



DISCLOSURE STATEMENT

FORTUNA ALABAMA EXPRESS FILLY SYNDICATE NO 156

1. INTRODUCTION

Fortuna Limited was founded by **John Galvin** in 2007 with a vision of providing a high quality thoroughbred syndication, administration and racing management service to its clients. **Fortuna**, a New Zealand Thoroughbred Racing Authorised Syndicator, races horses in New Zealand and Australia with **Mark Walker/Sam Bergerson** being its principal NZ based Trainers, **Mark Walker** its Australian based Trainer. **Kevin Myers** and **Robbie Patterson** also train NZ based horses for Fortuna and **Brett Scott** also trains Australian based horses for Fortuna

Fortuna is very client focused and it aims to be the very best it can on behalf of its clients with all aspects of Thoroughbred Syndication Management. Hence its motto:

"Selected, Trained, Ridden and Managed – By Professionals"

2. Directory

Name of Promoter:	Fortuna Limited
Address of Promoter:	5 Johnnybro Place, Rototuna North, Hamilton 3210
Manager and Director:	John Eric Galvin
Bankers:	Westpac Banking Corporation
Accountants:	One Base Accounting - Hamilton
Solicitors/Legal Advisors:	Harkness Henry – Hamilton

3. Business Plan

- This Syndicate will race just one horse, that being the Yearling Filly by ALABAMA EXPRESS out of CAMILA LUCINDA – she is yet to be given a racename
- The objectives of the Syndicate are to educate, train and race the Syndicate racehorse with the primary aim to win prize money for the Syndicate Members and to share in the fun and camaraderie associated with owning and racing a racehorse that is in shared ownership.
- This Filly was acquired at the Inglis Classic Yearling Sale in Sydney on 9th February 2025 – she is now on a spelling at Bhima Thoroughbreds in NSW, where she will have a 4 week paddock spell ahead of being broken in
- After being broken and she will have her first stable preparation at the Te Akau racing stables at Cranbourne under the watchful eye of her trainer Mark Walker and assistant Trainer, Ben Gleeson
- Presenting as an early running type, potentially she could be making her race debut in the Spring of 2025
- Based on her pedigree, physical type and confirmation, her best distances are likely to be in the 1100 metre to 2000 metre range

4. Bloodstock

- | | |
|-------------------------|----------------------------------|
| (a) Name | No racename yet |
| (b) Breeding (Sire/Dam) | Alabama Express – Camila Lucinda |
| (c) Sex | Filly |
| (d) Foaling Year | 2023 (DOB 01/09/2023) |
| (e) Microchip number | 985100012238982 |
| (f) Brand Marks | Y - 41/3 |

5. Initial Costs and Expenses

- | | |
|--------------------------------------|---------------------------------|
| (a) Purchase of Bloodstock | |
| (i) Purchase Date | 9 th February 2025 |
| (ii) Public Auction | Inglis Classic Yearling Sale |
| (iii) Cost | A\$100,000 – Plus Aus GST (10%) |
| (b) Breakdown of other Initial Costs | |
| Promoter Fee | \$ 11,000 plus GST |
| Marketing Fee | \$ 7,500 plus GST |
| Sales/Research Fee | \$ 3,000 plus GST |
| Vet Reports | \$ 900 plus GST |
| Inglis Series Fee | \$ 6,000 plus GST |
| Insurance (to 31/01/26) | \$ 4,760 plus GST |
| Working Capital | \$ 11,166 no GST |
| Other (specify) | Nil |

Note that a Full breakdown of Initial Costs is provided in Schedule One (Page 10).

Number of shares	20
Cost per share	NZ\$8,500

Please note that at Manager's discretion, shares can be issued in smaller parcels than 5%

5. On-going Costs and Expenses (All costs are inclusive of GST if any)

- (a) Pre-Training, Training, Nominations and Acceptances, Transportation, Covers, Vet Care, Farrier, Management Fees, - Annual Estimated costs of **\$70,000 inclusive of GST if any.**
- (b) Members will be required to meet all ongoing costs associated with educating, training, spelling, racing, transportation, animal health, insuring the bloodstock and administration costs of the Syndicate. The Manager requires the Members to make financial contributions to the Syndicate bank account to meet the Syndicate's actual or prospective obligations. Under normal circumstances the regular monthly payments made by Members (**i.e. \$300 per month per 5% share**) to the Syndicate, will cover all expenses associated with racing the horse. However in the event they do not, the Manager will issue a capital call on a pro rata basis to all Members to cover any additional costs
- (c) Regular monthly payments
- | | |
|-------|---|
| (i) | \$300 per 5% share |
| (ii) | 1 st of each month commencing 1 st April 2025 |
| (iii) | 03-1557-0246029-008 Westpac Bank, Hamilton. |

Note: On written request, supporting invoices or other evidence for costs invoiced will be provided by the Promoter or any person associated with this syndicate

6. Minimum Amount

Fortuna Ltd as Promoter is fully underwriting this acquisition, so no Minimum Amount is required for the Syndicate to proceed. *Note: Subscriptions are held in trust. This means that pending allotment of shares; no subscriptions will be disbursed from the syndicate bank account.*

7. Insurance Information

- | | |
|-------------------|---|
| a. Insurer | New Zealand Bloodstock Insurance |
| b. Term | 9th February 2025 to 31st January 2026 |
| c. Value | \$140,000 incl GST if any |
| d. Type of policy | Death Only |

8. Veterinary Report(s)

Dr Jack O'Brien - Dated 9th February 2025

The veterinary report is not attached. Copies of the veterinary report(s) may be obtained from the Promoter by request at its mailing address or its email address john@fortuna-nz.com or by requesting a copy from NZ Thoroughbred Racing (syndication@nzzracing.co.nz).

9. Material interests and Commissions

(a) Disclosures of any material or pecuniary interests

[Note: Any material or pecuniary interest that the Promoter or Manager or a person associated with the Promoter or Manager has in this Bloodstock Syndicate or its Bloodstock must be disclosed in this Disclosure Statement. If any bloodstock offered has been sold by the Promoter, or by Associated Persons of the Promoter, within 12 months prior to the Offer, the purchaser, price paid and date of each transaction within that period shall be shown.

(b) Confirmation of Disclosure of Commissions etc.

The nature of all commissions, fees or rebates and other benefits that have been or may be received in the future by the Promoter or the Manager (or an Associated Person of the Promoter or Manager), specifically in relation to the Bloodstock Syndicate or any of its Bloodstock have been disclosed in sections 4 and 5 of the Disclosure Statement. Any such commissions, fees, rebates or other benefits that may be received in the future will be disclosed to the Participants in writing at the material time.

- The Promoter or Manager has received no commission, fees or rebates other than those disclosed in this Disclosure Statement

10. Standard Industry Risks

- (a) Racing
 - (i) Not all yearlings/prospective racehorses proceed to become racehorses.
 - (ii) There is a significant possibility that any racehorse could injure itself and thereby need a long recuperation period or be unable to race again.
 - (iii) Racehorses are unlikely to have any significant value at the end of their racing career with the exception of well-bred and/or highly performed horses, suitable to become breeding stock.

- (b) Special Risks or factors attaching to this Offer.

There are no Special Risks or Factors pertaining to this offer

11. Governing Documents

- The Syndicate Agreement which governs the Syndicate is attached

12. Promoter Declaration

FORTUNA LIMITED is an Authorised Syndicator under a Code of Practice administered by New Zealand Thoroughbred Racing Inc. New Zealand Thoroughbred Racing Inc. does not endorse nor does it guarantee the success or otherwise of the offer made under this Disclosure Statement and accepts no responsibility whatsoever for any statements or representations made in this Disclosure Statement or for any loss or liability arising from participation in the offer.

The Syndicate Promoter, and any Manager appointed by the Syndicate Promoter as stated above, agrees to observe and comply with this Disclosure Statement and any associated Governing Documents.

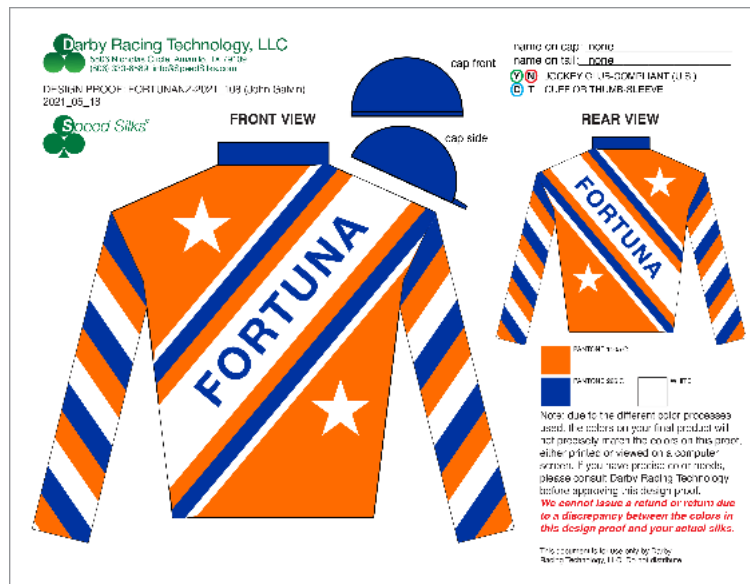
This Disclosure Statement and all related documentation may be inspected at the premises of New Zealand Thoroughbred Racing (106-110 Jackson Street, Petone) or a copy may be requested by writing to PO Box 38 386, Wellington Mail Centre or by emailing syndication@nzracing.co.nz.

ADDITIONAL INFORMATION

Applicants should note that the Terms below provide an overview of Key Points relating to the Management of the Syndicate. There is a detailed Syndicate Agreement, which is provided to you as a separate document, and will need to be perused and signed (or attested to online if making online application from our website) by Applicants before subscription will be accepted.

- Prize money earned will be allocated to Members on a pro rata basis once received. On occasions, some or all of prize money earned may be retained in the Syndicate Bank account to bolster working capital requirements.
- All payments of income or capital to or for the benefit of Members will be made at the same time to all Members and in the same proportion as the Shares held by individual Members of the Syndicate
- Trophies will be allocated to Members at Manager's discretion but are usually balloted.
- Unless the horse is already named, Members will have the opportunity to submit a name for consideration.
- Members will receive regular and timely written updates on all aspects of their horse's preparation and racing programme.
- The Syndicate horse will race in the Fortuna Syndication Colours (see example below)
- **If a Member wishes to sell their share in the Syndicate, there is a defined procedure for how this will be handled; this procedure is outlined in Clause 8 of the Syndicate Agreement.**
- If an offer is received to buy the horse from the Syndicate, the Manager will consider the terms of that offer, then make a recommendation to the Members as to those terms and invite Members to provide their feedback on the recommendation with the majority view to prevail.
- Syndicate Members may from time to time, in accordance with clause 14 of the Syndicate Agreement, appoint, remove and replace the Syndicate Manager, provided that the Members give the Manager six months prior written notice of the proposed removal unless the Manager has breached any of the Manager's obligations in this Agreement, and the breach is incapable of being remedied, or has not been remedied by the Manager within 30 days of receiving written notice of such breach.

Fortuna NZ/Aus Racing Silks



Manager's Powers and Functions

The functions of the Manager are to race and manage the Bloodstock in a manner that is consistent with the best interests of the Members, and the Bloodstock. This includes, but is not limited to, the sole right, in the Manager's discretion, to make decisions without any obligation to consult with the Members, on matters which relate to the racing and management of the Bloodstock such as (but not exclusively so):

- a. the choice of racing programme;
- b. training methods and veterinary treatment
- c. the choice of jockey;
- d. the choice of trainer;
- e. if the Bloodstock is to be raced outside New Zealand
- f. stud management and breeding policy (including if colts are to be gelded)
- g. agistment,

provided those decisions are in the best interests of the Members.

In practice, Members are usually consulted with and advised on the points above.

The Manager is also empowered to execute Ownership and Registration documents on behalf of the Syndicate and its Members with New Zealand Thoroughbred Racing and any other Racing Jurisdictions in which the Syndicate bloodstock may race.

Complaints or Disputes

If a Member has a problem, concern, or complaint about any part of the service offered by the Manager, please tell us so that we can try to fix the problem.

We will try in the first instance to resolve any complaint or dispute internally. We conduct an internal complaints handling process administered by John Galvin. You may contact John by writing to him at;

5 Johnnybro Place, Rototuna North Hamilton 3210, email john@fortuna-nz.com or telephone 021 921 460.

The Syndicate Agreement has a Disputes Resolution Clause (Clause 22) and this Clause governs the process for any Disputes Process and Resolution.

Initial Costs and Fees

In addition to the capital cost of the bloodstock, Syndicate members will bear the following initial Costs and Fees:

- **Promoter's fee.** This fee will be 10% of the purchase price of the syndicate bloodstock with a minimum of **NZ\$10,000 + GST** - the fee for this Syndicate is **NZ\$11,000 plus GST**
- **Marketing Contribution Fee.** It is in Members' interest that the Syndicate be filled in a timely fashion as no disbursement can be made, under the NZTR Code of Practice, until the total Syndicate capital is collected. Therefore, a marketing contribution of **NZ\$7,500 plus GST** is collected as part of this Syndicate's Capital.
- **Sales/Research Fee.** Covers the cost of any travel/accommodation/research and inspections by Team Fortuna and any fees by its agents/representatives. **Fee is NZ \$3,000 plus GST for this syndicate**
- **Veterinary Fee.** This fee relates to the Veterinary inspections and reports provided by our Veterinary Surgeon as we undertake due diligence. This fee is **NZ\$900 plus GST approx**
- **Bloodstock Insurance.** The cost of this is **3.4%** plus GST of the value of the Bloodstock and is paid annually (to 31 Jan of the following year) in advance
- **Working Capital.** Usually, the Syndicate will collect an amount of capital from Members to cover working expenses associated with the Bloodstock until such time as Member's ongoing fees commence and any capital remains the property of the Syndicate and its Members. Working Capital for this syndicate is **NZ\$11,166**

Ongoing Costs and Fees

- **All costs associated with the preparation, training, racing and Administration of the Syndicate Bloodstock.** While the annual total of ongoing fees will vary to some degree depending on the path that each individual horse may take, a good indicative figure is approximately **\$70,000 per annum** inclusive of GST if any
- **Fortuna Ltd Administration fee.** This fee is **\$380 plus GST per month** and is included in the expense estimate above.

To cover these costs, each Syndicate member contributes a pre-determined set monthly amount to the Syndicate bank account by Automatic Payment. Statements showing the state of each member's current account within the Syndicate are available on request. The monthly amount is **\$600 per month for a 10% share, \$300 per month per month for a 5% share, \$150 per month for a 2.5% share and \$60 per month for a 1% share. These figures are GST inclusive.** Under normal circumstances the regular monthly payments made by Members (i.e \$300 per month per 5% share) to the Syndicate, will cover all expenses associated with racing the horse. **However in the event they do not, the Manager will issue a capital call on a pro rata basis to all Members to cover any additional costs. (see clause 9.1 of the Syndicate Agreement)**

Stakes Fee

In the event that the bloodstock wins stakes money in events that are described as "Listed" or "Group" or "Cups" events in New Zealand or in any race in any International Racing Jurisdiction, the Manager shall be entitled to receive **5% plus GST (if any)** of the stakes money received. (see clause 19.9) of the Syndicate Agreement

Sale of Bloodstock Fee

In the event that the Bloodstock (or part thereof) is sold at a future date the Manager will be entitled to a fee representing **10% plus GST (if any)** of the sale price. (see clause 19.11 of the Syndicate Agreement)

Note that in the event of the bloodstock being sold the Manager, with the approval of the Syndicate Management Committee, may approve a "success fee" payment to Te Akau Racing Stables of up to 5% of the gross sales price

SCHEDULE ONE – SUMMARY OF INITIAL COSTS

(all amounts are in NZ\$)

Alabama Express - Camila Lucinda Filly	#156	Syndicate	
All Figures are in NZ\$	Amount	GST	Total
Horse Purchase Price (NZ\$)	110000	11000	121000
Promoter Fee	11000	1650	12650
Marketing Fee	7500	1125	8625
Sales/Research Fee	3000	450	3450
Inglis Series Fee	6000	600	6600
Veterinary fee	900	135	1035
Insurance	4760	714	5474
Working Capital	11,166		11166
Other			
Grand Total	\$154,326	\$15,674	\$170,000
Cost of Share 10%			\$17,000
Cost of Share 5%			\$8,500
Cost of Share 2.5%			\$4,250
Cost of Share 1%			\$1,700

20 shares (each share 5%) @ \$8,500. (Note that the Manager has the discretion to issue shares in parcels larger or smaller than 5%)

Ongoing monthly contributions \$300 pm (per 5% share) commencing 1st April 2025

Finalised by John Galvin on 16th February 2025

PEDIGREE



Barn B Stables 1-16,23,24 & C 17-21,29-32
On Account of YULONG, Nagambie, Vic (As Agent)

Lot 92

BAY FILLY

(Branded nr sh. $\frac{41}{3}$ off sh. Foaled 1st September 2023)

SIRE	Redoute's Choice.....	Danehill (USA)	by Danzig
ALABAMA EXPRESS	Lago Ovation	Shantha's Choice	by Canny Lad
DAM	Lope de Vega (Ire)	Encosta de Lago	by Fairy King (USA)
CAMILA LUCINDA	Cozy Deal (USA)	Rekindled Applause	by Royal Applause
2014		Shamardal (USA)	by Giant's Causeway
		Lady Vettori	by Vettori (Ire)
		Cozzene	by Caro
		Idealistic Cause	by Habitony

ALABAMA EXPRESS (AUS) (Bay 2016-Stud 2020). 4 wins-1 at 2-to 1400m, MRC CF Orr S., Gr.1. Out of a half-sister to SW Giga Kick. Sire of 49 nrns, 19 wnrns, inc. SW Treasure the Moment (VRC Oaks, Gr.1), Alabama Lass, Discretion Rules, SP Shangri la Express, Karavas, Poster Girl, Express Yo'self and of Alabama State, Glasgow Lass, Strideaway, Karate Express, Kalkallo, Brandjam, Accelar, Harpalee, Waiting for Time, etc. His oldest progeny are 3YOs.

1st Dam

CAMILA LUCINDA, by *Lope de Vega (Ire)*. **4 wins** 1000m to 1200m, MVRC Production Resource Group H. This is her third foal. Her second foal is a 2YO. Dam of 1 foal to race, **1 winner**-
Perfect Beth (*f by Grunt (NZ)*). **Winner** at 2 at 1100m in 2023-24, WATC Tabtouch 2YO P.

2nd Dam

COZY DEAL (USA), by *Cozzene*. Unraced. Half-sister to **INTERPATATION**, **Kawfee Fa Marfa**. Dam of 8 foals, all raced, **4 winners**, inc:-
Feared Eyes. **Winner** at 1000m, 2d VRC Flemington Fling.
Seattle Flight. **Winner** at 1600m, 3d SAJC Holdfast Insurance P.
Moon Lightning. **Winner** at 1612m in 2023-24.

3rd Dam

IDEALISTIC CAUSE, by *Habitony*. **8 wins**-1 at 2-5½f to 9f, \$308,377, Hollywood Park Flawlessly H., **L**, Past Forgetting H., **L**, Fairplex CTBA Marian S., **L**, Turf Paradise Scottsdale H., **L**, 2d Santa Anita The Very One H., **L**, Possibly Perfect S., **L**, 3d Santa Anita Las Palmas H., **Gr 2**, Turf Paradise Sun Devil S., **L**, Cactus Cup S., **L**, 4th Hollywood Park Estrapade S., **L**, Del Mar June Darling S., **L**, Torrey Pines S., **L**. Dam of 8 foals, 6 to race, **4 winners**, inc:-

INTERPATATION (g Langfuhr (Can)). **6 wins** 8½f to 1½m, \$1,221,928, Belmont Joe Hirsch Turf Classic S., **Gr 1**, Gulfstream Park Palm Beach S., **Gr 3**, Philadelphia Park Larry R Rivello President's Cup, **L**-twice, Belmont Allowance, Gulfstream Park Allowance, 2d Belmont Joe Hirsch Turf Classic S., **Gr 1**, 3d Belmont Joe Hirsch Turf Classic S., **Gr 1**, Saratoga Sword Dancer Invitational S., **Gr 1**, Bernard Baruch H., **Gr 2**, Gulfstream Park Mac Diarmida H., **Gr 2**, Pan American H., **Gr 3**, Philadelphia Park PTHA President's Cup, **L**, Colonial Turf Cup, **L**, Tampa Bay Breeders' Cup S., **L**, 4th Belmont Joe Hirsch Turf Classic S., **Gr 1**, Saratoga Sword Dancer Invitational S., **Gr 1**, Belmont Fort Marcy S., **Gr 3**, Calder Tropical Turf H., **Gr 3**, Keeneland Forerunner S., **L**, Philadelphia Park PTHA President's Cup, **L**, Belmont Volponi S., **L**.

Kawfee Fa Marfa (f Hard Spun). **3 wins**-1 at 2-at 5½f, 1m, \$134,687, Delaware Park Small Wonder S., 3d Aqueduct Memories of Silver S., **L**, Monmouth Little Silver S., **L**, 4th Pimlico Hilltop S., **L**. Producer.

Silistic. Placed at 3 in U.S.A. Dam of 3 winners-
Prince of Krakow (c Flower Alley). **11 wins** 1500m to 2200m, \$319,790 in Turkey, 2d Adana Akdeniz Derbisi, **L**, H Basri Karabucak, **L**.

4th Dam

SPECIAL IDEA, by *Cresta Rider*. Unraced. Half-sister to **GENERAL IDEA**, **AWESOME THOUGHT**, **Glowing Idea**. Dam of 11 named foals, 4 to race, **all winners**, inc:-
IDEALISTIC CAUSE (f Habitony). **8 wins**. See above.