



PRODUCT DISCLOSURE STATEMENT (PDS)

For the sale of shares in the unnamed Thoroughbred Chestnut Filly

By **DAWN APPROACH** out of **ON THE WALL** Foaled 13TH September 2016



To be trained by Darren Weir, Ballarat, Victoria

Preparation Date: April 17th 2018

Approval Date:

Offer expires:



UNNAMED 2016 CHESTNUT FILLY

BY DAWN APPROACH out of ON THE WALL

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AFSL: 255488

1. NOTICE TO POTENTIAL SUBSCRIBERS

1.1 THIS PRODUCT DISCLOSURE STATEMENT SHOULD BE READ IN ITS ENTIRETY.

1.2 BEFORE DECIDING TO ACQUIRE A SHARE(S) IN THE HORSE HEREIN DESCRIBED YOU SHOULD CONSIDER THE SUITABILITY OF THIS PRODUCT TO YOU.

1.3 IF YOU ARE IN ANY DOUBT AS TO THE COURSE YOU SHOULD FOLLOW YOU SHOULD CONSULT THE PROMOTER OR YOUR BLOODSTOCK ADVISOR TO ENABLE YOU TO MAKE AN INFORMED DECISION TO WHETHER TO SUBSCRIBE TO THIS PRODUCT.

Full name of Promoter: Australian Thoroughbred Bloodstock Pty Ltd

Australian Financial Service Licence Number: 255488

Director: Darren P Dance

Address: PO Box 82, Ballan, Victoria, 3342

The purpose for which the partnership/syndicate is being formed: Racing

The number of shares in the partnership/syndicate: 20- 5% shares.

The purchase price of each 5% share = \$3300 (including GST). Includes cost until June 30th 2018,

A description of each horse to be owned or leased by the partnership/syndicate i.e. Date of foaling, sex, sire, dam, colour and if registered the name and registration number of the horse:

DAWN APPROACH out of **ON THE WALL CHESTNUT FILLY**
Foaled: 13th September 2016.
Microchip number: 985100012115913



2. REGISTRATION

- 2.1 A statement as to whether the horse is registered, if registered, the registration number: The horse is unnamed and yet to be registered
- 2.2 If not, has the application to Register or a Transfer been submitted? N/A
- 2.3 Details of racing performance(s) of the horse (if raced): Unraced.
- 2.4 Details of the performance(s) of the Sire: **DAWN APPROACH**

Champion 2YO Colt in Europe, GB & Ireland in 2012. Champion 3YO Miler in Ireland in 2013. **8 wins**-6 at 2-from 5½f to 1m, £764,975, €194,585, to 2013, The Two Thousand Guineas, **Gr.1**, Curragh National S., **Gr.1**, Newmarket Dewhurst S., **Gr.1**, Royal Ascot St James's Palace S., **Gr.1**, Coventry S., **Gr.2**, Naas Rochestown S., L, Curragh Tally Ho Stud 2YO S., 2d Goodwood Sussex S., **Gr.1**, 4th Ascot Queen Elizabeth II S., **Gr.1**.



Photo: DAWN APPROACH



3. RACING CAREER/SALES HISTORY

3.1 Racing Career Summary – DAWN APPROACH

Race Record: 12 Starts 8-1-0 £764,975 & €194,585.

Age Starts 1st 2nd 3rd 4th

Two 6 6 - - -

Three 6 2 1 - 1

Total 12 8 1 - 1

3.2 Sales history of DAWN APPROACH stock -

	Average	Median
2017	\$66,448	\$40,000

DAWN APPROACH stood in 2017 for a service fee of \$22,000

3.3 Details on the performance of the Dam – On The Wall

ON THE WALL, by Any Given Saturday. Unraced. Dam of one named foal-Peruggia (c. by Strategic). **4 wins**

3.4 Race Performance of On The Wall:

Unraced

4. PROPOSED TRAINER

Name of the proposed Trainer and where the horse is to be stabled: Darren Weir, Ballarat, Victoria.



5. PROPOSED ONGOING EXPENSES

Details of proposed ongoing expenses to be incurred by members: This offer includes costs until June 30th 2018 except any abnormal vet charges, please refer section 9 &10 in this scheme. Based on 5% shareholding, Average/forecast costs: Monthly Agistment = \$50, Monthly training \$240. All accounts are issued direct by agistment farm, trainer, vet, etc. to each shareholder.

6. MANAGEMENT:

6.1 The Syndicate Manager:

Australian Thoroughbred Bloodstock and its appointed representatives will undertake racing management responsibilities. Those responsibilities include:

1. Act as agent of the owners, including management of the horse and syndicate;
2. Liaise with the trainer and other suppliers of services, and endorse decisions on behalf of owners unless a resolution is deemed necessary (see voting)

6.2 Voting (Resolutions):

Occasionally decisions are required to be made by the ownership group. On these occasions Australian Thoroughbred Bloodstock will contact owners and the matter will be settled by majority vote. These votes are weighted in accordance with total shareholding. These decisions may include but not limited to:

- Whether the horse is to undergo elective surgery;
- In the case of a male horse, whether the horse is to be gelded;
- Whether the horse is to be sold, entered for a sale or retired;
- Whether the horse needs to be placed with a new trainer.

If a majority of ownership (greater than 70%) vote for the same outcome, then a resolution will have been achieved. Such a resolution binds all owners. No objection may be made after a resolution is achieved. In the event the vote is split; Australian Thoroughbred Bloodstock will have the deciding vote. (refer enclosed partnership Agreement)

6.3 Management Fees:

There are no management fees.



6.4 How did the Promoter obtain the horse and the purchase price paid by the Promoter?

This filly was purchased privately for \$20,000 – No GST(Invoice enclosed).

Based on the above, nineteen 5% shares are being offered in this promotion.

6.5 Valuation by a qualified bloodstock valuer, who is independent of the Promoter, completed less than THIRTY days prior to the date of the PDS MUST accompany this application, together with the statement by the valuer of any financial or other interest of the valuer in the syndicate or the moneys to be raised from the syndication.

Magic Millions have provided a written Valuation March,23rd 2018: (see enclosed) at \$50,000 and Inglis on March 26th 2018 at \$50,000 (see enclosed)

7. INSURANCE/VETINERY CERTIFICATE

7.1 A Statement by the promoter regarding insurance:

. Each shareholder may individually insure their share following this date at their own expense should they wish to. Australian Thoroughbred Bloodstock Pty Ltd will advise shareholders of insurance companies which specialize in the thoroughbred racing industry.

7.2 A Veterinary Certificate prepared by a qualified Veterinary Surgeon, completed less than THIRTY days prior to the date of the PDS must accompany this application. The Certificate must disclose any financial or other interest held by the Veterinarian in the syndicate or the moneys to be raised from the syndication.

7.3 A statement by the Promoter as to the correctness of the Valuation and Veterinary Certificate: Veterinary check conducted April 12th 2018.(See Enclosed)

7.4 A statement by the Promoter as to whether any fact or occurrence is known to the Promoter, which renders the Valuation or Veterinary Certificate material inaccurate: Valuation and Vet report is true and correct.



7.5 A statement whether the Promoter owns the horse or whether the horse is in any way encumbered: The horse was purchased privately and is not encumbered in any way

7.6 If the horse is encumbered:

- a) **A statement by the Promoter providing full particulars of the arrangement:**
- b) **A statement by the Promoter that upon registration of the scheme, syndicate subscribers will receive right title:**
Agreed. Copy of clear title will pass to the owners once this venture is registered.
- c) **A statement by the promoter to discharge any encumbrances on the title to the horse(s) before or upon registration of the scheme:**
Agreed.

8. OWNERSHIP/MANAGEMENT/PARTNERSHIP

8.1 A statement showing the details of arrangements (if any) which have been made to vest possession of the horse(s) in the manager or partnership, if a manager is to be appointed:

Australian Thoroughbred Bloodstock P/L will retain a 5% share (minimum) in this partnership and manage the partnership. In the event that multiple shares are retained by Australian Thoroughbred Bloodstock P/L when this scheme is closed, finalized and clear title is passed to the purchasers, Australian Thoroughbred Bloodstock P/L reserve the right to sell down those shares at any time.

8.2 A statement disclosing the full particulars of any lease agreement that will affect the partnership/syndicate:

No Lease is applicable



9. EXPENSES INCURRED

9.1 A statement setting out expenses incurred by the promoter in the formation of the partnership/syndicate:

	<u>100%</u>	<u>95%</u>
Purchase price	\$ 20,000	\$ 19,000
Agistment/Keep 1/3/18 to 30/6/18	\$ 3864	\$ 3670.80
Floating to MTP & Breaker	\$ 880	\$ 836
Breaking in - April	\$ 1980	\$ 1881
Pretraining -May	\$ 1980	\$ 1881
Valuation by Magic Millions	\$ 165	\$ 156.75
Valuation by Inglis	\$ 220	\$ 209
Vets examination	\$ 135	\$ 128.25
Photography	\$ 71.43	\$ 67.86
RVL Lodgement	\$ 187	\$ 177.65
Profit	\$ 36,517.57	\$34,691.69
Total	<u>\$ 66,000</u>	<u>\$62,700</u>

10. COSTS NOT INCLUDED IN SHARE Purchase

What's not included in the share price:

- All Costs incurred from July 1st, 2018 such as agistment/vet/farrier/ongoing training fees etc,
- **Any vet costs incurred from January 1st 2018 to July 1st 2018 where the total account exceeds \$500 in total.**
- Ongoing mortality insurance - purchasers' discretion
- Registration of the Horse with Racing Australia (\$110)
- Unnamed foal transfer \$55

A statement that the application moneys will be held in a separate trust account (that is applicable for the sole purposes of this product) by the Promoter until the Racing Authority has registered or refused to register the partnership/syndicate:

All monies will be held by CBA account Australian Thoroughbred Bloodstock P/L Trust No:1



A statement that where the partnership/syndicate has not been fully subscribed within six months from the date on which invitations were first made to the public, or where the Racing Authority has refused to register the partnership/syndicate ALL moneys held in trust, together with interest, will be returned to investors within (10) business days.

- 10.1 If any shares remain unsold at the time the horse is ready to race, the horse will be registered, and ATB P/L will retain and race the unsold shares
- 10.2 **Details of any cooling off regime:** 14 days from the date of invoice.
- 10.3 **A statement regarding any actual or perceived conflict of interest:**
There are no conflicts of interest with ATB P/L relating to the DAWN APPROACH EX ON THE WALL 2016 filly

11. STANDARD INDUSTRY RISKS

- 11.1 **A statement of Standard Industry risks:**
Potential purchasers in shares offered by Australian Thoroughbred Bloodstock Pty Ltd should be aware of the investment risks, which may include, but are not limited to:
 - Not all horses offered in share partnerships, proceed to a racing career.
 - Not all horses offered in share partnerships win, place or earn prize-money. Injuries which may require an extended recuperation period may terminate the horse's racing career.
 - A stud career is not guaranteed for horses offered in share partnerships by Australian Thoroughbred Bloodstock Pty Ltd as the principal purpose of the establishment of the partnership, is a race career.

11.2 Information about the dispute resolution available to the subscriber:

In the first instance refer the concern to the Manager of ATB P/L for resolution and if the matter has not been resolved with 5 working days, the matter may then be referred to the Financial Ombudsman's Office on 1300 780 808. Australian Thoroughbred Bloodstock P/L is a member of the Financial Ombudsman Service-Membership number: 40974.



12. DISCLAIMER

I confirm that:

- **The statements contained in the PDS in relation to the partnership/syndicate are true: and not misleading in their form or content.**
- **The PDS contains all information which the investors and their advisors would require and reasonably expect to find the PDS for the purpose of making an informed assessment about investment in the partnership/syndicate.**

Signature of Promoter: signed online by Darren Dance. **Date:** April 16th 2018

DISCLAIMER

A copy of this Product Disclosure Statement has been approved by Racing Victoria for publication. No liability as to the contents of this Product Disclosure Statement is accepted by Racing Victoria, its officers, employees or agents. In particular (but without limiting the generality of this disclaimer) Racing Victoria does not warrant, and has no responsibility for, the commercial merits or prospects of the scheme referred to in this Product Disclosure Statement, the manner in which the scheme may operate, or the taxation advantages (if any) to which the scheme may give rise. Potential investors' financial circumstances may vary, and accordingly, Racing Victoria recommends that potential investors obtain independent financial and legal advice in relation to the scheme and how it might apply to their circumstances should they decide to invest in the scheme.

Signature of Promoter: signed online by Darren Dance **Date:** April 16th 2018

I hereby declare that the contents of this PDS are true and correct-

Signature of Promoter: signed online by Darren Dance **Date:** April 16th 2018



Statement of Subscriber

I declare that I have read and understand the requirements, terms and conditions of this PDS, and that I am not under any disqualification or other disability under the Rules of racing:

Name of Shareholder:

Address:

Signature of Shareholder: **Date:**

Please sign this PDS and the attached partnership agreement where indicated and return the complete documents to the office of Australian Thoroughbred Bloodstock P/L.