

ISSUER REGISTRATION STATEMENT
Section 97(2)(3)(4) of the Securities Act 2001

REGISTRATION STATEMENT RS-1

Select One: Notice of Sale of Securities Initial Registration Annual Registration

FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation: **BARBADOS**

Street and postal address of registered office:

HEAD OFFICE, P.O. BOX 503
WARRENS, ST. MICHAEL, BARBADOS

Company telephone number: (246)367-2500

Fax number: (246)424-8977

Email address: www.firstcaribbeanbank.com

Financial year-end: **OCTOBER 31, 2007**

(month)

(day)

Contact person(s): **MICHAEL MANSOOR, CHAIRMAN**

ELLA HOYOS, CORPORATE SECRETARY

Telephone number (if different from above): **(246)367-2206**

Fax number: **(246)421-9514**

Email address: ella.hoyos@firstcaribbeanbank.com

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last financial year.
- Other (Specify): _____

(Check at least one, as appropriate)

Has the company applied for listing on the Eastern Caribbean Securities Exchange Yes No

Date of Issue of this Registration Statement: **MARCH 19, 2008**

THIS DISCLOSURE DOCUMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE DOCUMENT, OR THE PROSPECTUS PUBLISHED IN RESPECT OF THIS ISSUE. INVESTMENT IN BUSINESSES INVOLVES A CERTAIN DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of _____ pages.

**PART III
DESCRIPTION OF SECURITIES**

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT
COMMON SHARES – VOTING	UNLIMITED

b) Issued

TYPE/CLASS	AMOUNT
COMMON	1,525,176,762

2. The securities offered hereby are:

NUMBER	TYPE
[X]	Common Stock
[]	Preferred or Preference Stock
[]	Notes, Bonds or Debentures
[]	Other

3. These securities have:

- | Yes | No | |
|--------------------------|-------------------------------------|------------------------------------------------------------|
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Cumulative voting rights |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Other special voting rights |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Pre-emptive rights to purchase in new issues of securities |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference as to dividends or interest |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Preference upon liquidation |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> | Other special rights or preferences (specify): |

Explain:

4. Are the securities convertible? Yes No

If so, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

5. Provide details of any bonus securities or stock dividends in the last two years

Last dividends paid:

(1) **Interim dividend - July 20, 2007 – BBD\$0.06 cents**

(2) **Final dividend - January 15, 2008 – BBD\$0.065 cents**

**PART IV
USE OF PROCEEDS**

1. The following table sets forth the use of the proceeds from this offering:

	If Minimum		If Maximum	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
	\$ _____	100%	\$ _____	100%
Total Proceeds				
Less: Offering Expenses				
Commissions and Finders Fees	_____	_____	_____	_____
Legal & Accounting	_____	_____	_____	_____
Copying & Advertising	_____	_____	_____	_____
Other (Specify):	_____	_____	_____	_____
Net Proceeds from Offering	_____	_____	_____	_____
Use of Net Proceeds	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
Total Use of Net Proceeds	_____	<u>100%</u>	_____	<u>100%</u>

2. (a) If funds from sources other than this offering are to be used in conjunction with the proceeds from this offering, state the amounts and sources of such other funds, and whether the funds are firm or contingent. If contingent, explain.

N/A

- (b) If any material part of the proceeds is to be used to discharge indebtedness, describe the terms of such indebtedness, including interest rates. If the indebtedness to be discharged was incurred within the current or previous financial year, describe the use of the proceeds of such indebtedness.

N/A

- (c) If any material amount of the proceeds is to be used to acquire assets, other than in the ordinary course of business, briefly describe and state the cost of the assets and other material terms of the acquisitions. If the assets are to be acquired from senior officers, directors, employees or principal

stockholders of the company or their associates, give the names of the persons from whom the assets are to be acquired and set forth the cost to the company, the method followed in determining the cost, and any profit to such persons. **N/A**

- (d) If any amount of the proceeds is to be used to reimburse any senior officer, director, employee or stockholder for services already rendered, assets previously transferred, or monies loaned or advanced, or otherwise, provide the name(s) of employee(s) and stockholder(s) and the terms of the transaction. **N/A**

**PART V
PLAN OF DISTRIBUTION**

1. Applications will be accepted for a minimum of _____ securities and thereafter in multiples of **N/A**

2. If Applications for securities exceed the number being offered, indicate how the allocations will be made: **N/A**

3. If application is not accepted or is accepted for a smaller number of securities than applied for, will the balance of the application money be returned with/without interest to the applicant. **N/A**

4. The underwriter(s) or selling agent(s) (that is, the persons selling the securities as agent for the company for a commission or other compensation) in this offering are: **N/A**

Name: _____	Name: _____
Address: _____	Address: _____
Telephone No.() _____	Telephone No.() _____
Fax No () _____	Fax No:() _____
Email Address: _____	Email Address _____

5. Underwriting Details (Commissions, Over-allotment Options, Responsibility for Unsold Securities, Services Provided, etc) **N/A**

6. If this offering is not being made through selling agents, the names of persons at the company through which this offering is being made: **N/A**

Name: _____	Name: _____
Address: _____	Address: _____
Telephone No.() _____	Telephone No.() _____
Fax No () _____	Fax No:() _____

7. (a) If this offering is limited to a special group, such as employees of the company, describe the limitations and any restrictions on resale that apply:

N/A

- (b) Will the securities offered be held in physical form or in a book-entry dematerialised form.

N/A

- (c) Will the securities (if held in physical form) or the electronic record (if held as a book entry position in dematerialised format) bear a legend notifying holders of restrictions identified in Part V (7)(a)?

Yes No

N/A

- (d) Explain the nature of any resale restrictions on outstanding securities, and when those restrictions will terminate, if this can be determined:

N/A

PART VII
THE COMPANY

1. (a) Provide brief history of the company since its inception to the present time.

FirstCaribbean International Bank Limited and its subsidiaries (“the Group”) are registered under the relevant financial and corporate legislations of 16 countries in the Caribbean to carry on banking and other related activities. The registered office of the Company is located at Warrens, St. Michael in Barbados. At October 31, 2004 the Group had 3,391 employees (2003 – 3219).

The Company, which was formerly named CIBC West Indies Holdings Limited (“CIBC West Indies”) and controlled by Canadian Imperial Bank of Commerce (“CIBC”), changed its name to FirstCaribbean International Bank Limited on October 11, 2002, following the combination of the retail, corporate and offshore banking operations of Barclays Bank PLC in the Caribbean and the Bahamas (“Barclays”) and CIBC West Indies.

Under the combination, CIBC West Indies became the legal parent company with Barclays transferring its operations to subsidiaries of CIBC West Indies in exchange, ultimately, for common shares and newly created classes of non-voting and preference shares of CIBC West Indies. Barclays was identified as the acquirer as the fair value of its business prior to the combination was significantly greater than the fair value of CIBC West Indies’ business and as a result Barclays had the greater economic interest. This situation is described by International Financial Reporting Standards as a reverse acquisition.

- (b) Provide a description of the developments in the company’s main line of business including accomplishments and future plans.

FirstCaribbean is primarily engaged in the provision of financial services across the Caribbean region, with 17 subsidiaries in 16 countries. Directly and through its subsidiaries, FirstCaribbean engages in a broad range of banking activities including retail banking, corporate banking and international banking in addition to accessing national and international capital markets.

FirstCaribbean is listed on the Stock Exchanges of Barbados, Jamaica, the Eastern Caribbean and Trinidad & Tobago.

Describe in detail what business the company does and proposes to do, including what products or goods are or will be produced or services that are or will be rendered.

- Leverage our current market position utilising our healthy asset base.
- Further develop existing lines of business in keeping with strategic initiatives, including internet and telephone banking and electronic payments systems

- (c) Describe how these products or services are to be produced or rendered and how and when the company intends to carry out its activities. If the company plans to offer a new product(s), state the present stage of development, including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product would require a material amount of the resources of the company, and the estimated amount.

Products and Services include: *Retail Banking:* Mortgage Finance; Consumer Finance; Credit Cards; Asset Management; Premier; Insurance

***Corporate Banking:* Corporate Lending Products; Small Business; Business Overdraft;**

***International Banking:* International Mortgages; Mutual Funds; Index-Linked Accounts**

***Capital Markets:* Debt Underwriting; Equity Underwriting; Syndicated Loans; Structured Finance Solutions; Securitization**

The product development process involves: Opportunity Assessment; Design; Development; Operation; Implementation

New Products: E-Payments – wire transfers through internet banking – No new resources required – 100% development; Co-Branded Cards – No new resources required – 95% development; Enhanced International Mortgage – No new resources required – tabled for next fiscal; Insurance/Travel/Mortgage – No new resources required – 95% developed

Some of the above products have been rolled out and others are in development and will continue into our 2007 fiscal.

- (d) Describe specifically the marketing strategies the company is employing or will employ in penetrating its market or in developing a new market. Indicate how and by whom, its product or services are or will be marketed (such as advertising, personal contact by sales representative, etc.), how its marketing structure operates or will operate and the basis of its marketing approach including any marketing studies.

Marketing Strategies: *Retail:* Product Enhancement; Expanding Distribution Channels; Staff Referrals; Direct Communication with professional groups; Partnering Strategies *Corporate:* Relationship Marketing – increased focus on relationship management; Penetration of existing customer base – greater share of their wallet
International Banking:

Market Development – Wealth Management focus – new direction;
Capital Markets: Market Development; General – Optimize media spend; use of innovative and cost-effective media; restructuring of marketing department along business lines to bring required focus

Products will be marketed as follows; a combination of themed advertising campaigns; including direct mail and web advertising, public relations and personal selling by line of business sales staff. This advertising will be supported by an intense re-launch of the brand.

Marketing structure – Organisational Chart – Description of the roles within the department.

Marketing Approach: A combination of the use of the C-Voice results, in country feedback; business analysis; market share statistics.

- (f) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the company owns, indicating also what properties it leases and a summary of the terms under those leases, including the amount of payments, expiration dates and the terms of any renewal options. Indicate what properties the company intends to acquire in the immediate future, the cost of such acquisitions and the sources of financing it expects to use in obtaining these properties, whether by purchase, lease or otherwise.

The Company under two wholly owned subsidiaries hold various fee simple and leaseholding estates over property utilized for Head Office, business offices, commercial branches, Corporate, International and Capital Markets offices. Last valuation is US\$153,441,000.

- (g) Description of the industry in which the company sells its products or services. (Where applicable, include any recognised trends within that

industry. Describe that part of the industry and the territory in which the business competes).

The Financial Services Industry which are regulated by Central Banks in the territories in which we operate.

- (h) Indicate current and future forms of competition, (whether by price, service or otherwise). Name the company's main actual and/or potential competitors. Indicate the relative size, financial and market strengths of the company's competitors and/or its anticipated competitors. State bases on which the company can effectively compete with these and other companies within the industry.

Competition usually occurs via price, product, services from other financial institutions. Competitors within the region include Scotia Bank, Royal Bank of Canada, Republic Bank, RBTT and Butterfield Bank.

- (i) Indicate the extent to which the company's operations have depended or are expected to depend upon patents, copyrights, trade secrets, know-how or other proprietary information. Describe the steps taken to secure and protect the company's intellectual property. (Include use of confidentiality agreements, covenants-not-to-compete and the like).

Registration of the Company's logo, trademark and trade name trademarks under which its banking operations are branded is in process. Licensing of these trademarks for cobranded purposes is foreseeable

- (j) State whether the company's business, products or properties have been subject to material regulation (including environmental regulation). Indicate the nature and extent of regulation and its effect or potential effects upon the company and its operations.

The Company is a licensed Commercial Bank regulated by the Central Bank of Barbados, under Part C of the Financial Institutions Act 1996-16 of the Laws of Barbados. Barbados is subject to Exchange Control, Value Added Tax on the supply of goods and services and the usual Consumer Protection legislation.

- (k) State names of the company's subsidiaries. Outline their business purposes. Give names of primary owners. (Indicate whether this information is included in the Financial Statements attached hereto).

FirstCaribbean International Bank (Barbados) Limited - Commercial Bank

FirstCaribbean International Bank (Bahamas) Limited – Commercial Bank

FirstCaribbean International Bank (Jamaica) Limited – Commercial Bank

FirstCaribbean International Trust And Merchant Bank (Barbados) Limited – Trust Company, Mortgages & Insurance Brokerage, Capital Markets

FirstCaribbean International Wealth Management Bank (Barbados) Limited – International Business

FirstCaribbean International Bank (Cayman) Limited – Commercial Bank

FirstCaribbean International Bank (Trinidad and Tobago) Limited – Finance Co., Merchant Bank, Mortgage Institution & Trust Co.

FirstCaribbean International Finance Corporation (Cayman) Limited – Mortgage Business

FirstCaribbean International Finance Corporation (Netherlands Antilles) – Mortgage Business

FirstCaribbean International Finance Corporation (Leeward & Windward) Limited – Mortgage Business

FirstCaribbean International (Cayman) Nominees Company Limited – Trustee Business

FirstCaribbean International Land Holdings (Barbados) Limited – Real Estate

FirstCaribbean International Securities Limited – Securities Co.

FirstCaribbean International Building Society – Mortgage Business

FirstCaribbean International Finance Corporation (Bahamas) Limited – Mortgage Business

FirstCaribbean International Nominees (Bahamas) Limited – Trustee

FirstCaribbean International Land Holdings (TCI) Limited – Real Estate

FirstCaribbean International Bank (Curacao) N.V. – Commercial Bank

FirstCaribbean International Wealth Management (Curacao) N.V. – Wealth business

FirstCaribbean Asset management (N. A.) N.V. – Asset Management

- (1) State whether the company is a subsidiary. If so, describe the business of the parent company. Indicate what percentage of the company is owned by the parent.

The Company is a subsidiary of CIBC Investments (Cayman) Limited which owns 91.49% of the common shares of FirstCaribbean, with the remaining 8.51% owned by minority shareholders, most of them based locally in the Caribbean.

(m) Summarise the material events in the development of the company including any material acquisitions or mergers during the past five years.

- 1. We acquired ABN Amro International Wealth Business in Curacao in January, 2006**
- 2. Barclays disposed of its shareholding in the company December 22, 2006**
- 3. CIBC Investments (Cayman) Limited launched a Take Over Bid for the company on December 22, 2006 and acquired 91.49% of the company**
- 4. In 2007 we won seven (7) major “Best Bank” Awards. For the fourth year running, we were recognised by Global Finance Magazine as the Best Bank in Barbados, while we copped the award for the first time in Jamaica. Euromoney Magazine also singled out our operations in the Bahamas and Jamaica with an Award of Excellence. The Banker Magazine continued to acknowledge our achievements with another Best Bank award.**

2. List in order of importance the factors, which are the most substantial risks to an investor (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or will not provide an adequate return).

(1) Credit Risk

(2) Operational or process-failure risk

(3) Failure to satisfy the requirements of external auditors

(4) Failure to comply with Central Bank and legal regulations

(5) Failure to file accurate and timely financial statements

(6) Failure to optimise returns on assets

(7) **Failure to comply with external control processes**

(8) **Inconsistencies in application of risk and control processes across all FirstCaribbean International Bank Limited businesses**
(a) **Liquidity, foreign exchanges or interest rate risk.**

Attach Additional Sheets if needed

3. Indicate whether the company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the company to make payments.

The Company does not have or anticipates having any cash flow or liquidity problems within the next 12 months, nor is the Company in default or breach of any other indebtedness.

4. Indicate whether proceeds from this offering will satisfy the company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

N/A

**PART VIII
CAPITALIZATION**

5. Indicate the capitalisation of the company as of the most recent balance sheet date (adjusted to reflect any subsequent stock splits, stock dividends, recapitalisations or refinancings) and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds therefrom:

	Amount Outstanding	As Adjusted N/A	
	As of:		
	<u>31/10 /07 (date)</u>	<u>Minimum</u>	<u>Maximum</u>
Debt:			
Short-term debt (average interest rate _____%)	\$ _____ - _____	\$ _____	\$ _____
Long-term debt (average interest rate _____%)	\$ _____ - _____	\$ _____	\$ _____
Total debt	\$ _____ - _____	\$ _____	\$ _____
Stockholders equity (deficit):			
Preferred stock - par or stated value (by class of preferred in order of preferences)			
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
Common stock--par or stated value	\$1,115,931	\$ _____	\$ _____
Additional paid in capital	\$(300,248)	\$ _____	\$ _____
Retained earnings (deficit)	\$520,310	\$ _____	\$ _____
Total stockholders equity (deficit)	\$1,335,993	\$ _____	\$ _____
Total Capitalisation	\$1,335,993	\$ _____	\$ _____

6. Capital Commitments and Contingent Liabilities

a	Unfunded Pension Liabilities	N/A
b	Letters of Credit	86,562
c	Performance bonds	-
d	Guarantees and Warranties	143,521
e	Undrawn commitments	869,375
f	Letters of Comfort	-
g	Capital Commitment	-
h	Others	-
		=====
		1,099,458
		=====

PART IX

DIVIDEND POLICY

7. If the company has within the last five years paid dividends, provide the following:

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE

The Company since its existence has been paying dividends in keeping with the dividend policy.

8. Outline any projections or plans for payment of dividends over the next two years?

Dividend Policy

That the Bank pays dividends in the range of 45 – 55% of Net Income after Tax attributable to Common Shareholders as a dividend. The dividend is paid via an interim and final dividend payable as is custom after the second and fourth quarters.

Depending upon the sustainability of earnings and market conditions, the Board may decide to deviate from this percentage in order to ensure a stable dividend. In a period of exceptional but not sustainable earnings, the Board may decide to pay an “extra dividend” over and above the dividend dictated by long-term policy.

PART X

OFFICERS AND KEY PERSONNEL OF THE COMPANY

1. EXECUTIVE OFFICERS

Position: CHIEF EXECUTIVE
OFFICER

Name: CHARLES S. PINK

Age: 43

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246)367-2536

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

9/00 – Integration Director – Woolwich Integration Programme – Barclays Bank PLC –
all aspects of Integration.

1/99 –8/00 – Managing Director – Global Transaction and Treasury Solutions – Barclays Bank PLC – responsible for global product management

1/98 –1/99 - Programme Director – Corporate Banking Euro Programme, London – Barclays Bank PLC , 40 people direct, 330 indirect. Programme spend 70M pounds

10/96 – 1/98 – Corporate Sales Director, Luton – Barclays Bank PLC, Implemented new sales structure for mid corporate sales across Beds, Herts and then led two sales teams – 50 people, Revenues 20M pounds per annum.

10/95- 10/96 – Area Director, Luton – Barclays Bank PLC, responsible for 7 branches in Beds. Incorporating Personal, Premier, Small Business, Corporate and Operations units – 230 people, PBT 14M pounds per annum

Education (degrees or other academic qualifications, schools attended, and dates):

BA Hons. In Economics (Double First)
FCIB (Top 25)
MBA (with distinction, top 5)

Cambridge University
Chartered Institute of Bankers
INSEAD, France

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

Position CHAIRMAN

Name: MICHAEL K. MANSOOR

Age: 58

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246) 367-2501

List jobs held during the last five years. Give brief description of responsibilities. Include names of employers.

July 98 – 2001 – President & CEO, CIBC West Indies Holdings Limited

August '96 – July '98 Chairman Insurance Financial & Other Services Sector, ANSA McAl Limited – responsible to Parent Board for operations and performance of a General Insurance Co., (Tatil) a Life Insurance Co. (Tatil Life), a Finance Company (ANSA Finance Ltd.), a Media Company (Trinidad Pub. Co. Ltd.)

May '93 – July'96 Group Managing Director, ANSA McAl Limited

July '90 – May '93 Group Finance Director, ANSA McAl Limited

1978 – 1990 – Audit Partner – Ernst & Young (Trinidad and Tobago)

Education (degrees or other academic qualifications, schools attended, and dates):

1966 Open Island Scholarship, Languages, St. Mary's College, Trinidad and Tobago,

1972 Chartered Accountant, Institute of Chartered Accountants of Ontario

1973 MBA, University of Western Ontario – Dean’s Honour List

Also a Director of the company Yes No

If retained on a part time basis indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

Position: EXECUTIVE DIRECTOR –
CORPORATE BANKING

Name: HORACE COBHAM

Age: 50

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246) 367-2508

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

1998 – Present – Vice President – Commercial Clients & Corporate Affairs – CIBC

Caribbean Limited – lead the bank’s corporate business development activities

1997 – 1998 – General Manager, Corporate Trade & Finance CIBC Caribbean Limited - set up Corporate and Trade Finance group to establish a capability in the regional Capital Markets.

1994 – 1997 - Director Global Structured Trade & Finance Group, New York – responsible for the risk management of the group’s global business in London, Singapore, Hong Kong, Taiwan, Los Angeles, Chicago, New York and Toronto, Marketing the group’s financing services in Brazil and the Caribbean

Education (degrees or other academic qualifications, schools attended, and dates):

1977 – 1881 BSc. – Accounting, University of the West Indies - Barbados

1994-1995 MBA – Finance & Investments, Bernard Baruch College – New York

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters: _____

Use Additional Sheets if Necessary

Position EXECUTIVE DIRECTOR,
INTERNAL AUDIT

Name: JAI SOMARATNE

Age: 39

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED
HEAD OFFICE, WARRENS
ST. MICHAEL, BARBADOS

Telephone No.: (246) 367-2507

List jobs held during the last five years. Give brief description of responsibilities. Include names of employers.

December 2005 – Current – Executive Director, Internal Audit, Undertaking a 3 year assignment as Chief Auditor for the FirstCaribbean Group – FirstCaribbean International Bank Limited

November 2003 – 2005 – Head of Audit, UK Retail Banking, Group Internal Audit – Promoted following the Barclays Group restructure and given accountability for establishing an outsourcing audit capability to provide assurance across Barclays third parties - Barclays Bank Plc

September 2002 – October 2003 – Senior Relationship Executive, Personal Financial Services, Group Internal Audit, Executive responsibility for audit assurance to Personal Financial Services (PFS), including Barclays and Woolwich branch networks, electronic banking, telephony call centres and the ATM estate – Barclays Bank PLC

July 2000 – September 2002 – Audit Service Executive, Retail Banking – Promoted into this role after the RBS/NW takeover and have executive level responsibility for all audit assurance and consulting services to the Retail Bank of RBS group, including both NW and RBS brands.

Education (degrees or other academic qualifications, schools attended, and dates):

1986 – 1989 Warwick University - BSc (Hons) Physics & Electronics (with business studies) – Upper 2:2

1979 –1986 King Edwards Grammar School – B’ham 10 O’Levvels; 4 ‘A’ Levels (Maths, Physics, Chemistry, G. Studies)

1992 Chartered Institute of Management Accountants, ACMA (First Time Passes: All ‘A’ grades in the finals)

1999 Institute of Internal Auditors, MIIA (Affiliate Membership)

Also a Director of the company Yes No

If retained on a part time basis indicate amount of time to be spent dealing with company matters: N/A

Use additional sheets if necessary.

Position: EXECUTIVE DIRECTOR –
GLOBAL TRADES MANAGEMENT AND
CIO

Name: JOSEPH BARRETTO

Age: 53

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246) 367-2535

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

July 28, 1975 - Canadian Imperial Bank of Commerce, Canada – Vice President,
Commercial and Specialty Business; Senior Director, Project Execution, Wealth

Management and Specialty Business; Director Client Services; Director, Project Management; Director Production Services; Senior Manager Business Planning; superintendent, Senior Systems Manager, Manager, Computer_Operations, Network Operations, Technical support; Manager User support, Operations shift manager, Co-ordinator Network support, Lead Operator, Senior Operator

Education (degrees or other academic qualifications, schools attended, and dates):

Diversity of Languages, Tools, Platform, Architecture and Business Applications supported: IBM Mainframe (Cobol, CICS, IMS, Online transaction processing, Batch, Easytrieve, SAS, NDN, FTP, AQL

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters: _____

Use Additional Sheets if Necessary

Position: EXECUTIVE DIRECTOR AND
MANAGING DIRECTOR - BAHAMAS

Name: SHARON BROWN

Age: 52

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK (BAHAMAS) LIMITED
2ND FLOOR, SHIRLEY STREET
NASSAU, BAHAMAS

Telephone No.: (242)325-7384

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

September 2001 Regional Corporate Director & Senior Bahamas Executive, Bahamas

Directors Office Barclays Bank Plc

January 1999 – Bahamas Director – Barclays Bank PLC

January 1998 Deputy Bahamas Director & Corporate Director – Barclays Bank PLC

March 1994 – Senior Corporate Manager – Corporate Division – Barclays Bank PLC

Education (degrees or other academic qualifications, schools attended, and dates):

May 1979 - Masters in Business Administration – University of Miami

April 1979 – Elected to Beta Gamma Sigma Honour Society, University of Miami Chapter

May 1975 – Bachelor of Science Degree, Cum Laude – Boston University – School of Management

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters: _____

Use Additional Sheets if Necessary

Position: EXECUTIVE DIRECTOR AND
MANAGING DIRECTOR - JAMAICA

Name: MILTON BRADY

Age: 52

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK (JAMAICA LIMITED)
23 – 27 KNUTSFORD BOULEVARD
KINGSTON 5, JAMAICA

Telephone No.: (876)935-4912

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

May 2004 – December 2004 Group Chief Credit & Risk Officer – National Commercial Bank, Jamaica, responsibilities: manage credit, market operational and compliance risks

April 1997 – December 2001 – President and General Manager – Skandinaviska Enskilda Banken Corporation, New York. Responsibilities: manage the operations of the Corporation and the New York branch of the bank.

January 1991 – March 1997 – Director & Global Head of Credit – SEB Merchant Banken, Sweden responsibilities: managed the global credit organization of the bank

Education (degrees or other academic qualifications, schools attended, and dates):

2003 - MBA - Management, Pace University
1985 – BBA – Finance, Pace University

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use Additional Sheets if Necessary

Position: EXECUTIVE DIRECTOR AND
CHIEF FINANCIAL OFFICER

Name: GERARD BORELY

Age: 34

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED
HEAD OFFICE, WARRENS
ST. MICHAEL, BARBADOS

Telephone No.: (246)367-2533

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

2002 – Present – Financial Controller with responsibility for all statutory/financial, regulatory and management reporting within the Group's territories and twenty-three legal entities – FirstCaribbean International Bank

1999 – 2002 General Manager Finance, with responsibilities for leading the operational and tactical functions of the finance department. All areas of finance reported directly to me, including planning – CIBC West Indies Holdings Limited

Education (degrees or other academic qualifications, schools attended, and dates):

2005 – Advanced Management Program – Harvard Business School

1990 – 1994 Association of Certified Chartered Accountants (United Kingdom)

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters: _____

Use Additional Sheets if Necessary

Position: CHIEF OPERATING OFFICER

Name: JUAN MANUEL CORRAL

Age: 48

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246)367-2511

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

Nov. '99 – Present – Chief Administrative Officer – CITIBANK Global Retirement Emerging Markets

Nov. '96 – October '99 – Division Financial Controller – CITIBANK Latin America South Div.

March 96 – October '96 – Emerging Markets Staff – CITIBANK Emerging Markets Financial Control

June '95 – March '96 – Financial Control Staff – CITIBANK Latin America, Global Finance

October '93 – May '95 – Chief of Staff – CITIBANK Argentina, Global Finance

Education (degrees or other academic qualifications, schools attended, and dates):

1983 – Master in Business Administration (Major in Finance) – United States International University., San Diego Ca.

1976 – Certified Public Accountant (Major in Costs and Finance) – University of Belgrano, Buenos Aires, Argentina

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters: _____

Position: EXECUTIVE DIRECTOR,
INTERNATIONAL BANKING

Name: JAN ARNE FARSTAD

Age: 55

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246)367-2538

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

2002 – Managing Director UBS Wealth Management – Zurich/London – as Global Head Corporate Advisory Group, he established a corporate finance team of 40+ investment bankers located in Frankfurt, London, Madrid, Milan, Paris.

1999- 2002 – Executive Director – UBS Wealth Management –

1995 – 1999 – President & CEO, Head of North America, ABSA Group – ABSA Securities Inc. – recruited key professionals and built a new management team

1994 – 1995 – General Manager, ABGA Group – ABSA Securities Inc. – developed and implemented strategy for ABSA’s entry into the US Acquired Saicor Securities, Inc.

Education (degrees or other academic qualifications, schools attended, and dates):

1976 – MBA in Finance and Business Administration – University of California – Berkeley, CA

1974 – BS in Economics and Business Administration – Jacksonville State University, Jacksonville

1971 – Studies in economics, law and business (NHH) – Norwegian School of Economics and Business, Bergen

1972/1974 – Fulbright Scholar

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters: _____

Position: EXECUTIVE DIRECTOR,
CAPITAL MARKETS

Name: LLOYD LINDSAY SAMAROO

Age: 58

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANKING AND FINANCIAL CORPORATION LIMITED

12 VICTORIA AVENUE

PORT OF SPAIN, TRINIDAD

Telephone No.: (868)625-8535

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

Feb. 1998 – 2004 – Executive Director/CEO, The Mercantile Banking & Financial Corporation Ltd., Port of Spain, Trinidad

Dec. 1994 – April 1997 – Executive Director, Republic Bank Limited – Responsibilities included; Group Risk Management, Group Finance & Planning, Group Treasury, Corporate Finance and Merchant Banking (“Fincor”)

Feb. 1991 to Dec 1994 – Chief Executive Officer of Republic Finance and Merchant Bank Limited – responsibilities included; transforming Fincor from a mortgage finance company (Barfincor) into a fully fledged and dynamic merchant banking institution

Education (degrees or other academic qualifications, schools attended, and dates):

September 1993 – Advanced Management Programme – Harvard Business School,
Boston, USA

June 1977 – Intermediate LL.B (University of London)

March 1973 – Associate of Institute of Chartered Secretaries & Administrators, U.K.

April 1967 – Associate of the Chartered Institute of Bankers, U.K.

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Name: PRADIP CHHADVA

Position: EXECUTIVE DIRECTOR AND
GROUP TREASURER

Age: 52

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED
HEAD OFFICE, WARRENS
ST. MICHAEL, BARBADOS

Telephone No.: (246) 367-2528

List jobs held during the past five years. Give brief description of responsibilities. Include names of employers.

Since 1996 – Citigroup, Miami

Education (degrees or other academic qualifications, schools attended, and dates):

1981 - MBA

Also a Director of the company Yes No

If retained on a part time basis indicate amount of time to be spent dealing with company matters:

Name: MARTIN GRIFFITHS

Position: CHIEF CREDIT RISK OFFICER

Age: 43

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246) 367-2346

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

2004 – 2005 - Credit Director – FirstCaribbean International Bank

2001 – 2004 – Credit Director – Barclays Bank PLC, London

Education (degrees or other academic qualifications, schools attended, and dates):

1988 – ACIB, UK Bankers Association

1985 – BA (Hons) Birmingham University

Also a Director of the company Yes No

If retained on a part time basis indicate amount of time to be spent dealing with company matters:

Name: PETER H. HALL

Position: EXECUTIVE DIRECTOR AND
CHIEF ADMINISTRATION OFFICER

Age: 50

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED

HEAD OFFICE, WARRENS

ST. MICHAEL, BARBADOS

Telephone No.: (246) 367-2532

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Telephone No.: (246) 367-2206

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

1996 - 2004 Attorney –at-Law – Chancery Chambers/DGM Trust Corporation, Barbados

International Business Law, Corporate Law, Technology and E-Commerce, Financial Service Law, Insurance Law, Environmental Law, Employment and Industrial Relations Law and Trusts & Estates Law.

Principle responsibility for the establishment of Caribbean Integrated Financial Services Ltd., (CarIFS), Barbados Automated Clearing House Your Client requirements, Serving as Director, Corporate Secretary and/or Trustee for these entities

2004 – Present

Education (degrees or other academic qualifications, schools attended, and dates):

2002 – Masters In International Business Law – University of Wolverhampton

1996 – Legal Education Certificate – Norman Manley Law School, Trinidad

1994 – Bachelor of Laws with Second Class Honours – University of the West Indies

1991 – Associate of Arts Law, Politics & Government – Barbados Community College

Also a Director of the company Yes No

If retained on a part time basis indicate amount of time to be spent dealing with company matters: N/A

Name: OLIVER JORDAN

Position: MANAGING DIRECTOR

BARBADOS

Age: 44

Mailing Address: FIRSTCARIBBEAN INTERNATIONAL BANK LIMITED
CORPORATE BANKING CENTRE, RENDEZVOUS
CHRIST CHURCH, BARBADOS

Telephone No.: (246) 467-8715

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

2004 – Present – Managing Director – FirstCaribbean International Bank

July 1998 – 2004 – President and CEO – Barbados Tourism Authority (BTA) with responsibility for providing the vision, leadership and direction to the BTA's programmes, assuring the successful fulfilment of its mission, goals and objectives.

Vice President Finance & Corporate Affairs (BTA) – with responsibility for supporting portfolios of finance, accounting, human resource management, administration, information systems, corporate planning and facilities registration

Education (degrees or other academic qualifications, schools attended, and dates):

1996 – CFE, Certified Fraud Examiner

Member of the Association of Certified Fraud Examiners

1991 – CA, Chartered Accountant

November 2001 – August 2004 – Barclays/FirstCaribbean: Senior Manager, International Banking – Represented the International Banking segment on the development of the International Banking Strategy with Booz, Allen, Hamilton. Responsible for sales and service performance and compliance management of 5 international banking centres with a combined balance sheet of US\$3billion.

Education (degrees or other academic qualifications, schools attended, and dates):

1996 – Present - Associate of the Chartered Institute of Bankers (ACIB) – Chartered Institute of Bankers, United Kingdom

Completed specialised training courses in leadership, coaching, recruitment, sales management, retail credit management & adjudication and corporate credit adjudication.

Also a Director of the company Yes No

If retained on a part time basis indicate amount of time to be spent dealing with company matters: N/A

2. **DIRECTORS OF THE COMPANY**

Information concerning non-Executive Directors:

Name: J. DAVID WILLIAMSON

Position: NON EXECUTIVE
DIRECTOR

Age: 48

Mailing Address: CANADIAN IMPERIAL BANK OF COMMERCE

199 BAY STREET, CCW 56, TORONTO, ONTARIO

M5A 1L2, CANADA

Telephone No.: 416-956-3364

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

2007 – President and Chief Executive Officer of Atlas Cold Storage, a publicly listed logistics and warehousing company.

2001 - 2007 – Senior Vice-President of Strategic Planning and development for Canada Life and as Executive Vice-President and Chief Financial Officer for Clarica Life Insurance Company

1991 – 2000 – Chief Financial Officer and President and Chief Executive Officer with Derlan Industries Limited , a Canadian publicly listed manufacturing company with operations in Canada, the USA, Mexico and Germany

Education (degrees or other academic qualifications, schools attended, and dates):

Presently – Chartered Accountant

1983 – Bachelor of Commerce Degree – McMaster University

Name: SIR FRED GOLLOP

Position: NON EXECUTIVE
DIRECTOR

Age: 65

Mailing Address: THE NATION CORPORATION

NATION HOUSE, NO. 38 ROEBUCK STREET

BRIDGETOWN, BARBADOS

Telephone No.: (246)436-2410

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

Present: - Attorney-at-Law – Nation Corporation

1984 – Executive Chairman of the Nation Corporation

Prior to 1984 – Partner of Yearwood & Boyce, Attorneys-at-Law, Bridgetown, Barbados

Education (degrees or other academic qualifications, schools attended, and dates):

Name: THOMAS WOODS

Position: NON EXECUTIVE
DIRECTOR

Age: 55

Mailing Address: CANADIAN IMPERIAL BANK OF COMMERCE
COMMERCE COURT WEST – 56, 199 BAY STREET, TORONTO
ONTARIO, M5L 1A2, CANADA

Telephone No.: (416)-956-3305

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

2000 – Present – Senior Executive Vice-President, Canadian Imperial Bank of Commerce –

Responsibilities for financial oversight, reporting and planning for all legal entities within CIBC.

1998 – Chief Financial Officer of CIBC World Markets

Education (degrees or other academic qualifications, schools attended, and dates):

1977 – MBA

TORONTO, ONTARIO, M5L 1A2, CANADA

Telephone No.: (416) 956-3303

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

June 1999 – Senior Executive Vice-President and Chief Administrative Officer, CIBC – responsibility for finance, human resources, marketing, legal, compliance, audit, communications, corporate real estate.

September 1998 – Executive Vice President, CIBC /TD Integration Office – responsibility for leading proposed merger of CIBC and TD

November 1997 – Chief Administrative Officer, CIBC World Markets – responsibility for global technology, operations, finance, human resources, legal/compliance and other administrative functions

September 1994 – Managing Director, Europe, CIBC World Markets – responsibility for all CIBC's European business operations. Based in London, England

Education (degrees or other academic qualifications, schools attended, and dates):

June 1979 – Master of Business Administration – School of Business Administration, University of Western Ontario

June 1977 – Bachelor of Arts (Hon. History and French), University of Western Ontario

Name: RICHARD E. VENN

Position: NON EXECUTIVE
DIRECTOR

Age: 54

Mailing Address: CANADIAN IMPERIAL BANK OF COMMERCE
BCE PLACE, 161 BAY STREET,
TORONTO, ONTARIO, M5J 2S8, CANADA

Telephone No.: (416) 594-8020

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

25 year-career – Managed the origination, Merchant banking and capital markets business of Wood Gundy. Developed CIBC World Markets derivatives and high yield businesses. Advisor to CIBC's World Markets' clients.

Education (degrees or other academic qualifications, schools attended, and dates):

1975 – MBA – Harvard University – (Scholarship)

1973 - B.A.Sc. (Engineering. Science) – University of Toronto

Name: KYFFIN SIMPSON Position: NON EXECUTIVE DIRECTOR

Mailing Address: SIMPSON MOTORS LTD., WARRENS
ST. MICHAEL
BARBADOS

Age: 63
Telephone No.: (246)425-3900

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

25 Years Automotive marketing, distribution and financial services. Developed long-term corporate relationships of mutual trust with principals and suppliers worldwide such as Mercedes Benz of Germany, John Deere Intercontinental Limited, USA and JCB Excavators of the U.K. and Suzuki Motor Corporation of Japan.

Education (degrees or other academic qualifications, schools attended, and dates):

Various technical, marketing and managerial courses and seminars in the U.K. U.S.A., Canada and Japan

Name: SIR ALLAN FIELDS

Position: NON EXECUTIVE
DIRECTOR

Age: 64

Mailing Address: "MORNING MIST", STEPNEY RIDGE
ST. GEORGE
BARBADOS

Telephone No.: (246)426-5195

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

1999 – Chief Executive Officer – Barbados Shipping & Trading Company Limited

1988 – 1999 – Chief Executive Officer – Banks Holdings Limited

1978 – 1988 – Chief Executive Officer – Banks Tropical Battery Co. Limited

Education (degrees or other academic qualifications, schools attended, and dates):

Mechanical Engineering – University of Strathclyde, Glasgow, Scotland

Mechanical Engineering – Stowe College of Engineering, Glasgow, Scotland

Secondary Education – Harrison College, Barbados

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

1992 - January 2002 – Permanent Secretary – Office of the Prime Minister, Bahamas

April 1989 – Deputy Permanent Secretary – Ministry of Foreign Affairs, Headquarters, Bahamas

June 1985 – July 1989 – Charge d’affaires in the Embassy, Bahamas

April 1983 – Second Secretary – Bahamas Embassy/Permanent Mission of The Bahamas to the Organisation of American States in Washington, D.C.

Education (degrees or other academic qualifications, schools attended, and dates):

1985 – Masters Degree in International Economics – Georgetown University, Washington DC.

1982 – Graduate levels in International Law and Economics – Fletcher School of Law and Diplomacy, Tufts University in Medford, Massachusetts

1974 – Bachelor of Arts Degree (Hons.) with concentration in History, Minors in Economics and Spanish – College of New Rochelle, New York

Name: DAVID RITCH

Position: NON EXECUTIVE
DIRECTOR

Age: 54

Mailing Address: 177 Vienna Circle

South Sound
Grand Cayman

Telephone No.: (345) 949-7366

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

December 1983 – Present – Attorney-at-Law – Ritch & Conolly, Grand Cayman

Former Clerk of Courts, Crown Counsel and Senior Crown Counsel, Cayman Islands
Government

Education (degrees or other academic qualifications, schools attended, and dates):

1976 – LL.B. (Hons.) Knox and St. George's Colleges, Jamaica, University of the West Indies,
admitted to the bar in England as Barrister-at-Law and Cayman Islands as Attorney-at-Law

Name: ALFRED J. DEL. ORR

Position: NON-EXECUTIVE
DIRECTOR

Age: 42

Mailing Address: CANADIAN IMPERIAL BANK OF COMMERCE

166 BAY STREET, TORONTO, ONTARIO, M5J 2S8

CANADA

Telephone No.: 416-594-7338/416-956-6828

List jobs held during past five years. Give brief description of responsibilities. Include names of employers.

1995 – Present – Executive Vice President, CIBC Senior Leadership Team, Deputy Head,

Corporate Development – Canadian Imperial Bank of Commerce (CIBC)

Education (degrees or other academic qualifications, schools attended, and dates):

1993 – 1995 – Master of Business Administration – University of Western Ontario

1993 – Law Society of Upper Canada, Ontario Bar Admission (Barrister & Solicitor)

1988 – 1991 – LLB – Dalhousie University

1987 – Canadian Securities Course – Canadian Investment Dealers Association

1984 – 1987 – B.A. Economics – University of Western Ontario, Huron College

1984 – Ontario Secondary School Diploma – Bishop Ridley College

3.

4. Number of Directors: 12

If Directors are not elected annually, or are elected under a voting trust or other arrangement, explain:

5. Summarise Articles of Association or Bylaws which are relevant to Directors

- (b) Include all common stock issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: Address:	Class of Securities:	Conversion Rate:	No. of Securities upon Conversion	% of Total*

* Current holding of securities if conversion option were exercised.

PART XII
LITIGATION

1. Describe any past litigation or administrative action which has had a material effect upon the company's business, financial condition, or operations, including any litigation or action involving the company's Officers, Directors or other key personnel. State the names of the principal parties, the judgement and amounts involved.

NOT APPLICABLE

PART XIII

MISCELLANEOUS FACTORS

1. Provide any additional information considered necessary to clarify any potentially misleading or incomplete information in this Registration Statement.

NOT APPLICABLE

PART XIV

FINANCIAL STATEMENTS

(Not Applicable for Annual Registration Statement Updates)

1. Attach Auditor's Report. Attach current audited financial statements, audited financial statements for the last three financial years and the most recent unaudited financial statement if next audited statement is due in less than six months; or the most recent unaudited quarterly statement if the next audited statement is due in more than six months, or pro-forma financial statements, whichever is applicable. If the company has acquired another business since the beginning of the last financial year the assets or net income of which were in excess of 20% of those for the company, show pro-forma combined financial statements as if the acquisition had occurred at the beginning of the company's last financial year.

**PART XV
SIGNATURES**

A Director, the Chief Executive and Financial Officers of the company shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained. By submitting this Registration Statement to the ECSRC, each Director, the Chief Executive Officer and the Chief Financial Officer of the company agree to make himself available to each investor prior to the time of investment, and to respond to questions and otherwise confirm the information contained herein. The Directors, the Chief Executive Officer and the Chief Financial Officer hereby undertake to make the exhibits to this Registration Statement, or as is provided by law, available to each investor, prior to the making of any investment by such investor.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

CHARLES S. PINK



Signature

Date: March 19, 2008

Name of Director

MICHAEL K. MANSOOR

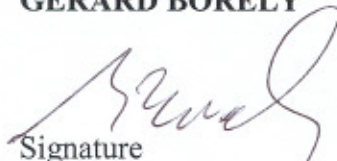


Signature

Date: March 19, 2008

Name of Chief Financial Officer:

GERARD BORELY



Signature

Date: March 19, 2008