



Paris, 17 February 2010

Completion of the combination between Icade and Compagnie la Lucette

Morgan Stanley Real Estate Fund to become shareholder of Icade

Paris, 17 February 2010 – Icade and Morgan Stanley Real Estate Fund V (“MSREF”) announced today the completion of all of the transactions contemplated by the framework agreement signed on 23 December 2009 with a view to the acquisition by Icade of the entire stake in Compagnie La Lucette held by MSREF.

Consequently, Icade holds 94.5% of Compagnie La Lucette share capital, and MSREF has become Icade’s second largest shareholder after Caisse des dépôts et consignations, holding approximately 4.5% of Icade.

As announced on 23 December 2009, MSREF received a combined payment of 2 Icade shares and cash consideration of €32.50 in exchange for 21 Compagnie la Lucette shares in the context of this transaction.

Icade will file a simplified alternative public offer including a mixed offer and a cash offer for the remaining shares of Compagnie la Lucette held by the public, in accordance with the AMF general regulations. In the event that following the simplified alternative public offer Icade holds at least 95% of the share capital and voting rights of Compagnie la Lucette, Icade shall, at the closing of such offer, implement a squeeze-out in order to ensure that Icade holds 100% of the share capital and voting rights of Compagnie la Lucette.

Icade and MSREF announced today the definitive completion of the acquisition by Icade of the entire stake held by MSREF in Compagnie la Lucette and the acquisition by MSREF of a stake in Icade’s share capital.

This transaction, completed at the same time as the disposal by Icade of its residential real estate portfolio, enables Icade to strengthen the expansion of its commercial real estate investment division by fully reflecting Icade’s strategy aimed at delivering sustainable growth of its cash flow and portfolio valuation, while maintaining a prudent leverage level consistent with targeted ratios disclosed to the market.

Completion of the three main steps of the transaction according to the timetable which was initially announced

The three main steps of the transaction were completed according to the timetable which was initially announced:

- on 24 December 2009, MSREF sold to Icade 35% of Compagnie la Lucette's share capital for a total consideration of €87.6 million at a price of €9.61 per share;
- following the approval of the transaction by the French Antitrust Authority, Icade's shareholders' general meeting held on 16 February 2010 approved the contribution by MSREF to Icade of its remaining stake in Compagnie la Lucette, representing 59.5% of Compagnie la Lucette's share capital. This contribution in kind was effected in consideration for 1,759,289 new Icade shares and on the basis of a price per Compagnie La Lucette share which was identical to that used in connection with the share sale¹;
- Icade's shareholders' general meeting held on 16 February 2010, also approved the share capital increase reserved to MSREF. Accordingly, MSREF invested €49.5 million by subscribing to 584,971 Icade shares¹ at a price per share of €84.67.

Furthermore, Icade's shareholders' general meeting held on 16 February 2010 approved the appointment to Icade's board of directors of a director proposed by MSREF, in addition to a director proposed by Caisse des dépôts et consignations.

Taking into account the share sale, the contribution and the investment in connection with the reserved share capital increase, MSREF received a combined payment of 2 Icade shares and cash consideration of €32.50 in exchange for 21 Compagnie la Lucette shares. As the triggering event requiring the payment to MSREF of a price adjustment in the amount of €20.6 million did not occur before the date of completion of the contribution, no price adjustment will be paid by Icade to MSREF in accordance with the terms and conditions of the framework agreement.

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Combination between Compagnie la Lucette and Icade

As part of the combination between Compagnie la Lucette and Icade, Mr. Thomas Guyot, Chief Executive Officer of Compagnie la Lucette, has joined Icade's executive committee.

In addition, the change in control of Compagnie la Lucette should not have a significant impact on Compagnie la Lucette's contractual arrangements which are currently in force, including in particular:

- its transfer undertakings concerning real estate assets; and
- financing agreements of Compagnie la Lucette. In this respect, Icade has already taken the necessary steps in order to allow Compagnie la Lucette to respect its obligations pursuant to the financing agreements in the context of the combination between Compagnie la Lucette and Icade.

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¹ MSREF has irrevocably and unconditionally undertaken not to transfer, except under certain limited conditions, the Icade shares received in connection with the contribution and the reserved share capital increase during a period of one year concerning half of its stake, and during a period of six months for the remaining portion of its stake.

About Icade

Icade, subsidiary of Caisse des dépôts et consignations, is a major listed French SIIC operating along the whole real estate value chain: investment, development and services across office, business parks, shops / shopping centres and public-health amenities sectors. Its proven real estate expertise enables Icade to provide its clients with tailored solutions and to offer a global solution to real estate current challenges. In 2008, Icade has posted consolidated revenues of €1,599 million and net current cash flow of €206 million. Liquidation net asset value amounts to €4,236.6 million, i.e. €86.9 per share.

The text of this press release is available on Icade's website: www.icable.fr

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About MSREF

Morgan Stanley Real Estate Funds ("MSREF") is one of the largest real estate investment managers globally. Since 1991, it has acquired \$173.7 billion of real estate assets worldwide (approximately US\$8.0 billion in France) and currently manages \$59.5 billion in real estate assets on behalf of its clients. For more information about Morgan Stanley Real Estate Funds, please visit www.morganstanley.com/realestate

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About Compagnie la Lucette

Compagnie la Lucette is a listed company focused on commercial real estate (offices and warehouses) which benefits from the SIIC regime. Compagnie la Lucette owns a high quality portfolio valued at €1.5 billion mainly composed of offices located in key business districts in the Paris region and warehouses in many industrial areas across France. Compagnie la Lucette is listed on Euronext Paris (segment B).

The text of this press release is available on Compagnie la Lucette's website: www.compagnielalucette.com

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