



GROUP
ONE P/L
THOROUGHBREDS

PROSPECTUS

GROUP ONE THOROUGHBREDS (AUST) LTD

ABN 52 639 721 832

SMART MISSILE X THINK ALOUD SHARES

DATED: 2ND JUNE 2022



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IMPORTANT INFORMATION

Offer

The Offer contained in this Prospectus is an invitation by Group One Thoroughbreds (AUST) Ltd ("**GOT**" or "**Company**") to acquire fully paid Smart Missile x Think Aloud shares ("**Shares**") in the Company.

Prospectus

This Prospectus is dated 2nd June 2022 and a copy was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date.

Expiry date

No shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Exposure period

The *Corporations Act 2001* (Cth) ("**Corporations Act**") prohibits the Company from processing applications for shares in the 7-day period after the date of lodgement of this prospectus with ASIC. This period may be extended by ASIC for a further 7 days. This period is an exposure period to enable this Prospectus to be examined by market participants prior to the raising of funds. Applications received during the exposure period will not be processed until after the expiry of the period. No preference will be given to applications received during that period.

No performance guarantee.

Purchasing shares in the Company should be regarded as speculative and shareholders should regard their shares as an entry in to racing horses for entertainment value rather than returns before accepting this Offer. Prospective shareholders should seek independent professional investment advice before accepting this Offer. Please consult your legal, financial or other professional adviser before making a decision to invest in shares. Horse racing is a speculative venture and no person involved in producing this Prospectus (including the Company and its directors and advisers) guarantees the performance of the Shares or any capital or income.

Offer availability.

The Offer constituted by this Prospectus is only available to persons receiving this Prospectus within Australia and does not constitute an offer in any jurisdiction which, or to any person whom, it will be

unlawful to make such an offer. An application for shares, pursuant to this offer, can only be made by completing and lodging the application form that accompanies this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements. Forward-looking statements can be identified by the use of forward-looking terminology such as 'may', 'will', 'expect', 'anticipate', 'estimate', 'would be', 'believe', 'continue' or the negative or other variations of comparable terminology. These statements are based on the Directors' assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the date of this Prospectus, are expected to take place. Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company. Such statements are subject to risk and uncertainties that could cause actual results to differ materially from those projected. Such statements (none of which is intended as a guarantee of performance) are subject to certain assumptions, risks and uncertainties, which could cause the actual future results, achievements or transaction to differ materially from those projected or anticipated. The Directors' expectations, beliefs and projections are expressed in good faith and are believed to have a reasonable basis. No assurance is or can be given that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Accordingly, you should not place undue reliance on these forward-looking statements.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your application once it has been accepted.

Photographs

Photographs used in this Prospectus which do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents.

1. INVESTMENT OVERVIEW

1.1 Summary of Offer

Topic	Information	Reference
What is the Company?	Group One Thoroughbreds Ltd ('GOT') is a horse racing company and has purchased one thoroughbred racehorse with the intention of racing it. GOT is offering Shareholders the opportunity to receive any benefit of race winnings and potential future breeding revenue and proceeds (after paying expenses).	For more information see section 2.1
Why is the Offer being conducted?	The Offer is being conducted to: <ul style="list-style-type: none">• Fund the engagement of the proposed trainers;• Pay the costs incurred by Group One Thoroughbreds and the Directors in respect of the issue of this Prospectus; and• Repay the Company's existing credit facility used to purchase the Horse.	For more information see section 6.2
What are the key risks associated with the Company?	Risks associated with purchasing shares in the Company include the risk of the Horse being injured and unable to race, heavy reliance on directors and other key persons, changes in legislation, the speculative nature of horse racing and liquidity risk.	For more information see section 3
Who will be in control of the Company?	The Directors of the Company are Jeremy Azzopardi, Kirstian Azzopardi and Lisa Pardi.	For more information see section 5.1
Who will benefit from the Offer?	Group One Thoroughbreds will benefit from this Offer as it will be responsible for managing the racing career of the Horse for the Company and will receive a management fee for doing so. Jeremy Azzopardi, the sole director and shareholder of Group One Thoroughbreds, may benefit from this offer in the form of dividends distributed to him, and a salary paid to him by Group One Thoroughbreds in his capacity as sole shareholder of Group One Thoroughbreds.	For more information see sections 2.3.1, 5.2 and 6.3.1

1.2 Key terms and conditions of Offer

Topic	Information
What is the Offer period?	The offer opens on 2nd June 2022 and closes on 1st July 2023.
What is the type of Shares being offered?	Fully paid Smart Missile x Think Aloud Shares in the Company.
How many Shares are being offered?	40 fully paid Smart Missile x Think Aloud Shares.
Minimum subscription amount for each Shareholder	1 fully paid Smart Missile x Think Aloud Share.
Minimum subscription amount for Offer to proceed	1 fully paid ordinary Share.
What is the consideration for each Share being offered?	The price of each Share under offer is \$695
Amount to be raised under the Offer	\$27,800
Are the Shares listed?	The Shares are not listed on any stock exchange.
Is the offer underwritten?	The Offer is not underwritten.



2. BUSINESS OVERVIEW

2.1 Nature of the business

GOT is a horse racing company and has purchased one thoroughbred racehorse (the “Horse”) with the intention of managing its racing career, training and racing it. The Horse is 100% owned by the Company.

It is intended that the Company will operate for the career of the Horse, with an expected start date of 2nd June 2022, to be extended at the discretion of the Directors or until the Horse retires or has been sold.

The Company intends to generate returns for the Shareholders by effectively managing the Horse’s racing career. This involves engaging and maintaining quality licensed trainers, ensuring the Horse remains healthy, and entering the Horse into appropriate races. The Manager is responsible for managing the Horse’s racing career. Any prize-money won by the Horse will be used in the first instance to pay trainer and jockey expenses. The remainder of the prize- money will be distributed to the Shareholders in the form of dividends. See section 6.4 for more information about the distribution of prize-money.

If an offer is made by a third party to buy the Horse from the Company, the Directors will consider, with consultation from the Manager and the trainers, whether the offer is in the best interests of Shareholders. If the Company considers the offer is in the best interests of Shareholders, Shareholders have a right of first refusal and have the option to purchase the Horse at the offered price.

If in the opinion of the Directors, it is not in the interests of the Shareholders for the Horse to continue to race in a particular class to which the Horse is referable, the Horse will either be sold, or if it is considered to be of no significant commercial value, retired and placed in a good home.

At the end of the Horse’s racing career, the Directors will consider whether the Horse will be sold or transitioned to a breeding programme and will make a recommendation to the Shareholders. A Shareholders’ resolution will then be passed to elect whether to sell the Horse or transition to a breeding programme. In the latter case, the Company may continue for the breeding life of the Horse. If there is no transition to a breeding programme, then the Horse will be sold. If the Horse is a valuable broodmare, it will either be sold through a public auction or to a bloodstock agent. Once the Horse is sold, the Company will be wound up. The sale money will be distributed to creditors and Shareholders in accordance with the Corporations Act.

2.1.1 Thoroughbred industry overview

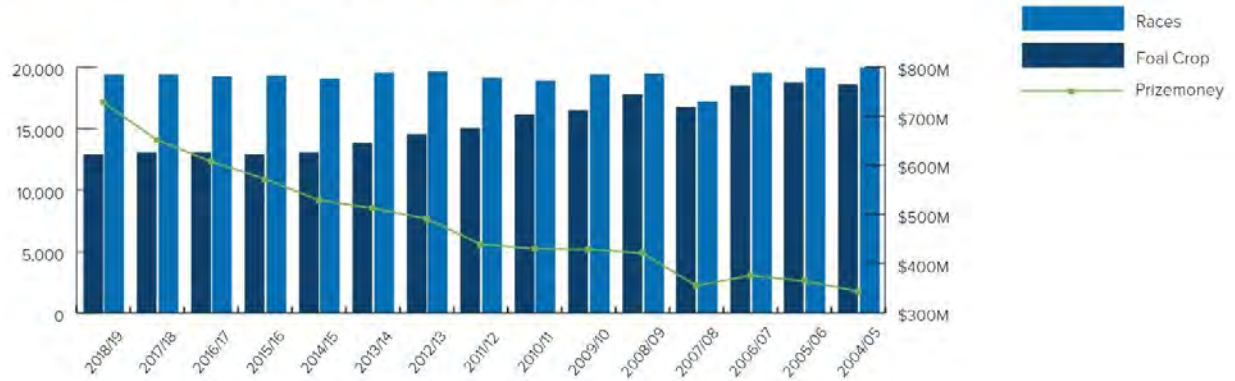
The Australian racing industry makes a significant contribution to the national gross domestic product, employment and government revenue. The economic activity generated by thoroughbred racing and breeding alone contributes more than \$10 billion to the national GDP and, when included in the agricultural sector, is the fourth largest industry in Australia.

The horse racing industry is a mature industry with over 3,000 registered trainers and 800 jockeys. There are approximately 35,000 horses in Australia participating in about 19,000 races per year with prizemoney totalling \$600 million.

The below graphs show the number of races relative to the total pool of prizemoney, and the increase in the prizemoney pool up until 2018.

INDUSTRY TRENDS

Races, Prizemoney and Foal Crops 2004/05 - 2018/19



Stakes and Standard Race Prizemoney 2004/05 - 2019/20

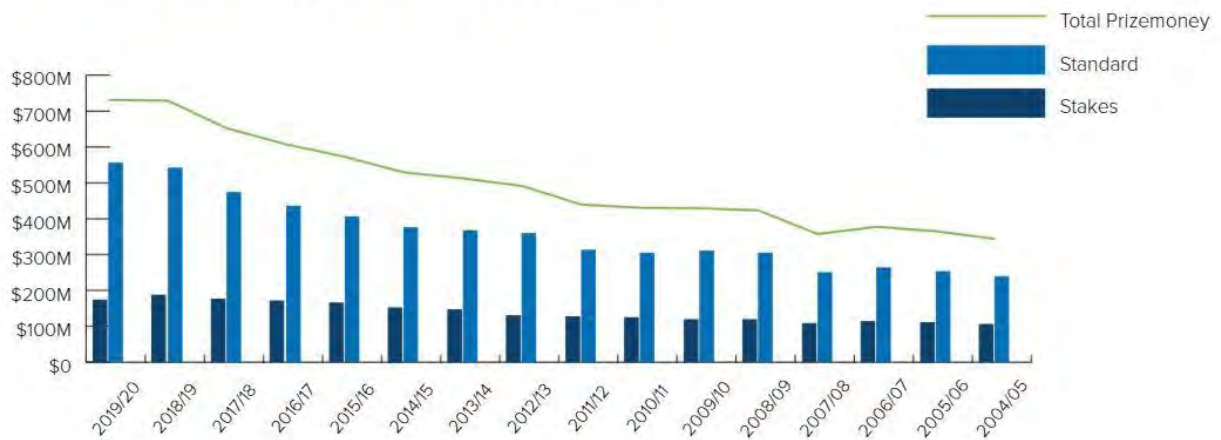


Table 3. Prizemoney and Incentive Payments in Australia 2002/03 - 2019/20

Season	Prizemoney (inc. Trophy)	% Change	Incentive Scheme Payouts	% Change
2019/20	\$730,769,073	0.27%	\$42,329,722	9.24%
2018/19	\$728,809,559	11.80%	\$38,750,650	2.45%
2017/18	\$651,866,124	7.38%	\$37,823,597	9.33%
2016/17	\$607,067,610	6.14%	\$34,595,000	6.18%
2015/16	\$571,973,523	8.16%	\$32,580,425	1.87%
2014/15	\$528,821,379	3.26%	\$31,982,800	0.87%
2013/14	\$512,113,328	4.30%	\$31,707,412	11.50%
2012/13	\$490,980,217	11.82%	\$28,436,286	5.72%
2011/12	\$439,074,032	2.06%	\$26,897,911	4.72%
2010/11	\$430,227,684	0.34%	\$25,685,849	-0.98%
2009/10	\$428,758,934	1.42%	\$25,939,058	21.18%
2008/09	\$422,773,412	18.43%	\$21,405,150	42.40%
2007/08	\$356,972,323	-5.37%	\$15,031,256	-1.25%
2006/07	\$377,213,883	2.01%	\$15,221,215	-4.69%
2005/06	\$369,797,468	6.06%	\$15,969,840	2.08%
2004/05	\$348,653,608	5.90%	\$15,644,845	-8.25%
2003/04	\$329,243,410	3.15%	\$17,052,455	20.39%
2002/03	\$319,199,781	3.39%	\$14,164,200	24.75%

Source: Racing Australia Fact Book 2016/17

The industry is highly regulated. Companies and syndicates operating horse racing businesses are primarily subject to the Australian Rules of Racing administered by Racing Australia Limited. Each Australian State and Territory has a Principal Racing Authority which supervise and licence industry participants. Companies are also subject to the *Corporations Act 2001*. Regulations, racing rules and licensing requirements change from time to time, and the changes could result in the Horse not being able to participate in certain races.

2.1.2 Competitors

Direct competitors to the Company's business include:

- Yarramalong Racing Club Ltd;
- Hancox Racing No 8 Ltd;
- Racing Club No 1 Ltd; and
- Racing Club No 2 Ltd

These competitors run similar business models of acquiring, managing, training and racing horses. Horse racing syndicates also operate in the horseracing industry and are competitors to the Company. Syndicates similarly manage, train and racehorses throughout Australia and their horses may race in the same races as the Company's Horse.

2.1.3 Racing colours

The Horse will race in Group One Thoroughbreds' registered silks. The description of the registered colours is Orange, Black Group One Thoroughbreds Logo, Logo On Cap as follows:

Main Set of Colours -

Jacket – Orange, Black Group One Thoroughbreds Logo

Sleeves – Orange sleeves

Cap – Orange Cap with Black Group One Thoroughbreds Logo



2.2 Business assets

2.2.1 Description of the Horse

Colour	BAY
Sex	Filly
Date of Foal	28 August 2020
Sire	Smart Missile
Dam	Think Aloud
Brand	Star Inside Crown over C ns sh – 32 over 0 off sh

2.2.2 The Horse selection process

The Company has purchased the Horse relying on the recommendation from Jeremy Azzopardi, Managing Director of Group One Thoroughbreds Pty Ltd and its bloodstock team. The main emphasis is to purchase horses that are correct and sound horses that are athletic. An invoice for the purchase of the Horse is attached to this Prospectus.

The Horse has had an independent veterinarian, Dr Jen Lugton, perform a clinical inspection. The veterinarian has provided a veterinary certificate (attached to this Prospectus) specifying that the Horse is suitable and fit for racing. The veterinarian certificate discloses that the veterinarian does not have any financial or other interest in the Company or the funds to be raised from the Prospectus.

2.2.3 Purchase of the Horse

Group One Thoroughbreds purchased the Horse from Inglis Yearling Sale at Warwick Farm NSW using its credit facility. The Horse has been subsequently sold to the Company on credit terms offered by Group One Thoroughbreds (see section 2.6).

2.2.4 Current status of horse

The Horse is currently spelling at Cavallo Park Stud after being purchased from the Inglis Yearling Sale at Warwick Farm NSW.

2.2.5 Horse naming and registration

The Horse is unregistered. The Horse will be named by the Shareholders and registered once the Shares have been issued in full. The Horse will be registered within 45 days of the Shares being issued in full. Each shareholder will have the option to submit 1 name. Once the list of names submitted by the Shareholders is populated by the Manager, the Manager will select the top 3 most popular names (in order of preference) and submit them to the Registrar of Racehorses for registration.

2.2.6 Pedigree details

The Horse's sire and dam are as follows:

- **SIRE – SMART MISSILE** (By Fastnet Rock) Rated the best juvenile by Fastnet Rock. Unbeaten at two winning the Breeder's Plate and then the Group 2 Todman Stakes. At three, winner of the Group 3 Run To The Rose beating Foxwedge and Helmet and a close second in the Group 1 Golden Rose.

The sire of Group 1 winner Maid Of Heaven, Group 1 placed Missile Mantra and G2 winners Smart Melody and I'll Have A Bit. He is from the same family as Northern Meteor, Nureyev and Saddler's Wells.

Smart Missile has proven himself has a top class sire with a winners to runners strike rate of 68% earnings of over \$58 million, 22 stakes winners, 30 stakes placegetters.

- **DAM – THINK ALOUD** (by Northern Meteor) She was considered an above average race horse. A winner of 2 races including 1 in the city and 2 placings from only 11 starts. She has had 1 foal to race Amicus Curiae winner of 3 races to 2021-22.

Think Aloud is the half-sister Ever the Same a 3- time winner including a stakes win. She is closely related to group 1 winner Manhattan Rain with her sires' sire also by Encosta De Lago.



Photo: SMART MISSILE – Stallion

A pedigree page for the above is attached to this Prospectus.



2.2.7 Mortality insurance

The Horse is insured with HQ Insurance for mortality, theft, life-threatening surgery and extension of cover from 1 May 2022 to 30 April 2023. The sum insured is \$27,800. A certificate of currency is attached to this Prospectus. Renewal of insurance is at the discretion of the Shareholders after the insurance lapses.

2.3 The Manager

The Manager of the Horse is Group One Thoroughbreds. The Manager is responsible for all aspects of the management of the racing career of the Horse, preparation of the Shareholders' annual accounts, the management of communications between the Shareholders and the stables, and the provision of all administrative services.

The Manager's responsibilities include:

- Regular communication with Shareholders by telephone, fax or email regarding training and spelling progress, and regular relay of Trainer's comments.
- Arranging open days for Shareholders to inspect their racehorses and be addressed by the Trainer.
- Provision of general day to day administrative services, provision of pursuing overdue accounts via phone call, email or post.
- Providing Shareholders with Race Day DVDs (where available, track work and other update reports such as nominations, weights, acceptances, pre-race summary, Race Day services, post-race summary review, organisation of disbursement of any trophies, representing the Company in relation to race day steward enquiries etc.)
- Arranging times and dates for Shareholders to inspect their horses at the stables or spelling properties.
- Assistance with Race Day ticketing where applicable.
- Maintain professional indemnity insurance.
- Naming and registration of the Horse.
- Transfers of ownership.

2.3.1 Manager's fees

The Manager is paid a flat fee of \$110.00 (incl. GST) monthly for every 2.5% share to cover all expenses (except extra ordinary costs in accordance with section 6.3.1). Each Shareholder is responsible for a portion of the flat fee in accordance with section 6.3.1.

In the event that a Horse is sold, the Manager is also entitled to a sale fee of 10% (plus GST) of the sale price.

2.4 Significant dependencies

The Company is dependent upon key services provided by the Manager (see section 2.3) and the trainers engaged to provide training services. More details are set out regarding the trainers below.

2.4.1 Proposed trainer/s

Stephen Jones is the proposed trainer for the Horse. A trainer's agreement between Stephen Jones Racing and the Company has been executed. A letter of consent to train the Horse from the proposed trainer is attached to this Prospectus.

The contact details are as follows:

The contact details are as follows:
Address: Stephen Jones Racing
434 Bunnan Road Scone ACT 2337
Phone: 0419 673 115

A well-travelled and experienced horseman. Stephen Jones has had a lifelong passion for horses and thoroughbred racing. His career in the industry commenced as a jockey in 1974. During his time in the saddle, Stephen had the privilege of working for the legendary TJ Smith at Randwick and then John J Berry at Canterbury.



In 1981 Stephen turned his experience to training and established himself at stables in Canterbury for 10 years, then Rosehill for another 10 years before heading to the sunshine state of Queensland. During such time Stephen has had the opportunity to work alongside some of Australia's leading trainers. In 2013, Stephen took a 12-month training stint in Penang Malaysia, before returning to the Gold Coast. His training operation is now situated in Scone NSW.

Stephen is a hands on trainer to best understand the needs of each and every horse. He believes the health, fitness and recovery of each horse is paramount to success on the track. The horses at Stephen Jones Racing have access to the state of the art facilities at the Scone Race Club.

Career highlights for Stephen include winning at Group level with River Love, and the Southern Cross Classic with Profits. Stephen has a reputation for being a most capable horseman. He is well known, liked and respected throughout the industry. He is friendly and approachable and welcomes owners and friends to become involved in the stable.

2.5 Strategy and plans

The Company has been set up to purchase the Horse and manage its entire racing career. The Company is offering Shareholders the opportunity to receive any benefit of race winnings and potential future breeding revenue and proceeds (after expenses).

2.6 Finance arrangements

The Company purchased the Horse from Group One Thoroughbreds using a credit facility provided by Group One Thoroughbreds to enable the Company to pay the purchase price of the Horse and cover the running costs of the Horse until the Company has raised sufficient capital to cover these expenses. The terms of the credit facility are as follows:

- \$27,800 in borrowings available under the credit facility.
- Drawn down funds are not subject to interest.
- The credit facility is provided on an unsecured basis.
- The Company must apply future capital raised under the Offer to repay any amounts drawn down under the credit facility at which time the facility will be terminated.

2.7 Valuation

A valuation by a qualified bloodstock valuer does not accompany this Prospectus as the Horse was acquired by Group One Thoroughbreds at a public auction and there is no conflict of interest in relation to the purchase.



3. RISK FACTORS

3.1 Business risk factors

3.1.1 Horse racing risks

The following risks could impact the ability of the Horse to participate in races:

- Injury to the Horse in the course of its training or when participating in races;
- Sickness, disease or death of the Horse;
- The Horse could prove unsuitable for horse racing; and
- The cost of racing, including managing and training the Horse could increase leading to a reduction in any returns to Shareholders.

Horses can get sick, lame, suffer from disease, feeding disorders, pests or parasites and be unable to race or train for extended periods of time. As a result, the Company may incur significant unexpected expenses such as vet bills and rehabilitation costs. Injury or illness can affect any horse and can reduce or end a horses racing career or ability to produce as a Broodmare.

High class races have a much lower rate of injury than low class races. While this could be attributed to many factors, including the quality of the horse, economics, or medications, the trainer still must make the decision to run a horse or not to run a horse. Because leading trainers consistently get the best horses, injury rates by race class should correspond to injury rates by trainer.

Race Class	Career Ending Injury Rate	Career Ending Injuries	Starts
High	2.27%	553	243,854
Low	4.11%	2,566	624,265

Source: "Trends in Equine Mortality, 1998-2005"

https://www.aphis.usda.gov/animal_health/nahms/equine/downloads/equine05/Equine05_is_Mortality.pdf

If the Horse is unable to participate in a race, the amount of dividends payable is likely to be lower because there will be no prize money attributable to that race. If the Horse is no longer suitable for horse racing because it is permanently injured or suffers from sickness or disease, the Horse will likely be sold at a loss, and this will significantly impact the distributions Shareholders receive upon wind up of the Company.

3.1.2 Reliance on directors and key persons

The Company has no operating history and relies on the skills of the directors, trainers of the Horse and Group One Thoroughbreds to manage the racing career of the Horse. An investment in the Company is therefore heavily dependent on the directors and these other key persons.

The trainers of the Horse are engaged by the Company in accordance with the trainers' standard terms of trade. These standard terms allow the trainers to terminate for convenience on short notice. If this happens, the Horse may be left without a trainer until new trainers are engaged, and the terms of engagement may be on less favourable terms. However, it is likely that Group One Thoroughbreds can secure alternative successful and qualified trainers by using its existing networks and experience in the industry. There will also be delays in the Horse commencing its racing career, with a corresponding increase in expenses and no ability to win prize money for a period.

The Company's ability to effectively manage the Horse's racing career and perform the necessary administrative functions depends upon the performance and expertise of the directors and Group One Thoroughbreds. The loss of these key personnel, or any delay in their replacement, may adversely affect the Horse's performance or eligibility to participate in races, and this will have a negative impact on the amount of dividends to be distributed.



3.1.3 Downturn in horseracing industry

The state of the horseracing industry is largely correlated with the health of the domestic economy. If there is a downturn in economic activity, it is likely that the pool of prizemoney, the level of investment in the industry and the value of the Horse will decrease. This means that upon selling the Horse, the Company will receive less sale proceeds than if the state of the horseracing industry was healthier.

3.1.4 Changes in legislation and regulations

Changes in legislation and regulations such as the Australian Rules of Racing could affect the Horse's ability to participate in races, and therefore could affect the amount of Shareholder returns. In addition, the Company could be subject to additional legal or regulatory requirements if its business, operations or geographic reach expand in the future.

The Company is primarily subject to the Australian Rules of Racing administered by Racing Australia Limited. Each Australian State and Territory has a Principal Racing Authority which supervise and licence industry participants. The Company is also subject to the *Corporations Act 2001*. Legislation and racing rules change from time to time, and the changes could result in the Horse not being able to participate in certain races. This means the Horse will have less chance to win prize money, which will negatively impact on the amount of dividends available for distribution.

3.2 Investment risk factors

3.2.1 No guarantee of returns

Any person investing in shares in the Company should be aware that horse racing is a speculative venture with no guarantee of returns. A person subscribing to this offer should regard their shares as an entry in to racing horses for entertainment value rather than returns. There is also a risk to capital, for example, if the Horse proves unfit for racing, it may be sold off for a price less than its cost-plus ongoing expenses. The best pedigree and training also cannot guarantee a winning horse. The Horse could simply lack the desire or ability to perform at the necessary level.

3.2.2 Trading in Shares may not be liquid

As shares in the Company are not listed on any stock exchange, there is no liquid market for the shares.

Shareholders may sell their shares to a third party or an existing Shareholder. To facilitate this, the Company will maintain a register of the shares that any Shareholder wishes to make available for sale and will inform any prospective purchaser who expresses an interest. However, the Company is legally constrained from soliciting for purchasers on behalf of sellers or otherwise make a market for shares.



4. FINANCIAL INFORMATION

4.1 Financial affairs

Group One Thoroughbreds (AUST) LTD

ACN: 639 721 832

SMART MISSILE X THINK ALOUD SHARES

Balance Sheet

As at 1st June 2022

Assets		
Current assets:	2022	2021
Cash	-	-
Accounts Receivable	-	-
Inventory	-	-
Shareholder Funds	27,800	-
Petty Cash	-	-
Total current assets	27,800	-
Fixed (Long Term) Assets:	2022	2021
Long Term Investments	-	-
Property, Plant, and equipment	-	-
Less accumulated depreciation	-	-
Intangible assets	-	-
Total fixed assets	-	-
Other assets:	2022	2021
Deferred income tax	-	-
Other	-	-
Total other assets	-	-
Total assets	27,800	-
Liabilities and owner's equity		
Current liabilities:	2022	2021
Accounts payable	-	-
Short -term loans	-	-
Income taxes payable	-	-
Accrued salaries and wages	-	-
Unearned revenue	-	-
Current portion of long term debt	-	-
Total current liabilities	-	-
Long-term liabilities:	2022	2021
Long-term debt	-	-
Deferred income tax	-	-
Other	-	-
Total long-term liabilities	-	-
Owner's equity:	2022	2021
Paid Capital	27,800	-
Unpaid Capital	-	-
Retained earnings	-	-
Other	-	-
Total owner's equity	27,800	-
Total liabilities and owner's equity	27,800	-

An auditor's report and pro forma balance sheet accompanies this Prospectus.

5. BOARD AND MANAGEMENT

5.1 Board of Directors

The Company's Board comprises 3 Directors. A biography of each Director is contained in the table below.

Director	Biography
Jeremy Azzopardi	<p>Jeremy Azzopardi has been involved in the horse racing industry for over 18 years as an owner, breeder and director chairman of a major syndicator back in 2004. Owning racehorses is a passion for Jeremy. He has also purchased, managed and marketed multiple Group One winners and performers.</p> <p>Jeremy has a wealth of knowledge and experience both in the financial and thoroughbred industries. Jeremy was self-employed for over 15 years in finance, and currently holds a Certificate IV in business, a Certificate IV in finance and banking; a Certificate III in marketing; a MFAA Anti Money Laundering/Counter Terrorism Certificate and Attained a MFAA Accredited Mortgage Consultant Certificate.</p> <p>Jeremy's experience as a mortgage banker for 10 years, excelled him to venture and start his own private lending business. Jeremy's business was authorised by 3 leading trustee companies to manage their second-tier mortgage-backed securities and lend to wholesale and retail clients.</p> <p>Jeremy's private lending business grew rapidly where he employed over 9 fulltime staff and 13 consultants and had over \$200 million under management. In 2007, he decided to follow his passion full time and reluctantly sold his private lending business.</p>
Kirstian Azzopardi	<p>Kirstian Azzopardi has a wealth of experience in the financial aspect of business and currently has a Certificate IV in Accounting and Bookkeeping. For 7 years, Kirstian was the operations manager for Hot Source Enterprises and had key responsibilities in the company. She was responsible for all accounts payable and receivable, sales training, administrative duties for the director and marketing strategies for existing clients. Kirstian has been involved in the Racing industry for many years and has seen her contract for many major syndicators in Australia.</p>
Lisa Pardi	<p>Lisa Pardi has over 10 years' experience working for M7 Link Sydney in the quality control department, client liaison, procedures and management. She brings a wealth of knowledge in all aspects of client liaison.</p>

5.2 Interests of Directors

Jeremy Azzopardi is the sole director and shareholder of Group One Thoroughbreds, the Manager, who will receive benefits from the Company in relation to fees payable for administration, marketing and accounting services which will be provided by Group One Thoroughbreds. Jeremy Azzopardi may benefit from this arrangement through distributions of dividends to him as a shareholder of the Manager. He is also paid a salary for his role as director of the Manager. The constitution of the Company allows the directors of Group One Thoroughbreds to retain any profits made through this arrangement.



5.3 Corporate directory

Directors:	Mr. Jeremy Azzopardi Mrs. Kirstian Azzopardi Ms. Lisa Pardi
Registered Office:	68 Woodview Avenue LISAROW NSW 2250
Company Secretary:	68 Woodview Avenue LISAROW NSW 2250
Bankers:	ANZ 160 Mann Street Gosford NSW 2250
Auditor:	Prospect Accountants Mr. Tim Meehan PO Box 354 Balwyn North VIC 3104
Compliance Lawyers:	The Fold Legal Pty Ltd Ms. Jaime Lumsden GPO Box 1843 Sydney NSW 2001

6. DETAILS OF THE OFFER

6.1 Structure of the Offer

This Prospectus relates to an offer of 40 fully paid Smart Missile x Think Aloud Shares. Each Shareholder must subscribe to a minimum of 1 fully paid Smart Missile x Think Aloud Share at \$695.00 per share. A person who subscribes to this offer and becomes a Shareholder is responsible for a proportion of the ongoing costs and upkeep of the Horse in accordance with section 6.3.1.

6.1.1 Minimum subscription

The minimum subscription for this offer to proceed is 1 share. No shares will be issued until the minimum subscription has been achieved.

6.1.2 Maximum subscription

The maximum subscription for this offer is 40 shares.

If the maximum subscription is not achieved, Shareholders have the option to:

- Have their purchase price of their subscription amount refunded in full within 30 days; or
- Retain their shares in the Company with a reduced minimum number of shares, in which case a supplementary prospectus will be sent to all Shareholders.

6.2 Proposed use of proceeds

The total gross proceeds under the offer is expected to be \$27,800. The proceeds of the offer will be applied as follows:

	Amount
<i>INCOME - Shareholder's Funds from the offer</i>	\$27,800.00
<i>Interest earned over 1 year (approximately)</i>	\$0.00
TOTAL	\$27,800.00
<i>EXPENDITURE (1 YEAR)</i>	
<i>Purchase of Horse</i>	\$7,700.00
<i>Spelling fees Cavallo Park Stud 30 days</i>	\$2,100.00
<i>Breaking in fee</i>	\$4,950.00
<i>Floating fee from Inglis (Warwick Farm) to Cavallo Park (Richmond)</i>	\$440.00
<i>Floating Fee from Cavallo Park Stud to Doran Park (Breaking)</i>	\$220.00
<i>Veterinary Costs (vitamins, drenching, dental, shoeing etc.)</i>	\$1,540.00
<i>Mortality Insurance (1 year \$27,800)</i>	\$1,645.00
<i>Veterinary and Scoping costs</i>	\$1,220.00
<i>Inglis Race Series</i>	\$1,925.00
<i>Golden Slipper nomination</i>	\$440.00
<i>BOBS Bonus scheme</i>	\$990.00
<i>Compliance Fee, Accounting and Auditing</i>	\$1,005.00
<i>License and Document Formation fees</i>	\$550.00
<i>Registration & Lodging Syndicate Fee</i>	\$545.00
<i>Bloodstock Fee</i>	\$1,100.00
<i>ASIC Lodgement and signoff</i>	\$660.00
<i>Financial Audit</i>	\$330.00
<i>Legal Fees</i>	\$440.00
TOTAL	\$27,800.00
<i>Surplus (based on full subscription)</i>	\$0.00

6.3 Terms and conditions of the offer

Topic	Summary	
What is the type of security being offered?	Fully paid Smart Missile x Think Aloud Shares in the Company.	
What are the rights and liabilities attached to the security being offered?	<p>The following rights and entitlements are attached to the offered shares:</p> <ul style="list-style-type: none"> • Entitlement to dividends for profit generated by horse racing prize money; • Entitlement to potential future breeding revenue and proceeds; • The shares will rank equally on any return of capital by the Company. Upon the winding up of the Company, any surplus monies from the proceeds of all the Company's assets shall be distributed to Shareholders in accordance with the provision of the Corporations Act; • The Shares are full voting shares; • Subject to the Company's Constitution and the Corporations Act, Shares in the Company are freely transferable. <p>Shareholders are responsible for the payment of all costs associated with maintaining, training and racing the Horse. The estimated ongoing expenses are outlined in section 6.3.1.</p>	
What is the consideration for each security being offered?	The price of each share under offer is \$695.	
What is the offer period?	<p>The offer opens on 2nd June 2022.</p> <p>The offer closes on 1st July 2023.</p>	
Is the offer for the issue of new securities or the sale of existing securities?	This offer is for the issue of new securities.	
When will Shareholders receive confirmation their application has been successful?	<p>Dispatch of share certificates upon successful subscription to the offer will occur by no later than 22nd July 2023.</p> <p>Unsuccessful applicants will also be notified at this time and monies paid will be refunded within 30 days of the close of this Prospectus.</p>	
Are the securities listed?	The shares in the Company are not listed on any stock exchange.	
Is the offer underwritten?	The offer is not underwritten.	
Are there any escrow arrangements?	There are no escrow arrangements.	
Where will funds raised be held?	All funds raised by this Prospectus shall be held in a designated Trust Account, namely Group One Thoroughbreds Ltd Account held with the ANZ Bank at Gosford NSW, until such time as the offer closes or the minimum number of shares has been taken up.	
What is the Company's capital structure?	Smart Missile x Think Aloud shares on issue as at 2nd June 2022	40
	Maximum number of Smart Missile x Think Aloud Shares to be issued under this Offer	40
	Total on Offer completion	40

Topic	Summary
Are there any significant taxation implications?	There may be taxation implications associated with owning and disposing of Shares. As these implications will depend upon a Shareholder's particular circumstances, all potential Shareholders are encouraged to obtain their own taxation advice in respect of acquiring, holding and selling Shares.

6.3.1 Estimated ongoing costs obligations

Each Shareholder is responsible for the following ongoing expenses.

Total ongoing expenses – the following horse expenses are indicative and payable monthly by each Shareholder. The Manager advises that a flat fee of \$110.00 (incl. GST) per month per share (the equivalent of 2.5% share) OR \$220.00 (incl. GST) per month for 2 shares (the equivalent of 5% share) is payable to the Manager to cover all horse expenses. These fees are inclusive of any administration fee paid to Group One Thoroughbreds.

Nomination and acceptance fees for most races are included, except for nominations for major races such as the Auction House Sponsored races such as Inglis and Magic Millions race series and City type races, Black Type such as Listed and Group races also Country Championship race series, Transport to City racecourses such as Randwick and interstate floating which fees are payable by the Shareholders in addition to these ongoing expenses.

The trainer's daily training rate is \$93.50 (including GST) and is included in the total ongoing expenses. Note, the trainers' daily training rate may change subject to industry increases and this may result in changes to the flat fee.

Extra-Ordinary Expenses – Each shareholder is also responsible for paying extra ordinary expenses incurred by the company in proportion to their shares held. The flat fee only covers up to \$300.00 (including GST) of basic vet care per consultation. The flat fee expense does not include extra-ordinary costs such as insurance renewal, major veterinary fees, major race nominations or acceptance fees. These costs are payable by the Shareholders in proportion to their share/s held.

6.4 Dividend policy / prize money and sales proceeds distribution

All prizemoney won by the Horse will be distributed as dividends and deposited directly into the Shareholder's account by Stakes Payment.

The Manager is not entitled to any of the prize money, breeders' bonus or incentive scheme payments.

In accordance with the Rules of Racing in Australia, prizemoney is distributed to the Shareholders after remunerations are distributed to the trainer, jockey, welfare program and jockey insurance, and the withholding of any funds required to cover major race acceptances for which the Horse is eligible or nominated. The percentages are automatically determined by each state and may vary from State to State.

6.4.1 Distribution from sale of Horse

In the event that the Horse is sold, the Company will be wound up and distributions to Shareholders will be made in accordance with the Corporations Act.

6.4.2 Trophies and prize distribution

In an event the Horse wins a trophy or an item that is not listed in the race book with a dollar value, such as a saddle cloth or rug, the Manager will conduct a draw for all Shareholders to participate in. Once a Shareholder has won a particular item or trophy, they may not participate in the next draw until all Shareholders have had the opportunity to receive such an item or trophy.



7. GLOSSARY

ASIC means the Australian Securities and Investments Commission.

GOT or Company means Group One Thoroughbreds (Aust) Ltd (ABN 52 639 721 832)

Group One Thoroughbreds or Manager means Group One Thoroughbreds Pty Ltd (ABN 35 628 388 241).

Board means the board of directors of the Company.

Director means a director of the Company.




Prospectus means this document, being a prospectus for the purpose of Chapter 6D of the Corporations Act and any supplementary or replacement prospectus.

Share means a fully paid Smart missile x Think Aloud share in the capital of the Company.

Shareholder means a registered holder of a Share.

8. EXECUTION OF PROSPECTUS

This Prospectus has been duly executed by or on behalf of each of the Directors whose name appears below on the date of this Prospectus. The Directors accept no responsibility for the information contained within this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is accurate and does not omit anything likely to affect the import of such information. Each Director of the Company consents to the lodgement of this Prospectus with ASIC.


.....
Jeremy Azzopardi
Director and Secretary
.....
Kirstian Azzopardi
Director
.....
Lisa Pardi
Director



9. HOW TO APPLY FOR SHARES

Applications to acquire 1 Share in the Prospectus will only be accepted on the application form attached to this Prospectus. The application form must be fully completed.

Application forms must be accompanied by payment in Australian dollars for an amount equal to the application monies. Payment can be made via cheque, direct deposit or credit card. Cheques must be made payable to "Group One Thoroughbreds (Aust) Ltd" and crossed "Not Negotiable".

Alternatively, you may make payment of application monies via direct transfer to the following account:

ANZ BANK
Group One Thoroughbreds (Aust) Ltd
BSB: 012 633
Account Number: 425473268

Reference: please ensure that you reference the payment in the same name as your share application form.

Applications must be for a minimum of 1 Share offered under this Prospectus. Applications may be made for additional Shares in the Prospectus in multiples of one.

The completed Application Form, together with application monies or remittance advice, must be returned to the Director by email to jeremy@grouponethoroughbreds.com.au, fax to 02 4311 3777 or delivery to the following address:

Jeremy Azzopardi
Group One Thoroughbreds (Aust) Ltd
Po Box 9570
Wyoming NSW 2250

Applicants should read this Prospectus in its entirety, before deciding to complete and lodge an Application Form.

An application constitutes an offer by the applicant to acquire 1 Share in the Company on the terms and subject to the conditions set out in this Prospectus. The Director reserves the right to reject any application, including but not limited to applications that have been incorrectly completed, or are accompanied by cheques that are dishonoured or have not cleared.



10. APPLICATION FORM

Smart Missile x Think Aloud Shares

Complete in block letters and return the application form. You are advised to keep a copy for your records.

Surname: Dr/Mr/Ms/Mrs/Miss
(One name ONLY to be entered)

Given Names.....

Address.....

Suburb.....State.....Postcode.....

Birth Date:.....Occupation.....

Telephone BusinessHome

Mobile.....Fax.....

Email

These Shares will/will not be held in a Syndicate name.

Syndicate Name (if applicable)

Horse Name Suggestion:

I hereby agree to become a Shareholder in the Company on the basis that I will have..... Share (s).

Account details of where dividends are to be deposited:

Account Name:

BSB:

Account Number:

Payment Method:

☐ Cheque ☐ Direct Deposit ☐ Credit Card (please fill out details below)

Credit Card Details

☐ Visa ☐ MasterCard ☐ Amex ☐ Diners

Card Number

Expiry

CVV Number:

Signature:



Declaration

By signing this application form, I agree and declare that:

1. I have read, understood and agree to be bound by the Prospectus.
2. I am not under any disqualification or other disability under the Rules of Racing.
3. I am over the age of eighteen years.
4. I am not an undischarged bankrupt.
5. I acknowledge that I have had the opportunity to obtain independent legal and financial advice relative to my acquisition of shares in the Prospectus.

..... Name of Shareholder

..... Signature of Shareholder

..... Date

BAY FILLY

Foaled 28th August 2020)

(SIRE)	Fastnet Rock.....	Danehill.....	Danzig.....
SMART MISSILE.....	Comical Smile	Piccadilly Circus	Royal Academy.....
		Comic Strip.....	Red Ransom.....
(DAM)	Northern Meteor	Explosive	Fappiano
THINK ALOUD		Encosta de Lago.....	Fairy King
2011	Jamil.....	Explosive	Fappiano
		Giant's Causeway	Storm Cat.....
		Makarova	Thunder Gulch.....

SMART MISSILE (AUS) (Bay 2008-Stud 2012). 3 wins-2 at 2, ATC Todman S., Gr.2. Leading Aust. First Season Sire 2015-16. Sire of 615 rnrs, 421 wnrs, 22 SW, inc. Maid of Heaven (ATC Spring Champion S., Gr.1), Smart Melody, I'll Have a Bit, Crosshaven, Missile Mantra, Ballistic Boy, Yao Dash, Debellatio, Ballistic Lover, Jericho Missile, Ready to Prophet, Missile Launch, Smart 'n' Sexy, Broadwayandfourth, More Prophets, Beauty, etc.

1st Dam

THINK ALOUD, by *Northern Meteor*. **2 wins** at 1300m, 1350m, ATC McGrath Estate Agents H., 3d ATC Ruben Guthrie in Cinemas H., Turfcare NSW H. This is her fourth foal. Her third foal is a 2YO. Dam of one foal to race-
Amicus Curiae (g. by Choisir). **3 wins** at 1100m to 2021-22.

2nd Dam

JAMIL, by *Giant's Causeway (USA)*. Unraced. Dam of 7 named foals, 5 to race, **4 winners**, inc:-

EVER THE SAME (Canny Lad). **3 wins** at 1200m, 1300m, A\$147,900, ATC PJ Bell S., **L**, Paul Spiteri's 50th H., 2d ATC Randwick Betting Auditorium P., 3d ATC Darby Munro S., **L**, Bradford Solar H., 4th ATC James HB Carr S., **L**, Nivison S., **L**. Producer.

Think Aloud. **2 wins**. See above.

Luck and Fame. **3 wins** to 1500m, 3d Ipswich TC Sky Racing P.

Twin Star Rocket. **Winner** at 1500m. Producer.

Standing Proudly. Placed at 3.

3rd Dam

Makarova, by *Thunder Gulch (USA)*. **2 wins** at 1300m, 1400m, VRC Riverina Charm H., 2d VATC Summoned S., **L**, MVRC Versace Classic H., 3d VRC Rosemount Estate Diamond Chardonnay H., 4th MRC Mannerism S., **Gr.3**. Dam of 7 named foals, 4 to race, **3 winners**, inc:-

RULING DYNASTY (Medaglia d'Oro (USA)). **6 wins** from 1600m to 2400m, A\$378,535, City Tattersalls Club Cup, **L**, BRC Bottle-O H., ATC TAB Rewards H., SCTC Summerveld Racing Stables H., 2d BRC Brisbane H., **L**, National Fire Industry Association H., 3d ATC Winter Challenge H., **L**.

Ocean Tempest (Bel Esprit). **Winner** at 1100m, 2d ATC TAB Place Multi H., 3d ATC Reginald Allen H., **L**. Producer.

Alim. **2 wins**-1 at 2-at 1000m, 1200m. Sire.

Franciscan. Placed.

Jamil. See above.

4th Dam

DANCING SHOW (USA), by *Nijinsky*. **Winner** at 8½f in U.S.A. Dam of 10 foals, 8 to race, **7 winners**, inc:-

UMATILLA (Miswaki). **7 wins**-3 at 2-to 1200m, A\$683,305, WATC Karrakatta P., **Gr.1**, VRC Hilton on the Park S., **Gr.3**, SAJC Da Costa P., **L**, 2d VRC Lightning S., **Gr.1**, VATC Blue Diamond S., **Gr.1**, SAJC Breeders' S., **Gr.2**, STC Pago Pago S., **Gr.2**, SAJC National S., **Gr.3**, DC McKay S., **Gr.3**, MVRC Stanley Wootton S., **Gr.3**, VATC Rubiton S., **Gr.3**, South Australian S., **Gr.3**, 3d VRC Newmarket H., **Gr.1**, Sires' Produce S., **Gr.1**. Sire.

HURRICANE SKY (Star Watch). Second on The 1994-95 Australasian 3YO Classification (1000m - 1400m). Third top colt on The 1993-94 Australasian 2YO Classification. **6 wins**-3 at 2-from 1100m to 1800m, A\$876,650, AJC All Aged S., **Gr.1**, VATC Blue Diamond S., **Gr.1**, Autumn Classic, **Gr.2**, VRC Criterion H., **L**, VATC Zeditave S., **L**, Street Cafe 2YO H., 2d Australian Guineas, **Gr.1**, VATC CF Orr S., **Gr.1**, 3d VRC Mollison H., **L**, VATC HDF McNeil S., **L**, VRC Food & Wine Festival H., 4th MVRC Alister Clark S., **Gr.2**. Sire.

Makarova (Thunder Gulch (USA)). **2 wins**. See above.

Show Dancing. **2 wins** at 1550m, 1600m, AJC Grand Fils H. Dam of-

AL MAHER (Danehill (USA)). **5 wins**-2 at 2-from 1200m to 1800m, A\$1,168,300, VRC Australian Guineas, **Gr.1**, STC Gloaming S., **Gr.2**, VRC Carbine Club S., **Gr.3**, AJC Clipsal 2YO P., 2d STC Phar Lap S., **Gr.2**, Tooheys New 3YO Golden Rose, 3d MRC Sandown Guineas, **Gr.2**, 4th AJC Spring Champion S., **Gr.1**. Sire.

SALAMEH (Secret Savings (USA)). **Winner** at 2, A\$85,780, AJC Fernhill H., **Gr.3**, 2d AJC TL Baillieu H., **L**, 3d STC Wesfarmers Industrial & Safety 2YO H. Dam of-

BIG TIME (Danewin). **4 wins** from 1600m to 1900m, A\$149,625, ATC Dulcify H., **L**, Trackside Markets H.

Salma. Unraced. Dam of-

HILAL (Fastnet Rock). **3 wins**-1 at 2-from 1100m to 1600m, A\$1,287,350, to 2021-22, ATC Stan Fox S., **Gr.2**, Bondi S., 2d ATC Sires' Produce S., **Gr.1**, Champagne S., **Gr.1**, Hobartville S., **Gr.2**, Skyline S., **Gr.2**, 3d ATC Randwick Guineas, **Gr.1**, VRC Exford P., **L**.

SALATEEN (I Am Invincible). **5 wins** at 1200m, 1300m, A\$263,260, to 2021-22, BRC Nudgee S., **L**, TAB Venue Mode H.-twice.

TROJAN HARBOUR (Harbour Watch (Ire)). **2 wins** at 2, R171,935, Greyville Gatecrasher S., **L**.

Twyla. **Winner** at 1250m, STC Mark Davis' Farewell H., 3d BTC Casino Rewards 3YO H. Dam of-

MURJANA (Giant's Causeway (USA)). **Winner** at 2, SAJC Breeders' S., **Gr.3**, 3d VRC Michael & Goldie Mazur H.

Celebria. **3 wins** at 1200m, 1400m, STC Gaypak Mandarins H., 4th SAJC Queen Adelaide S., **L**. Dam of-

GATHERING (Tale of the Cat (USA)). **4 wins** from 1400m to 1600m, A\$995,775, WATC Railway S., **Gr.1**, VRC Paris Lane S., **L**, AJC Shamekha H., NSW Tatt's RC Sydney City Toyota H., 2d AJC Spring Champion S., **Gr.1**, STC Gloaming S., **Gr.3**, 3d VRC Sires' Produce S., **Gr.2**, MRC Norman Robinson S., **Gr.3**, 4th STC Tulloch S., **Gr.2**.

FLORENTINA (Redoute's Choice). **2 wins**-1 at 2-at 1200m, 1300m, A\$239,200, Gold Coast Guineas, **Gr.3**, 2d NSW Tatt's RC Furious S., **Gr.2**, ATC Silver Shadow S., **Gr.3**, 3d ATC Tea Rose S., **Gr.2**. Dam of-
IN ITALIAN (Dubawi (Ire)). **3 wins** at 1m, 8½f, US\$157,220, to 2022, Gulfstream Park Honey Fox S., **Gr.3**.
CALIFORNIA TURBO (Fastnet Rock). **4 wins** to 1400m, A\$167,055, HK\$1,683,450 in Aust. and HK, ATC South Pacific Classic, **L**, 3d BRC Rough Habit P., **Gr.3**.
Movin' Out. **Winner** at 1400m, AJC Ausure Insurance Newcastle H., 3d MRC TAB Mobi Cup. Dam of-
Transfers. **4 wins** to 1400m, A\$156,500, ATC Eastern Heart Clinic H. Dam of-
PROMOTIONS (Exceed and Excel). **3 wins** at 1200m, 1400m, A\$267,415, to 2021-22, Canberra Guineas, **L**, ATC Keeneland H.
River Song. Unraced. Dam of-
NIAGARA (Encosta de Lago). **2 wins** at 1500m, 1550m, A\$238,580, ATC Ajax S., **Gr.2**, Teachers Eyecare H., 2d MRC Sandown Guineas, **Gr.2**, ATC Eskimo Prince H., **L**, Tyreel Stud 2YO H., 3d MRC Norman Robinson S., **Gr.3**. Sire.
Mithila. Unraced. Dam of-
MADAM LEGEND (I Am Invincible). **7 wins** to 1400m, A\$444,550, to 2021-22, Newcastle JC Tibbie S., **Gr.3**, ATC Warren Woodcock H., Ranvet H.-twice, 4th ATC Nivison S., **Gr.3**.
Shantha's Choice. **Winner** at 2, 2d VATC Kilshery H. Dam of-
REDOUTE'S CHOICE (Danehill (USA)). Champion 3YO Miler in Australia in 1999-2000. Joint Champion 3YO in Aust/NZ in 1999-2000. **5 wins**-2 at 2-from 1100m to 1600m, A\$1,567,850, VATC Blue Diamond S., **Gr.1**, Caulfield Guineas, **Gr.1**, CF Orr S., **Gr.1**, MVRC Manikato S., **Gr.1**, VATC Veuve Clicquot S., **L**, 2d MVRC Australia S., **Gr.1**, 3d VATC Futurity S., **Gr.1**, Vic Health Cup, **Gr.1**, 4th VRC Ascot Vale S., **Gr.2**. Champion sire.
PLATINUM SCISSORS (Danehill (USA)). **5 wins** from 1400m to 2000m, A\$982,800, AJC Spring Champion S., **Gr.1**, MRC Norman Robinson S., **Gr.2**, GCTC AD Hollindale S., **Gr.2**, Newcastle JC Newmarket H., **L**, AJC Eastlakes H., 2d BTC Doomben Cup, **Gr.1**, NSW Tatt's RC Chelmsford S., **Gr.2**-twice, STC Tulloch S., **Gr.2**, Hill S., **Gr.2**, Gloaming S., **Gr.2**, BTC Labour Day Cup, **Gr.3**, 4th AJC George Main S., **Gr.1**. Sire.
MANHATTAN RAIN (Encosta de Lago). Joint second on 2008-09 Australasian 2YO Classification. **2 wins** at 2, A\$1,311,200, AJC Sires Produce S., **Gr.1**, Skyline S., **Gr.3**, 2d MVRC WS Cox P., **Gr.1**, AJC Canonbury S., **L**, STC Theslipper.com.au 2YO H., 3d STC Golden Slipper S., **Gr.1**, AJC Champagne S., **Gr.1**, MRC Caulfield Guineas, **Gr.1**, Caulfield Guineas Prelude, **Gr.3**. Sire.
SLIDING CUBE (Rock of Gibraltar (Ire)). **3 wins**-2 at 2-to 1200m, A\$179,625, AJC San Domenico S., **Gr.3**, Keith Mackay H., **L**, Picton Bowling Club H., 2d AJC Light Fingers S., **Gr.2**. Dam of-
RUBICK (Encosta de Lago). **3 wins**-2 at 2-at 1000m, 1100m, A\$379,500, MRC Schillaci S., **Gr.2**, Blue Diamond Prelude (c&g), **Gr.3**, ATC TAB Iphone App 2YO P., 3d ATC Challenge S., **Gr.2**, 4th MRC Blue Diamond S., **Gr.1**. Sire.
ECHOES OF HEAVEN (Encosta de Lago). **3 wins**-1 at 2-from 1400m to 1800m, A\$154,725, SAJC Port Adelaide Guineas, **L**, 2d South Australian Derby, **Gr.1**. Sire.
Monsoon Wedding (Danehill (USA)). Placed at 2, 3d STC Magic Night S., **Gr.2**. Dam of-
PRECIOUS LORRAINE (Encosta de Lago). **3 wins**-2 at 2-at 1600m, 2400m, A\$247,750, South Australia Fillies Classic, **Gr.3**, VRC Gibson Carmichael S., **L**, SAJC Oaklands P., **L**, 4th MVRC AAMI Vase, **Gr.2**. Dam of-
MEUSE (Snitzel). **4 wins**-2 at 2-at 1100m, 1600m, A\$196,100, SAJC Laelia S., **L**, 3d VRC Vanity S., **Gr.3**.
LUCKY RAQUIE (Encosta de Lago). **Winner** at 2, A\$205,650, Canberra RC Black Opal S., **L**, 3d ATC Gimcrack S., **L**.
Quench the Thirst (Encosta de Lago). **Winner** at 1600m, 2d SAJC Hill Smith S., **L**. Dam of-
SANGRIA (I Am Invincible). **4 wins** to 1250m, A\$182,380, VRC Incognitus S., **L**, ATC Sepoy at Darley H. Princess Narine. **4 wins** at 1200m, 1300m, A\$138,810, MRC Robert Hunter H., The Cove Hotel H. Dam of-
SUMMER MONSOON (Stratum). **8 wins**-1 at 2-to 1400m, NZ\$209,628, to 2021-22, CJC Stewards H., **Gr.3**, Cambridge JC Hutton Contracting H., Ashburton Cup, 2d Matamata RC Slipper S., **L**.
The Broken Shore. **Winner** at 1100m, ATC Landmark Hotel P., 3d ATC Styletread.com.au 2YO H. Dam of-
SHOALS (Fastnet Rock). Equal Leading Older Female on the 2018 WTR (Sprint). Champion 3YO Filly in Australia in 2017-18. **7 wins**-3 at 2-from 1100m to 1600m, A\$2,535,270, ATC Surround S., **Gr.1**, VRC Myer Classic, **Gr.1**, SAJC Robert Sangster S., **Gr.1**, ATC Percy Sykes S., **Gr.2**, VRC Thoroughbred Breeders S., **Gr.3**, MVRC Atlantic Jewel S., **L**, 2d ATC Canterbury S., **Gr.1**, MRC Thousand Guineas, **Gr.1**, ATC Premiere S., **Gr.2**, MRC Thousand Guineas Prelude, **Gr.2**, 3d MVRC Ian McEwen S., **Gr.2**.
GROUNDSWELL (Fastnet Rock). **6 wins** to 1500m, A\$623,310, to 2021-22, SAJC City of Adelaide H., **L**, 3d MRC Caulfield Guineas, **Gr.1**.
Taste of Heaven. **Winner** at 1300m. Dam of-
HEAVENLY CURLIN (Curlin). **3 wins** at 8½f, 1¼m, US\$138,599, Woodbine Maple Leaf S., **Gr.3**, Allowance, 4th Woodbine Trillium S., **Gr.3**.
Unspoken Choice. Unraced. Dam of-
Hot Summer Night. Placed at 3. Dam of-
SUMMER SHAM (Not a Single Doubt). **3 wins** to 1400m, A\$192,550, MRC Angus Armanasco S., **Gr.2**, MVRC Independent Turf Services H.
Dane Dancer. **Winner** at 1350m. Producer.
Silk Slipper. Placed at 2 in NZ. Producer.

5th Dam
SHOW LADY, *by Sir Ivor*. Unraced. Dam of 13 foals, 11 to race, **8 winners**, inc:-
GREAT REGENT (Vice Regent). **4 wins**-2 at 2, US\$133,112, Woodbine Cup & Saucer S., **L**, Allowance H. Sire.
Diamond Syl (Raise a Native). **2 wins**, 2d Woodbine Star Shoot S., **L**.
Regent Lad. **5 wins** in Canada.
Dancintherain. **2 wins** in U.S.A. Dam of-
Blushingtherain. Unraced. Dam of-
TOHO SHIDEN (Brian's Time). **4 wins** at 2000m, 2200m, 275,533,000¥, Nikkan Sports Sho Nakayama Kimpai, **L**, 2d Tokyo Mainichi Okan, **Gr.2**.
Dancing Show. **Winner**. See above.
Magi's Gold. **Winner** in U.S.A.
Ladies' Day. **Winner** at 2 in U.S.A. Dam of-

HE'S NO PIE EATER (Canny Lad). Joint Head of the 2006-07 Australasian 3YO Classification. **5 wins**-3 at 2-from 1100m to 2000m, A\$756,500, AJC Chipping Norton S., **Gr.1**, STC Rosehill Guineas, **Gr.1**, Pink Day This Saturday H., 2d STC Run to the Rose H., **L**, AJC Birthday 2YO H., 3d AJC Spring Champion S., **Gr.1**, Australian Income Protection 2YO H., STC Leichardt Hotel 2YO H., 4th Australian Derby, **Gr.1**, STC Gloaming S., **Gr.3**.

Ladies Night In (Peteski). **5 wins** from 1m to 9f, US\$123,750, Belmont Allowance, 3d Monmouth Omnibus S., **L**. Dam of-

Exonerated. **3 wins** from 6f to 8½f, US\$144,747, Saratoga Allowance. Dam of-

SKYE DIAMONDS (First Dude). **10 wins**-1 at 2-from 5½f to 1m, US\$690,150, Los Alamitos RC Great Lady M S., **Gr.2**, Del Mar Rancho Bernardo H., **Gr.3**, Santa Anita LA Woman S., **Gr.3**, Dream of Summer S., **L**, 2d Los Alamitos RC Great Lady M S., **Gr.2**, 3d Santa Anita Santa Monica S., **Gr.2**, Las Flores S., **Gr.3**, Del Mar Rancho Bernardo H., **Gr.3**.

Special Licence. **Winner** at 2 in U.S.A. Producer.

Nijinsky's Show. Placed, 2d Maisons-Laffitte Prix Bridaine. Producer.

6th Dam

BEST IN SHOW, *by Traffic Judge*. **5 wins**, Aqueduct Comely S., **Gr.3**. U.S.A. Broodmare of the Year, 1982. Dam of 17 named foals, 11 to race, **9 winners**, inc:-

BLUSH WITH PRIDE (Blushing Groom). **6 wins**-1 at 2-from 1m to 11f, US\$536,807, Santa Anita Santa Susana S., **Gr.1**, Kentucky Oaks, **Gr.1**, Keeneland Ashland S., **Gr.2**, Louisiana Downs Golden Harvest H., **Gr.3**, 2d Keeneland Spinster S., **Gr.1**, Hollywood Park Turkish Trousers S., **L**, Santa Anita Santa Ysabel S., **L**, 3d Belmont Mother Goose S., **Gr.1**. Dam of-

SMOLENSK (Danzig). **3 wins**-1 at 2-at 1300m, 1600m, £127,805, US\$13,900, Deauville Prix d'Astarte, **Gr.2**, Chantilly Prix de Sandringham, **Gr.3**, 2d Royal Ascot Coronation S., **Gr.1**, Evry Prix Imprudence, **L**, 4th Longchamp Poule d'Essai des Pouliches, **Gr.1**. Dam of-

CAN THE MAN (Into Mischief). **3 wins**-2 at 2-from 5½f to 8½f, US\$226,000, Santa Anita Affirmed S., **Gr.3**, Speakeasy S., **L**, 3d Del Mar Futurity, **Gr.1**, 4th Santa Anita Frontrunner S., **Gr.1**. Sire.

MARTHA'S MOON (Malibu Moon). **3 wins** at 2, US\$100,790, Delaware Park Blue Hen S., **L**, Calder Catcharisngstar S., **L**.

Sought After. Unraced Sire.

Reve d'Amour. Unraced. Dam of-

MUNDAYE CALL (Into Mischief). **4 wins**-1 at 2-to 7f, US\$285,717, to 2021, Ellis Park Audubon Oaks, **L**, 3d Churchill Downs Open Mind S., **L**.

BETTER THAN HONOUR (Deputy Minister). **2 wins** at 2, US\$250,920, Aqueduct Demoiselle S., **Gr.2**, 2d Belmont Acorn S., **Gr.1**, Aqueduct Comely S., **Gr.3**, 3d Belmont Mother Goose S., **Gr.1**. Broodmare of the Year in USA in 2007. Dam of-

RAGS TO RICHES (A.P. Indy). Champion 3YO Filly in USA in 2007. **5 wins** from 7f to 1½m, US\$1,342,528, Belmont S., **Gr.1**, Churchill Downs Kentucky Oaks, **Gr.1**, Santa Anita Las Virgenes S., **Gr.1**, Santa Anita Oaks, **Gr.1**, 2d Belmont Gazelle S., **Gr.1**.

JAZIL (Seeking the Gold). **2 wins**-1 at 2-at 8½f, 1½m, US\$890,532, Belmont S., **Gr.1**, 2d Aqueduct Wood Memorial S., **Gr.1**, 4th Churchill Downs Kentucky Derby, **Gr.1**. Sire.

CASINO DRIVE (Mineshaft). **4 wins** at 1700m, 1800m, US\$151,200, 69,386,000¥, Belmont Peter Pan S., **Gr.2**, Nakayama Alexandrite S., 2d Tokyo February S., **Gr.1**, 3d Tokyo Akhalteke S. Sire.

MAN OF IRON (Giant's Causeway). Champion 3YO Stayer in Ireland in 2009. **4 wins** from 1m to 1¾m, £6,829, €38,448, US\$270,000, Breeders' Cup Marathon S., **L**, 3d Newmarket Fred Archer S., **L**. Sire.

Teeming. **3 wins** at 6f, 8½f, Woodbine Allowance. Dam of-

STREAMING (Smart Strike). **2 wins** at 2, US\$349,000, Hollywood Starlet S., **Gr.1**, 2d Santa Anita Las Virgenes S., **Gr.1**.

CASCADING (A.P. Indy). **2 wins** at 2, US\$126,997, Woodbine Glorious Song S., **L**.

TREASURING (Smart Strike). **2 wins**-1 at 2-at 5½f, 6f, US\$175,797, Woodbine Star Shoot S., **L**, 2d Del Mar Desi Arnaz S., **L**.

Achieving. **Winner** at 6½f in Canada. Dam of-

CEZANNE (Curlin). **4 wins** from 6½f to 1m, US\$347,000, to 2022, Santa Anita San Carlos S., **Gr.2**, Kona Gold S., **Gr.3**, 2d Oaklawn Mile S., **Gr.3**, 3d Santa Anita Palos Verdes S., **Gr.3**, 4th Del Mar Shared Belief S., **L**.

ARABIAN HOPE (Distorted Humor). **4 wins** from 1400m to 1600m in GB and Turkey, Istanbul Trophy, **Gr.3**, York Ganton S., **L**, 3d Newmarket Falmouth S., **Gr.1**.

COUNTERFORCE (Smart Strike). **5 wins** at 5f, 6f, US\$323,708, Oaklawn Park Bachelor S., **L**, 2d Pimlico Chick Lang S., **L**.

Tiffany's Honour. Unplaced. Dam of-

GREATEST HONOUR (Tapit). **3 wins**-1 at 2-at 8½f, US\$434,440, to 2021, Gulfstream Park Fountain of Youth S., **Gr.2**, Holy Bull S., **Gr.3**, 3d Gulfstream Park Florida Derby, **Gr.1**, Ghostzapper S., **Gr.3**.

Magnificent Honour. Unraced. Dam of-

Qatari Elegance. Placed at 3 in France. Dam of-

USAK (Al Kazeem). **2 wins** at 1600m, Toulouse Prix FBA Aymeri de Mauleon, **L**.

TURNBERRY ISLE (Deputy Minister). **3 wins** at 2, £83,292, US\$13,298, Curragh Beresford S., **Gr.3**, Ascot Fasliyev Shergar Cup Juvenile S., 2d Ascot Royal Lodge S., **Gr.2**. Sire.

Maryinsky (Sadler's Wells). Joint Second Top Filly on The 2001 Irish 2YO Free H. **Winner** at 2, 2d Ascot Fillies Mile, **Gr.1**, 4th Leopardstown Matron S., **Gr.3**. Dam of-

PEEPING FAWN (Danehill). Champion 3YO Filly in Europe in 2007. **5 wins** from 1m to 1½m, £362,494, €484,180, Irish Oaks, **Gr.1**, Curragh Pretty Polly S., **Gr.1**, Goodwood Nassau S., **Gr.1**, Yorkshire Oaks, **Gr.1**, 2d The Oaks, **Gr.1**, 3d Irish One Thousand Guineas, **Gr.1**, Curragh PG Duffy & Sons Citroen S. Dam of-

SEPTEMBER (Deep Impact). **2 wins** at 2, £167,381, €46,880, US\$90,000, Royal Ascot Chesham S., **L**, 2d Newmarket Fillies' Mile, **Gr.1**.

WILLOW (American Pharoah (USA)). **2 wins**-1 at 2-at 1m, 1¼m to 2021, Naas Oaks Trial, **L**, 3d Naas Blue Wind S., **Gr.3**.

Purely Priceless. **2 wins** at 2000m, 2500m, 2d Longchamp Prix de Croissy, Chantilly Prix Dushka. Dam of-

ALZIRE (Shamardal (USA)). **5 wins** at 1600m, 1650m, €95,300, Saint-Cloud Prix Coronation, **L**, Craon Prix du Haras de la Haie Neuve le Brivido, **L**.

THEWAYYOUARE (Kingmambo). **4 wins** at 2, €239,229, Saint-Cloud Criterium International, **Gr.1**, Prix Thomas Bryon, **Gr.3**, Criterium de Lyon, **L**, Deauville Prix Beachcomber Hotels Dinarobin 5, 4th Longchamp Prix Ganay, **Gr.1**. Sire.

Dancing Groom. **2 wins** at 8½f in U.S.A. Sire.

Butterfly Blue. **Winner** at 9½f in Ireland. Dam of-

Sapphire Pendant (Danehill Dancer). **Winner** at 8½f, 2d Leopardstown Derrinstown Stud One Thousand Guineas Trial, **Gr.3**. Dam of-

ECRIVAIN (Lope de Vega (Ire)). **4 wins**-2 at 2-at 1600m, 1900m, €176,060, US\$8,760, to 2021, Chantilly Prix Bertrand du Breuil, **Gr.3**, ParisLongchamp Prix des Chenes, **Gr.3**, 2d ParisLongchamp Prix de Fontainebleau, **Gr.3**, 3d Saint-Cloud Prix Exbury, **Gr.3**.

Lacadena (Fasliyev). **Winner** at 2, US\$85,539, 2d Woodbine Victoria S., **L**, 4th Woodbine Natalma S., **Gr.3**. Dam of-

AMERICA (A.P. Indy). **5 wins**-1 at 2-from 1m to 9f, US\$580,532, Belmont Turnback the Alarm H., **Gr.3**, 3d Belmont Mother Goose S., **Gr.1**, Delaware H., **Gr.1**, Gulfstream Oaks, **Gr.2**. Dam of-

FIRST CAPTAIN (Curlin). **4 wins** at 7f, 1m, US\$290,100, to 2022, Belmont Dwyer S., **Gr.3**, Allowance, 3d Saratoga Curlin S., **L**.

Paris Bikini. **Winner** at 2, US\$80,004 in U.S.A. Dam of-

PARIS LIGHTS (Curlin). **4 wins** from 7f to 9f, US\$403,842, to 2021, Saratoga Coaching Club American Oaks, **Gr.1**, Aqueduct Distaff H., **Gr.3**, Churchill Downs Allowance, 3d Churchill Downs Shawnee S., **L**, Colonial Downs Love Sign S., **L**.

Silver and Roses. Unplaced. Dam of-

Classy Bawn. Unraced. Dam of-

TICKET TO RIDE (Shocking (AUS)). **9 wins** from 1400m to 1600m, NZ\$202,700, CJC Canterbury Breeders S., **Gr.3**, Ashburton RC Rainer Irrigation Invitational H., Matamata RC NZB Insurance Pearl Series H., CJC Riccarton Park Function Centre H.

Color of Love. Unraced. Dam of-

Miss Malta. **4 wins** from 1300m to 1600m in Brazil. Dam of-

SUPER DESEJADA (Mensagem Alado). **11 wins** to 1200m in Brazil, Gavea G.P. Cordeiro da Graca, **Gr.2**, Prova Especial Das Americas, Prova Especial Heitor de Lima e Silva, Prova Especial Jayme Moniz de Aragao, Prova Especial Joao E Jorge Jabour-twice, 2d Gavea Classico Jockey Club de Sao Paulo, **L**, Classico Dia da Justica, **L**, 3d Cidade Jardim G.P. Associacao Brasileira dos Criadores, **Gr.1**. Dam of-

DESEJADA NORMAND (Roi Normand). **4 wins**-2 at 2-to 1400m in Brazil, Gavea G.P. Luiz Fernando Cirne Lima, **Gr.3**, 2d Gavea Classico Luiz Alves de Almeida, **L**, 3d Gavea G.P. Francisco Villela de Paula Machado, **Gr.2**, 4th Gavea Classico Ministerio da Agricultura, **L**.

DESEJADO QUALITY (Elusive Quality (USA)). **4 wins**-1 at 2-to 1400m in Brazil, Gavea Classico Imprensa, **L**, 3d Gavea G.P. Hipodromo da Gavea, **Gr.3**.

Desejada Time. Unraced. Dam of-

UPPER CLASS (Tiger Heart). **4 wins** to 1200m in Uruguay, Maroñas Clasico Romantico, **L**, Clasico Amodeo.

Goldminess. Unraced. Dam of-

Blush on Cue. Placed in U.S.A. Dam of-

MAJESTIC PRIDE (Artie Schiller). **12 wins**-1 at 2-from 5f to 8½f, US\$423,685, Canterbury Park Brooks Fields S., **L**, 2d Canterbury Park Mystic Lake Mile S., **L**.

Snow Petrel. Unplaced. Dam of-

Daimi Dark. **Winner** at 2 in Japan. Dam of-

DAIMEI PRINCESS (King Halo). **7 wins** at 1000m, 1200m, 210,790,000¥, Kokura TV Nishinippon Corporation Sho Kitakyushu Kinen, **Gr.3**, Niigata Ibis Summer Dash, **Gr.3**, Idaten S., 2d Kokura TV Nishinippon Corporation Sho Kitakyushu Kinen, **Gr.3**.

DAIMEI FUJI (Agnes Digital). **7 wins**-1 at 2-at 1200m, 1400m, 227,952,000¥, Kyoto Azuchijo S., **L**, 2d Hakodate Sprint S., **Gr.3**.

Desert God. Unraced Sire.

GIELGUD (Sir Ivor). **Winner** at 2, Doncaster Champagne S., **Gr.2**, 3d Ascot Royal Lodge S., **Gr.2**. Sire.

MONROE (Sir Ivor). Joint third top filly on The 1979 Irish 2YO Free H. **3 wins**-2 at 2-to 6f, Leopardstown Ballyogan S., **Gr.3**, Phoenix Park Ardee P.H., Leopardstown Ticknock P., 2d Phoenix S., **Gr.1**, Phoenix Park Mulcahy S., **Gr.3**, Sprint S., **L**. Dam of-

XAAR (Zafonic (USA)). Head of the 1997 European 2YO Classification. Champion 2YO Colt in France & GB in 1997. Champion 3YO in France, GB & Ireland in 1998 (Intermediate). **5 wins**-4 at 2-from 1200m to 1600m, £388,240, Longchamp Prix de la Salamandre, **Gr.1**, Newmarket Dewhurst S., **Gr.1**, Deauville Prix de Cabourg, **Gr.3**, Newmarket Craven S., **Gr.3**, Maisons-Laffitte Prix de la Saone, 2d Sandown Eclipse S., **Gr.1**, Deauville Prix Morny, **Gr.1**, Prix Guillaume d'Ornano, **Gr.2**, 3d Leopardstown Irish Champion S., **Gr.1**, Royal Ascot Prince of Wales's S., **Gr.2**, 4th The Two Thousand Guineas, **Gr.1**. Sire.

MASTERCLASS (The Minstrel). Joint third on The 1990 French 2YO Free H. **4 wins**-1 at 2-from 1200m to 1800m, US\$262,600 in France and U.S.A, Deauville Prix Quincey, **Gr.3**, 2d Longchamp Grand Criterium, **Gr.1**, Deauville Prix Maurice de Gheest, **Gr.2**, Longchamp Prix de Saint-Patrick, **L**. Sire.

DIESE (Diesis). **4 wins** at 2000m, 2100m, Saint-Cloud Prix Corrida, **Gr.3**, Longchamp Prix de la Pepiniere, **L**, Saint-Cloud Prix Rose de Mai, **L**, 3d La Coupe de Longchamp, **Gr.3**. Dam of-

SENURE (Nureyev). **7 wins**-1 at 2-from 7f to 11f, £30,076, US\$715,270 in GB and U.S.A, Santa Anita Clement L Hirsch Memorial Turf Championship S., **Gr.1**, Monmouth United Nations H., **Gr.1**, Hollywood Park Fastness H., **Gr.3**, Steinlen H., **L**, Santa Anita Allowance 4YO+, 2d Hollywood Park Charles Whittingham H., **Gr.1**, 4th Hollywood Park Charles Whittingham H., **Gr.1**. Sire.

SPEAK IN PASSING (Danzig). **5 wins**-1 at 2-from 1200m to 1600m, 232,000fr., US\$250,890 in France and U.S.A, Santa Anita San Simeon H., **Gr.3**, 2d Santa Anita Morvich H., **Gr.3**, Hollywood Turf Express H., **Gr.3**, Del Mar Live the Dream H., **L**. Sire.

DEXTERITY (Kingmambo). **4 wins** from 1350m to 1650m, £6,792, €81,700 in GB and France, Nantes Grand Prix Anjou Bretagne, **L**, 4th Nantes Grand Prix d'Anjou-Bretagne, **L**. Sire.

Cochin. **Winner** at 2000m, 2d Saint-Cloud Prix Gladiator, Prix Prince Palatine. Dam of-

PERMIT (Dansili). **9 wins** from 2200m to 2800m, €46,800, A\$638,005, ATC Chairman's H., **Gr.2**, NE Manion Cup, **Gr.3**, Christmas Cup, **L**, Tattersalls Club Cup, **L**, NE Manion Cup, **L**, 2d ATC Premier's Cup, **L**, NE Manion Cup, **L**, 3d Longchamp Prix de Lutece, **Gr.3**.
Five Fields. **Winner** at 10¼f in GB. Dam of-
UPCOUNTRY - ABSOLUTELY WIN (Mac.) (Oasis Dream). **6 wins** to 1500m in GB and Macau, Macau Spring Trophy, **L**, 2d Macau Directors' Cup, **L**.
Starlight Night. Placed at 3 in GB. Dam of-
Il Palazzo. Placed at 3, 2d Leopardstown Dublin Horse Show S. Dam of-
STILL STANDING (Mastercraftsman). **7 wins-1** at 2-from 1m to 2m, €112,307, to 2021, Naas Devoy S., **L**, 4th Naas Alleged S., **Gr.3**.
ILE DE JINSKY (Ile de Bourbon). **4 wins**, US\$134,841, Churchill Downs River City H., **L**, 3d Keeneland Fayette H., **Gr.2**. Sire.
Didicoy (Danzig). **3 wins-2** at 2-at 6f, Newmarket Coral Bookmakers H., 3d Goodwood Waterford Candelabra S., **Gr.3**. Dam of-
DIDINA (Nashwan). **5 wins-1** at 2-from 6f to 1m, £30,868, US\$153,442, Hollywood Park Dahlia H., **Gr.2**, City of York S., **L**, 2d Hollywood Park Wilshire H., **Gr.2**, 3d Hollywood Park Gamely H., **Gr.1**, Doncaster Sceptre S., **L**, 4th Santa Anita Buena Vista H., **Gr.2**. Dam of-
COLONIALISM (Empire Maker). **9 wins** from 1600m to 2400m, US\$104,380, 30,010,000C\$ in U.S.A. and Chile, Club Hipico Clasico Ilustre Municipalidad de Santiago, **L**, Clasico Nacional Mayores. Sire.
TANTINA (Distant View). **4 wins** at 7f, 7¼f, Goodwood Oak Tree S., **L**, 3d Goodwood Supreme S., **Gr.3**. Dam of-
CITYSCAPE (Selkirk). Champion Older Male Miler in Ireland in 2011. Champion Older Male Miler in UAE in 2011-12. **6 wins-1** at 2-from 1600m to 1800m, £398,034, €265,025, US\$102,870, HK\$4,400,000, 11,010,000Dhs in GB, Ireland, France and U.A.E, Meydan Dubai Duty Free, **Gr.1**, Saint-Cloud Prix Perth, **Gr.3**, Newmarket Joel S., **Gr.3**, Curragh Solonaway S., **Gr.3**, 2d Deauville Prix Jacques Le Marois, **Gr.1**, Ascot Queen Elizabeth II S., **Gr.1**, Milan Premio Vittorio di Capua, **Gr.1**, Cathay Pacific Hong Kong Mile, **Gr.1**, Ascot Royal Lodge S., **Gr.2**, Sandown Mile S., **Gr.2**, 3d Woodbine Mile S., **Gr.1**, Royal Ascot Queen Anne S., **Gr.1**. Sire.
BATED BREATH (Dansili). **6 wins** to 6f, £355,842, US\$99,010, Haydock Temple S., **Gr.2**, Windsor Leisure S., **L**, Haydock Poker at Bet365 H., 2d Woodbine Nearctic S., **Gr.1**, Newmarket July Cup, **Gr.1**, Royal Ascot King's Stand S., **Gr.1**, Haydock Sprint Cup, **Gr.1**, 3d Haydock Sprint Cup, **Gr.1**. Sire.
Scuffle (Daylami). **3 wins** at 1m, 8½f, 3d Kempton Snowdrop S., **L**, Newbury Relyon Cleaning 2YO S. Dam of-
LOGICIAN (Frankel). Leading 3YO Male on the 2019 WTR (Ext.). Champion 3YO Stayer in Europe & GB in 2019. **6 wins** from 1¼m to 14½f, £547,751, The St Leger, **Gr.1**, York Great Voltigeur S., **Gr.2**, Doncaster Sky Sports Racing S., Newbury Rancho Zabaco H., Rosdales Lambourn Veterinary Surgeons S., Newmarket British Stallion Studs S., 2d Newmarket Fred Archer S., **L**, 3d Newbury Aston Park S., **Gr.3**, 4th York Cumberland Lodge S., **Gr.3**.
SUFFUSED (Champs Elysees). **7 wins-1** at 2-from 7f to 15½f, £35,737, US\$641,489 in GB and U.S.A, Saratoga Glens Falls S., **Gr.3**, Gulfstream Park La Prevoyante H., **Gr.3**, 2d Woodbine EP Taylor S., **Gr.1**, Belmont Sheepshead Bay S., **Gr.2**.
COLLIDE (Frankel). **6 wins** from 1800m to 2800m in GB and France, Cagnes-sur-Mer Grand Prix du Departement, **L**, 3d ATC Randwick City S., **L**.
Tarentaise. Unraced. Dam of-
EQUILATERAL (Equiano (Fr)). Joint Champion Older Male Sprinter in UAE in 2019-20. **7 wins-1** at 2-to 1200m, £124,465, €8,840, 1,305,052Dhs, to 2020-21 in GB and U.A.E, Meydan Sprint S., **Gr.2**, Doncaster Scarbrough S., **L**, Meydan Dubai Dash S., **L**-twice, 2d Royal Ascot King's Stand S., **Gr.1**, Meydan Sprint, **Gr.2**, Newmarket Palace House S., **Gr.3**, 3d Newbury World Trophy, **Gr.3**, Doncaster Cammidge Trophy, **L**.
Trekking (Gone West). **2 wins** at 9f, 1¼m, £7,531, US\$93,340 in GB and U.S.A, Santa Anita Allowance, 2d Santa Anita Santa Barbara H., **Gr.2**. Dam of-
Storming On. Unraced. Dam of-
FAME AND POWER (First Defence). **2 wins** at 7f, 1m, US\$185,460, 104,500SAR, Pimlico Sir Barton S., **L**, 2d Churchill Downs Matt Winn S., **Gr.3**.
Auction Room. **Winner** at 2 in GB. Dam of-
CRYING LIGHTENING (Holy Roman Emperor). **3 wins-1** at 2-to 1400m in GB and U.A.E, Ascot October S., **L**, 2d Newmarket Sweet Solera S., **Gr.3**.
Nessina. Unraced. Dam of-
AJAYA (Invincible Spirit (Ire)). **2 wins** at 2, £143,896, €28,600, York Gimcrack S., **Gr.2**, Cakemark 2YO S., 2d Maisons-Laffitte Prix Robert Papin, **Gr.2**, 4th Newmarket Middle Park S., **Gr.1**. Sire.
EXTRA ELUSIVE (Mastercraftsman (Ire)). **5 wins-1** at 2-from 1m to 1½m, £120,595, Haydock Rose of Lancaster S., **Gr.3**, Windsor Winter Hill S., **Gr.3**, 3d Sandown Gordon Richards S., **Gr.3**-twice, Newbury Legacy Cup, **Gr.3**.
ESPIONAGE (Zafonic (USA)). **2 wins** at 2000m, 2100m, Deauville Prix Ridgway, **L**, Longchamp Prix de Bougival.
STAR CLUSTER (Observatory). **2 wins-1** at 2-at 7f, 1m, Sandown Distaff S., **L**, Newmarket Brackett Green 2YO Fillies S. Dam of-
Asterism. **Winner** at 1½m in GB. Dam of-
MO CELITA (Camacho). **6 wins** to 1200m in 2021 in GB and France, Deauville Prix Moonlight Cloud, **L**, 3d Chantilly Prix de Seine-et-Oise, **Gr.3**.
Denounce. Placed at 3, 2d Newmarket Wood Ditton S. Sire.
Silver Star (Zafonic (USA)). **Winner** at 2, 3d Saint-Cloud Prix Coronation, **L**. Dam of-
BARSANTI (Champs Elysees). **5 wins** from 1¼m to 1½m, £291,985, Ascot Buckhounds S., **L**, 2d Royal Ascot Hardwicke S., **Gr.2**.
Bird Flown. **Winner** at 2, 2d Longchamp Prix de la Masseliere, Chantilly Prix de la Butte Saint-Christophe. Dam of-
SISKIN (First Defence). **5 wins-4** at 2-at 6f, 1m, £29,590, €450,387, US\$20,000, Curragh Phoenix S., **Gr.1**, Irish Two Thousand Guineas, **Gr.1**, Railway S., **Gr.2**, Marble Hill S., **L**, 3d Goodwood Sussex S., **Gr.1**, 4th ParisLongchamp Prix du Moulin de Longchamp, **Gr.1**.

Rising Tornado. **Winner** at 1950m in France. Dam of-

CLOSE HATCHES (First Defence). Equal Leading Older Female on the 2014 WTR (Mile). Champion Older Female in USA in 2014. **9 wins** from 7f to 9f, US\$2,707,300, Belmont Ogden Phipps S., **Gr.1**, Mother Goose S., **Gr.1**, Saratoga Personal Ensign S., **Gr.1**, Parx Racing Cotillion S., **Gr.1**, Oaklawn Park Apple Blossom H., **Gr.1**, Aqueduct Gazelle S., **Gr.2**, Oaklawn Park Azeri S., **Gr.2**, 2d Belmont Acorn S., **Gr.1**, Breeders' Cup Distaff, **Gr.1**, 4th Keeneland Spinster S., **Gr.1**. Dam of-

TACITUS (Tapit). **4 wins**-1 at 2-from 1m to 1¼m, US\$2,267,350, 5,625,000SAR, Aqueduct Wood Memorial S., **Gr.2**, Belmont Suburban S., **Gr.2**, Tampa Bay Derby, **Gr.2**, 2d Saratoga Travers S., **Gr.1**, Belmont S., **Gr.1**, Saratoga Woodward H., **Gr.1**, 3d Churchill Downs Kentucky Derby, **Gr.1**, Belmont Jockey Club Gold Cup, **Gr.1**-twice.

LOCKDOWN (First Defence). **2 wins**-1 at 2-at 8¼f, 8½f, US\$445,900, Aqueduct Busanda S., **L**, 3d Churchill Downs Kentucky Oaks, **Gr.1**.

Modus Vivendi. **2 wins**-1 at 2-at 1200m, 1800m, Maisons-Laffitte Prix French Fox, 4th Maisons-Laffitte Prix Daphnis, **Gr.3**. Sire.

Danthonia. **Winner** at 2 in GB. Dam of-

ZANTE (Zafonic (USA)). **3 wins** from 1m to 1¼m, £17,764, US\$136,822 in GB and U.S.A, Salisbury Upavon S., **L**, 2d Newbury Ballymacoll Stud S., **L**.

Victoriana. **Winner** at 1000m in France. Dam of-

VICTORIAN ORDER (Zamindar). **4 wins** from 1600m to 1950m, €84,365, Longchamp Prix Pelleas, **L**, 3d La Coupe de Longchamp, **Gr.3**.

In the Past. Raced once. Dam of-

DOMESDAY (Red Ransom (USA)). **2 wins** at 2, A\$376,175, STC Silver Slipper S., **Gr.2**, MRC Tsunami Relief 2YO P., 2d STC Todman Slipper Trial S., **Gr.2**, 4th AJC Sires' Produce S., **Gr.1**, Up & Coming S., **Gr.3**. Sire. Izmir. Unraced Sire.

Stardom. Unraced. Dam of-

TRICK OF LIGHT (Dansili). **6 wins** from 1200m to 2000m, £2,597, A\$236,970 in GB and Aust, SAJC Queen of the South S., **Gr.2**, MRC Select H., 2d VRC Matron S., **Gr.3**, Emirates Airline H., MRC Trichelle H., Sale Cup Prelude, 4th SAJC Rain Lover P., **L**.

MALINOWSKI (Sir Ivor). Champion 2YO in Ireland. **2 wins**-1 at 2-at 6f, 1m, Newmarket Craven S., **Gr.3**, 2d Newmarket Dewhurst S., **Gr.1**. Sire.

Minnie Hauk (Sir Ivor). **2 wins** at 7f, 1m, Phoenix Park Ward H., 2d Curragh Fasig-Tipton CTBA S., **L**, Leopardstown Cornelscourt S., **L**. Dam of-

CHIEF CONTENDER (Sadler's Wells). **4 wins** at 2400m, 4000m, £105,760, Longchamp Prix du Cadran, **Gr.1**, Nantes Derby de l'Ouest, **L**, 2d Goodwood Gordon S., **Gr.3**, 3d Deauville Prix Kergorlay, **Gr.2**-twice, Longchamp Prix de Lutece, **Gr.3**, Prix Gladiateur, **Gr.3**. Sire.

AVIANCE (Northfields). Third top filly on The 1984 Irish 2YO Free H. **2 wins** at 2, Phoenix S., **Gr.1**. Dam of-

CHIMES OF FREEDOM (Private Account). Third top filly on The 1990 European 3YO Classification. **6 wins**-4 at 2-at 6f, 1m, £299,831, Royal Ascot Coronation S., **Gr.1**, Curragh Moyglare Stud S., **Gr.1**, Newmarket Child S., **Gr.2**, Cherry Hinton S., **Gr.3**, 3d Newmarket Cheveley Park S., **Gr.1**. Dam of-

GOOD JOURNEY (Nureyev). **7 wins** at 1m, 8½f, 63,000fr., US\$1,722,965, Woodbine Atto Mile S., **Gr.1**, Hollywood Park Citation H., **Gr.2**-twice, Churchill Downs Firecracker H., **Gr.2**, Hollywood Park Allowance, 2d Santa Anita Frank E Kilroe Mile H., **Gr.2**, Longchamp Prix du Louvre, 3d Breeders' Cup Mile, **Gr.1**, Hawthorne Robert F Carey Memorial H., **Gr.3**, Saint-Cloud Prix Bubbles. Sire.

ALDEBARAN (Mr. Prospector). Champion sprinter in USA in 2003. **8 wins**-1 at 2-at 7f, 1m, £39,448, US\$1,682,926 in GB and U.S.A, Belmont Metropolitan H., **Gr.1**, Saratoga Forego H., **Gr.1**, Santa Anita San Carlos H., **Gr.1**, Belmont Tom Fool H., **Gr.2**, Churchill Downs H., **Gr.2**, 2d Belmont Metropolitan H., **Gr.1**, Vosburgh S., **Gr.1**, Aqueduct Cigar Mile H., **Gr.1**, Carter H., **Gr.1**, Saratoga Forego H., **Gr.1**, 3d Churchill Downs Stephen Foster H., **Gr.1**, Hollywood Derby, **Gr.1**. Sire.

SEA OF SHOWERS (Seattle Slew). **4 wins** at 1600m, 1700m, €30,000, US\$133,846, Keeneland Jenny Wiley S., **Gr.3**, Longchamp Prix du Bois Rouaud, Hollywood Park Allowance, 3d Chantilly Prix de Sandringham, **Gr.2**.

TOMISUE'S INDY (A.P. Indy). **6 wins**, US\$199,703, Hawthorne Quick Reward S., **L**. Dam of-

Avenging Tomisue. Unraced. Dam of-

STRIKING TOMISUE (Smart Strike). **5 wins**-1 at 2-from 7f to 8½f, US\$195,209, Tampa Bay Downs Wayward Lass S., **L**, 2d Saratoga Love Sign S., **L**.

Modesty Blaise. Placed at 3, 2d Chantilly Prix de la Prairie. Dam of-

POUPEE FLASH (Elusive Quality). **2 wins** at 1700m, 1800m, €91,400, La Teste Prix Occitanie, **L**, 2d Saint-Cloud Prix Cléopâtre, **Gr.3**.

HIGH NOON RIDER (Distorted Humor). **16 wins**-1 at 2-from 7½f to 2m, US\$645,398, 53,165B\$, to 2021, Saratoga Better Talk Now S., **L**, 3d Remington Springboard Mile S., **L**.

DENON (Pleasant Colony). **6 wins**-1 at 2-from 1600m to 2400m, 560,490fr., US\$1,647,269, Belmont Turf Classic S., **Gr.1**, Manhattan H., **Gr.1**, Hollywood Park Charles Whittingham H., **Gr.1**, Hollywood Derby, **Gr.1**, Longchamp Prix de Fontainebleau, **Gr.3**, 2d Saratoga Sword Dancer Invitational H., **Gr.1**, Monmouth United Nations H., **Gr.1**, Saint-Cloud Prix Thomas Bryon, **Gr.3**, Hollywood Park Jim Murray Memorial H., **L**, 3d Chantilly Prix Jean Prat, **Gr.1**, Belmont Man o' War S., **Gr.1**, Longchamp Poule d'Essai des Poulains, **Gr.1**. Sire.

IMPERFECT CIRCLE (Riverman). **2 wins**-1 at 2-at 6f, US\$117,448, Ayr Firth of Clyde S., **L**, 2d Newmarket Cheveley Park S., **Gr.1**. Dam of-

SPINNING WORLD (Nureyev). Champion Older Miler in Europe in 1997. **8 wins**-2 at 2-from 1600m to 1800m, £121,772, 4,305,000fr., US\$772,000, Breeders' Cup Mile S., **Gr.1**, Deauville Prix Jacques Le Marois, **Gr.1**-twice, Irish Two Thousand Guineas, **Gr.1**, Prix du Moulin de Longchamp, **Gr.1**, Saint-Cloud Prix du Muguet, **Gr.2**, Evry Prix Saint-Roman, **Gr.3**, Longchamp Prix de Villebon, 2d Breeders' Cup Mile S., **Gr.1**, Longchamp Poule d'Essai des Poulains, **Gr.1**, Prix du Moulin de Longchamp, **Gr.1**, 3d Longchamp Prix de Fontainebleau, **Gr.3**, 4th Newbury Lockinge S., **Gr.1**. Successful sire.

VISIONS OF CLARITY (Sadler's Wells). **2 wins** at 1600m, Maisons-Laffitte Prix de Bagatelle, **L**, Longchamp Prix du Louvre. Dam of-

WAR OF WILL (War Front). **5 wins**-1 at 2-from 1m to 9½f, US\$1,881,803, Pimlico Preakness S., **Gr.1**, Keeneland Maker's Mark Mile S., **Gr.1**, Fair Grounds Risen Star S., **Gr.2**, Lecomte S., **Gr.3**, 2d Woodbine Summer S., **Gr.1**, 3d Woodbine Mile S., **Gr.1**, Parx Racing Pennsylvania Derby, **Gr.1**, 4th Keeneland Bourbon S., **Gr.3**.

PATHFORK (Distorted Humor). Champion 2YO Colt in Ireland in 2010. **3 wins** at 2, €186,693, US\$350, Curragh National S., **Gr.1**, Futurity S., **Gr.2**, L Behan 2YO S. Sire.

TACTICUS (A.P. Indy). **4 wins** from 1½m to 1¾m, £8,747, US\$184,250 in GB and U.S.A, Saratoga Birdstone S., **L**, Belmont Temperence Hill S., **L**.
Lotus Sutra. Unraced. Dam of-

NUCIFERA (More Than Ready). **3 wins** at 2, Deauville Prix Francois Boutin, **L**, 2d Longchamp Prix La Rochette, **Gr.3**.

BUYING TROUBLE (Hat Trick (JPN)). **3 wins** at 6f, Haydock Cecil Frail S., **L**, 2d Newbury Carnarvon S., **L**.

Rangoon Ruby (Kingmambo). **Winner** at 1400m, 3d Deauville Prix de Ris-Orangis, **Gr.3**. Dam of-Spectralia. Unplaced. Dam of-

OCEAN LAW (Iffraaj (GB)). **Winner** at 1200m in 2021 in Malaysia, Perak TC Malaysia 4YO Challenge Heat 1 H., **L**.
Balance of Nature. Placed at 2, 2d Deauville Prix de Caen. Dam of-

GLOBAL BALANCE (Redoute's Choice). **3 wins** from 1800m to 2100m, A\$152,145, SAJC Schweppervescence S., **Gr.3**, Tasmanian Oaks, **L**.
Ring of Fire. Unraced. Dam of-

Tehamana. **Winner** at 2 in France. Dam of-

ART OF RAW (Myboycharlie (Ire)). **3 wins**-2 at 2-at 2000m, 2200m, Marseille Borely Prix Delahante, **L**, HKJC Kowloon Tsai H.

Privately Held (Private Account). **8 wins** from 7f to 9½f, US\$159,241, 2d Meadowlands Endurance S., **L**.
Champion sire.

Piquetrol (Private Account). **Winner** at 1600m, 2d Longchamp Prix Marcel Boussac, **Gr.1**. Dam of-

DIETRICH (Storm Cat). **3 wins**-1 at 2-at 5f, Goodwood King George S., **Gr.3**, Leopardstown Ballyogan S., **Gr.3**. Dam of-

BEAUTY BRIGHT (Danehill (USA)). **2 wins**-1 at 2-at 5f, 6f, £12,485, €99,755, Curragh Renaissance S., **Gr.3**, 2d Leopardstown One Thousand Guineas Trial, **Gr.3**, Sweet Mimosa S., **L**, 3d York Lowther S., **Gr.2**. Dam of-

Perfect Light. **2 wins** at 8½f, 1¼m in GB. Dam of-

NASHIRAH (Dubawi (Ire)). **3 wins**-1 at 2-to 1400m in GB, France and Germany, Hannover Grosser Preis des Gestüts Röttgen, **L**, 3d Chantilly Prix de Billy.

Mist. Unplaced. Dam of-

Misty Rock. **Winner** at 1550m. Dam of-

EL PADRINO (Street Boss (USA)). **Winner** at 2, A\$363,400, in 2021-22, ATC Inglis Nursery, **RL**, 4th ATC Skyline S., **Gr.2**.

ALOFT (Galileo). **5 wins**-1 at 2-from 1600m to 3200m, £99,819, €2,320, A\$309,010, VRC Roy Higgins H., **L**, 2d Doncaster Racing Post Trophy, **Gr.1**.
Agena. **Winner** at 2, Leopardstown Irish Stallion Farms 2YO S. Sire.

MAMBO LIGHT (Kingmambo). **3 wins** at 1400m, 1600m in Germany, Hannover Fahrhof Preis, **L**, 2d Baden-Baden Maurice Lacroix Trophy, **Gr.3**. Dam of-

LE JUGE (Dansili). **10 wins**-1 at 2-from 1600m to 2000m, €91,450, A\$475,625, BRC Chairman's H., **Gr.3**-twice, 3d BRC Lord Mayor's Cup, **Gr.3**, Maisons-Laffitte Prix Jacques Laffitte, **L**, Le Croise-Laroche Grand Prix du Nord, **L**.

FRANKEL LIGHT (Frankel). **2 wins** at 1600m, La Teste Prix La Sorellina, **L**, 2d Saint-Cloud Prix Parade d'Amour.

Dhamma. **Winner** at 6f in U.S.A. Dam of-

Moynsha Girl. Unraced. Dam of-

FULL VOLUME (Fast Company). **3 wins**-1 at 2-to 1400m in India, Hyderabad Darley Arabian Million, **L**.
After Taxes. Placed at 3 in U.S.A. Dam of-

Exemption. Unraced. Dam of-

CADET RONI (Colonel John). **4 wins** at 6f, 6½f, US\$173,185, Santa Anita Wishing Well S., **L**, 3d Santa Anita Las Flores S., **Gr.3**.

Nibbana. Placed in France and U.S.A, 3d Saint-Cloud Prix Barquette. Dam of-

GALTON (Offlee Wild). **14 wins** from 5f to 8½f, US\$703,610, Sam Houston Park Frontier Utilities Turf Sprint S., **L**, 2d Gulfstream Park Tropical Turf S., **Gr.3**.

Telesto. **Winner** at 6f, 3d Doncaster Gner 2yo Conditions S. Sire.

Remote Romance. **2 wins** at 1300m, 1450m in France. Dam of-

SADDEX (Sadler's Wells). Champion Older Male in Italy in 2008 (Int.). **7 wins** from 1900m to 2400m, €651,440 in France, Italy and Germany, Rome Premio Presidente della Repubblica, **Gr.1**, Cologne Rheinland Pokal, **Gr.1**, Grand Prix de Chantilly, **Gr.2**, Cologne Gerling Preis, **Gr.2**, Bremen SWB Derby Trial, **L**, Grosser Preis der Sparkasse Dortmund, **L**, 2d Longchamp Prix Ganay, **Gr.1**, Hoppegarten Preis der Deutschen Einheit, **Gr.3**, 3d Baden-Baden Grosser Preis von Baden, **Gr.1**, Frankfurt Frühjahrspreis des Bankhaus Metzler, **Gr.3**, 4th Hamburg Deutsches Derby, **Gr.1**. Sire.

Sabia. Unplaced. Dam of-

LIZZIE L'AMOUR (Zabeel). **7 wins** from 1400m to 2400m, NZ\$707,610, A\$9,000, ARC New Zealand S., **Gr.1**, Waikato RC Herbie Dyke S., **Gr.1**, Cal Isuzu S., **Gr.2**, Waikato Cup, **Gr.3**, Topsoil & Sand Supplies H., BOP RC Ixom H., 2d ARC Zabeel Classic, **Gr.1**-twice, Hawkes Bay Livamol Classic, **Gr.1**, ARC Westbury Classic, **Gr.2**, Waikato RC Cal Isuzu S., **Gr.2**, ARC Alison S., **Gr.3**, Matamata RC Tonezone H.

Bay of Islands. Unraced. Dam of-

BHARANI STAR (Sea the Stars). **2 wins** at 1¼m, 11¾f to 2021, Ayr Rothesay S., **L**, 4th Royal Ascot Ribblesdale S., **Gr.2**.

Tafrah. **Winner** at 1¼m, Newbury Watermill S. Dam of-

Amaranthus. Unraced. Dam of-

BRAVO MAESTRO (Stravinsky). **6 wins**-2 at 2-from 7f to 1¼m, £106,815, US\$57,463 in GB and U.S.A, Fairplex Phil D Shepherd S., **L**, 3d Del Mar Cougar II H., **L**.
 Thislillightofmine. Unplaced. Dam of-
 Let Me Shine. **Winner** at 2 in Ireland. Dam of-
INSIGNIA OF RANK (Epaulette). **5 wins** from 1m to 1¼m, €146,120, to 2021, Curragh Celebration S., **L**, FBD Hotels & Resorts H.
 Lakelet. Unraced. Dam of-
 Be Faithful. Unplaced. Dam of-
BIGGLES (Jet Spur). **6 wins**-2 at 2-to 1500m, A\$382,400, BRC Gold Edition P., **L**, GCTC Goldmarket H., **L**.
 Perfect Alibi. Unraced. Dam of-
LIKELY STORY (Night Shift (USA)). **2 wins**-1 at 2-at 6f, Chester Queensferry S., **L**. Dam of-
SQUAW DANCE (Indian Ridge). **2 wins**-1 at 2-at 1m, 8¼f, Newmarket Montrose S., **L**, 3d Hamburg Alice Cup, **Gr.3**.
Star of Bagdad (Bagdad). **Winner** at 1m, 2d Ascot Princess Margaret S., **L**. Dam of-
 Bag Lady. Placed in GB. Dam of-
 Carmen's Joy. **Winner** at 2 in GB. Dam of-
 Aga's Joy. **Winner** at 1900m in Turkey. Dam of-
CHI (Unaccounted For). Champion 3YO Filly in Turkey in 2009. **7 wins**-1 at 2-from 1200m to 2200m in Turkey, Istanbul Disi Tay Deneme, **L**, Zühtü Erisen, **L**.
 Top Thespian. **9 wins** in U.S.A.
 Preferred Position. **3 wins** in U.S.A. Sire.
 Key Player. **2 wins** in U.S.A. Sire.
 Perfect Isn't Easy. Unplaced. Dam of-
 Perfect Pear. Raced once. Dam of-
WHAT A PEAR (E Dubai). **4 wins**-1 at 2-from 6f to 8½f, US\$161,860, Aqueduct Busher S., **L**, Wistful S., **L**. Dam of-
EFFINEX (Mineshaft). **9 wins** from 1m to 1¼m, US\$3,312,950, Churchill Downs Clark H., **Gr.1**, Belmont Suburban H., **Gr.2**-twice, Oaklawn H., **Gr.2**, Aqueduct Excelsior S., **Gr.3**, Belmont Empire Classic H., **L**, 2d Breeders' Cup Classic, **Gr.1**, Belmont Jockey Club Gold Cup, **Gr.1**, Saratoga Albany S., **L**, 3d Belmont Jockey Club Gold Cup, **Gr.1**, Santa Anita H., **Gr.1**, 4th Saratoga Whitney S., **Gr.1**, Woodward S., **Gr.1**. Sire.
 Sex Appeal. Unraced. Dam of-
EL GRAN SENOR (Northern Dancer). Head of The 1983 European 2YO & 1984 European 3YO Classifications. Champion Miler in GB in 1984.. **7 wins**-4 at 2-from 6f to 1½m, £370,043, US\$130,908, Irish Derby, **Gr.1**, Newmarket Dewhurst S., **Gr.1**, The Two Thousand Guineas, **Gr.1**, Curragh National S., **Gr.2**, Railway S., **Gr.3**, Gladness S., **L**, 2d The Derby, **Gr.1**. Champion sire.
TRY MY BEST (Northern Dancer). Head of The 1977 English & Irish 2YO Free Hs. Champion 3YO Miler in 1978.. **4 wins**-3 at 2-at 7f, Newmarket Dewhurst S., **Gr.1**, Leopardstown Larkspur S., **Gr.3**, Phoenix Park Vauxhall Trial S., **Gr.3**. Sire.
SOLAR (Halo). Second top filly on The 1978 Irish 2YO Free H. **3 wins** at 2, Curragh Railway S., **Gr.3**, Phoenix Park Park S., **Gr.3**. Dam of-
Devilish Ninja (Deputy Minister). **Winner** at 2, 3d Monmouth Open Mind S., **L**. Sire.
 Solar City. **Winner** at 1¼m in GB. Sire.
 Fayrooz. **Winner** at 2 in GB. Dam of-
 Beryl. **Winner** at 1½m in GB. Dam of-
CLASSIC COLORI (Le Vie Dei Colori). **9 wins**-1 at 2-from 6f to 17f, £81,034, Lingfield Spring Cup, **L**, 2d Newmarket Silver Cambridgeshire H.-twice.
VAUQUELIN (Xaar (GB)). **3 wins**-1 at 2-at 1m, £8,621, US\$172,779, Del Mar Oceanside S., **L**, 2d Hollywood Park Generous S., **Gr.3**.
 Solariat. Unraced. Dam of-
ALEX NUREYEV (Nureyev). **5 wins**-1 at 2-from 1400m to 1800m, £256, 161,440,000L., Rome Premio Daumier, **L**, 3d Milan Premio Emilio Turati, **Gr.1**. Sire.
ANGELINA BALLERINA (Nureyev). **3 wins**-1 at 2-at 6f, US\$113,700 in GB and U.S.A, Newbury Rose Bowl S., **L**, 3d Phoenix Park Debutante S., **Gr.3**. Dam of-
ANGELINA CAROLINA (Kris). **2 wins** at 1600m, Saint-Cloud Prix Ceres, **L**, Deauville Prix des Chaumieres.
Apamea (Zafonic (USA)). **2 wins** at 1500m, 1600m, SAJC Neil Sachse Foundation H., 3d Maisons-Laffitte Prix Ronde de Nuit, **L**. Dam of-
TAKEDOWN (Stratum). **7 wins**-3 at 2-to 1400m, A\$1,565,450, HK\$370,000, WATC Winterbottom S., **Gr.1**, ATC Premiere S., **Gr.2**, Shorts H., **Gr.2**, Schweppervescence H., **Gr.3**, Canberra RC Black Opal S., **Gr.3**, Gold Coast Guineas, **Gr.3**, 2d MRC Moonga S., **Gr.3**, BRC Fred Best Classic, **Gr.3**, ATC Fireball S., **L**, 3d ATC Arrowfield 3YO Sprint S., **Gr.2**, VRC Chester Manifold S., **L**, ATC Heritage S., **L**.
 Anigma. **Winner** at 1800m in France. Dam of-
 Nimbletoes. Unraced. Dam of-
KING LOUIS (Equiano (Fr)). **2 wins** at 1200m, 1350m, NZ\$96,050, A\$4,200, ARC Mongolian Khan Trophy, **Gr.3**, 2d WRC Wellesley S., **L**, Hawkes Bay Rageese at Windsor Park Stud S., 3d Hawke's Bay Guineas, **Gr.2**.
 Alamagna. Raced once. Dam of-
WAY BACK - DRAGON COMMANDER (H.K.) (Motivator). **6 wins** from 1600m to 2000m, €44,285, HK\$2,889,540, to 2020-21 in Italy and HK, Milan Premio d'Estate, **L**, 3d Milan Premio Vittorio Riva, **L**.
SEXY SLEW (Slew o' Gold). **5 wins** to 7f, US\$216,463, Santa Anita Dark Star H., **L**, 2d Del Mar Rancho Bernardo H., **Gr.3**. Dam of-
 Main Edition. Unraced. Dam of-
PLATINUM BALLET (Skip Away). **6 wins**-1 at 2-from 1m to 8½f, US\$355,291, Prairie Meadows Iowa Distaff S., **L**, 3d Hawthorne Sixty Sails H., **Gr.3**.
 Margot. Unraced. Dam of-
 Queen Mambo. Unraced. Dam of-

QUEEN OF TIME (Orpen (USA)). **5 wins** from 1100m to 1600m in Argentina, San Isidro Clasico Orbit, **L**, 2d Palermo G.P. Polla de Potrancas, **Gr.1**.

QUICK MAMBO (Giant's Causeway (USA)). **5 wins** from 1300m to 1600m in Brazil, Gavea Classico Itajara, **L**, 3d Gavea Classico Eurico Solanes, **L**.

Queen Tango. Unraced. Dam of-

QUE VIDA BUENA (Bernstein (USA)). **9 wins**-2 at 2-to 1400m in Argentina, Palermo G.P. Estrellas Sprint, **Gr.1**, G.P. Ciudad de Buenos Aires, **Gr.1**, San Isidro Clasico Gay Hermit, **Gr.3**, Palermo Clasico Old Man, **Gr.3**, Clasico Irlanda, **Gr.3**, Clasico Estados Unidos de America, **Gr.3**, Clasico Coronel Pringles, **Gr.3**, 2d San Isidro G.P. Estrellas Sprint, **Gr.1**, G.P. Suipacha, **Gr.1**, Palermo G.P. Polla de Potrillos, **Gr.1**, La Plata Clasico Ciudad de La Plata, **Gr.2**, 3d San Isidro G.P. Felix de Alzaga Unzue, **Gr.1**. Sire.

QUE FELICIDAD (Bernstein (USA)). **17 wins**-3 at 2-at 1000m in Argentina, San Isidro Clasico Tomas Lyon, **Gr.2**-twice, Palermo Clasico Venezuela, **Gr.2**, San Isidro Clasico Santiago Lawrie, **Gr.3**, Clasico Ocurrencia, **Gr.3**-twice, Clasico General Viamonte, **Gr.3**-twice, 2d San Isidro G.P. Estrellas Junior Sprint, **Gr.1**, Clasico Tomas Lyon, **Gr.2**, Palermo Clasico Venezuela, **Gr.2**. Dam of-

QUIET BRAZILIAN (Catcher in the Rye (Ire)). **2 wins** at 2 in Argentina, Palermo Clasico Santiago Luro, **Gr.2**, 2d Palermo G.P. Montevideo, **Gr.1**, San Isidro Clasico Raul y Raul E Chevalier, **Gr.2**.

QUEEN PLUM (Orpen (USA)). **5 wins** at 1200m, 1400m in Argentina, San Isidro Clasico General Las Heras, **Gr.3**, Clasico Snow Figure, 2d San Isidro Clasico Vale Dori, 3d San Isidro Clasico Omnium, **L**.

QUE CLASE (Bernstein (USA)). **5 wins** at 1000m in Brazil, Gavea G.P. Costa Ferraz, **Gr.3**, Prova Especial Moacyr de Carvalho, Prova Especial Hyperio, 3d Gavea Prova Especial Bucarest.

Miss Caswell. Unraced. Dam of-

Woman in Red. Unraced. Dam of-

LION BOSS (Battle Plan). **6 wins** at 1000m, 162,087,000¥, Niigata Ibis Summer Dash, **Gr.3**, Idaten S.-twice, 2d Niigata Ibis Summer Dash, **Gr.3**-twice, Lumiere Autumn Dash, **L**.

Energie Solaire. Unraced. Dam of-

Sea Exhibition. Placed at 2 in GB. Dam of-

MAR HONDO (Hussonet (USA)). **5 wins**-2 at 2- in Chile, Club Hipico Cotejo de Potrillos, **Gr.3**, 2d Club Hipico Clasico Luis Subercaseaux E, **L**.

Love From the Air. Unraced. Dam of-

TAKEAWAKATLOVE (Miswaki). **9 wins** at 7f, 8¼f, US\$246,002, Ellis Park Don Bernhardt H., **L**, 4th Gulfstream Park Broward H., **Gr.3**.

Westwood. Unraced. Dam of-

CLAPTON (Fly So Free). **6 wins**-1 at 2-at 8½f, US\$152,118 in U.S.A. and Peru, Monterrico Clasico Presidente de la Republica, **Gr.2**, Clasico Comercio, **Gr.3**, 2d Monterrico Gran Premio Jockey Club del Peru, **Gr.1**, Gran Premio Nacional Augusto B Leguia, **Gr.1**, Clasico Independencia, **Gr.1**, Clasico Derby Nacional, **Gr.1**, Clasico Empery, **L**, 3d Clasico Polla de Potrillos, **Gr.1**.

Storm of Angels. Unraced Sire.

Shining Through. Unraced. Dam of-

BAHAMIAN PIRATE (Housebuster). **12 wins** to 6f, £440,014, €30,220, 30,490fr., York Nunthorpe S., **Gr.1**, Leopardstown Phoenix Sprint S., **Gr.3**, Newmarket Bentinck S., **L**, 2d Newmarket July Cup, **Gr.1**, Prix de l'Abbaye de Longchamp, **Gr.1**, Curragh Phoenix Sprint S., **Gr.3**, Newmarket Palace House S., **Gr.3**, Newcastle Chipchase S., **Gr.3**, 3d Ascot Diadem S., **Gr.2**, Newmarket Palace House S., **Gr.3**, Curragh Belgrave S., **L**, Newmarket Bentinck S., **L**.

STRONG HOPE (Grand Slam). **6 wins** from 6f to 9f, US\$767,460, Saratoga Jim Dandy S., **Gr.2**, Belmont Dwyer S., **Gr.2**, Allowance-twice, 2d Aqueduct Carter H., **Gr.1**, 3d Saratoga Travers S., **Gr.1**, Belmont Metropolitan H., **Gr.1**, 4th Saratoga Forego H., **Gr.1**. Sire.

Fondness. Unraced. Dam of-

DISCREETNESS (Discreet Cat). **5 wins**-3 at 2-from 5½f to 1m, US\$326,380, Remington Springboard Mile S., **L**, Oaklawn Park Smarty Jones S., **L**.

Apex Princess. Unraced. Dam of-

Oklawaha. Unraced. Dam of-

STEEL CUT (Cactus Ridge). **13 wins** from 5½f to 8½f, US\$479,528, Remington Park Oklahoma Classics Distaff S., **L**, Evangeline Downs Spotted Horse S., **L**.

WAHA WILD (Offlee Wild). **2 wins**-1 at 2-at 6f, 6½f, Evangeline Downs Star S., **L**.

Partial Eclipse. Unraced. Dam of-

Penumbra. Placed at 3. Dam of-

TARQUINN SHADOW (Trade Fair (GB)). **6 wins** from 1400m to 2200m, A\$219,650, WATC Starstruck Classic, **L**, 3d WATC La Trice Classic, **Gr.3**.

Compliance (Northern Dancer). Placed, 3d Leopardstown Ballycorus S., **L**. Sire.

Golden Oriole. **Winner** at 6f, Curragh Stewards H. Dam of-

CASTLE GANDOLFO (Gone West). **3 wins**-2 at 2-from 6f to 1m, £117,143, €6,301, 160,000fr., US\$18,950, Curragh Beresford S., **Gr.3**, 2d Doncaster Racing Post Trophy, **Gr.1**, Criterium de Saint-Cloud, **Gr.1**, 3d Curragh Solonaway S., **L**. Sire.

Devonwood (Woodman). **4 wins** from 9f to 1½m, US\$248,345, Keeneland Allowance, 2d Belmont Manhattan H., **Gr.1**. Sire.

Ailesbury Hill. Placed in GB. Dam of-

Sultry Girl. **Winner** at 2 in Japan. Dam of-

RHEIN RUF (French Deputy (USA)). **7 wins**-1 at 2-at 1800m, 2100m, 128,598,000¥, Chukyo Meitetsu Hai, **L**, Tokyo Brazil Cup, **L**.

Sunny Morning. Raced twice. Dam of-

SHIROKITA CROSS (Tamamo Cross). **3 wins**-1 at 2-at 2000m, Hanshin Kobe Shimbun Hai, **L**, 3d Kyoto Sports Nippon Sho Kyoto Kimpai, **L**.

Sabuno Aphrodia. **Winner** at 1600m in Japan. Dam of-

Sabuno Inazuma. **2 wins**-1 at 2-at 1400m in Japan. Dam of-

SABUNO JUNIOR (South Vigorous). **12 wins**-1 at 2-at 1200m, 1600m, 175,620,000¥, Ohi JBC Sprint, **L**, 2d Ohi Tokyo Sprint, **L**-twice.
Sense of Class. Unplaced. Dam of-

PEACE ACHIEVED (Declaration of War). **3 wins** at 2, US\$554,759, Keeneland Bourbon S., **Gr.3**, Kentucky Downs Juvenile S., **L**, 3d Fair Grounds S., **Gr.3**, 4th Kentucky Downs Dueling Grounds Derby, **L**.
The Sense Angel. **7 wins** from 7f to 8½f in U.S.A. Dam of-

ANALYZE THE ODDS (Overanalyze). **6 wins**-2 at 2-from 4½f to 1m, US\$452,910, Belmont Mike Lee S., **L**, Finger Lakes New York Breeders' Futurity, **L**.
Dance Fever. Unraced. Dam of-

ESTRELA MONARCHOS (Monarchos). Champion Older Female in Brazil in 2013-14. **7 wins** from 1300m to 2400m in Brazil, Gavea G.P. Roberto e Nelson Grimaldi Seabra, **Gr.1**, G.P. Oswaldo Aranha, **Gr.2**, G.P. Adair Eiras de Araujo, **Gr.2**, Classico Escorial, **L**, Prova Especial Courageuse, 2d Gavea G.P. Duque de Caxias, **Gr.2**, Cidade Jardim G.P. 25 de Janeiro, **Gr.2**, Gavea Prova Especial Virginie A, 3d Gavea G.P. Adair Eiras de Araujo, **Gr.2**.
Bella Senora. Placed at 2 in GB. Dam of-

D'ARROS (Baillamont). **3 wins** at 2000m, 2150m, La Coupe de Longchamp, **Gr.3**, Grand Prix de Marseille-Vivaux, **L**, 2d Santa Anita Henry P Russell H., **L**, 3d Saint-Cloud Prix de la Ville de Garches, **L**.
NAPOLI (Baillamont). **4 wins** at 1600m, 1800m, Chantilly Prix de la Pepiniere, **L**, 3d Evry Prix Minerve, **Gr.3**.
Dam of-

DOMEDRIVER (Indian Ridge). Champion Older Male Miler in France in 2003. **6 wins**-2 at 2-at 1450m, 1600m, £10,000, €297,520, 515,196fr., US\$556,400, Breeders' Cup Mile, **Gr.1**, Longchamp Prix Daniel Wildenstein, **Gr.2**, Chantilly Prix du Chemin de Fer du Nord, **Gr.3**, Deauville Prix de Tourgeville, **L**, Maisons-Laffitte Prix Isonomy, **L**, Chantilly Prix de la Maniguette, 2d Deauville Prix Jacques Le Marois, **Gr.1**-twice, Saint-Cloud Prix du Muguet, **Gr.2**, Chantilly Prix de la Jonchere, **Gr.3**, Deauville Prix Messidor, **Gr.3**, 3d Deauville Prix Quincey, **Gr.3**, Longchamp Prix Djebel, **L**. Sire.

TAU CETI (Hernando). **5 wins**-2 at 2-from 1400m to 2000m, £19,732, €99,065, 201,000fr., Longchamp Prix du Prince d'Orange, **Gr.3**, Newmarket James Seymour S., **L**, Saint-Cloud Prix Mousko, 3d Longchamp Prix de Conde, **Gr.3**. Sire.
Forest Rain. **2 wins** at 1850m, 2000m in France. Dam of-

FREEDONIA (Selkirk). **3 wins** at 2400m, 2500m, €116,230, US\$120,000, Deauville Prix de Pomone, **Gr.2**, Chantilly Prix des Bourgognes, 2d Belmont Joe Hirsch Turf Classic S., **Gr.1**, Chantilly Prix du Clos de la Barre, 3d Longchamp Prix de la Celle Saint-Cloud, 4th Longchamp Prix Vermeille, **Gr.1**. Dam of-

ALBIGNA (Zoffany). **3 wins** at 2, €344,080, US\$50,000, ParisLongchamp Prix Marcel Boussac, **Gr.1**, Curragh Airlie Stud S., **Gr.2**, Irish Stallion Farms 2YO Fillies S., 2d Curragh Snow Fairy S., **Gr.3**, 4th Breeders' Cup Juvenile Fillies Turf, **Gr.1**.
POLYBIUS (Oasis Dream). **7 wins** at 6f, £117,573, 121,110Dhs, Newmarket Hopeful S., **L**, 3d Ascot Bengough S., **Gr.3**.
Niamey. **Winner** at 2 in France. Dam of-

SAVOIR AIMER (Daiwa Major). **5 wins**-1 at 2-from 1200m to 2000m, 79,990,000¥, to 2021, Hanshin Yukan Fuji Hai Opal S., **L**, Kokura Teleg Hai.
Metaphysique. **2 wins** in France. Dam of-

SERGEANT YORK (Be My Chief). **3 wins**-1 at 2-from 5f to 1¼m, Lingfield Winter Derby, **L**, 3d Haydock Leahurst Conditions S.
Winning Appeal. Placed in GB. Dam of-

Captivating. Placed in GB. Dam of-

IM SPARTACUS (Namaqualand (USA)). **9 wins**-4 at 2-from 5¼f to 20½f, £79,980, €52,084, US\$3,291, 3,000Dhs, Curragh Gallinule S., **Gr.3**, York Betfair.com H., Sandown Crown Personnel Nursery H., 2d Chester Dee S., **Gr.3**.
Russian Ballet. Placed at 2, 3d Phoenix Park Blackhorse 2YO S. Dam of-

DR JOHNSON (Woodman). Champion 3YO Stayer in Ireland in 1997. **4 wins** from 1¼m to 1¾m, £171,337, Leopardstown Ballycullen S., **L**, 2d Irish Derby, **Gr.1**. Sire.
Ballette. **2 wins** at 1¼m, 1½m, Curragh Newmarket Home of British Racing H. Dam of-

CERRO (Mr. Greeley (USA)). **13 wins**-1 at 2-from 1100m to 1800m, €8,500, US\$492,350 in U.S.A. and Italy, Pimlico Canonero II S., **L**, 3d Delaware Park Barbaro S., **L**.
Matikanesasameyuki. **2 wins** at 2000m in Japan. Dam of-

Fargo. **3 wins** at 1600m, 3d Niigata Teradomari Tokubetsu. Dam of-

VAL D'ISERE (Lord Kanaloa). **3 wins**-1 at 2-at 1600m, 76,621,000¥, Kyoto Nikkan Sports Sho Shinzan Kinen, **Gr.3**, Rakuyo S., **L**.
Northern Guest. Unraced Sire.
Carillon Miss. Unraced. Dam of-

BLU CARILLON (Love the Groom). **17 wins**-4 at 2-to 1200m, €33,702, 142,286,372L., Rome Premio Umbria, **Gr.3**, 2d Rome Premio Melton, **Gr.3**-twice, Naples Gran Premio Citta di Napoli, **Gr.3**, 3d Milan Premio Omenoni, **Gr.3**. Sire.

BLU AIR FORCE (Sri Pekan (USA)). Champion 2YO Colt in Italy in 1999. **8 wins**-4 at 2-to 1500m, 33,539fr., US\$133,584, 29,749,991L. in France, U.S.A. and Italy, Longchamp Prix du Palais Royal, **Gr.3**, Hollywood Park Robert K Kerlan Memorial S., **L**, 2d Criterium de Maisons-Laffitte, **Gr.2**, 3d Hollywood Turf Express H., **Gr.3**.
Champion sire.

TRY MY SEGNOR (Tirol (Ire)). **3 wins**-1 at 2-at 1000m, 1200m, Criterium di Roma, **L**, 3d Milan Premio Primi Passi, **Gr.3**.

BLU AIR GUN (Spectrum (Ire)). **2 wins** at 2, €10,583, 135,825,789L., Rome Premio Alberto Giubilo, **L**, Premio Toulouse Lautrec. Sire.
Northern Prancer. Unraced. Dam of-

Tandra Gee (Commemorate). **3 wins**-1 at 2-to 6½f, US\$121,226, Aqueduct Allowance, 3d Woodbine Ontario Damsel S., **L**. Dam of-

Biru Lang. Unplaced. Dam of-

JOKU (Xaar (GB)). **12 wins** from 1200m to 1800m, NZ\$35,125, A\$491,950, BRC Bernborough H., **L**, 3d Manawatu Challenge S., **Gr.3**.

Cartagena. **Winner** at 8½f in U.S.A. Dam of-
 Cartakris. Unraced. Dam of-
ROMAN ROMANCE (San Romano). **9 wins** to 7f, US\$523,520, Fort Erie Daryl Wells Sr Memorial S., **L**, 2d Woodbine Ballade S., **L**. Dam of-
SENSATIONAL SLAM (Grand Slam). **11 wins**-2 at 2-to 6½f, US\$554,389, Woodbine Clarendon S., **L**, Vandal S., **L**. Sire.

Chisme. Placed in U.S.A. Dam of-
 Iniki. **2 wins** at 8½f, US\$84,979 in U.S.A. Dam of-
ENTREPRENEUR (Cure the Blues). **7 wins**-4 at 2-from 5½f to 1m, US\$441,214, Aqueduct Great White Way S., **L**, 2d Belmont True North H., **Gr.2**. Sire.

Tijuana Tango. Unplaced. Dam of-
 Jarama. **Winner** at 1900m in France. Dam of-
CHINCHON (Marju). **7 wins**-1 at 2-from 1800m to 2200m, €335,950, US\$625,395, S\$1,764,000, HK\$800,000, 552,000Dhs, Monmouth United Nations S., **Gr.1**, Singapore Airlines International Cup, **Gr.1**, Saint-Cloud Prix Exbury, **Gr.3**-twice, La Coupe de Maisons-Laffitte, **Gr.3**, Longchamp Prix du Pre Catelan, 2d Monmouth United Nations S., **Gr.1**, Grand Prix de Chantilly, **Gr.2**, Longchamp Prix de Boulogne, **L**, 3d Maisons-Laffitte Prix Eugene Adam, **Gr.2**, Saint-Cloud Prix Exbury, **Gr.3**, La Coupe de Maisons-Laffitte, **Gr.3**, 4th HKJC Audemars Piguet Queen Elizabeth II Cup, **Gr.1**. Sire.

Lotta Lace. Unraced. Dam of-
FUSAICHI PANDORA (Sunday Silence). **4 wins**-1 at 2-from 1600m to 2200m, 378,113,000¥, Kyoto Queen Elizabeth II Commemorative Cup, **L**, 2d Kyoto Queen Elizabeth II Commemorative Cup, **Gr.1**. Dam of-
ALMOND EYE (Lord Kanaloa). Horse of the Year in Japan in 2018 & 2020. Equal Leading 3YO Filly on the 2018 WTR. Leading Older Mare on 2019 WTR (Int.) & 2020 WTR (Mile/Long). Champion 3YO Filly & Triple Crown Winner in Japan in 2018. Champion Older Mare in Japan in 2020. Champion Older Miler in UAE in 2018-19. **11 wins**-1 at 2-from 1600m to 2400m, 1,519,563,000¥, 13,212,000Dhs in Japan and U.A.E, Japan Cup, **Gr.1**-twice, Tokyo Tenno Sho (Autumn), **Gr.1**-twice, Yushun Himba, **Gr.1**, Victoria Mile, **Gr.1**, Hanshin Oka Sho, **Gr.1**, Kyoto Shuka Sho, **Gr.1**, Meydan Dubai Turf, **Gr.1**, Kyoto Nikkan Sports Sho Shinzan Kinen, **Gr.3**, 2d Tokyo Yasuda Kinen, **Gr.1**, 3d Tokyo Yasuda Kinen, **Gr.1**.

Show Lady. See above.

Nijinsky's Best. Unraced. Dam of-
YAGLI (Jade Hunter). Joint third on The 1998 International 4YO+ Classification (long). **10 wins** from 1m to 11f, US\$1,702,121, Belmont Manhattan H., **Gr.1**, Gulfstream Park Breeders' Cup H., **Gr.1**, Atlantic City United Nations H., **Gr.1**, Saratoga Bernard Baruch H., **Gr.2**, Pimlico Dixie H., **Gr.2**, Hialeah Turf Cup, **Gr.3**, 2d Breeders' Cup Turf S., **Gr.1**, Hollywood Turf Cup, **Gr.1**, Belmont Breeders' Cup H., **Gr.2**, 3d Churchill Downs Turf Classic S., **Gr.1**, Woodbine King Edward Gold Cup, **Gr.3**, Hialeah Bougainvillea H., **Gr.3**. Sire.

Jade Island. **Winner** at 1750m in France. Dam of-
Motivation (Muhtathir). **2 wins** at 2400m, 2600m, Craon Prix Dirickx, 3d Deauville Prix Vulcain, **L**. Dam of-
ROCKEMPEROR (Holy Roman Emperor). **4 wins**-1 at 2-from 1850m to 2400m, €56,990, US\$894,700, to 2021, Belmont Joe Hirsch Turf Classic S., **Gr.1**, 2d Belmont Manhattan S., **Gr.1**, Saratoga Bowling Green S., **Gr.2**, ParisLongchamp Prix La Force, **Gr.3**, Deauville Prix Caro, 3d Churchill Downs Turf Classic S., **Gr.1**, Belmont Derby, **Gr.1**, Santa Anita Charles Whittingham S., **Gr.2**, Belmont Fort Marcy S., **Gr.2**, Fair Grounds Muniz Memorial Classic S., **Gr.2**, 4th Saratoga Sword Dancer S., **Gr.1**.

Alphe. Unraced. Dam of-
DELAWARE RIVER (Quiet American). **19 wins**-1 at 2-from 1m to 9f, US\$715,760, Philadelphia Park Smarty Jones Classic S., **L**-3 times, Presque Isle Downs Willy Wank H., **L**.



ABN: 68 605 086 708 / ACN: 605 086 708
Stephen Jones Racing Pty Ltd
PO Box 169, SCONE NSW 2337 / Mobile: 0419 673 115
Email: accounts@stephenjonesracing.com.au
www.stephenjonesracing.com.au

24 May, 2022

Group One Thoroughbreds - Jeremy Azzopardi
Po Box 9570 WYOMING NSW 2250
Dear Mr J. Azzopardi

RE: Training 2020 Smart Missile out of Think Aloud Filly

I, Stephen Jones hereby agree to train the 2020 Smart Missile out of Think Aloud Filly from my stables at Scone for the syndicate being formed by Group One Thoroughbreds in accordance with my standard terms of trade.

The yearling is by Smart Missile a son of Champion sire Fastnet Rock. Smart Missile a 3 time winner 2 at 2. Rated the best juvenile by Fastnet Rock. Unbeaten at two winning the Breeder's Plate and then the Group 2 Todman Stakes. At three, winner of the Group 3 Run To The Rose beating Foxwedge and Helmet and a close second in the Group 1 Golden Rose.

Think Aloud by Northern Meteor is considered an above average racehorse. A winner of 2 races including 1 in the city and 2 placings from only 11 starts. She has had 1 foal to race Amicus Curiae winner of 3 races to 2021-22. Think Aloud is the half-sister Ever the Same a 3- time winner including a stakes win. She is closely related to group 1 winner Manhattan Rain with her sires' sire also by Encosta De Lago.

She is put together very well. A great type, lovely head and eye and was rated very high. She has excellent angles with loads of scope. A great walker with a good overstep, strong forearms and short cannons which constitutes speed. The filly is nominated for the lucrative Inglis race series. Group One Thoroughbreds, in my opinion has bought very well. We rate her highly and recommend him to any prospective buyer considering becoming an owner.

I look forward to having great success with her and this syndicate.

Regards,

Stephen Jones

03/05/22

VETERINARY SYNDICATION REPORT FOR

Horse: Aloud_Smart Missile'20

Microchip: 985100012181222

Signalment: Brown Yearling Filly

Brands: NS. Kingstar Brand CA OS. 32 over 0

Owner: Group One Thoroughbreds

This report is to certify that I examined the above-mentioned horse on the 02/05/22 at Cavallo Park in North Richmond. Within the limits of the examination the horse appeared to be in good health and body condition. There was no evidence infection or disease, previous abdominal surgery, laminitis or ataxia. There was no evidence of lameness at the walk or the trot. No significant abnormalities were detected on palpation of the limbs, examination of the eyes or on auscultation of the heart and lungs. No specialized procedures such as endoscopy or radiography were requested or performed. Based on my examination, I find the horse suitable for syndication for racing.



Dr Jennifer Lugton BVSc (hons) N9503

Balanced Veterinary Services

This certificate has been prepared as part of the disclosure statement for the syndication of the horse described above. This certificate may be relied upon by potential investors; however it does not constitute a "Pre-Purchase" examination. I certify that I have no current, nor contemplate any future interest in the horse, other than to supply a veterinary opinion of the suitability for racing. Furthermore, I am aware that this report may be used by Group One Thoroughbreds for the purposes of syndicating and selling shares in the horse described above. If you have any queries please do not hesitate to contact me.



Certificate of Insurance

Group One Thoroughbreds Pty Ltd
PO Box 9570
WYOMING NSW 2250

Date: 02.05.2022
Invoice No: I1085712

We confirm insurance has been arranged in accordance with the details shown below and subject to the premium having been paid.

Class Bloodstock Mortality Schedule **Policy No.** LON00004858/2021

Placed With Lonmar Global Risks
Corn Exchange 55 Mark Lane
LONDON EC3R 7NE

Period 01.05.2022 to 30.04.2023

Summary of Cover

BLOODSTOCK INSURANCE SCHEDULE

WE ACT FOR THE INSURER NOT YOU

We arrange for the issue, variation or disposal of the insurance and the handling and settlement of any claims as Agent of the Insurer, not you. This means that we act in the Insurer's interests not yours.

We have a "Binding Authority" from the Insurer. This means we can enter into the insurance and/or handle or settle claims on their behalf without reference to them, provided it is within the Binding Authority they have given us.

ASSURED: Group One Thoroughbreds Pty Ltd
and others for their respective rights and interests.

TYPE OF COVER: All Risks of Mortality

1 Description: **UNNAMED (Smart Missile x Think Aloud)**
DOB: **2020** Sex: **Filly** Use: **Rearing/Training**
Sum Insured: \$ **27,800** Interest: **100%** State: **NSW** Country: **AU**

**TOTAL LIMIT OF
UNDERWRITERS**

LIABILITY: \$ **27,800**

SITUATION: Whilst anywhere in Australia/New Zealand including transit

Mr Jeremy Azzopardi
Group One Thoroughbreds Pty Ltd
PO Box 9570
WYOMING NSW 2250

2022 HTBA MAY YEARLING SALE
SUNDAY, 1 MAY 2022

TAX INVOICE

Date: 1-May-2022

Account: AZZOJ

Invoice number: 30105512

Lot	Description	Sire/Dam	Sale Price	GST	Total
266	B. Filly	Smart Missile (AUS)/Think Aloud (AUS)			
	Purchase of Lot 266 at 2022 HTBA May Yearling Sale		7,000.00	700.00	7,700.00
	Race Series Nomination Fee		1,750.00	175.00	1,925.00
	Scope Fee		165.00	16.50	181.50
SUBTOTAL			\$8,915.00	\$891.50	\$9,806.50
TOTAL AMOUNT DUE					\$9,806.50

TERMS ARE 30 DAYS FROM DATE OF PURCHASE - please pay by May 31, 2022



PAYMENT OPTIONS

EFT directly into our ANZ account:

William Inglis & Son Ltd - Bloodstock Sales

BSB: 012-003

Account: 8379-29209

SWIFT Code: ANZ BAU 3M

Please email your remittance to

accounts@inglis.com.au

Cheque:

Please attach this slip to your cheque and send to:

William Inglis & Son Limited

PO Box 388 Moorebank NSW 1875

Credit card / Debit Card:

We accept VISA, Mastercard, Amex and Diners.

pay.thoroughbredpayments.com.au/inglis



EARN QANTAS POINTS®

Powered by Thoroughbred Payments and Qantas Business Rewards

Account	AZZOJ
Reference	30105512
Amount Due	\$9,806.50



TAX INVOICE

Group One AUST LTD

Invoice Date
30 May 2022

Invoice Number
INV-0373

Reference
Smart Missile x Think Alound

ABN
35 628 388 241

Group One Thoroughbreds
Pty Ltd

PO BOX 9570
WYOMING NSW 2250

T : 1800 998 652
F : 02 4311 3777

Description	Quantity	Unit Price	GST	Amount AUD
Purchase of Horse	1.00	7,000.00	10%	7,000.00
Spelling fees Cavallo Park Stud 30 days	1.00	1,909.09	10%	1,909.09
Breaking In Fee	1.00	4,500.00	10%	4,500.00
Floating fee from Inglis (Warwick Farm) to Cavallo Park (Richmond)	1.00	400.00	10%	400.00
Floating Fee from Cavallo Park Stud to Doran Park (Breaking)	1.00	200.00	10%	200.00
Veterinary Costs (vitamins, drenching, dental, shoeing etc.)	1.00	1,400.00	10%	1,400.00
Mortality Insurance (1 year \$27,800)	1.00	1,495.45	10%	1,495.45
Veterinary and Scoping costs	1.00	1,109.09	10%	1,109.09
Inglis Race Series	1.00	1,750.00	10%	1,750.00
Golden Slipper nomination	1.00	400.00	10%	400.00
BOBS Bonus scheme	1.00	900.00	10%	900.00
Compliance Fee, Accounting and Auditing	1.00	913.64	10%	913.64
License and Document Formation fees	1.00	500.00	10%	500.00
Registration & Lodging Syndicate Fee	1.00	495.45	10%	495.45
Bloodstock Fee	1.00	1,000.00	10%	1,000.00
ASIC Lodgement and signoff	1.00	600.00	10%	600.00
Financial Audit	1.00	300.00	10%	300.00
Legal Fees	1.00	400.00	10%	400.00
Subtotal				25,272.72
TOTAL GST 10%				2,527.28
TOTAL AUD				27,800.00

Due Date: 31 Jan 2023

BSB: 012-633 ACCOUNT NO: 4174-63158

kirstian@grouponethoroughbreds.com.au



PAYMENT ADVICE

To: Group One Thoroughbreds Pty Ltd
PO BOX 9570
WYOMING NSW 2250
T : 1800 998 652
F : 02 4311 3777

Customer	Group One AUST LTD
Invoice Number	INV-0373

Amount Due	27,800.00
Due Date	31 Jan 2023

Amount Enclosed

Enter the amount you are paying above

Group One Thoroughbreds (AUST) LTD

SMART MISSILE X THINK ALOUD SHARES

ACN: 639 721 832

Pro Forma Balance Sheet

As at 1st June 2022

Assets		
e Current assets:	2022	2021
Cash	-	-
Accounts Receivable		-
Inventory	27,800	-
Prepaid Expenses		-
Short Term Investments		
Total current assets	27,800	-
e Fixed (Long Term) Assets:	2022	2021
Long Term Investments	-	-
Property, Plant, and equipment	-	-
Less accumulated depreciation	-	-
Intangible assets	-	-
Total fixed assets	-	-
e Other assets:	2022	2021
Deferred income tax	-	-
Other		
Total other assets	-	-
Total assets	27,800	-

Liabilities and owner's equity		
e Current liabilities:	2022	2021
Accounts payable		-
Short -term loans	-	-
Income taxes payable	-	-
Accrued salaries and wages	-	-
Unearned revenue	-	-
Current portion of long term debt	-	-
Total current liabilities	-	-
e Long-term liabilities:	2022	2021
Long-term debt		
Deferred income tax	-	-
Other		
Total long-term liabilities	-	-
e Owner's equity:	2022	2021
Paid Capital	27,800	-
Unpaid Capital		
Retained earnings		
Other	-	-
Total owner's equity	27,800	-
Total liabilities and owner's equity	27,800	-

Partnership Agreement

2020 Bay filly by Smart Missile out of Think Aloud

A. The Horse Ownership

The Horse will be registered with the Registrar of Racehorses once the Shares have been sold.

B. The Syndicate Manager

The Manager of the Syndicate will be Group One Thoroughbreds (Director: Mr. J. Azzopardi).

The Syndicate Manager will be required to manage the Syndicate in accordance with the terms of this Partnership Agreement (PA) and any rules, regulations or guidelines made by the Rules of Racing in respect of such manager or management. The Manager is responsible for all aspects of the management of the racing career of the Horse, preparation of the Syndicate's annual accounts, the management of communications between the Shareholders and the stables, and the provision of all administrative services.

The Partnership Agreement legislated under Sections A to L can be revised or amended, deleted or added to at the discretion of the Syndicate Manager, being part or wholly modified.

C. Horse Description

Colour	Bay
Sex	Filly
Date of Foal	28 August 2020
Sire	Smart Missile (AUS)
Dam	Think Aloud (AUS)
Brand	Star Inside Crown over C ns sh – 32 over 0 off sh

D. Nature of Shareholdings

- a. The Horse shall be owned by the Shareholders, the equivalent of 100%.
- b. No person disqualified under the Rules of Racing shall be eligible to become or to continue as a member of the Partnership.

E. Naming of Horse

The Horse is unregistered. The Horse will be named by the Shareholders and registered once the Shares have been fully sold. The horse will be registered within 45 days of the Shares becoming fully sold. Each shareholder will have the option to submit 1 name. Once the list of names submitted by the Shareholders is populated by the Manager, the Manager will select the top 3 most liked names (in order of preference) and submit them to the Registrar of Racehorses for registration.

F. Proposed/Estimated Ongoing Expenses and Other Obligations

- a. **Ongoing Expenses** – the following horse expenses are indicative and payable monthly by each Shareholder. The Manager advises that a fixed flat fee of \$110.00 (incl. GST) per month per share (the equivalent of 2.5% share) OR \$220.00 (incl. GST) per month for 2 shares (the equivalent of 5% share) is payable for ongoing upkeep expenses.

The Potential Shareholder should also be aware that the Ongoing Expense does not include extra-ordinary costs such as insurance renewal, basic veterinary fees in excess of \$300 per consultation which will be on charged to the Shareholders reflective of their shareholding, major race nominations or acceptance fees.

All prices include GST (where applicable). The Ongoing Expenses disclosed in Section 6.2 Proposed use of Proceeds of the enclosed Prospectus, such as Agistment, Training etc., are covered up to 30th June 2022, and the shareholders take over the Ongoing Expenses from 1st July 2022. This means that the first Fixed Flat Fee will be due on 1st August 2022. The Fixed Flat Fee incorporates Group One Thoroughbreds' administration costs and will provide the following:

- i. Regular communication with Shareholders by telephone, fax or email regarding training and spelling progress, and regular relay of Trainer's comments.
- ii. Arranging open days for partners to inspect their racehorses and be addressed by the Trainer.
- iii. Provision of general day to day administrative services, provision of pursuing overdue accounts via phone call, email or post.
- iv. Providing Shareholders with RaceDay DVD's (where available, track work and other update reports such as nominations, weights, acceptances, pre-race summary, RaceDay services, post-race summary review, organization of disbursement of any trophies, representing the syndicate in relation to race day steward enquiries etc.)
- v. Arranging times and dates for Shareholders to inspect their horses at the stables or spelling properties.
- vi. Assistance with RaceDay ticketing where applicable.
- vii. Liaise with the financial Ombudsman office.

- viii. Maintain Professional Indemnity Insurance.
- ix. Naming and Registration of the Racehorse.
- x. Transfers of Ownership (where applicable).
- xi. Registering an Ordinary Syndicate (where applicable).

Fees on early termination are payable up to and including the final date of the Shareholder's ownership.

- b. **Inclusions in the Ongoing Expenses** – Nomination and acceptance fees for most races are included, except for nominations for major races such as the Auction House Sponsored races such as Inglis and Magic Millions race series and City type races, Black Type such as Listed and Group races which fees are payable by the Shareholders in addition to these ongoing expenses.
- c. **Procedure of Monthly Direct Debit for Ongoing Expenses** -
 - i. each Shareholder will pay monthly, in arrears, the Fixed Flat Fee which will be Direct Debited on the 1st of each Month.
 - ii. the Trainer and other Third Party Service Provider fees are included in the Monthly Fixed Flat Fee.
- d. **Trainers and Suppliers Fees** – are billed to Group One Thoroughbreds in arrears for the previous month's fees and expenses and payable by Group One Thoroughbreds. These fees are incorporated in the Monthly Fixed Flat Fee.

The trainers daily training rate is \$93.50 including GST. PLEASE NOTE: the trainers daily training rate may change subject to industry increases and forms part of the Fixed Flat Fee and is not charged on top of the Fixed Flat Fee.

- e. **Management Fee (MF)** – Group One Thoroughbreds does not charge a Management Fee.
- f. **Default** – Should any Shareholder neglect payment of the Ongoing Expenses as described in Section F(a) of the RPA for a period in excess of fourteen (14) days, the following may occur:
 - i. If payment defaults on or around the 1st of the month (when payment is due), Group One's Accounts Department will contact the Defaulting Shareholder via email, mail or fax to issue an Overdue Notice reminder for the failure of payment giving the Defaulting Shareholder 7 days to forward full payment of the outstanding amount. Should payment not be received within that 7-day period, a second Overdue reminder, requesting immediate payment and suspension of updates. Should payment not be received within that 7-day period a Default Notice, requesting immediate payment, will be issued via email or fax and a formal letter will be posted by the Syndicate Manager, giving the Defaulting Shareholder a further 7 days to make contact with Group One's Accounts Department to finalise their outstanding account. Should payment not be received within that 7-day period, a Second Default Notice will be issued,

giving the Defaulting Shareholder a further 7 days to make payment. The Shareholder must still pay their new statement by the 1st of the next month. Should payment not be received within that 14-day period, a Final Notice (Share Repossession Pending) will be issued via email or fax and a formal letter will be posted by the Syndicate Manager, giving the Defaulting Shareholder a final 7 days to make payment of the total amount owing. Failure to comply with the Final Notice (Share Repossession Pending), will result in proceedings by Group One Thoroughbreds to confiscate and take possession of the shareholdings of the Defaulting Shareholder to recover any outstanding debts, by means of sale of the shares by Public Offer. Without any further notice, the Defaulting Shareholder shall cease to be a Shareholder and will have no interest in the assets and income of this said Partnership. The Syndicate Manager has the right to suspend a Shareholder's entitlement whilst in default.

ii. Should the Defaulting Shareholder's payments fail 3 times within a 12-month period, then they may forfeit any rights and privileges of the Partnership and furthermore, the Syndicate Manager will have the right to sell the shareholding/s by Public Offer at the Defaulting Shareholder's expense to recover the debt of the Defaulting Shareholder. The Defaulting Shareholder will not be entitled to receive any compensation for the confiscated or repossessed interest in the Partnership or receive any further payment out of the assets or profits of the Partnership.

iii. Shareholders who pay their monthly fees via direct deposit are advised that should their payment be late over 2 consecutive months; they lose the privilege of paying directly and will be placed back onto our direct debit payment method which is a policy of Group One Thoroughbreds.

iv. If a shareholder defaults on payment and is overdue more than 30 days, interest at the rate of 10% per annum will be charged and invoiced in the following month.

v. The purchase and sale of the Share/s of the Defaulting Shareholder will be effective as soon as practicable after the price has been determined and the Syndicate Manager will execute as trustee of the Defaulting Shareholder all such documents and do all things as are necessary to complete such sale and purchase. The Shareholder in default hereby nominates, constitutes and appoints the Syndicate Manager under power of attorney to execute and implement procedures as will be necessary to sell, convey and assure a buyer the Share or Shares so sold.

Fees on early termination are payable up to and including the final date of the Shareholder's Ownership.

G. Ownership, Redemption and Withdrawal

Ownership

Each Shareholder of not less than 5% of the horse will be entitled to have his/her name appear in the racebook as a co-Shareholder of the horse. If a share is owned jointly by 2 or more people, the Syndicate Manager will be entitled to require those persons to, at their own cost, register an ordinary syndicate and to own the share in the name of that syndicate.

Each Shareholder hereby authorises the Syndicate Manager to do all things required to be done by a Shareholder in order to conform to the requirements of this Partnership Agreement and the Rules of Racing, including without restriction, authority to sign on behalf of the Shareholder all documentation required to be signed by the Shareholder and lodged with the Registrar of Racehorses to give effect to any application for registration of the Horse and/or transfer of ownership.

Redemption and Withdrawal

Shareholders in this Racing Partnership subscription must be aware that when purchasing a share/s you become the Shareholder of that said share/s. Shareholders are obligated for the life of the Syndicate as Shareholders of the share/s, and are not permitted to rescind on their obligations and must adhere to the Proposed/Estimated Ongoing Expenses and Other Obligations Section F of the RPA. Shareholders will have no right to have your shares in the Syndicate redeemed or bought back prior to the termination or winding up the syndicate.

Before purchasing a share, each Shareholder should consider the purchase of the share as a long-term investment for the life of the Syndicate. The Syndicate Manager will not be obligated to sell a share on behalf of the Shareholder. In the event that the Promoter or Syndicate Manager sells a share/s on behalf of a Shareholder, the Promoter/Syndicate Manager will be entitled to charge a practical commission in consideration for arranging the sale.

A Shareholder will not be able to offer for purchase, or issue invitations to buy Shares, unless the prospective purchaser is provided with a Syndicate Agreement prepared by the Syndicate Manager in accordance with the provisions of the Syndicate Agreement. There will be no ready market for the Shares.

The Syndicate Manager will not be obliged to sell a Share on behalf of a Shareholder. The Syndicate Manager can offer the existing Shareholders the resale of a Shareholders shares who is seeking to exit the Syndicate and upon reaching an agreement of resale price, Group One Thoroughbreds will be entitled to a 5% sales commission fee (plus gst) on the gross resale price. Group One or any affiliated or external participants may make an offer to purchase the existing Shareholders share/s and if agreed upon by both parties, will take over the resale shares and the risk from the date of the Transfer of Ownership. Group One or any external participant may seek market to resell the share/s or keep and race the horse.

In the event that a shareholder has made the decision to leave or sell his/her share, they must first offer the sale of that share/s within the syndicate.

Fees on early termination are payable up to and including the final date of the Shareholder's ownership.

H. The Manager's Responsibilities

a) The Manager is Group One Thoroughbreds. The Director of Group One Thoroughbreds is Jeremy Azzopardi. The Manager is responsible for all aspects of the management of the racing career of the Horse, the management of communications between the Manager and the stables and will make decisions on behalf of the Shareholders pertaining to the Horse on offer.

b) The Manager shall be the first registered Shareholder in the Racing Partnership. The Manager's duties include:

i. Liaising with the Trainer and keeping all Shareholders current with the progress of the Horse.

ii. Keeping a register noting the names and addresses of each Shareholder and the number of shares held by each, the date on which the Shareholder entered in the Register of Racehorses and the date on which any person ceased to be a Shareholder.

iii. Notifying the Principal Racing Authority and Registrar of Racehorses in writing of every change in a Shareholder of the Racing Partnership, every change in the percentage of a Shareholder's Share in the Racing Partnership and every change in a Shareholder's address within a period of FOURTEEN (14) days of the change.

iv. Complying punctually in all respects with the requirements of the Rules of Racing, local Rules of Racing, the Principal Racing Authorities, the Registrar of Racehorses, ASIC and the Corporations Act 2001 from time to time in relation to the Horse and the Racing Partnership.

v. Representing the Shareholders in any official barrier draws, trophy presentations and any promotions/media events regarding the Horse.

c) The Manager may at any time give the Shareholders not less than one months' notice in writing of his/her intention to retire as Manager and will cease to have any rights and obligations as Manager from the date of that notice.

I. Distribution from Sale or Stud and or Breeding

In the event that the Horse is sold, a 10% (plus gst) sale fee of the sale price is payable by the Shareholders to Group One Thoroughbreds. (Should a valuation be required to determine the sale price, this will be acquired at the Shareholder's expense, by a bloodstock valuer who is a member of the Federation of Bloodstock Agents (FBA). Should the Horse go to Stud and or Breeding, Group One

Thoroughbreds will be eligible to TWO (2) lifetime service rights per annum for the lifetime of the standing stallion and 5% (plus gst) of the sale price (only in the event of the horse being an entire and being retired to stud).

Irrespective of whether or not the Syndicate Manager, being Group One Thoroughbreds, is voted off as the syndicate manager of the Horse, Group One Thoroughbreds will have the right to negotiate stud and breeding of the said Horse of this Partnership Agreement.

End of the Horses career – Shareholders will vote to retire or sell the Horse. Group One Thoroughbreds has the discretion and first right of refusal to put together an offer to purchase the Horse from the Shareholders and/or give all Shareholders the opportunity to remain Shareholders in the partnership or sell or relinquish their shares.

J. Meetings/Decisions

i. In the event that the horse is a colt/entire and the horse needs to be gelded all shareholders must achieve a 51% majority vote (if the vote is tied, the Syndicate Manager has the casting vote) to keep the horse as an entire unless written expert advice is obtained by a veterinarian, trainer and the Syndicate Manager that the necessity of the horse requires to be gelded due to the well-being of the horse and safety of the track riders and training staff.

ii. The trainer, as stated in Section 2.3.1 of the Prospectus, is the first appointee by the Syndicate Manager. The Syndicate Manager will arrange for the trainer to train the horse and prepare the horse for training. The Syndicate Manager may at any time, remove the trainer and either engage the services of another appropriately licensed person to act in that capacity. The new trainer may be interstate and not within the same jurisdiction of the initial trainer. The Syndicate Manager will confer with all Shareholders with regards to a change of trainer before a decision is made.

iii. In the event that a Shareholder has made the decision to leave or sell his or her share, they must first offer the sale of that share/s within the syndicate. Under no circumstances is it the responsibility of Group One Thoroughbreds to sell the share/s on behalf of the shareholder. It is the full responsibility of the Shareholder to maintain their shareholding until such time that the share is either sold or relinquished. It is an ownership much like the purchase of a property or home and is for the term of the racing career of the horse.

iv. Group One Thoroughbreds can be removed or replaced as Manager of the Career of the Horse if a memorandum signed by the shareholders representing a majority interest in the Horse (that is, a vote by Shareholders with an interest of more than 50% in the Horse) votes for their removal. In the event where a Manager is removed or replaced, Group One Thoroughbreds will cease to provide the services referred to AR 63(2) of the Australian Rules of Racing. These services include:

- entering, nominating, accepting or scratching such Horse for any race;
- engage a jockey to ride such Horse for any race;

- receive any prize money or trophy won by such Horse; or
- act for and represent the joint Shareholders, lessees or Shareholders in relation to the Horse in all respects for the purpose of the Rules.

Group One Thoroughbreds will continue to act as Manager of the Syndicate to provide the remaining services expressed in Section H of the RPA. That is, the Manager is responsible for all aspects of the management of the racing Career of the Horse, preparation of the Syndicate's annual accounts for submission to the Lead Regulator, the management of communications between the Shareholders and the Stables, and the provision of all administrative services and trust accounts of the syndicate.

If Group One Thoroughbreds is removed as the Manager of the Horse, it does not give up its entitlements to the disclosed stud fee, breeding or sale fee as per Section I of the RPA.

Management of the Horse and the Syndicate will continue by Group One Thoroughbreds up until all shareholders have paid the termination fee in full. This early termination fee is enforced as a charge to compensate us for failure to satisfy the contract by the syndicate Shareholders.

We will not charge you an early termination fee if it is a result of a proven material breach pursuant to Section H of the RPA.

vi. A Shareholder or Shareholders who own not less than 30% of the Shares may either call a meeting of Shareholders or request the Syndicate Manager to call a meeting of Shareholders, upon giving at least 21 days written notice to the other Shareholders, the Syndicate Manager and the Racing Manager. In the event the Syndicate Manager receives such a request, the Syndicate Manager must within 14 days of receipt thereof, call a meeting of Shareholders, which must be held within 1 month of receipt of the request.

vii. A voting resolution binds all Shareholders, whether or not they participate. No objection may be made to any vote cast unless the objection is made at the time of convening. The decision of the Syndicate vote on any matter is final.

K. Prize-money Distribution

All prize-money won by the Horse will be deposited directly into the Shareholder's account by Stakes Payment. The Manager is not entitled to any of the prize money, breeders' bonus or incentive scheme payments.

In accordance with the Rules of Racing in Australia, prize-money is distributed to the Shareholders after remunerations are distributed to the trainer, jockey, welfare program and jockey insurance, and the withholding of any funds required to cover major race acceptances for which the Horse is eligible or nominated. The percentages are automatically determined by each state and may vary from State to State.

L. Trophies and Prize Distribution

In an event the Horse wins a trophy or an item that is not listed in the racebook with a dollar value, such as a saddle cloth or rug, the Manager will conduct a draw for all Shareholders to participate in. Once a Shareholder has won a particular item or trophy, they may not participate in the next draw until all Shareholders have had the opportunity to receive such an item or trophy.

M. Buy Now Pay Later (Interest Free Payment Plan)

Group One Thoroughbreds offers a Buy Now Pay Later (BNPL) interest free Payment Plan, which is similar to the likes of AfterPay. This incentive enables Shareholders to purchase shares in the horse on offer, over 4 repayments.

How it works:

1. A 25% deposit of the Share Price is payable upfront on sign up.
2. The balance of the Share Price to be paid over 3 equal monthly instalments commencing the following month after the initial 25% deposit is paid on sign up.
3. Interest Free Terms

Repayment Schedule:

1. If an owner purchases their share between the 1st and 15th of the month, their instalments will be due on the 15th of the following 2 months.
2. If an owner purchases their share between the 16th and the end of the month, their instalments will be due on the 30th of the following 2 months.

Default Schedule:

1. If a Shareholder defaults, they will be issued a Default Notice giving the Defaulting Shareholder 7 days to make payment.
2. If no payment is received, the Defaulting Shareholder will be sent a Final Notice – Share Repossession Pending, giving a further 7 days to pay.
3. If payment is still not received after the 7 days, a notice to repossess is issued to advise the Defaulting Shareholder that the share/s have been confiscated and sold by means of Public Offer to recover the balance outstanding for the share/s.



Partnership Agreement

2020 Bay filly by Smart Missile out of Think Aloud

Group One Thoroughbreds Pty Ltd AFS Rep No. 001273496 of AFSL 413585

APPLICATION FORM

Partnership Agreement

2020 Filly by Smart Missile out of Think Aloud

Complete in block letters & return entire Partnership Agreement. You are advised to keep a copy for your records

Surname: Dr/Mr/Ms/Mrs/Miss
(One name ONLY to be entered)

Given Names.....

Address

StatePostcode

Birth Date:Occupation

Telephone BusinessHome

MobileFax

Email

This share will/will not be held in a Syndicate name.

Syndicate Name:(only if you have a registered syndicate)

Horse Name Suggestion:

I hereby agree to become a Shareholder in the abovementioned Partnership on the basis that I will have share (s).

By signing this agreement, I agree and declare that:

1. I have read, understood and agree to be bound by the Partnership Agreement, Rules of Racing and the Product Disclosure Statement.
2. I am not under any disqualification or other disability under the Rules of Racing.
3. I am over the age of eighteen years.
4. I am not an undischarged bankrupt.
5. I agree for my contact details to be supplied to the other Shareholders in this Racing Partnership.
6. I acknowledge that I have had the opportunity to obtain independent legal and financial advice relative to my acquisition of shares in the Product Disclosure Statement.

I hereby give Jeremy Azzopardi the authority to sign the original official registration papers of this Horse for my share on my behalf. I also give authority for prize-money to be paid to a third party, that being:

..... Name of Shareholder

..... Signature of Shareholder

...../...../..... Date



**GROUP
ONE**
THOROUGHBREDS

www.grouponethoroughbreds.com.au

GROUP ONE THOROUGHBREDS
AFSL 001273496



"GIVING OWNERS THE EDGE"

DIRECT DEBIT REQUEST FORM

APPLICANT DETAILS

First name:

Last name:

Company Name (if applicable):

ABN:

Email:

D.O.B.:

Phone:

Address:

Suburb:

Country:

State:

Postcode:

PAYMENT METHOD

☐

Bank Transfer

☐

Credit Card (refer to second page)

BSB:

Account No.:

Account Holder Name:

I hereby register with Thoroughbred Payments (operated by ZenPay Pty Ltd ABN 056 881 942) and authorise Thoroughbred Payments (User ID 470911) or my merchant to process payments of recurring or varying amounts from my nominated card or bank account.

I confirm the information above is true and correct and that I have read, understood and agree to be bound by this Customer Registration Form (CRF) and Thoroughbred Payments' [Terms & Conditions](#) (TPTC).

I understand that this arrangement will remain in place until such time as it is cancelled by me, my merchant or Thoroughbred Payments, and all payment related queries or disputes will need to be resolved between me and my Merchant.

I also understand that transactions will appear on my card / bank statement as "THOROUGHbred PAYMENTS BALMAIN AU".

I hereby give permission to Group One Thoroughbreds Pty Ltd to complete the online form using the details provided on this form on my behalf.

Signature:





Credit / Debit Card

Please circle one:



VISA



Card Number:



Card Holder Name:

Expiration:

MM:

YY:

CVV:

[illegible]

Suffix

A	U	S
---	---	---

Foal Year of Birth

y	y	y	y
---	---	---	---

Part A Individual Owner (When completing this section you are required to provide ALL the information requested below)

Date of Birth / /

Mr Mrs Miss Ms Other

If other, please specify

Surname

Given Names

Part B Registered Syndicate (When completing this section you are required to provide ALL the information requested below)

Registered Syndicate Name	Syndicate Manager

☐ Tick this box if the syndicate has owned horses previously and you wish to add this horse to the syndicate.

Part C Company, Firm or Stud (When completing this section you are required to provide ALL the information requested below)

Company, Firm or Stud Name	Name of Representative

☐ Tick this box if the horse is to be leased or will not be racing.

Part D Contact Details (When completing this section you are required to provide ALL the information requested below.)

[illegible]

Daytime Phone				Mobile * Mobile or Email MUST be supplied.												Email			

Part E Bank Details (Only complete bank details if split payment is required.)

Bank Account Holder Name	BSB	Account Number
	0 1 2	

Part F Declare your GST Status

When do I supply an ABN?

- If you are registering a horse in the name of a Company, Firm or Stud, the Company, Firm or Stud must be registered as a syndicate with a Principal Racing Authority (PRA) or the horse must be leased to an eligible party for racing purposes. Only under these circumstances can an owner, provided their horse racing activities are conducted as an enterprise and the enterprise is registered for GST, quote the ABN of that enterprise.
- cannot be provided and you must declare yourself as a hobbyist. You can only quote an ABN if the ABN is for an enterprise that is racing horses as part of that enterprise.
- Individual members of a syndicate must not provide their own ABN. The syndicate must be registered for GST and provide an ABN.
 - If your ABN or GST status change, it is your responsibility to advise Racing Australia by completing the Change of GST Status form.

[illegible]

Part G Owner Declaration

By signing this application I agree and declare that:

- As a condition of the registration of this horse, I will refrain from taking any step or authorising any person to take any step which will interfere with the important role that RA, the principal racing authorities and the race clubs play in the administration of racing and in the provision of racing materials, including without limitation: (a) preventing or restricting any of these entities from using or publishing the name of this horse; (b) taking any step which will or may adversely affect or otherwise limit their administration, promotion and reporting of thoroughbred racing; (c) applying to register as a trade mark the name, image, jockey silks or any other indicia associated with this horse; or (d) asserting or bringing any claim of ownership of any intellectual property rights in the name, image, jockey silks or other indicia associated with this horse.
- As a condition of the registration of this horse (Rule AR 18A (1)), and in consideration for the registration of **this horse, I hereby agree that Racing Australia Limited (ACN 105 994 330) owns all rights, title or interest** (including but not limited to copyright, goodwill and reputation) in the name, image, jockey silks and any other indicia associated with the horse, whether existing before or after I sign this form.
 - If I own by force of law any right, title or interest (including but not limited to copyright) in the name, image, jockey silks and any other indicia associated with this horse, whether existing before or after I sign this form, I hereby and unconditionally assign all such intellectual property rights to Racing Australia Limited **(ACN 105 994 330) in consideration for the registration of this horse.**
 - In consideration for the assignment and undertakings in Rule AR 18A (1), Rule AR 18A (2) provides for Racing Australia grant to the owner(s) a non-exclusive, royalty-free and transferable licence to:
 - Use the name, image, jockey silks and other indicia associated with the horse the subject of this form where Racing Australia owns the intellectual property in such indicia for any purpose related to racing, training, promoting and otherwise dealing with the horse, including merchandising; and
 - Sub-license the same to any other person.
 - As a condition of the registration of this horse, I will comply with and be bound by the Australian Rules of Racing and the Local Rules, Regulations, By-Laws and Conditions of the Principal Racing Authority in whose State or Territory I reside or in which the horse shall race.
 - The names on this form fully disclose the true, complete and accurate ownership of the horse.

- I am over the age of 18 years at the time of signing this application.
- I have read and understood the sections on pages 1 & 2 entitled 'Fitness and Propriety of Applicants', 'Privacy and Personal Information', 'GST Declaration', 'Appointment of Manager' and 'Assignment and Licence'.
- Before signing a Transfer of Ownership or Change of Share % form on behalf of any remaining owners, I will notify all such owners of the changes to the ownership composition and structure.
- I consent to any future changes to the ownership composition and structure, provided there are no changes to the share percentage of each remaining owner.
- If there is a change to the ownership composition and structure, but I am a remaining owner and there is no change to my share percentage, I authorise the owner who is the manager at that time (if it is not me) to sign any Transfer of Ownership and Change of Share % forms on my behalf.
- RA, or any Principal Racing Authority to the maximum extent permitted by law, is not liable to make any payment for any claim, loss or liability that may arise from the manager (whether me or a future manager) signing on behalf of another person.
- I indemnify RA, or any Principal Racing Authority, against any claim, loss, damage, liability, cost or expense that arises from me signing a Transfer of Ownership or Change of Share % form on behalf of another person.

Signature	Share
	%
	Date
	<div> <div> <div>u</div> <div>d</div> </div> <div>/</div> <div> <div>m</div> <div>m</div> </div> <div>/</div> <div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div> </div>

Second (2nd) Syndicate Member (if applicable):

The name of the Syndicate, for racing purposes, will be known as:

Syndicate Name:	
------------------------	--

Personal Information:

Title:	First Name:	Surname:	Date of Birth:
Address:			State:
			Post Code:
Phone No (Business Hours):		Mobile No (if differs to phone no. for business hours):	
Email Address:			
Individual Share Percentage (%) held by you within this Syndicate (For example, you individually hold a 10% share within this Syndicate):			%

PERSONAL INFORMATION: To assist in making ownership determinations, the Registrar must assess the fitness and propriety of each applicant. This assessment requires the collection of sensitive information. In order to protect each individual's privacy certain necessary information has not been requested on the application form, however, all applicants must read the following questions: 1. In the past 10 years, have you been convicted of, or is there a pending charge against you, for any offence involving (a) Violence against a person; or (b) Dishonest or criminal activity? 2. Have you ever been convicted under the Australian Rules of Racing or rules of any racing authority? If any applicant should answer "yes" to any of these questions, the applicant must notify the Registrar in writing prior to the lodgement of the application. Such notification must include full details of the conduct in question. The Registrar will advise in writing within seven days of having received such notification. That advice should be retained by the applicant as evidence that the appropriate notification has been made. You are advised that should it be established that an individual has neglected or failed to truthfully respond to questions 1(a), 1(b), or 2, this application and any other application concerning the individual may be refused or cancelled at any time. If the notification has previously been advised to the Registrar, there is no need to do so again. The Committee of any Club or the Stewards may punish any person who makes any false or misleading statement or declaration in respect of any matter in connection with the administration or control of racing under AR175(gg). Inaccuracies or omissions may also lead to penalties and refusal or cancellation of the Registration of this horse (AR17)

PRIVACY: The Registrar of Racehorses collects information about you when you submit this application to register a racehorse. The Registrar will use that information to assess your application and if approved, your ongoing status as an owner. To do that, the Registrar may disclose your information to other racing bodies. On occasion, the Registrar may disclose names and contact details to racing organizations including race clubs and owners or breeders associations. However, this information will only be disclosed when the Registrar is of the opinion that such communication may be of interest or benefit to you. If you do want to receive such communication, you may advise the Registrar of that fact at any time. You can gain access to and request changes be made to your information held by the Registrar at any time. You do not have to supply the information requested, but if the information is not provided the Registrar may refuse to accept your application.

Signature:



By signing above, you are acknowledging that you have read and understood the Rules of Racing relating to owners, the Personal Information statement above, the Privacy Statement above, and the Standard Syndicate Agreement displayed on page 6 of this application form. An updated copy of the Rules of Racing can be located within the Racing Victoria Website – www.rv.racing.com

Please note: this 'Register a Syndicate' form must be submitted to Racing Victoria in its entirety. Failure to lodge the complete form will result in the deferment of this application to register a syndicate. In this instance, the application form will be returned to the Manager for completion.