

In the name of

His Highness Sheikh Mohamed bin Zayed Al Nahyan

President of the United Arab Emirates/ Ruler of the Emirate of Abu Dhabi

COURT OF FIRST INSTANCE

REAL PROPERTY DIVISION

BETWEEN

**FEDERAL PROPERTIES LIMITED – SOLE PROPRIETORSHIP LLC
(ALSO KNOWN AS FEDERAL PROPERTIES LIMITED)**

Claimant/First Counterdefendant

and

RAWAFID H JAZAIRI IBRAHIM

Defendant/First Counterclaimant

and

AUSAMA AHMED IBRAHIM

Second Counterclaimant

and

DEPARTMENT OF MUNICIPALITIES AND TRANSPORT – ABU DHABI (DMT)

Second Counterdefendant

AND

COURT OF FIRST INSTANCE

REAL PROPERTY DIVISION

BETWEEN

**FEDERAL PROPERTIES LIMITED – SOLE PROPRIETORSHIP LLC
(ALSO KNOWN AS FEDERAL PROPERTIES LIMITED)**

Claimant/Counterdefendant

And

AMIR SADIK ALI AL SAMARRAIE

Defendant/Counterclaimant



JUDGMENT OF JUSTICE PAUL HEATH KC

Neutral Citation:	[2026] ADGMCFI 0009
Before:	Justice Paul Heath KC
Decision Date:	3 March 2026
Decision:	<p>In Case No. ADGMCFI-2023-249: see Schedule A to this judgment.</p> <p>In Case No. ADGMCFI-2024-047: see Schedule B to this judgment.</p>
Hearing Date:	18 February 2026
Date of Orders:	3 March 2026
Catchwords:	Method by which real property held by a constructive trustee to be transferred into the name of the beneficiary. Use of Registrar’s powers of correction under section 144 of the ADGM Real Property Regulations 2024
Legislation Cited:	<p>ADGM Real Property Regulations 2024</p> <p>ADGM Real Property Regulations (Fees) Rules 2024</p>
Cases Cited:	<p>Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Limited) v Rawafid H Jazairi Ibrahim [2025] ADGMCFI 0013</p> <p>Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Limited) v Rawafid H Jazairi Ibrahim [2025] ADGMCFI 0020</p> <p>Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Limited) v Rawafid H Jazairi Ibrahim [2025] ADGMCA 0002</p>
Case Numbers:	ADGMCFI-2023-249 and ADGMCFI-2024-047
Parties and representation:	<p>In Case No. ADGM CFI-2023-249</p> <p>Ms Ola El Btadini, for Claimant/First Counterdefendant</p> <p>Ms Asha Bejoy of ATB Legal Consultancy FZ LLC, for Defendant/Counterclaimants</p> <p>In Case No. ADGMCFI-2004-047</p> <p>Ms Ola El Btadini for Claimant/Counterdefendant</p>



Ms Asha Bejoy of ATB Legal Consultancy FZ LLC for
Defendant/Counterclaimant

JUDGMENT

Introduction

- On 4 July 2026, I gave a Joint Judgment¹ (the “**Joint Judgment**”) on proceedings brought by Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Limited) (“**Federal**”) against the occupants (the “**Unit Owners**”) of four residential units numbered 2701, 1307, 1315 and 914 (the “**Units**”) within an apartment building (the “**Mangrove Place Building**”) situated on Al Reem Island, Abu Dhabi Global Market (“**ADGM**”).² Federal sought orders that the Unit Owners (then regarded by Federal as mere occupants) hand over possession of the Units to it as registered owner of each of the Units. Had it succeeded on each of its claims, the Unit Owners would have been required to hand over possession to Federal, on the grounds that they were occupying the Units unlawfully.³
- The Unit Owners are Ms Rawafid Ibrahim (“**Ms Rawafid**”) in conjunction with her former husband Mr Ausama Ahmed Ibrahim (“**Mr Ausama**”), in respect of Unit 2701, Mr Amir Samarraie (“**Mr Samarraie**”), in respect of Units 1307 and 1315, and Mr Zaid Ausama Ibrahim (“**Mr Zaid**”), in respect of Unit 914. They each counterclaimed, seeking a direction that Federal, as registered owner of each of the Units, held the properties on trust for Ms Rawafid and Mr Ausama, Mr Samarraie and Mr Zaid respectively. In doing so, they challenged the indefeasibility of Federal’s title to each of the Units by invoking an exception to the indefeasibility principle.⁴ The claimed relief took the form of an order transferring the relevant properties to each of the claimed owners. The primary relief sought was an order that would “correct” the real property register so that the Units could be registered in the names of the true owners.
- Ms Rawafid and Mr Ausama, Mr Samarraie and Mr Zaid all succeeded in their Counterclaims. In giving judgment, I concluded that Federal held each of the Units as a constructive trustee for the respective Unit Owners, thereby defeating the indefeasibility of title that Federal would otherwise have enjoyed in respect of each of the Units.⁵ Substantively, the formal orders of the Court required Federal to undertake all necessary steps in order to effect with the ADGM Registration Authority (“**ADGM RA**”) a transfer of the title deeds for the relevant units into the name of the relevant owner.⁶ While the ADGM Real

¹ Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Ltd) v Ibrahim [2025] ADGMCFI 0013.

² See paragraphs 2 and 3 below.

³ Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Ltd) v Ibrahim [2025] ADGMCFI 0013. Permission to appeal refused by both this Court and the Court of Appeal: [2025] ADGMCFI 0020 and [2025] ADGMCA 0002.

⁴ ADGM Real Property Regulations 2024, sections 22 and 24(f).

⁵ Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Ltd) v Ibrahim [2025] ADGMCFI 0013, at paragraph 75.

⁶ *Ibid*, at Schedule A (Ms Rawafid and Mr Ausama), Schedule B (Mr Samarraie) and Schedule C (Mr Zaid).



Property Regulations 2024 (the “**Real Property Regulations**”) refer to “the Registrar and that official’s obligation to establish and maintain a real property register (the “**Register**”),⁸ the ADGM RA fulfils that function. For present purposes, I refer to ADGM RA and the Registrar interchangeably.

4. Despite the time that has passed since my Joint Judgment of 4 July 2025, titles to Units 2701, 1307 and 1315 (the “**Remaining Units**”) have still not been transferred into the names of the respective Unit Owners, meaning that the name of the registered owner for each of the Remaining Units has not yet been corrected on the Register.
5. Difficulties in effecting transfers and correcting the Register have resulted primarily from the change in land registration systems from that operative in the Emirate of Abu Dhabi (“the **Emirate**”) to the Torrens system in force in the ADGM. The ADGM system started to apply to properties on Al Reem Island as from 1 January 2025.⁹ Ultimately, the owners of the Remaining Units and Federal each applied for directions (the “**Directions Applications**”) as to the way in which the Court’s orders of 4 July 2025 should be given effect. The Directions Applications were heard on 18 February 2026.

Analysis

6. The problem that has delayed transfer of the Remaining Units has arisen out of a dispute over whether Federal ought to be described as “Developer” on each of the “Unified Sale and Purchase Agreements” (“**Unified SPAs**”) which had been prepared for the purpose of effecting transfer with the ADGM RA. Ms Rawafid and Mr Ausama (2701) and Mr Samarraie (1307 and 1315) insisted that the respective documents show Luxury Real Estate Development LLC (“**Luxury Real Estate**”) as the “Original Developer” with Federal then shown as “Current Developer”. Federal’s position was that it should be recorded as the “Developer” on the Unified SPAs prepared for the purpose of transfer, with no reference to Luxury Real Estate at all.¹⁰ An impasse has been reached in relation to those competing positions.
7. Mr Zaid is not a party to the applications for directions. He elected to sign a transfer in the form proposed by Federal, showing Federal as the “Developer”. As a result, he is now the registered owner of Unit 914. I work on the assumption that Mr Zaid made a practical decision on how to progress registration efficiently. Nothing I say in these reasons is intended to express support or otherwise for the process that Mr Zaid was prepared to follow. Notwithstanding the views I express in this judgment, it was an option open to him and ought not to be revisited for any purpose, including any arrangements made in relation to the payment of fees incidental to the registration process. The same principle should

⁷ ADGM Real Property Regulations 2024, section 5.

⁸ Ibid, section 7.

⁹ Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Ltd v Ibrahim [2025] ADGMCFI 0013, at paragraphs 40-57.

¹⁰ Ibid, at paragraphs 4.a, 39.a and 42.a, at which I held that Luxury Real Estate was the original developer.



also apply to those unit owners to whom Federal has already transferred other units situated in the Mangrove Place Building.

8. In determining how the registration process should proceed, I take as my starting point my Joint Judgment, in which I recorded that each of the Unit Owners sought orders to “correct” the Register.¹¹ I declared that the titles issued to Federal were “issued in error”.¹² Given the difficulties that the parties have encountered in the registration process, I shall consider whether my order requiring Federal to “transfer” the titles to Units 2701, 1307 and 1315 should be varied (or supplemented) to enable registration requirements to be met. As Mr Zaid made a separate agreement with Federal for the transfer of title of Unit 914 into his name, there is nothing further that is required by way of correction.¹³
9. On 10 February 2026, prior to the hearing of the Directions Applications, I sought assistance from the ADGM RA in relation to registration requirements. In reasons given for doing so, I said:
 - “2. I am aware that the parties have been in contact with ADGM RA in relation to the process that must be followed to enable the Transfer to be registered. The parties have been unable to resolve how that should be done. When determining the Claimant’s Application and the Counterclaimants’ Application it will be necessary for me to determine that process in a manner consistent with the ADGM Real Property Regulations 2024 (the “Real Property Regulations”).
 3. I am conscious that this is the first occasion on which the ADGM Courts have been asked to determine the mode by which an order of the type set out in my July 2025 Order should be implemented. I am aware of other cases in which similar issues may arise. I wish to avoid the possibility that I might give a decision that does not meet the requirements of the Real Property Regulations and/or ADGM RA’s procedures and may cause difficulties in other cases. In those circumstances, I wish to provide an opportunity for ADGM RA to provide assistance to the Court in an endeavour to ensure that no unintended consequences arise from my decision.
 4. For those reasons, I have directed, of my own motion, that the Registry provide relevant documents to ADGM RA. ADGM RA may, at their option, submit written observations, comments or responses by 4.00 pm on 16 February 2026 to assist the Court. I emphasise that this is not an order joining ADGM RA but an opportunity for it to put helpful information to the

¹¹ See paragraph 2 above.

¹² Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Ltd v Ibrahim [2025] ADGMCFI 0013, Schedules A, B and C, paragraph 3.

¹³ See paragraph 7 above.



Court on the process of registration. Any written material provided to the Court must also be provided to both the Claimant and Counterclaimants.”

(Footnote omitted)

10. Helpfully, ADGM RA provided a written submission in which it identified options that the Court may wish to consider. One of those was the possibility of giving effect to my findings on ownership through the exercise of the Registrar’s power to correct the Register under section 144 of the Real Property Regulations. Section 144 provides:

“144. The Registrar may correct Register

- (1) The Registrar may correct the Register if it determines that–
 - (a) the Register is incorrect; and
 - (b) the correction will not prejudice the rights of a registered owner or any other person.
- (2) The Register as corrected by the Registrar has the same effect as if the error had not been made.
- (3) For the purposes of subsection (1)(b), the rights of a registered owner are not prejudiced if the registered owner acquired or has dealt with a registered interest with actual or constructive knowledge that the Register was incorrect.
- (4) Before taking action under this section, the Registrar may give notice of the proposed action to any person to whom the Registrar determines prior notice should be given. However, no action lies against the Registrar for failure to give notice.”

11. This is the first case to come before this Court in which the mechanism to effect a change in registration from a constructive trustee to the true owner of a property has been considered. The difficulty in effecting that change arises out of the terms of the Real Property Regulations, which set out the registration requirements for land on Al Reem Island, and which have applied since 1 January 2025.¹⁴ While there may be a temptation to take account of land registration law in force in the Emirate before 1 January 2025, any issue involving registration of real property on Al Reem Island must now be determined by reference to the Real Property Regulations, without reference to the law previously

¹⁴ See paragraph 5 above.



applicable in the Emirate. The Real Property Regulations now govern all aspects of the registration of real property on Al Reem Island.

12. The first step is to identify precisely the purpose for which each of the three Remaining Units need to be transferred into the names of the respective Unit Owners. I examine that issue in the context of a different type of case in which a party may propose and/or agree a discrete mechanism for the transfer of real property, consistent with the provisions of the Real Property Regulations.
13. In this case, I have held that Federal is holding each of the Remaining Units on a constructive trust for the respective Unit Owners.¹⁵ As a consequence, while legal title to each of the Remaining Units is presently registered in Federal's name, it can only deal with a Unit on behalf of the relevant Unit Owner. Acting in its capacity as a (constructive) trustee, Federal would be required to act for the benefit of the relevant Unit Owner, as beneficiary. So, if Federal were to enter into some transaction whereby it purported to transfer one of the Remaining Units to a third party or encumber without the consent of the respective Unit Owners it would be acting in breach of trust and liable for any loss to the Unit Owner concerned. The nature of the relief is to replace the name of the trustee with the name of the beneficiary. That process is one that can properly be characterised as a "correction" of the Register.
14. That state of affairs can be contrasted with cases in which a vendor sells to a purchaser but refuses to complete the settlement. If a purchaser brought a successful claim for specific performance, the Court would be asked to make an order that, on payment of the agreed purchase price, the vendor transfer the property into the name of the purchaser. In that situation, the purchaser is obtaining an order to require the vendor to transfer the property and have it registered in the purchaser's name. That does not involve a "correction" to the Register. The purchaser has, in that situation, no right to be registered as owner before the sale and purchase had been settled. Rather, it is a mechanism by which the promised transaction may be completed with the assistance of the Court, along with all consequential requirements such as registration.
15. The process of "correction" of the Register is explained in section 144 of the Real Property Regulations.¹⁶ Applying that section, I am persuaded that this is a case in which it is appropriate for the Registrar to correct the Register¹⁷ on the basis that the Court has held that the Register is incorrect.¹⁸ For the purposes of section 144(3) there is no prejudice to Federal if correction is effected in that way because I have found that it had actual knowledge that the Register was incorrect. My Joint Judgment recorded that Federal

¹⁵ Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Ltd) v Ibrahim [2025] ADGMCFI 0013, at paragraph 75.

¹⁶ Set out at paragraph 10 above.

¹⁷ Real Property Regulations 2024, section 144(1)(a).

¹⁸ Federal Properties Limited – Sole Proprietorship LLC (also known as Federal Properties Ltd v Ibrahim [2025] ADGMCFI 0013. The orders set out in Schedules A, B and C each make it clear that title deeds were issued to Federal "in error" and that Federal was required to take steps to "transfer" the Units into the respective names of the Unit Owners.



possessed the prior knowledge of HH Sheikh Tahnoon when he acquired other units in the Mangrove Place Building on (what appears to have been) the insolvency of the original developer, Luxury Real Estate.¹⁹

16. Nor will correction of the Register prejudice the rights of Federal or any other person because the Court has held that Federal holds the Remaining Units as a constructive trustee.²⁰ There is no evidence that any third party will suffer prejudice if the title were corrected. That said, it is open to the Registrar to notify the proposed action to any person whom it thinks fit.²¹ Once the Register is corrected, it has the same effect as if the error had not been made.²²

Conclusion

17. In those circumstances, I conclude that the “correction” process is the most appropriate means by which the parties can comply with the orders made in my Joint Judgment. It remains to decide the terms on which the Court should ensure that “correction” proceeds in the manner contemplated.
18. While, necessarily, this Court is slow to make binding directions or orders against non-parties, ADGM RA, in its submission to the Court of 16 February 2026, indicated that it sought “an order or direction of the Court ... to correct the Register and issue new title deeds” if the Court reached the conclusion that “correction” was the appropriate remedy for the Unit Owners. In circumstances where the ADGM RA has expressly sought an order after having been given an opportunity to be heard by the Court, I am prepared to accede to its request.
19. I have made an order that the Registrar shall correct the Register in relation to Units 2701 (Ms Rawafid and Mr Ausama) and 1307 and 1315 (Mr Samarraie) by registering their respective names in place of Federal and issuing new titles in respect of each. Liberty is reserved to ADGM RA to apply should any consequential direction be required to give effect to my order.

Costs

20. In the unusual circumstances of this case, I propose not to make any order for costs on the Directions Applications. In reaching that provisional conclusion, I have factored in the approach that both Federal and the Unit Owners took to the naming of the “developer” on the Unified SPA, by contrast with the pragmatic way in which Mr Zaid obtained his title.

¹⁹ My reasons for holding that Federal has that form of attributed knowledge are set out at paragraphs 59-64 (legal analysis) and 65-75 (application of the law to the facts). The final position is summarised at paragraph 75.

²⁰ Real Property Regulations 2024, section 144(1)(b).

²¹ Ibid, section 144(4).

²² Ibid, section 144(2).



21. I make a costs order nisi that there be no order as to costs which will be made absolute if no application were made to the contrary on or before 4.00 pm on 17 March 2026. If an application were made, I shall make further directions as to the filing of submissions on costs.



Issued by:

A handwritten signature in blue ink, appearing to read 'Linda Fitz-Alan'.

Linda Fitz-Alan
Registrar, ADGM Courts
3 March 2026

SCHEDULE A
DECISION IN CASE NO. ADGMCFI-2023-249

1. Paragraphs 4 to 7 of the Order of 4 July 2025 and paragraphs 1 to 5 of the Order of 24 December 2025 are vacated and paragraphs 1 to 4 of this Order are issued in substitution for them.
2. Within 7 days of the date of this Order, the Claimant shall pay to the ADGM RA the applicable fees to correct the Register²³ and issue a new title deed in relation to Unit 2701²⁴ in accordance with items 32 and 28 of Schedule 1 to the ADGM Real Property Regulations (Fees) Rules 2024.
3. Within 7 days of payment by the Claimant of the applicable fees in accordance with paragraph 2, the ADGM RA shall:
 - a. correct the Register by substituting the names of the Counterclaimants for the Claimant on the title for Unit 2701 on the basis that the Counterclaimants be registered as tenants in common holding equal shares in accordance with section 34 of the ADGM Real Property Regulations 2024; and
 - b. issue a new title deed which gives effect to paragraph 3(a) above.
4. Nothing in this Order affects”
 - a. any ancillary rights that the Counterclaimants may enjoy in relation to Unit 2701; or
 - b. any right for the Claimant to recover payment for any outstanding service charges or utility charges properly incurred by the Counterclaimants in relation to Unit 2701.
5. The parties and ADGM RA have liberty to apply in the event of any unexpected developments which cause difficulties in the implementation of this Order.
6. There be a costs order nisi that there be no order as to costs in relation to the Directions Applications which will be made absolute if no application were made to the contrary on or before 4.00 pm on 17 March 2026. If an application were made, further directions will be made as to the filing of submissions on costs.

²³ See section 144 of the ADGM Real Property Regulations 2024.

²⁴ Unit 2701, Floor No. 27, Building No. PRP70407, Plot No. C8, Sector RS6, Al Reem Island.

SCHEDULE B
DECISION IN CASE NO. ADGMCFI-2024-047

1. Paragraphs 4 to 7 of the Order of 4 July 2025 and paragraphs 1 to 5 of the Order of 24 December 2025 are vacated and paragraphs 1 to 4 of this Order are issued in substitution for them.
2. Within 7 days of the date of this Order, the Claimant shall pay to the ADGM RA the applicable fees to correct the Register²⁵ and issue new title deeds in relation to Unit 1307²⁶ and Unit 1315²⁷ in accordance with items 32 and 28 of Schedule 1 to the ADGM Real Property Regulations (Fees) Rules 2024.
3. Within 7 days of payment by the Claimant of the applicable fees in accordance with paragraph 2, the ADGM RA shall:
 - a. correct the Register by substituting the name of the Counterclaimant for the Claimant on the titles for Unit 1307 and Unit 1315; and
 - b. issue new title deeds which gives effect to paragraph 3(a) above.
4. Nothing in this Order affects:
 - a. any ancillary rights that the Counterclaimant may enjoy in relation to Unit 1307 and Unit 1315; or
 - b. any right for the Claimant to recover payment for any outstanding service charges or utility charges properly incurred by the Counterclaimant in relation to Unit 1307 and 1315.
5. The parties and ADGM RA have liberty to apply in the event of any unexpected developments which cause difficulties in the implementation of this Order.
6. There be a costs order nisi that there be no order as to costs in relation to the Directions Applications which will be made absolute if no application were made to the contrary on or before 4.00 pm on 17 March 2026. If an application were made, further directions will be made as to the filing of submissions on costs.

²⁵ See section 144 of the ADGM Real Property Regulations 2024.

²⁶ Unit 1307, Floor No. 13, Building No. PRP70407, Plot No. C8, Sector RS6, Al Reem Island.

²⁷ Unit 1315, Floor No. 13, Building No. PRP70407, Plot No. C8, Sector RS6, Al Reem Island.