
CFAL GLOBAL EQUITY FUND, LTD.

INFORMATION MEMORANDUM

Date of Publication: September 2007

This document has been prepared in accordance with the requirements of the Investment Funds Act, 2003 of the Commonwealth of The Bahamas. CFAL Global Equity Fund, Ltd. (“the Fund”) has obtained a license to operate as a Standard Investment Fund in The Bahamas. The Securities Commission of The Bahamas, as regulators of the Investment Funds Act, 2003, takes no responsibility for the soundness of the Fund or for the correctness of any statements or opinions expressed herein. The securities described in this Offering Memorandum have not been qualified for offer or sale to the public under the securities laws of any other country or jurisdiction.

The Directors of the Fund accept responsibility for the accuracy of the contents of this document at the date of publication. To the best of the knowledge and belief of the Directors the information contained herein is in accordance with the facts and does not omit anything likely to affect the importance of such information.

**CFAL GLOBAL EQUITY FUND, LTD.
(Denominated into United States Dollars)**

A Company incorporated under the
Companies Act, 1992 of the Commonwealth of The Bahamas.

Public Offering of Investor Shares
Registration No.56,230C

Investment Manager:	CFAL
Administrator:	CFAL
Registrar and Transfer Agent:	Alexiou, Knowles & Co.
Banker:	First Caribbean International Bank
Custodian:	Sentinel Bank & Trust Ltd.
Auditors:	Baker Tilly Gomez Partners
Attorney:	Alexiou, Knowles & Co.

This Offering Memorandum is strictly confidential and is supplied for the personal use of the recipient only. Under no circumstances should it be reproduced or distributed to any other person. This document shall be governed by and construed in accordance with the laws of the Commonwealth of The Bahamas.

Prospective investors should not treat the contents of this document as advice relating to legal, or investment matters and are advised to consult their own professional advisers concerning any proposed investment in the Fund.

Investors must be aware that the price of the shares offered herein may go down as well as up after subscribing.

NOTICE

This Offering Memorandum has been prepared in connection with the offer and sale of Shares in CFAL Global Equity Fund, Ltd. to Eligible Investors as defined.

This Offering Memorandum is intended solely for the use of the person to whom it has been delivered by the Fund for the purpose of evaluating a possible investment by the recipient in the shares described herein. No person is authorised to make any representations concerning the Fund or its shares, which are inconsistent with those contained in this Offering Memorandum.

This Offering Memorandum does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

This listing Document includes information given in compliance with the listing rules of The Bahamas International Securities Exchange. The directors collectively and individually accept full responsibility for the accuracy of the information contained in the Listing Document and confirm, having made reasonable enquiry, that to the best of their knowledge and belief there are no facts the omission of which would make any statement within the Listing Document misleading. The Bahamas International Securities Exchange takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss arising from or in reliance upon any part of this document.

Application was made to the Bahamas International Stock Exchange (BISX) for the Fund to be admitted to listing on the Exchange. The actual listing date on the Exchange is expected to occur during the last quarter of 2007.

As provided for in the January 13, 2006 Exchange Control liberalization measures, the Central Bank of The Bahamas as permitted local Bahamas International Stock Exchange (BISX) broker dealers to structure Bahamian Depository Receipts (BDRs), financing the underlying securities at the official rate, to the extent of 5% of the external reserves at the previous years' end but not to exceed \$25 million annually. Beginning June 05, 2007, BISX broker dealers were permitted to make application for the first tranche under the agreement (up to \$6.25 million or \$2.083 million each) in accordance to operational guidelines. Under the above terms, the maximum total subscription amount for the Fund each quarter, subject to external reserves guidelines, is \$2.083 million. While subscription and redemption frequency is quarterly, subscription to the Fund on a quarterly basis is dependent on whether or not the Central Bank of The Bahamas permits the \$2.084 million drawn.

All references herein to "dollars" or "\$" are to United States dollars.

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DIRECTORY

<i>Registered Office:</i>	St. Andrew Court, Frederick Street Steps P.O. Box N-4805 Nassau, Bahamas
<i>Investment Manager:</i>	CFAL 4 th Floor Bay View House 308 East Bay Street P.O. Box CB 12407 Nassau, Bahamas
<i>Trading Advisor:</i>	CFAL 4 th Floor Bay View House 308 East Bay Street P.O. Box CB 12407 Nassau, Bahamas
<i>Depository Bankers:</i>	First Caribbean Bank International Ltd. Shirley Street P.O. Box N-8350 Nassau, Bahamas
<i>Custodian Bank And Clearing Broker:</i>	Sentinel Bank & Trust Ltd. 3 rd Floor View House 308 East Bay Street P.O. Box CB 12407 Nassau, Bahamas
<i>Administrator:</i>	CFAL 4 th Floor Bay View House 308 East Bay Street P.O. Box CB 12407 Nassau, Bahamas
<i>Sub-Administrator:</i>	Genesis Fund Services Limited 4 th Floor Bay View House 308 East Bay Street P.O. Box N-9058 Nassau, Bahamas
<i>Legal Adviser:</i>	Alexiou, Knowles & Co. St. Andrew Court, Frederick Street Steps P.O. Box N-4805 Nassau, Bahamas
<i>Auditors:</i>	Baker Tilly Gomez Partners The Deanery, #28 Cumberland Street P.O. Box N-1991 Nassau, Bahamas

GLOSSARY OF TERMS

Administrator:	The company that maintains the Register of Shareholders and records of the Fund, produces quarterly NAV reports, and liaises with shareholders.
Articles of Association:	The Articles of Association of the Company as amended from time to time.
Bahamian Depository Receipts “BDRs”	BDRs represents ownership in the shares of a foreign company trading on the Bahamian Stock Exchange (BISX).
Business Day	Any normal business day except any day that is a national or bank holiday in the United States or The Bahamas.
Class A Shares:	The Class A Non-Voting Participating Shares of the Company, representing CFAL Global Equity Fund Ltd.
Clearing Broker:	Sentinel Bank & Trust Ltd.
Commercial Paper:	Short term unsecured debt obligations issued by established companies for their short-term working capital needs.
Company:	CFAL Global Equity Fund
Company Secretary:	GFS Business, Ltd., or such other person as may be appointed from time to time
Custodial Bank:	Sentinel Bank & Trust Ltd.
Dealing Day:	Any Business Day when subscriptions or redemptions are requested, the last business day of each quarter and such other days as the Directors may in their sole discretion determine
Derivatives:	Financial instruments whose value is based on another security.
Duration	The price sensitivity of a security with respect to small changes in interest rates.
Equities:	The shares or instruments of a company that indicates an ownership interest in the assets of the company.
Investment Account:	An account established with the Administrator to reflect the value of each shareholder’s ownership in the Fund.
Investment Manager:	The professional money manager that provides the investment advice and management services to the Fund.
Investor Shares:	Unless otherwise stated, the Class A Shares of the Company, to which this Offering Memorandum relates

Leverage:	Borrowing against the assets of the Fund. Leverage can increase the return and potential loss of the Fund.
Liquidity:	The ability of an individual or company to convert assets into cash or cash equivalents without significant price fluctuations.
Management Shares:	The Voting Non-Participating Shares of the Company, designated as such and having the rights and being subject to the restrictions specified herein and in the Company's Articles of Association
Management Shareholder	The holder(s) of Management Shares
Markets:	The markets on which the Company trades, which is primarily the global fixed income market.
Memorandum:	This Company's Offering Memorandum
Memorandum of Association:	The Memorandum of Association of the Company as amended from time to time.
NAV [Net Asset Value]:	The fair market value of the Fund's assets, less its liabilities calculated on the final business day of the quarter other time deem practical by the Company's directors.
NAV PER SHARE:	NAV of the Fund divided by the number of issued and outstanding Shares of the relevant Class. The NAV per Share will be quoted in United States Dollars.
Non-Voting Shares	Unless otherwise stated, collective all Ordinary Non-Voting Shares of the Company that may be issued from time to time, designated as such and having the rights and being subject to the restriction specified herein and in the Articles of Association.
Open-end Investment Fund:	An Investment fund with no specified subscription limit or closing date, and which redeems its own shares or units.
Options:	The right to buy or sell specific securities or properties at a specified price within a specified time.
Redemption:	The repurchase of Class A shares by the Fund.
Redemption Notice:	The form if notice required to redeem investors shares Shares: Unless otherwise stated, the Management Shares and Class A shares of the Company
Redemption Price:	The price paid on redemption of Shares.
Registrar:	Genesis Funds Services Limited or such other person who may be appointed from time to time
REIT:	A Real Estate Investment Trust (REIT) is a company, that usually trades publicly and that manage a portfolio of real estate assets to earn profits for its shareholders.

Remitting Bank/ Financial Institutions	The Bank or financial institution from which a Subscriber's subscription monies are sent to the Company
Securitized Mortgage:	Pooling of mortgages and issuance of a bond against the underlying mortgage.
Share Register:	The principal register maintained by the Company at its Registered Office in which are entered the names and addresses of the Shareholders and their respective shareholding in the company including and sub-funds there under.
Shareholder:	Any individual, partnership, or corporation with a beneficial interest in the Fund through the holding of Class A shares.
Short Sales	Sale of a security not owned by the seller.
Subscriber:	Any person who subscribes for shares pursuant to this Memorandum
Subscription:	The Application for shares in the Fund.
Subscription Price:	The price at which shares may be purchased on any Deal Day
Time Horizon:	The expected time from when an individual first makes an investment to the anticipated time when he/she will redeem his/her shares.
Trading Advisor:	CFAL
Valuation Date:	The last business day of the quarter, when the Fund's NAV is computed, and subscriptions and redemptions are deemed effective.
Yield:	The rate of return on an investment.

For the purpose of this Memorandum any references to the male gender with regard to prospective investors in, or subscribers to, the Fund shall include the female gender or such corporate entity as may be appropriate. Potential investors should note that the above definitions are used for convenience only and that the Company, inter alia, has the right, under the terms of the relevant Agreements, to terminate the appointment of various participants and to appoint other persons in their stead.

OFFERING SUMMARY

The following summary is intended to highlight certain information contained in the body of the Offering Memorandum where more detailed information is found. The information on the Fund set out below should be read in conjunction with the full text of this document, from which it is derived: -

Management Style	Active ¹
Asset Classes	International Fixed Income and Equity
Fund Inception	September 2007
Minimum ² Investment	\$5,000.00
Minimum Incremental Investment	\$1,000.00
Minimum Balance	\$5,000.00
Minimum Redemption	\$1,000.00
NAV Distribution Frequency	Quarterly, calculated on the last business day of the quarter
Management Fee ³	1.00% p.a.
Subscriptions and Redemptions	The Fund is opened quarterly for subscriptions and redemptions
Income Distribution	The Fund will not distribute income to its Shareholder but will reinvest all income

¹ **Active:** This means that the Investment Manager regularly makes decisions about buying and selling investments of the Fund

² **Minimum:** The Investment Manager has the discretion to waive the minimum investment

³ **Management Fee:** This represents fees charged by CFAL to manage the Fund

DIRECTORS OF THE FUND

ANTHONY R. FERGUSON, CFA
Fourth Floor, Bay View House, 308 East Bay Street,
P. O. Box CB-12407, Nassau, Bahamas

Anthony Ferguson, is a President of CFAL Ltd (“CFAL”) and a Director of Sentinel Bank & Trust Ltd., and ColinaImperial insurance Company Limited. CFAL is a leading financial services provider in The Bahamas. Mr. Ferguson has over 20 years experience in both portfolio management and trading in both the fixed income and equity securities, markets. Mr. Ferguson is a past President and Director of the Bahamian Association of Investment Management Research and past member of the Securities Market Task Force established by the Government of The Bahamas. He was also formerly a member of the National Insurance Board of The Bahamas (a quasi-government agency with over \$1.5 billion in assets). Mr. Ferguson is a Chartered Financial Analyst.

ANTOINE W. BASTIAN, CPA
Fourth Floor, Bay View House, 308 East Bay Street,
P.O. Box N-9058, Nassau, Bahamas

Antoine Bastian was born in The Bahamas in 1965. He earned his B.Sc. in Accounting from Indiana University in 1989 and qualified as a Certified Public Accountant in 1993. He began his career in 1990 with Deloitte & Touche LLP. From 1993 to 1995, he was a Mutual Fund Administrator with MeesPierson FundService (formerly FundService International, Ltd.). Subsequently, he managed St. Matthew Investment Fund Accounting Ltd., a Bahamian fund administrator that was associated with Michael J. Liccar & Co., CPAs of Chicago, Illinois. In 1999, he joined The Private Trust Corporation Limited as Manager of the Mutual Fund Department and was appointed to the Board of Directors in 2001. In September 2002, Mr. Bastian was appointed as Managing Director of Genesis Fund Services Limited, a licensed Investment Fund Administrator. Mr. Bastian is a Founding Member of the Bahamas Association of Investment Fund Administrators and works actively with development and promotion of fund administration

JAMES SMITH, C.B.E., J.P
Fourth Floor, Bay View House, 308 East Bay Street,
P. O. Box CB-12407, Nassau, Bahamas

The Hon. James H. Smith served in Parliament as a Senator and in the Cabinet of The Commonwealth of The Bahamas as the Minister of State for Finance during the period 2002 to 2007.

He served as the country’s Ambassador for Trade in the Office of the Prime Minister for five years up to April, 2002. Between 1987 and 1997, he served as Governor of The Central Bank of The Bahamas in charge of conducting monetary policy for the country. Mr. Smith also held positions as Secretary for Revenue and later as Permanent Secretary in the Ministry of Finance where he was actively involved in the development and implementation of fiscal policies. He has led or was a member of numerous Bahamian delegations for investment promotion and trade missions throughout Canada, the United States, Europe, Central and South America, the Caribbean, South Korea, Japan, Hong Kong, Thailand, China, Africa, Dubai and New Zealand.

Mr. Smith served as Chairman of The Bahamas Development Bank, The Bahamas Maritime Authority, The Paradise Island Bridge Authority. He was a member of the Board of Directors of many public and private companies including several banks and the Bahamas International Stock Exchange. He also served as the Chairman of the Negotiating Group on Services in the Free Trade Area of The Americas (FTAA) process.

Mr. Smith was educated in Canada at the University of Alberta, University of Windsor, Ryerson University where he obtained Bachelor's and Master's degrees in Economics as well as a Diploma in Financial Management. An Honorary Doctorate (Humane Letters) was conferred on him in 2003. He was also sworn in as a Justice of the Peace (JP).

His community involvement included membership on the Board of Trustees for the Governor General's Youth Awards Program and the Anglican Diocese Pension Fund. Mr. Smith was named to Her Majesty, the Queen of England's Honour list as a Commander of the Most Excellent Order of the British Empire (CBE) in 2000.

He was born October, 26, 1947; widowed in 1998 and is the father of two sons and a daughter. He is an Anglican, enjoys golf, walking and reading.

PAMELA Q. MUSGROVE, CFA
Fourth Floor, Bay View House, 308 East Bay Street,
P.O. Box CB-12407 Nassau, Bahamas

Pamela Q. Musgrove is Manager of Investments at CFAL. She is responsible for the day to day management of investment management accounts, as well as company analysis and research. Pamela joined Colina in July 1999, and has over eight years experience in securities administration and trading, portfolio accounting, research and portfolio management. She earned her Bachelor Administration with Honours, concentration in finance, from the Acadia University, Nova Scotia, Canada in June 1996. She is also a Chartered Financial Analysts. Her professional affiliations include memberships in the Bahamas Society of Financial Analyst and the International Society of Financial Analyst.

The right of shareholders to remove a Director from office and to appoint a new Director is exercisable solely by the holders of the Management Shares that are all held by the Investment Manager . The Articles contain provisions, inter-alia, to the effect that the remuneration of the Directors shall be \$3,000 per director, determined by the Company in general meeting and shall be deemed to accrue from day-to-day.

Under the Fund's Articles of Association, the Fund indemnifies and holds harmless the Directors and officers of the Fund against all actions, proceedings, costs, charges, losses, damages and expenses (including reasonable attorneys' and accountants' fees) that they may incur or sustain by reason of any act done or omitted in the execution of their duty in their respective offices except such as they incur or sustain through their own willful misfeasance, bad faith or gross negligence. Expenses must be paid by the Fund in advance of the final disposition of such action if the indemnified person agrees to reimburse the Fund in the event indemnification is not permitted.

INTRODUCTION

CFAL Global Equity Fund (the "Fund") was incorporated under the laws of The Bahamas on the 18th of October, A.D. 2007, as an open-ended investment company with limited liability. The registered office of the Company is at St Andrew's Court, Frederick Street Steps, P.O. Box N-4805, Nassau, Bahamas. Non-voting participating shares are issued in classes. This Memorandum relates to an offer of up to one billion dollars (\$1,000,000,000) each of non-voting participating shares.

THE INVESTMENT MANAGER

Pursuant to an Investment Management Agreement between the Fund and CFAL (the "Investment Manager"), the Directors have appointed the Investment Manager as the investment manager to the Fund.

CFAL, with its principal office based in New Providence, The Bahamas provides investment advisory services on a discretionary basis.

The Investment Manager will be responsible for the investment of the assets of the Fund and for the day to day investment decisions of the Fund, consistent with the investment objectives and restrictions of the Fund and the investment strategy of the Investment Manager and subject to the overall control of the Directors.

INVESTMENT OBJECTIVE AND STRATEGY

The Fund seeks superior long term growth of capital by investing primarily in a global portfolio of equity securities of well-established companies that are believed to have above-average market appreciation potential. In evaluating securities, the Investment Manager will rely on its internally developed research-driven stock selection process to seek attractive companies in their sectors, as well as financial and economic information obtained from other sources. The Fund does not intend to distribute income earned on the Fund's investments but will be automatically reinvested for the benefit of the investors.

While the Investment Manager may maintain a certain percentage of the Fund's portfolio in the custodian sweep accounts or in ready funds to service anticipated or customary withdrawals, it will attempt to maximize the investment of cash balances and inflows within the risk parameters of the Fund

INVESTMENT PATTERN AND RISK PROFILE

The strategic asset allocation of the Fund represents the long term investment strategy of the Fund and is driven by the investment objective. In determining the strategic asset allocation to meet the Fund's investment objective, the Investment Manager will consider the risk of investing in different types of securities and different markets.

A large allocation within the Fund will be to United States equity market, with smaller allocations to a diversified mix of international debt and debt like securities. The foreign currency exposure from international fixed income investments will be hedged back to United States Dollars.

The cash portion of the Fund will represent not less than 5.00% of the portfolio. Equities will represent up to 90% of the Fund's assets and fixed income up to 25% of the Fund's assets.

When the Fund is not holding securities it may only hold cash deposits denominated in United States dollars. The term of these deposits will range from overnight to a maximum of one year. The deposits

will only be held with institutions with a strong, short-term credit rating. There is no maximum to the percentage of cash holding in the Fund.

RISK MANAGEMENT

The Investment Manager has extensive experience in trading both equity and fixed income securities. At an overall level the Investment Manager will closely monitor the risk of the total Fund on an ongoing basis to ensure that the risks are appropriate in light of the expected returns and the Fund's objective.

TRADING POLICIES AND RESTRICTIONS

In order to limit exposure to risk the Directors require the Investment Manager to observe the following trading policies:

1. The Fund will not hold more than 40% of its assets in securities of companies in any one industry. The Fund will not invest (i) more than 15% of its total assets in any one security, other than Sovereign Credit obligations; or (ii) in more than 15% of its assets in any Initial Public Offering issue.
2. The Fund shall not invest more than 25% of the Fund's assets in a single issuer. This limit does not apply to Sovereign Debt.
3. The Fund may not invest more than 20% of its net assets in debt instruments which are rated below investment grade by a credit rating agency authorized to carry out such activity. Such investment limit may be extended to 25% of the net assets of the Fund with the prior approval of the Board of Directors.
4. The Fund may invest its assets in unrated debt instruments and/or unlisted securities up to 20%.
5. The Fund may not advance any term loans for any purpose and the Fund shall not underwrite securities
6. The Fund shall not borrow, except to meet temporary liquidity need and for the purpose of repurchase or redemption of units, provided that, the Fund shall not borrow more than 40% of the net assets of the Fund and the duration of such borrowing shall not exceed a period of six months
7. The Fund will only invest in those markets, which in the sole judgement of the Investment Manager at the time of making such investments have sufficient liquidity to enable the Investment Manager to open and close positions without causing excessive price movements.
8. The Fund will not invest directly in real property of any kind. However, the Fund may invest in securitized mortgages up to a maximum of 20%.
9. The Fund will not take legal or management control of the issuers of underlying investments.
10. The Fund will not undertake any transaction in any complex financial instruments such as derivative instruments, save for hedging purposes.
11. The Fund may not make short sales of securities or maintain a short position unless it is for duration adjusted purposes.
12. The Fund shall not make any investments that would expose it to unlimited liability.
13. In the event of the NAV per Investor Share of any Class declining by more than one half of the NAV per Share at the Launch Date, the Investment Manager may liquidate the assets of Fund and the Shares of that class shall be redeemed by the Fund in order to protect the shareholders.
14. The Fund may not purchase securities from or sell to any officer or director of the Fund.

15. The Fund may invest in a master fund of similar strategy

The investment limits outlined above apply to any investment at the time that investment is made. The Investment Manager will monitor the underlying investments to ensure that the restrictions set out above are not breached. Where any restriction is breached, the Investment Manager shall ensure that corrective action is taken except where the breach is due to appreciation or depreciation in the assets of the Fund, changes in exchange rates, or by reason of the receipt of rights, bonuses, benefits in the nature of capital or by reason of any other action affecting every holder of that investment. However, the Investment Manager shall have regard to the investment restrictions when considering changes in the investment portfolio of the Fund.

The information contained under "RISK FACTORS" herein regarding the risks inherent in trading in the Markets should be carefully read by prospective investors considering allocation of funds to the Fund.

RISK FACTORS

Investment Funds, like securities investments, are subject to market risks and there is no guarantee against losses in the Fund or that the Fund's objectives will be achieved. The risk of losses in investing in the Fund can be substantial. Investors should therefore carefully consider whether such type of investment is suitable for them in light of their financial condition and the fact that the value of the Investor Shares may fall as well as rise. Before investing in the Fund, investors should be aware of the following risk factors.

General Risks:

- **Investment Objective Risk:** The risk that the Fund's objective will not be met by the Investment Manager's choice of investments. One measure of risk in an investment is the volatility of returns; the greater the volatility, the more likely that returns will differ from those expected over a given time period. This volatility can result in fluctuations in the unit price and/or amounts distributed to unit holders.
- **Liquidity Risk:** The risk that exist when particular investments are difficult to purchase or sell, preventing the fund from closing out its position or rebalancing within a timely period and at a fair price. While every effort will be made for the Fund to be able to meet all redemptions, the nature of the underlying securities means that in certain circumstances, the Fund may not be able to meet all redemption requests when they are received.
- **Inflation Risk:** The risk that the price of goods and services will rise faster than the value of the Fund's investments.

Fund Risks

- **Lack of Operating History** Although the Directors and Investment Manager have extensive experience in managing capital and pooled investment products, the Fund has no prior operating history upon which prospective investors can evaluate its likely performance.
- **Limited Transferability** The Investor Shares may be listed on one or more exchanges subject to the restrictions and procedures outlined in its Articles of Association and the Listing Regulations of such exchanges. As there is currently no market for the Investor Shares, investors will have to rely on the Fund's redemption program for liquidity. The Directors of the Fund may suspend redemptions indefinitely due to extraordinary circumstances.
- **Regulation** Changes in securities regulations, tax laws, accounting standards, financing regulations or political climate can affect the number of investment opportunities and the profitability of the Fund.

- **Possible Adverse Effect of Large Redemptions** The investment strategy of the Fund could be disrupted by large number of redemptions of the Investor Shares. As a result of a large number of redemptions, the Fund may have to prematurely liquidate securities positions that have not yet adequately matured.

Investment Risks

- **Credit Risk** The risk that a counter party may not be able to meet its obligation when it falls due.
- **Volatility Risk** Movements in the Net Asset Value per Investor Share may on occasion be volatile from month to month. The portfolio positions entered into by the Investment Manager are based upon their expectation of price movements over a period of several months following the trade. In the meantime, the market value of the positions may not increase, and, indeed, may decrease and this will be reflected in the Net Asset Value per Investor Share.
- **Interest Rate Risk** The performance of fixed interest and debt securities will be sensitive to movements in interest rates (e.g. an increase in interest rates results in the capital value of fixed interest investment falling) which can directly and indirectly impact on investment returns. Investments with longer terms to maturity are affected more by interest rate changes.
- **Exchange Rate Risk** Certain of the investments of the Fund may be in currencies other than the United States Dollars. Currency movements relative to the United States dollar can cause changes in the value of investments. Although the Fund will mitigate this risk by hedging non-United States dollar exposure.
- **Market Risk** There can be no assurance that the Fund will achieve its investment objectives, as changes in economic conditions, interest rates, and the mix of securities in the Fund's portfolio will affect the return on Investors' Shares. The Fund may bear the risk of trading halts in the markets for securities and other instruments in which it trades, which could affect the Investment Manager's ability to initiate or close out positions. The ability to initiate or close out positions may also be adversely affected due to insufficient trading activity in the market concerned. This risk may be accentuated where the Fund is required to liquidate positions to meet redemption requests or other funding requirements. The Fund, however, will only trade on major government regulated world exchanges, with liquid markets.
- **Counter-party and Settlement Risk** The Fund will assume credit risk on parties with whom it trades and will also bear the risk of settlement default. The Fund will seek so far as is practicable to ensure that all securities and other assets deposited with sub-custodians or brokers are clearly identified as being assets of the Fund and hence the Fund should not be exposed to credit risk on such parties. However, it may not always be possible to achieve this and there may be practical or timing problems associated with enforcing the Fund's rights to its assets in the case of an insolvency of any such party. The Fund, however, will only deal with exchanges and brokerage houses regulated by the proper US and foreign government authorities.
- **International Investments** Specific risks associated with international investments include but are not limited to movements in exchange rates, the imposition or tightening of exchange controls or other limitations on repatriation of foreign capital and changes in the relative values of the currencies in which the Fund's assets are denominated.
- **Equity Risk** The risk that the prices of securities held by the Fund will fall due to general market and economic conditions, perceptions regarding the industries in which the companies issuing the securities participate and the issuers company's particular circumstances. Investors may lose money on their investments due to unpredictable drops in a stock's value or periods of below-average performance in a given stock market as a whole. Growth stocks are generally more sensitive to market movements than other types of stocks primarily because their stock prices are based heavily on future expectations. Value stocks present the risk that they may fall out of favour with investors and under-perform growth stocks during any given period.

Management Risk

- **Reliance on the Investment Manager** The Investment Manager has complete discretion in investing the Fund's capital and the Fund's success depends, to a large extent, upon its ability to utilise the investment strategy of the Trading Advisor and its models effectively. Although the Investment Manager has contractual obligations, should any of the principals of the Investment Manager cease to participate in the operation of the Fund for any reason, the operations, objectives and activities of the Fund may be adversely affected. The holders of the Investor Shares do not, save in certain limited circumstances, have the right to vote at general meetings of the Fund. Although the officers of the Investment Manager will devote as much time to the Fund as they believe is necessary to assist the Fund in achieving its investment objectives and to administer the Fund's operations, none of them will devote substantially all of their working time to the affairs of the Fund, as they must devote a portion of their time to other funds and investments.
- **Trading Risk** The Investment Manager intends to effectuate the Fund's trading strategies for as long as such strategies are in accordance with the Fund's objectives. However, the Investment Manager reserves the right to modify the Fund's investment approaches or to formulate new approaches to carry out the objectives of the Fund. There can be no assurances that the Fund will achieve its investment objectives.
- **Competition for Investments** The Fund expects to encounter competition from other persons or entities having similar investment objectives. Competition would include other funds, banks and investment bankers, insurance companies and large industrial and financial companies investing directly or through affiliates and individuals. There is substantial competition for good investment opportunities from large and small institutions and wealthy investors.
- **Valuation of the Fund's Assets** The Fund, however, expects to only trade on the most liquid international exchanges that are regulated by proper government authorities.
- **Conflicts of Interest** The Fund partnerships in which the Investment Manager or its affiliates may participate as a partner, or other investment management clients which the Investment Manager or its affiliates may have from time to time, may share administrative offices and utilise common services, facilities, investment research and management. The Investment Manager also may determine from time to time that some investment opportunities are appropriate for Investment Management clients and not others, including the Fund, as the Fund has an investment objective that may vary from that of other investment management clients.

For these and other reasons, such as differing time horizons, liquidity needs, and assessment of general market conditions and of individual securities (including options), Fund investment transactions may or may not vary from decisions made for others by the Investment Manager. It may also occasionally be necessary to allocate limited investment opportunities between the Fund and others on a basis deemed appropriate by the Investment Manager.

COMPANY SECRETARY

The Directors have appointed GFS Business, Ltd., as the Fund's secretary ("the Fund's Secretary"). The Fund Secretary's duties will include maintaining the Fund's statutory books and records, minutes of meetings and complying with regulatory requirements in The Bahamas. For further details on the Fund's Secretary see under the section entitled "Administrator" herein below.

ADMINISTRATOR, REGISTRAR AND TRANSFER AGENT

The Directors have appointed CFAL as the Administrator of the Fund. It should be noted that, in providing services, the Administrator does not act as a guarantor of the Investor Shares herein described. Moreover, the Administrator is not responsible for any trading or investment decisions of the Fund (all of which will be made by the Investment Manager), or the effect of such trading decisions on the performance of the Fund.

SUB-ADMINISTRATOR, REGISTRAR AND TRANSFER AGENT

Genesis Fund Services Limited has been appointed to act as Sub-Administrator, Registrar and Transfer Agent of the Company pursuant to a Sub-Administration, Registrar and Transfer Agency Agreement. Under the terms of such Agreement, and subject to the overall supervision of the Directors and the Administrator, the Sub-Administrator, Registrar and Transfer Agent is responsible for preparing and maintaining financial and accounting records, the Net Asset Value as of each Valuation Day, and periodic financial statements, processing subscription and redemption requests, and performing all the duties usually performed by secretaries and registrars of companies.

The Sub-Administrator, Registrar and Transfer Agent will provide management and administrative services to numerous funds, managed accounts and investment companies. The Sub-Administrator, Registrar and Transfer Agent is an Unrestricted Investment Fund Administrator (as defined in Investment Fund Act, 2003), and as such is regulated by the Securities Commission of the Bahamas.

The Sub-Administration, Registrar and Transfer Agency Agreement provides that the Sub-Administrator, Registrar & Transfer Agent (which shall include all directors, officers and employees of the Sub-Administrator, Registrar & Transfer Agent and any agent, sub-contractor or delegate appointed by the Sub-Administrator, Registrar & Transfer Agent) shall not be liable for any loss or damage suffered by the Company or to any shareholder arising directly or indirectly out of any error of judgement or oversight or mistake of law on the part of the Sub-Administrator, Registrar & transfer Agent made or committed in good faith in the performance of their duties, in the absence of fraud, negligence or wilful default, and the Sub-Administrator shall not be responsible for any loss or damage which the Company or any shareholder may sustain or suffer as the result of or in the course of the discharge of its duties in the absence of fraud, negligence or wilful default, and the Sub-Administrator, Registrar & Transfer Agent shall not in the absence of fraud, negligence wilful default be liable for any loss occasioned by reason only of the liquidation, bankruptcy or insolvency of any agent, sub-contractor or delegate appointed pursuant to the provisions of the Sub-Administration, Registrar and Transfer Agency Agreement.

The Sub-Administrator, Registrar and Transfer Agent will not have any responsibility or authority to make investment decisions, nor to render investment advice. The Sub-Administrator, Registrar and Transfer Agent neither acts in any supervisory capacity with respect to the Investment Manager or the Fund. Therefore, potential investors should not rely upon the Sub-Administrator, Registrar and Transfer Agent in deciding whether or not to invest in the Company.

The Sub-Administrator, Registrar and Transfer Agent will be indemnified out of the assets of the Company against all liabilities, actions, proceedings, claims, costs, demands and expenses arising out of its proper performance under the Sub-Administration, Registrar and Transfer Agency Agreement except for negligence, fraud or wilful default.

THE CLEARING BROKER & CUSTODIAN

Sentinel Bank & Trust Ltd. (the "Clearing Broker") is the clearing broker and custodian for the Fund. Sentinel Bank & Trust Ltd., established in 1997, is a boutique international private bank and trust company that caters to the financial wellbeing of an exclusive clientele of high net worth individuals, corporations and institutions. Sentinel's comprehensive suite of financial services includes administration of fiduciary and private investment company structures, international discretionary asset management, estate planning, private banking and corporate and trust services.

The Directors have also appointed the Custodian as the Clearing Broker. Sentinel Bank & Trust Ltd. will act only as clearing broker for the Fund and as such is paid commissions for executing and clearing trades on behalf of the Fund. The Clearing Broker has not passed upon the adequacy or accuracy of this Offering Memorandum. The Clearing Broker neither will act in any supervisory capacity with respect to the Fund nor participate in the management of the Fund. Therefore, prospective investors should not rely on the Clearing Broker in deciding whether or not to participate in the Fund.

BANKER

The Directors have also appointed FirstCaribbean International Bank Limited as the Depository Bankers. FirstCaribbean is a major Caribbean bank offering a full range of market-leading financial services in Corporate Banking, Retail Banking Wealth Management, Credit Cards, Treasury and Capital Markets. It is the largest, regionally-listed bank in the English-speaking Caribbean, with assets of over US\$12 billion and market capitalization of US\$ 2.8 billion.

This role does not imply an endorsement of the Fund or assumes any responsibility or involvement in the Fund by The Bank beyond these functions. The Banker will act solely on the instructions of the Fund in accordance with the terms of this Offering Memorandum and any Agreement entered into between The Bank and the Fund.

AUDITORS

The Board of Directors of the Fund has appointed Baker Tilly Gomez Partners, Chartered Accountants, Nassau, Bahamas, as the Fund's Auditors.

ADMINISTRATION AND SUB-ADMINISTRATION AGREEMENTS

The Fund has entered into an Administration and Sub-Administration and Registrar and Transfer Agency Agreements with CFAL, (Administrator) and Genesis Fund Services Limited (Sub-Administrator), to perform all general administrative tasks including the keeping of the financial records and calculation of net asset values. The Administrator or the Sub-Administrator may decide to contract some of these services to other affiliated group companies.

The Sub-Administrator will receive a minimum fee of \$20,000 or 10 basis points per annum of the Fund's Net Asset Value. This fee will be accrued and paid quarterly in arrears. This Fee is payable regardless of whether any profits are achieved.

The Administrator or The Fund may terminate the Administration Agreement or the Sub-Administration effective at the close of business on the last day of any month by giving the Fund not less than 90 days written notice. The Fund may at any time, without prior notice, order the Administrator or the Sub-Administrator to cease activity, subject to its obligations to complete execution of directions or instructions already initiated, with respect to the Fund.

Both the Administrator and the Sub-Administrator are established under the laws of the Commonwealth of The Bahamas and has been licensed by the Securities Commission of The Bahamas as an Unrestricted Investment Fund Administrators.

MANAGEMENT AGREEMENT

Under the Management Agreement, the Investment Manager will invest and reinvest the assets of the Fund in accordance with the investment objectives and policies of the Fund set forth above.

Under the terms of the Management Agreement, the Investment Manager may charge a fee of up to 1.00% per annum of the Net Asset Value of the Fund, payable quarterly in arrears by the Fund.

The Investment Manager or The Fund may terminate the Management Agreement effective at the close of business on the last day of any month by giving the Fund not less than 90 days written notice. The Fund may at any time, without prior notice, order the Investment Manager to cease activity, subject to its obligations to complete execution of directions or instructions already initiated, with respect to the Fund.

The services of the Investment Manager to the Fund hereunder are not to be deemed exclusive and the Investment Manager shall be free to render similar services to others and to retain for its own use and benefit all fees or other monies payable thereby and the Investment Manager shall not be deemed to be affected with notice of, or to be under any duty to disclose to the Fund any fact or thing, which comes to the notice of the Investment Manager, or any employee or agent of the Investment Manager, in the course of the Investment Manager rendering similar services to others, or in the course of its business in any other capacity or in any manner whatsoever otherwise than in the course of carrying out its duties hereunder. The Investment Manager may on occasion give advice or take action with respect to the Fund that differs from the advice given with respect to other accounts. Nothing in the Management Agreement shall limit or restrict the right of any directors, officers or employees of the Investment Manager to engage in any other business or to devote his time and attention in part to the management or other aspects of any other business, whether similar or dissimilar in nature. The Investment Manager may aggregate purchases or sales of securities for the Fund with purchases or sales of the same securities by other clients of the Investment Manager. The Investment Manager agrees that in the event that purchases or sales of securities for the Fund shall coincide with the purchases or sales of the same securities by other clients of the Investment Manager, the Investment Manager will make such allocation in a manner believed by the Investment Manager to be equitable to each client.

Under the Management Agreement, the Fund will indemnify the Investment Manager against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings, except that the Investment Manager will not be indemnified against any liability to which it would otherwise be subject by reason of wilful misfeasance, bad faith or gross negligence in the performance of its duties, or reckless disregard of its obligation and duties under the Management Agreement.

FEES AND EXPENSES

The Fund will pay administration and investment management fees and all investment expenses (including brokerage commissions).

Other Expenses

The Fund shall bear other reasonable expenses attributable to it including, but not limited to, the following where applicable:

- Standard bank and brokerage fees incurred for business transactions.
- Government Stamp Tax
- Interest on financing and any applicable taxes.
- Any custodian and/or depository charges.
- Fees due to the auditors.
- Directors' fees and expenses
- Business license fees.
- Legal expenses of the Fund.

The cost of any irregular transaction required by a shareholder will be charged directly to the investment account of that shareholder. The Fund reserves the right to charge proportionately to each shareholder any unforeseen or unquantifiable imposition of tax, levy, or business license fees which may affect this investment fund. Shareholders will be advised of any such charge.

FISCAL YEAR

The fiscal year of the Fund ends on December 31 of each year. A copy of the Annual Audited Report and Accounts will be held at the Fund's registered office and will be distributed to shareholder upon request.

FINANCIAL STATEMENTS

Upon request from investor, shareholders will be sent audited financial statements of the Fund not later than the fourth month after the end of the financial year.

ANTI MONEY LAUNDERING PROCEDURES

Measures aimed towards the prevention of money laundering and applicable "know your customer" legislation require that an applicant verify his/her identity to Genesis Fund Services Limited, ("the Administrator"). The Administrator's Investor Identification/Anti Money Laundering Questionnaire must be completed as part of the standard application form (attached hereto). This is in pursuance of Bahamian legislation, mainly, The Proceeds of Crime Act ("PCA") 2000 and The Financial Transactions Reporting Act ("FTRA") 2000. Pursuant to FTRA financial institutions are obliged to verify the identity of existing and prospective clients. This obligation is absolute unless the application is being made via a foreign financial institution, which is located in a country set out in note 2 of Investor Identification/Anti Money Laundering Questionnaire.

In addition, the Administrator may request further information and documents before processing the application. This may result in shares/units being issued on a dealing day subsequent to the dealing day on which an applicant initially wished to have shares issued to him.

Pursuant to the Financial Transactions Reporting Regulations (No.1) 2000, an individual will be required to produce a copy of the relevant pages of passport (and additional pages, if relevant) or national identity card, together with evidence of the address such as a copy of a recent utility bill or bank statement. Each partner or beneficial owner of an unincorporated business must complete as individuals, and supply the documents requested for individuals in Form (B) of Investor Identification/Anti Money Laundering

Questionnaire. Additionally, a copy of the partnership agreement or other agreement establishing the unincorporated business and authorized signatory listing will be required. In the case of corporate applicants, this will require submission of a certified copy of the Certificate of Incorporation (and any certificate of change of name), certified copy of Memorandum and Articles of Association, Certificate of good standing from registrar of companies, the authorized signatory listing and the names and addresses of all officers, directors and beneficial owners.

It is further acknowledged that the Administrator shall be held harmless and indemnified by the applicant against any loss arising as a result of a failure to process the application if such documentation is required by the Administrator and has not been provided by the applicant to the Administrator's satisfaction.

TERMS OF THE OFFERING

General

The Fund's authorised capital consists of \$100,000 divided into 10,000,000 non-voting Class A common shares having par value \$0.01 each and 10,000 voting Class B shares having a par value of \$0.001 per share (Management Shares).

The Shares

During the initial offering period, the Investor Shares will be offered for sale at \$100.00 per share. They will be continuously offered for sale at a purchase price equal to the Fund's Net Asset Value per Share, as determined on the Valuation Date. *See section on Net Asset Value.*

The minimum initial subscription in the Fund is \$5,000.00 although the Fund, in its sole discretion, may accept initial subscriptions for less than the minimum amount. Shares of the Fund shall be purchased at the Net Asset Value per share on the next Valuation Date, and fractional shares may be issued. All shares must be paid in full at the time of their issue. After the initial investment, each investment account must maintain a minimum investment balance of \$5,000.00 and may be increased in minimum increments of \$1,000.00

The Management Shares

Upon incorporation, the Investment Manager subscribed for, and paid in full at par, for all of the Management Shares. The holders of the Management Shares have the exclusive right to vote on all matters. The Management Shares may not be redeemed.

Subscriptions

The Investor Shares are being offered for sale to qualified investors as a private placement directly by the Fund without registration under the securities laws of any jurisdiction. The Fund is selling Investor Shares on an on-going basis for investment as of each Dealing Day. The minimum initial investment in the Fund is \$5,000.00. The minimum additional investment is \$1,000.00

Each investor who wishes to subscribe for Shares will be required to complete, execute and deliver to the Fund's Administrator a Subscription Agreement in the form attached to the Offering Memorandum. Subscriptions will be fully payable when submitted to the Fund. Subscriptions will be payable by cheque, bank draft, or direct deposit to the Fund's account, in accordance with the instructions included on the Subscription Agreement. The number of shares or part thereof will be allocated based on the Net Asset Value on the Valuation date. There will be no front-end or back-end sales commission on the purchase price per Investor Share.

The Subscription Agreement and monies must be received by the Administrator in acceptable form no later than 5:00pm Eastern Standard ten (10) business days prior to the last day of the quarter. The Administrator may reject a subscription for any reason and is not obliged to disclose the reason, or reasons, for rejecting any subscription application. In the event of a subscription application being rejected, the subscription money will be returned either by telegraphic transfer (with charges for the account of the recipient), or by cheque to the applicant's account at the Remitting Bank/Financial Institution. All subscriptions are irrevocable.

The Fund will not issue share certificates in respect of the Shares. Upon acceptance of the subscription, the Fund Administrator will forward details of the investment account to the subscriber, including the number of shares credited thereto. Subsequently, the relevant account number must identify all references to and inquiries about any individual investment account.

Payment Options

There are two options for payment. Either method below may be used:

1. Cheque Payments

Please make cheques payable to: **CFAL Global Equity Fund Ltd.**

CFAL will accept and process cheques received as cleared funds if received by 11:00am Eastern Standard Time ten business days prior to the last business day of a calendar quarter.

2. Direct Deposit

Deposit application money directly into the following account:

Name of Bank:	First Caribbean International Bank
Branch Number:	#9706
Name of bank account:	CFAL Equity Fund

Distributor and Subscription Office

The Offering Memorandum may also be collected from, and subscription applications delivered to, the offices of:

ColinaImperial Insurance Company
Marsh Harbour, Abaco,
Freeport Grand Bahama and,
Colina Financial Advisors Ltd. 4TH Floor Bay View House, 308 East Bay Street and Chancery Court,
Freeport, Grand Bahama.

Transfer of Shares

On acceptance of the subscription, assignment of an investment account number, and the inclusion of the name on the Register of Shareholders will collectively be *prima facie* evidence of a shareholder's interest in the Fund. This interest is transferable, subject to notice being given to the Administrator and approval thereof by the Directors.

REDEMPTIONS

Investors may redeem Shares by submitting a Redemption Form to the office of the Administrator at least one month prior to any Valuation Date (as defined). The redemption request shall set out the Shareholder's name, Reference number and the number of Participating Shares or the Dollar amount to be redeemed. If the redemption notice is received after the aforementioned notice period it shall be treated as a request for redemption on the next following Dealing Day and Shares will be redeemed at the Redemption Price as at the Valuation Date immediately preceding that Dealing Day. The Administrator and Registrar are entitled to require additional documents, such as, but not limited to, trust instruments, death certificates, appointments as executor or administrator and certificates of corporate authority prior to making any payment in respect of redemptions.

The Fund will normally make payment for the Shares to be redeemed at the latest twenty Business Days following the calculation of the Net Asset Value as at the relevant Valuation Date. The prices for the Shares on any redemption will be the Net Asset Value per Share as of such Valuation Date multiplied by the number of Shares being redeemed. *See section on Net Asset Value.*

Cheques and statements of account reflecting the value of assets at the date of redemption will be dispatched within ten business days of the Valuation Date. Unless otherwise instructed in writing by the Shareholder, redemption proceeds (cheque) will be sent by mail to the Shareholder's address as set out in the Shareholders' register and, in the case of joint holders, to the joint holder whose name stands first in the Shareholders' register.

Compulsory Redemption

The Fund's Articles of Association empower the directors to compulsorily redeem as of any Valuation Date any Shares that, in the opinion of the directors, have been acquired in breach of the laws of any country or governmental agency, or if such compulsory redemption would in any way best serve the interests of the Fund or of its Shareholders or would eliminate or reduce the exposure of the Fund or of its Shareholders to adverse regulatory or tax consequences under the laws of any country.

Suspension of the Calculation of Net Asset Value Per Share and the Right of Redemption

The Fund may suspend the calculation of the Net Asset Value per Share and the right of Shareholders to request redemption of their Shares during the whole or part of any period in which:

it is not reasonably practicable to determine the Net Asset Value of the Shares on an accurate and timely basis;

as a result of events, conditions or circumstances beyond the control or responsibility of the Fund, disposal of the assets of the Fund or other transactions in the ordinary course of the Fund's business involving the sale, transfer, delivery or withdrawal of securities or Accounts is not reasonably practicable without being detrimental to the interests of Shareholders; or

in the event of the liquidation and dissolution of the Fund.

The Fund may withhold payment to any person whose Shares have been tendered for redemption until the right of Redemption has been reinstated. All Shareholders will be notified immediately of the suspension of the calculation of the Net Asset Value per Share and of the right to request redemption and of the resumption of the aforementioned calculation and reinstatement of the Right of Redemption.

NET ASSET VALUE

For all purposes of the Fund, including the determination of subscription and redemption prices, the Fund's Net Asset Value (i) will be calculated as the value of its portfolio securities and other assets, determined as described below, less the value of its liabilities, including all accrued expenses and brokerage fees, and (ii) will take into account both realised capital gains and losses and unrealised appreciation and depreciation, as well as accrual for the Administrator's and Investment Management fee compensation. The Fund's Net Asset Value per Share will be its Net Asset Value divided by the aggregate number of Class A Shares outstanding on the date of determination.

Net Asset Value will be determined by the Administrator as of the final day of each quarter (the "Valuation Date"). In valuing the Fund's assets for this purpose, each investment will be valued at the last reported price on the last Business Day of the quarter on a recognized exchange.

The Directors, in their discretion, may permit some other method of valuation to be used if they consider that such valuation reflects the fair value of any asset. The Directors and the Administrator may rely upon confirmations from any clearing broker or bank or their affiliates in determining the value of the assets held by the Fund. The Fund's income and expenses (including preliminary expenses not yet charged and fees) will be determined on an accrual basis.

In the case of any asset for which price quotations are not available, or for which price quotations appear inaccurate, the fair value shall be determined in such manner as the Directors shall decide after consultation with any clearing broker, investment manager, bank, or their affiliates as applicable, according to internationally accepted accounting principles.

TAX CONSEQUENCES

This summary of the principal tax consequences applicable to the Fund and its Shareholders is based upon advice received from U.S. and Bahamas legal and tax advisers. That advice was based upon factual representations made by the Administrator and Investment Manager concerning the proposed conduct of the activities to be carried out by them on behalf of the Fund. The discussion below could be adversely affected if any of the material factual representations on which they are based should prove to be inaccurate or incomplete. Moreover, while this summary is considered to be a correct interpretation of existing laws and regulations in force on the date of this Memorandum, no assurance can be given that courts or fiscal authorities responsible for the administration of such laws will agree with the interpretations or that changes in such laws will not occur. The Fund will not seek any rulings from any taxing authorities on the tax consequences described below or any other issues. Future legislation or administrative action may change significantly the conclusions expressed herein, and any such changes or decisions may have a retroactive effect as to the transactions contemplated herein. Neither the Investment Manager's counsel nor counsel as to Bahamian law has any continuing obligation to advise the Fund or any Shareholder of any changes in the law that may affect the Fund or the Shareholders or that may otherwise cause any part of the following summary to be inaccurate.

THE U.S. AND OTHER INCOME TAX LAWS APPLICABLE TO INVESTMENT FUNDS AND SECURITIES TRANSACTIONS ARE EXTREMELY COMPLEX, AND THE FOLLOWING SUMMARY DOES NOT PURPORT TO BE AN EXHAUSTIVE OR COMPLETE DESCRIPTION OF ANY SUCH INCOME TAX CONSEQUENCES. IN ADDITION, THE FOLLOWING TAX DISCUSSION (i) IS NOT INTENDED OR WRITTEN BY COUNSEL TO BE USED, AND CANNOT BE USED BY AN INVESTOR, FOR THE PURPOSE OF AVOIDING PENALTIES, IF ANY, THAT MAY BE IMPOSED ON THE INVESTOR AS A RESULT OF THE INVESTOR'S INVESTMENT IN THE FUND AND (ii) DOES NOT ADDRESS THE POTENTIAL TAX CONSEQUENCES

THAT MAY BE IMPOSED BY AN INVESTOR'S COUNTRY OF CITIZENSHIP, RESIDENCE OR DOMICILE. THE TAX DISCUSSION IS WRITTEN TO SUPPORT THE PROMOTION AND MARKETING OF THE FUND. ACCORDINGLY, ANY PERSON CONSIDERING AN INVESTMENT IN THE FUND SHOULD CONSULT HIS, HER OR ITS OWN TAX ADVISERS TO UNDERSTAND FULLY THE FEDERAL, STATE, LOCAL AND FOREIGN TAX CONSEQUENCES OF SUCH AN INVESTMENT IN LIGHT OF HIS, HER OR ITS OWN PARTICULAR SITUATION.

TAXATION OF THE FUND

Bahamian Tax Consequences

Under present Bahamian law, the Fund is not liable for Bahamian tax. The Fund's Shareholders are not subject to Bahamian income or withholding tax on dividends or on distributions in liquidation received by them from the Fund, on capital gains realized by them with respect to Shares in the Fund or for Bahamian inheritance, estate or gift tax.

European Union Savings Tax Directive (ESD)

The Fund does not fall under the scope of the ESD.

Other Jurisdictions.

In jurisdictions other than The Bahamas and the U.S., foreign taxes may be withheld at the source on dividend and interest income derived by the Fund at rates ranging typically up to thirty (30%) percent. Capital gains derived by the Fund in such jurisdictions may often be exempt from foreign income or withholding taxes at source, although the treatment of capital gains varies among jurisdictions.

Changes in Law.

All laws, including laws relating to taxation in The Bahamas and, the United States and other jurisdictions are subject to change without notice.

Shareholders of the Fund.

Shareholders who are not otherwise subject to The Bahamas or United States taxes by reason of their residence, domicile or other particular circumstances should not become subject to any such taxes by reason of the ownership, transfer or redemption of the Shares.

Shareholders who are or may be subject to U.S. federal income tax on their worldwide income should be aware of certain tax consequences of investing directly or indirectly in Shares and should be certain to consult with their own tax advisors in this regard.

Dividend and redemption payments made by the Fund to Shareholders who are not U.S. Persons should not be subject to U.S. federal income tax, provided that Shares are not held in connection with a U.S. trade or business of the Shareholder in the year of receipt. Individual holders of Shares who are neither present or former U.S. citizens nor U.S. residents (as determined for U.S. estate and gift tax purposes) should not be subject to U.S. estate and gift taxes with respect to their ownership of such Shares. A Shareholder's change in status to a U.S. Person will result in adverse U.S. tax consequences, will constitute a violation of the terms of this Memorandum and will result in a compulsory redemption of Shares.

DIVIDENDS

The Fund will not distribute dividends to its shareholders but will reinvest all net income in the Fund. The accumulation of net income will be reflected by an increase both in the Net Asset Values (NAV) per share of the Fund and in the value of each shareholder's investment account.

REPORTS TO SHAREHOLDERS

Within fifteen days after each quarterly Date, the Fund Administrator will publish the NAV and/or performance figures for the preceding quarter in at least one local daily newspaper.

The Fund will keep its books on an accrual basis with a fiscal year ending 31st of December. The financial statements of the Fund will be prepared in accordance with International Financial Reporting standards and will be audited annually at the Fund's expense by an independent firm of auditors appointed by the Directors. A copy of the Annual Audited Report and Accounts will be held at the Fund's registered office and will be distributed to shareholder upon request. Shareholders may contact the office of CFAL Ltd. for valuations of investment accounts and copies of the audited annual reports. All material documents associated with the Fund may be viewed at the office of CFAL Ltd. during regular office hours.

INVESTMENT FUNDS LAW DISCLOSURE REQUIREMENTS

As stated previously, the Fund will fall within the definition of an "investment fund" in terms of the Investment Funds Act, 2003 of The Bahamas ("the Investment Funds Act"), more specifically, a Standard Investment Fund, and accordingly will be regulated in terms of that Act. The Fund is required to be licensed and to employ a licensed investment fund administrator based upon the nature of its equity interests and the general characteristics of the Fund. Accordingly, the principal obligations of the Fund, inter alia, are:

- (a) To file with the Securities Commission ("the Commission") a complete copy of the Fund's current offering document and constitutive documents;
- (b) To license the Fund with the Securities Commission in the prescribed manner;
- (c) To pay the prescribed license fee in respect of the Fund;
- (d) To have its accounts audited annually by an approved Auditor; and
- (e) To file its audited accounts in respect of each financial year of the Fund with the Securities Commission within four (4) months of the end of the financial year (or within such extension of that period as the Securities Commission may allow).

As a Standard Investment Fund, the Fund will be subject to the supervision of the Securities Commission and the Commission may at any time instruct the Fund to have its accounts audited and to submit them to the Commission within such time as the Commission specifies. In addition, the Commission may ask the Directors to give the Commission such information or such explanation in respect of the Fund as the Commission may reasonably require to enable it to carry out its duties under the Act.

The Directors must give any Inspector appointed by the Commission access to, or provide at any reasonable time all records relating to the Fund and the Inspector may copy or take an extract of any record that he is given access to. Failure to comply with these requests by the Inspector may result in substantial fines being imposed on the Directors.

The Commission and the Inspector are prohibited by the Act from disclosing any information relating to the affairs of an investment fund other than disclosure necessary for effective regulation of the investment fund or when lawfully required or permitted to make such disclosure by a court or pursuant to the provisions of any other Act of The Bahamas. The Commission may take certain actions if it is satisfied that an investment fund is, or is likely to become, unable to meet its obligations as they fall due or is carrying on or attempting to carry on business or is winding up its business voluntarily in a manner that is prejudicial to its investors or creditors. The powers of the Commission include, inter alia, the power to require substitution of Directors of the Fund (or any promoter of the Fund); the power to appoint a person to advise the Fund on the proper conduct of its affairs; and the power to appoint a person to assume control of the affairs of the Fund. The Commission may also apply to the court for an order to take such action, as it considers necessary to protect the interests of the investors in and creditors of the Fund.

The Investment Manager is licensed as an Investment Advisor in The Bahamas.

BAHAMAS INTERNATIONAL STOCK EXCHANGE (BISX) LISTING

Application was made to the Bahamas International Stock Exchange (BISX) for the Fund to be admitted to listing on the Exchange. The actual listing date on the Exchange is expected to occur during the last quarter of 2007.

As provided for in the January 13, 2006 Exchange Control liberalization measures, the Central Bank of The Bahamas as permitted local Bahamas International Stock Exchange (BISX) broker dealers to structure Bahamian Depository Receipts (BDRs), financing the underlying securities at the official rate, to the extent of 5% of the external reserves at the previous years' end but not to exceed \$25 million annually. Beginning June 05, 2007, BISX broker dealers were permitted to make application for the first tranche under the agreement (up to \$6.25 million or \$2.083 million each) in accordance to operational guidelines. Under the above terms, the maximum total subscription amount for the Fund each quarter, subject to external reserves guidelines, is \$2.083 million. While subscription and redemption frequency are quarterly, subscription to the Fund on a quarterly basis is dependent on whether or not the Central Bank of The Bahamas permits the \$2.084 million drawn.

ELIGIBLE INVESTORS

THIS OFFERING MEMORANDUM IS MADE ONLY TO THE FOLLOWING ELIGIBLE INVESTORS:

If an Individual:

1. The applicant is 18 years of age or older;
2. The applicants are Natural Resident and Companies
 - a. Bahamian citizens
 - b. Permanent Residents with no restrictions on employment
 - c. Wholly Bahamian owned companies
 - d. Other investment vehicles (e.g. trust or settlements) wholly owned by or whose beneficiaries are wholly comprised of persons in this category

If a Corporation:

1. The applicant is incorporated under the laws of The Bahamas and is resident for exchange control purposes; and
2. The applicant is wholly owned by individuals who are citizens of The Bahamas and/or permanent residents with the unrestricted right to work or is approved as an investor in The Company by The Central Bank of The Bahamas; and
3. All necessary corporate action has been taken to authorise the purchase of the shares.
4. The applicant is not applying for the shares as nominee for any other person, corporation, trust or fund that would not be an eligible investor.

If a Trust or Pension Fund:

1. Beneficiaries of the trust or fund are citizens or permanent residents of The Bahamas with the unrestricted right to work or Bahamian resident companies owned by them and/or any other eligible trust or pension fund which is approved as an investor in The Company by The Central Bank of The Bahamas; and
2. Trustees of the trust and managers of the fund represent that they have the necessary power and all requisite action has been taken to enable them to effect the purchase of the shares.
3. The applicant is not applying for the shares as nominee for any other person, corporation, trust or fund that would not be an eligible investor.

WARNING NOTICE

If you are in any doubt about the contents of this Offering Memorandum, you should consult your stockbroker, bank manager, counsel and attorney, accountant or other financial advisor. The price of the Shares may decrease as well as increase.

CONSTITUTIVE DOCUMENTS

The following documents may be inspected free of charge, during normal business hours, at the office of the Administrator. Copies shall be made available at a reasonable fee:

- i) Certificate of Incorporation of the Fund
- ii) Memorandum and Articles of Association of the Fund
- iii) Investment Management Agreement
- iv) Administration Agreement
- v) Registrar and Transfer Agency Agreement
- vi) Annual Audited Accounts
- vii) Mutual Fund License

CFAL GLOBAL EQUITY FUND, LTD.

4th Floor, Bay View House
308 East Bay Street
Nassau, The Bahamas
Telephone No. (242) 502- 7010
Facsimile No. (242) 356-3677

SUBSCRIPTION FORM – CLASS A SHARES - INDIVIDUAL

• Name(s): _____
Last First Middle

Name(s): _____
Last First Middle

• Permanent Home Address: _____

Telephone: *Home:* _____ P.O. Box: _____

City: _____ Country: _____

• Place of Birth: _____ Date of Birth: _____

Nationality: _____ Passport or NI Number: _____

• Occupation: _____

If self employed, name and Nature of Business: _____

• Source of Funds: _____

• Amount of investment: B\$D _____
Minimum initial investment \$5,000.00

• Copy of first four pages of passport (and additional pages, if relevant) or national identity card showing:

- Number and country of issuance
- Issue and expiry dates
- Signature

• Copy of recent bank statement or utility bill showing permanent home address

• Investment Account Number: _____
(To be completed by current shareholders only)

** I _____ affirm that all of the information previously submitted upon my becoming an initial shareholder is accurate and up to date

DECLARATION AND SIGNATURE

By signing this application the investor acknowledges and confirms that they:

- Are 18 years of age or older (otherwise applications must be made in the name of parent/guardian and signed by parent/guardian).
- Read CFAL Global Equity Fund, Ltd. Offering Memorandum and accept the risk associated with the Fund.
- Agree to be bound by the provisions of the Fund’s Offering Document (which may be amended from time to time). The Investment Manager reserves the right to refuse applications for units at its discretion.
- Acknowledge that neither the Investment Manager nor any other person guarantees the return of capital, or the performance of the Fund.
- Are eligible to invest in the Fund according to guide set out above.
- Agree to waive the right to be sent copies of the financial statements of the Fund which shall be available at the registered office of the Fund for inspection.

Signature of Applicant(s): _____ Date: _____

**CFAL GLOBAL EUIY FUND, LTD.
BENEFICIARY INFORMATION**

I/we, the undersigned being a shareholder(s) in CFAL Global Equity Fund, direct that upon my death all monies which I may be entitled from the said Fund shall be paid to:

Instructions: Specify whenever the monies are to be shared between two or more persons: In what proportion each is to share; and whether the survivor of them is intended to receive all. Keep your list of beneficiaries up-to-date, especially when a change occurs in your family. You may alter your list of beneficiaries at any time by executing a new Designation form, which will cancel and supersede the present one when received by the Trustee.

Complete a separate form for each Primary Beneficiary.

(Primary Beneficiary) Complete additional forms if necessary

Name: _____

Address: _____

Passport #: _____ NI#: _____

Phone: _____ Email: _____

Age: _____ Sex: Male Female

Family Relationship (if any): _____ Benefit Proportion: _____%

(Alternate Beneficiary) Should the person designated above fail to survive me, then I designate the following alternate beneficiary(ies)

Name: _____

Address: _____

Passport #: _____ NI#: _____

Phone: _____ Email: _____

Age: _____ Sex: Male Female

Family Relationship (if any): _____

Signature: _____ Date: _____

CFAL GLOBAL EQUITY FUND, LTD.

4th Floor, Bay View House
308 East Bay Street
Nassau, The Bahamas
Telephone No. (242) 502- 7010
Facsimile No. (242) 356-3677

SUBSCRIPTION FORM – CLASS A SHARES – CORPORATE / INSTITUTIONS

- Name of Company / Institution: _____
- Contact Name: _____
- Address: _____
P.O. Box: _____ City: _____
Telephone: _____ Facsimile: _____
- Amount of Investment USD \$ _____
Minimum initial investment \$5,000.00
- Investment Account Number: _____
(To be completed by current shareholders only)

This form should be accompanied by the following documents for initial subscription only:

- Certified copy of the Certificate of Incorporation (and any certificate of Change of Name)
- Certified copy of the Memorandum and Articles of Association
- Certified copy of the Certificate of Good Standing from the Registrar of Companies
- Authorized signatory listing
- Resolution of the Board of Directors authorizing the subscription

Registered Office Address

For each director and officer of the Company:

1. Name and Title: _____

Permanent Home Address: _____

2. Name and Title: _____

Permanent Home Address: _____

3. Name and Title: _____

Permanent Home Address: _____

4. Name and Title: _____

Permanent Home Address: _____

UNLESS THE COMPANY IS A PUBLICLY TRADED COMPANY, THE FOLLOWING INFORMATION IS REQUIRED FOR EACH LEGAL AND BENEFICIAL OWNER OF THE COMPANY – during the initial subscription only:

- Name(s): _____
Last First Middle
- Permanent Home Address: _____
Telephone: *Home:* _____ P.O. Box: _____
City: _____ Country: _____
- Place of Birth: _____ Date of Birth: _____
Nationality: _____ Passport or NI Number: _____
- Copy of first four pages of passport (and additional pages, if relevant) or national identity card showing:
 - Number and country of issuance
 - Issue and expiry dates
 - Signature
- Copy of recent bank statement or utility bill showing permanent home address

** I _____ affirm that all of the information previously submitted upon my becoming an initial shareholder is accurate and up to date

DECLARATION AND SIGNATURE

By signing this application the investor acknowledges and confirms that they:

- Are 18 years of age or older (otherwise applications must be made in the name of parent/guardian and signed by parent/guardian).
- Agree to be bound by the provisions of the Fund’s Offering Document (which may be amended from time to time). The Investment Manager reserves the right to refuse applications for units at its discretion.
- Acknowledge that neither the Investment Manager nor any other person guarantees the return of capital, or the performance of the Fund.
- Are eligible to invest in the Fund according to guide set out above.
- Agree to waive the right to be sent copies of the financial statements of the Fund which shall be available at the registered office of the Fund for inspection.

Signature of Applicant(s): _____ Date: _____

(Please note the Company Seal MUST be affixed by all corporate entities)

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REDEMPTION FORM – CLASS A SHARES –INDIVIDUALS

- Name of Individual: _____

- Address: P.O. Box: _____ City: _____
Telephone: _____ Facsimile: _____

- Amount of Redemption USD\$ _____
Minimum redemption amount \$1,000.00

- Investment Account Number: _____
(To be completed by current shareholders)

- Signature: _____ Date: _____

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REDEMPTION FORM – CLASS A SHARES –CORPORATE / INSTITUTIONS

- Name of Company / Institution: _____
- Contact Name: _____
- Address: P.O. Box: _____ City: _____
Telephone: _____ Facsimile: _____
- Amount of Redemption USD\$ _____
Minimum redemption amount \$1,000.00
- Investment Account Number: _____
(To be completed by current shareholders)
- Authorised Signatories: _____ Date: _____
