

The following partners were admitted to the Partnership

1. Superbone Investments Holding B.V.
2. The Prudential Insurance Company of America
3. Pruco Life Insurance Company of New Jersey
4. Universal Prudential Arizona Reinsurance Corporation
5. Pruco Life Insurance Company
6. Prudential Annuities Life Assurance Corporation

e. Term or character of the Partnership

Previous Term:

The term of the Partnership shall continue for a period of fifteen years from the date of registration of the Partnership under the Limited Partnerships Act 1907 unless sooner terminated in accordance with the provisions of the Partnership Deed.

New term:

The term of the Partnership will continue until the fifth anniversary of the end of the Investment Period (as defined in the Partnership Deed) unless sooner terminated in accordance with the provisions of Clause 10.1.1 of the Partnership Deed or extended in accordance with the provisions of Clause 10.2 of the Partnership Deed.

f. Change in the sum contributed by a limited partner

h. Statement of increase in capital contributions

The following limited partners increased their capital contributions to the Partnership:

	Name of Limited Partner	Increase or additional sum now contributed (GBP)	Total capital contribution (GBP)
1.	Pramerica Real Estate Capital III (Scots) Limited Partnership	567.75	568.75
2.	Superbone Investments Holding B.V.	2000.00	2000.00
3.	The Prudential Insurance Company of America	218.95	218.95
4.	Pruco Life Insurance Company of New Jersey	3.20	3.20
5.	Universal Prudential Arizona Reinsurance Corporation	4.00	4.00
6.	Pruco Life Insurance Company	15.90	15.90
7.	Prudential Annuities Life Assurance Corporation	7.95	7.95