

CAPSTONE

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A real estate investment company partnering SMEs, dedicated to accompanying its client-partners over the long term.

Innovative positioning in a non-structured sector. Activity is 75% sale and leaseback of existing buildings, the remaining 25% comprising development of bespoke real estate solutions and services.

1. Proposal to Equity Investors

- Participate in the launch of the “SME Real Estate Investment Company” whose object is to provide small and medium sized enterprises with all services related to their real estate requirements: sale and leaseback, bespoke solutions, redevelopment, outsourced management... (unique positioning)
- Create an original fund structure which will be floated on the Paris stock exchange within **5 years** (exit for initial investors) with the following parameters :
 - o Constitution of a **high-yield** real estate portfolio
 - o Risk/return profile : **10/10**
 - o Investment horizon (fund assets) : **10 years**

2. Management

Project promoter: Stéphane LIPP

- CNAM Commercial Law, MBA Corporate Finance - Fordham University (NY, USA)
- Wide experience in all aspects of commercial real estate investment (Financière Norbert Dentressangle, DTZ Thouard, Wal*Mart, ...)
- Entrepreneur and investor in commercial real estate

An experienced management team of 4 finance and real estate professionals (average age 45) has been assembled and is ready to execute the business plan.

3. Trading Parameters

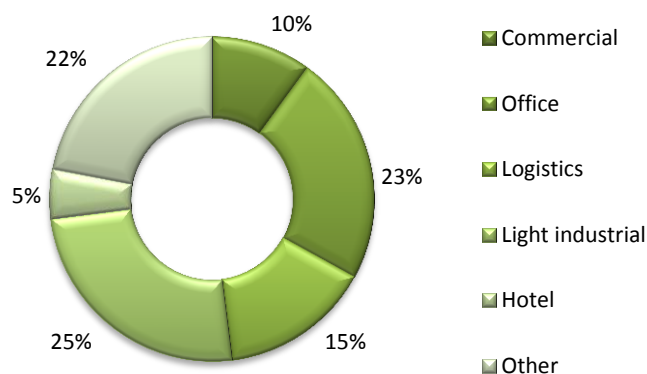
ACTIVITY

- Asset management and associated services relating to « non-prime » real estate assets of SMEs, comprising sale & leaseback, site restructuring/development and portfolio acquisition.

MANAGEMENT & PROJECTIONS

- | | |
|---|---|
| - Average gross rental yield | 10.35% |
| - Average lease length | 10 years |
| - Leverage | 50/50 |
| - Average investment | €5.8m |
| - Recurring revenues | > 95% |
| - Investment markets | France, Belgium |
| - Built area owned in Year 5 | 535 000m ² |
| - Diversification by asset type, location and industry sector | |
| - Protection of investors' interests | <ul style="list-style-type: none">• Management Team• Investment Committee• Board of Directors |

Diversification of revenue by asset type



4. Key Projections

€m	A1	A2	A3	A4	A5
Rental revenue	5	17	31	44	59
EBITA	2	13	26	39	53
Operating cash flow	0.1	8	18	27	39
Fixed assets	125	227	340	446	550
Bank debt	64	118	177	236	293

5. Financial Parameters

- Equity investment : **€267m** issued in tranches as follows :

- Year 1 :
 - First tranche €0.5m - 1 January 2011
 - Second tranche €0.6m - March 2011
 - **Third tranche €22.0m - July 2011 (acquisition of a light industrial park – 50 tenants)**
 - Total Year 1: €67m
- Year 2 – Year 5 : €50m pa approx

- Exit : Year 5 Flotation

- **Exit value €580m**
- **IRR : 25.5%**

Investment by promoter: **€15.08m** (development projects in progress at independent valuation)

6. Project Status

- First 3 investments (of which one already in freehold ownership) under exclusive negotiation for a total of €67m.

I would be pleased to present to you, with my advisors, the details of this uniquely positioned investment opportunity, born out of my experience of the real estate needs of SMEs.

Stéphane LIPP

20 December 2010