

EXHIBIT - D.

JCH/79304.00001/75727.02

## Memorandum of Agreement

Dated

Jumeirah Business Centre 9, Jumeirah Lake Towers

Draft: 31 March 2008  
JCH/79304.00001/75727.02

Contents (i)

**Memorandum of Agreement (the "Agreement")**

**The Particulars**

**1 Date:**

**2 Seller:**

Name of the Seller: Al Fajer Properties LLC (the Seller)  
Contact Address: PO Box 120360  
Dubai  
United Arab Emirates  
Telephone: +971 (0) 4 330 0633  
Fax: +971 (0) 4 330 0611

**3 Purchaser**

Name of the Purchaser: Dynasty Zarooni Inc (a company incorporated in the Commonwealth of the Bahamas) (the Purchaser) [REDACTED]  
Service Licence: JLT-65022  
Contact Address: PO Box 53948  
Dubai  
United Arab Emirates  
(and contact person for corporate) Kabir Mulchandani

**4 Property**

Building name: JBC 9 located on plots JLT-PH1-H3 and JLT-PH1-RET-111 [REDACTED]  
Location: Jumeirah Lake Towers  
Net Saleable Area: 425,030 square feet  
Number of Parking Space: 403  
Further details of the Property are set out in Schedule 1

- 5 **Purchase Price** AED 871,311,500 (being AED 2050 per square foot)  
6 **Deposit** AED 174,262,300  
7 **Bulk Purchase Discount** AED 65,879,650

8 **Payment Schedule**

% Purchase Price	Instalment Date
Initial Deposit 20% of Purchase Price	Upon signing this agreement
Second Instalment 10% of Purchase Price	On completion of tenth floor (as certified by the Consultant)
Third Instalment 10% of Purchase Price	On completion of twentieth floor (as certified by the Consultant)
Final Instalment 60% of Purchase Price	On completion of the building (as certified by the Consultant)

- 9 **Anticipated Completion Date** 31 December 2010  
10 **Permitted Use** Commercial and retail

Signed by His Highness Sheikh Maktoum  
Hasher Al Maktoum on behalf of the  
Seller



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Witness \_\_\_\_\_

Date 31/03/2008

Signed by Mr Hilal Al Zarooni and Kabir Mulchandani  
on behalf of the Purchaser

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Witness \_\_\_\_\_

\_\_\_\_\_

Witness \_\_\_\_\_



Date

Date 31/3/2008