

INFORMATION MEMORANDUM

(Regulation 11 of the Securities (Disclosure of Interest) Regulations, 1999)

Section 1 - COMPANY (ISSUER) INFORMATION
1. Name of Company (Issuer)
2. Registered Address of Company
3. Place of Incorporation
4. Date of Incorporation
5. Act under which Company is regulated
6. Company's Principal activities
7. Name and Address of Bankers
8. Name of Group of which Issuer is a part
9. Name of holding company of Issuer
10. Position of issuer in Group
11. Particulars of patents, licences etc.
12. Details of pending litigation against the Group
13. Details on legal or arbitration proceeds against the Group

14. Name and Address of Auditors
15. Name and Address of Auditors for preceding two (2) years
16. Auditors' Statement regarding refusal to sign or qualifications to report(s) <u>(GIVE DETAILS)</u>
17. Current Financial Status
18. Material Changes to Financial Information
19. Amount being sought from Current Commercial Paper Issue (in \$)
20. Will the issue be guaranteed? <input type="checkbox"/> YES <input type="checkbox"/> NO
Section 2 - GUARANTOR INFORMATION
21. Name of Guarantor
22. Registered Address of Guarantor
23. Principal Activity of Guarantor
24. Name and Address of Guarantor's Bankers
25. Name and Address of Guarantor's Auditors

26. Name and Address of Auditors for preceding two (2) years
27. Auditors' Statement regarding refusal to sign or qualifications to report(s) (<u>GIVE DETAILS</u>)
28. Name of Group of which Guarantor is a part
29. Name of holding company
30. Position of Guarantor in the Group
31. Particulars of patents, licences held by Guarantor (only material cases)
32. Details of Pending Litigation
33. Details on legal or arbitration proceeds against the Guarantor

SECTION 3 - FEE PAYMENT

The amount of J\$ is being paid on delivery of this information memorandum to the Securities Commission. This is calculated based on the requirements at regulation 23 of the Securities (Disclosure of Interest) Regulations, 1999 of fees at the rate of **J\$ 8 for every J\$ 100,000.00** in value of commercial paper issued. This amount is based on the amount of securities on offer to the public at the time of delivery and is a one time only payment for this issue (offer). If there is a rollover of the issue over a period of 30 days or any other period, fees of the same amount will be paid at the same rate on the rollover.

SECTION 4 - SIGNATORY BLOCK

Name	Position	Signature	Date
Name	Position	Signature	Date

SCHEDULE

This Schedule is prepared as a requirement of the Securities (Disclosure of Interest) Regulations 1999.

1. Amount of Funds being Sought	
2. Proposed Use of Funds	
3. Proposed form of Commercial Paper	
4. The Denominations of the issue (including available multiples)	
5. Maturity Date of Instrument	6. Method of payment on Maturity
7. Authorized share capital of Issuer	8. Issued share capital of Issuer
9. Classes of shares in share capital	
10. Nominal value of shares not fully paid up	
11. Where are the issuer's shares listed?	
12. Have shares been cancelled or suspended	<input type="checkbox"/> YES <input type="checkbox"/> NO
13. Reason for cancellation or suspension	

14. ATTACHMENTS

- Audited Financial Statements
- Interim Balance Sheet
- Interim Profit and Loss Statement
- Statement of Outstanding Financial Liabilities
- Statement signed by two officers that statements filed accurately states financial status & liabilities of issuer/guarantor
- Comparative table of financials for Group for the last two years
- Financial Statements for last 5 years showing the profits, losses, liabilities and financial record and position with comparative table for group accounts
- Copies of individual and group accounts for the last 2 years
- Extract of resolution of Board certified by company Secretary

- Copy of Certified Board Resolution Authorizing the proposed borrowing
- Certified extract from Articles of Association or Memorandum governing borrowing powers
- Opinion of Attorney-At-Law that company has legal capacity to borrow
- Statement of presence or absence Adverse Circumstances
- List of Authorized signatories to the Commercial Paper
- Details of the total amount of any loan capital in any member of group or statement of non-existence
- Statement showing the total amount of any contingent liabilities and guarantees of the issuer or statement of non-existence
- Other.....

DECLARATION

All documents listed in this Information Memorandum and information on the Issuer or Guarantor Company are available for inspection by all, at the offices of the Issuer, the offices of the Guarantor and the offices of the Financial Services Commission located at 39 – 43 Barbados Avenue, Kingston 5.

The following documents are available for inspection at the offices of the issuer and/or guarantor company:

- a) The Memorandum and Articles of Association*
- b) The Trust Deed or document constituting debt securities*
- c) Contracts relating directly to the issue of debt securities*
- d) Existing or proposed service contracts between a director of the issuer and the issuer or any other member of the group*

Name of Issuer _____

Address where documents may be inspected _____

Name of Guarantor (if applicable) _____

Address where documents may be inspected (if applicable)
