

CHFP041

Declaration in relation to assistance for the acquisition of shares.

155(6)a

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

**To the Registrar of Companies
(Address overleaf - Note 5)**

For official use

Company number

01188567

Name of company

* JONES LANG LASALLE LIMITED

X/Wet JOHN ANDREW JENKINS OF 24 HOLROYD ROAD, PUTNEY, LONDON SW15 6LN

ROBERT STEWART ORR OF 6 MALBROOK ROAD, LONDON SW15 6UF (THE DIRECTORS NAMED ABOVE ARE RESIDENT IN THE UNITED KINGDOM AND ARE SIMULTANEOUSLY SWEARING AN IDENTICAL DECLARATION IN FRANCE AND AUSTRIA RESPECTIVELY).

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

The business of the company is:

~~File path of extracted document file name: k:\0:the morning of k\Barton Dec 1979.xl~~

[illegible]

2. **Explain the importance of the following factors in the development of a country's economy:**

(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 \$

The assistance is for the purpose of that acquisition, ~~including but not necessarily limited to~~ ~~for the purpose of the acquisition.~~

The number and class of the shares acquired or to be acquired is: SEE APPENDIX A

For official use
General Section

Post room

Skadden, Arps, Slate,
Meagher & Flom LLP
One Canada Square, Canary
Wharf
London Reg: Pantelides
DX



LD5
COMPANIES HOUSE

0228
08/08/00

The assistance is to be given to: (note 2)

JONES LANG LASALLE EUROPE LIMITED (COMPANY NUMBER 3872194), OF 22 HANOVER SQUARE, LONDON, W1A 2BN, ENGLAND

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:

THE EXECUTION, DELIVERY AND PERFORMANCE BY THE COMPANY OF ITS OBLIGATIONS UNDER A SECOND AMENDED AND RESTATED MULTICURRENCY CREDIT AGREEMENT (THE "FACILITY") DATED AS OF JULY 26, 2000 AMONG, INTER ALIA, JONES LANG LASALLE FINANCE B.V. (THE "BORROWER"), THE COMPANY (AS A GUARANTOR THERETO), THE BANKS PARTY THERETO AND HARRIS TRUST AND SAVINGS BANK AS ADMINISTRATIVE AGENT, CO-LEAD ARRANGER AND JOINT BOOK RUNNER; PURSUANT TO WHICH THE COMPANY WILL GUARANTEE THE OBLIGATIONS OF THE BORROWER UNDER THE CREDIT DOCUMENTS (AS THEREIN DEFINED).

The person who ~~has acquired~~ will acquire* the shares is:

JONES LANG LASALLE EUROPE LIMITED (COMPANY NUMBER 3872194), OF 22 HANOVER SQUARE, LONDON, W1A 2BN, ENGLAND

*Delete as
appropriate

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

SEE APPENDIX B

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

NIL

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

NIL

The date on which the assistance is to be given is WITHIN 8 WEEKS HEREOF

Cop 155(6)(a)-2/3

Please do not
write in
this margin

~~X~~/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)

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

(a) ~~X~~/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)

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

(b) ~~X~~/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 ~~X~~/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 ~~22 HANOVER SQUARE, LONDON W1~~

Declarants to sign below

Saalfelden/Austria, am 26. Juli 2000

on

Day	Month	Year
26	07	2000

Robert S. On

before me

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

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.
- 5 The address for companies registered in England and Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

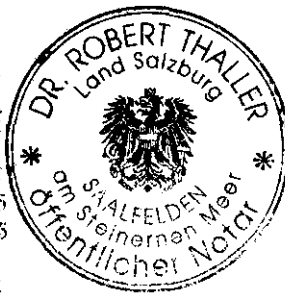
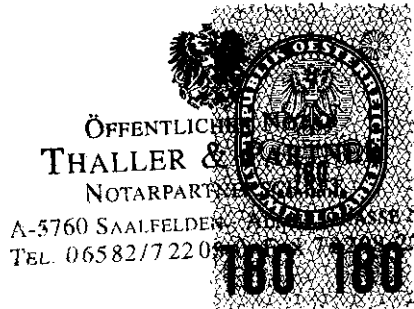
or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

B.R.Zl.: 808/00

Ich bestätige die Echtheit der Unterschrift des Herrn Robert Stewart Orr, geboren am 28.8.1959 (achtundzwanzigster August neunzehnhundertneunundfünfzig), Kaufmann, 22 Hanover Square, London W1A 2BN. -----

Saalfelden am Steinernen Meer, am 26.7.2000 (sechszwanzigster Juli zweitausend). ----



Robert Thaller
öffentlicher Notar

0171 519 7070

Oyez

CHFP041

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
(Address overleaf - Note 5)

For official use

Company number

01188567

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

Name of company

* JONES LANG LASALLE LIMITED

* Insert full name of company

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

X/We I JOHN ANDREW JENKINS OF 24 HOLROYD ROAD, PUTNEY, LONDON SW15 6LN
ROBERT STEWART ORR OF 6 MALBROOK ROAD, LONDON SW15 6UF (THE DIRECTORS NAMED ABOVE ARE RESIDENT IN THE UNITED KINGDOM AND ARE SIMULTANEOUSLY SWEARING AN IDENTICAL DECLARATION IN FRANCE AND AUSTRIA RESPECTIVELY).

§ Delete as appropriate

~~I/We as a director~~ All the directors of the above company do solemnly and sincerely declare that:

The business of the company is:

† Delete whichever is inappropriate

~~(a) that of a person or persons authorised under section 86(1) of the Companies Act 1985 to carry on~~

~~(b) that of a person or persons authorised under section 86(1) of the Companies Act 1985 to carry on~~

~~an 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 §

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

The number and class of the shares acquired or to be acquired is: SEE APPENDIX A

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

Skadden, Arps, Slate,
Meagher & Flom LLP
One Canada Square, Canary
Wharf
London Reg: Pantelides
DX

For official use

General Section

Post room

The assistance is to be given to: (0171 519 7070

JONES LANG LASALLE EUROPE LIMITED (COMPANY NUMBER 3872194), OF 22 HANOVER SQUARE, LONDON, W1A 2BN, ENGLAND

Please do not
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Please complete
legibly, preferably
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The assistance will take the form of:

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The person who ~~has acquired~~ will acquire* the shares is:

JONES LANG LASALLE EUROPE LIMITED (COMPANY NUMBER 3872194), OF 22 HANOVER SQUARE, LONDON, W1A 2BN, ENGLAND

*Delete as
appropriate

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

SEE APPENDIX B

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

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NIL

The date on which the assistance is to be given is WITHIN 8 WEEKS HEREOF

Cog 155(6)(a)-2/3

JK1
26/7

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

~~0:71 519 7070~~
We have formed the opinion that 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)

(a) 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 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 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 22 HANOVER SQUARE, LONDON W1

Declarants to sign below

on

Day	Month	Year
2	6	07

2	0	0	0
---	---	---	---

M^e Hubert-Emmanuel FLUSIN

NOTAIRE

before me

3, rue de Monceau

A Commissioner for Oaths 750081 PARIS Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

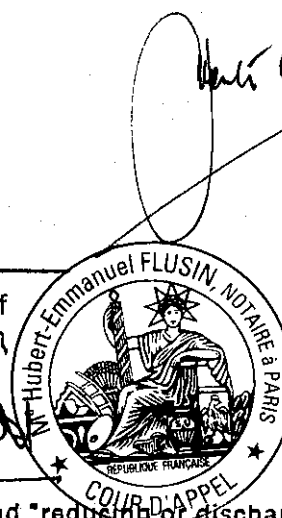
NOTES

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- 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.
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- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
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The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB





KPMG Audit Plc

9th Floor
1 Canada Square
Canary Wharf
London E14 5AG
United Kingdom

Tel +44 (0) 20 7311 1000
Fax +44 (0) 20 7311 4121
Telex 8811541 KPMGLO G
DX 38050 Blackfriars
E-mail stephen.bligh@kpmg.co.uk

The Directors
Jones Lang LaSalle Limited
22 Hanover Square
London
WC1

Our ref Sb/kb/592

Contact Stephen Bligh
020 7311 6444

26 July 2000

Dear Sir

Auditors' report to the directors of Jones Lang LaSalle Limited ("the company") pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 26 July 2000 in connection with the proposal that the company should give financial assistance for the purchase of a number of the company's holding company's ordinary shares to be determined. We have enquired into the state of the company's affairs in order to review the bases for the statutory declaration.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentions in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully

KPMG Audit Plc

KPMG Audit Plc

03/08/00



KPMG Audit Plc, a company
incorporated under the UK Companies
Acts, is a member of KPMG
International, a Swiss association

KPMG Audit Plc is
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work by the Institute of
Chartered Accountants in

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Number 3110745

Registered office
8 Salisbury Square,
London EC4Y 8BB

