

MACQUARIE EQUINOX LIMITED

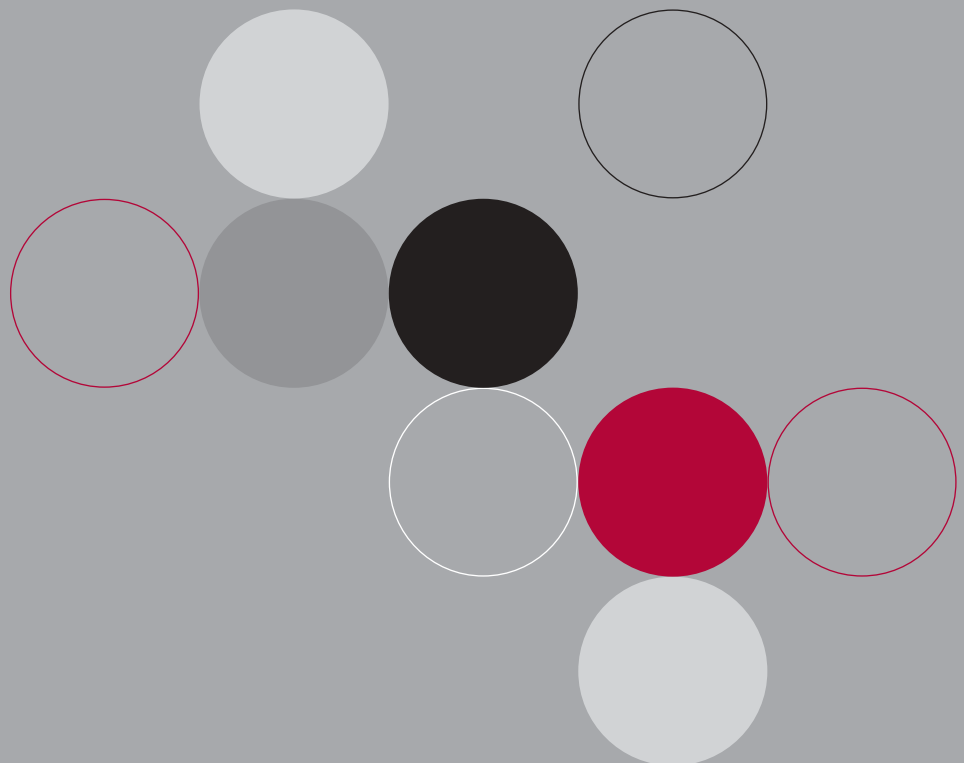
ARBN 105 989 231



EQUINOX 5

AN ISSUE OF CLASS F PARTICIPATING SHARES

high performance
potential with a
safety net



IMPORTANT INFORMATION

Note to investors

Investments in Macquarie Equinox Limited ARBN 105 989 231 (the “Company”, or “Equinox”) are not deposits with, or other liabilities of, Macquarie Bank Limited ABN 46 008 583 542 (“Macquarie”) or of any entity in the Macquarie Group, and are subject to investment risk, including possible delays in repayment and loss of income and capital invested. Neither Macquarie Bank Limited, Macquarie Equinox Limited nor any member company of the Macquarie Group guarantees any particular rate of return on, or the performance of, the Company or the Equinox Portfolio, nor do they guarantee repayment of capital from the Company.

You should not rely on any statement made or any information provided by any person about this offering that is not contained in this prospectus.

An investment in the Company provides access to returns derived from a portfolio of Hedge Funds and Tactical Traders. Hedge Funds and Tactical Traders are described in Section 1. An investment in the Company contains risks which are described in Section 6. Prospective investors should obtain their own independent financial, taxation and legal advice before investing in the Company.

The issuer of this prospectus is the Company. The Company has appointed Macquarie Securities (Australia) Limited ABN 58 002 832 126 (the “Arranger”) to arrange for the issue of Shares in the Company under this prospectus.

The Arranger currently holds an Australian financial services licence (“AFSL”). The Arranger’s AFSL number is 238947.

Macquarie provides Capital Protection for the benefit of the Company. This Capital Protection is available only on the Capital Protection Date and is subject to the terms and conditions of the Capital Protection Agreement. Information about the Capital Protection Agreement can be found in Sections 3 and 6.

Macquarie is not the issuer of this prospectus, and takes no responsibility for the offering or for the contents of this prospectus.

Terms throughout this prospectus which appear using capital letters are either defined terms (e.g. “Company”, “Capital Protection” etc.) or the names of material contracts. The defined terms are listed in

the glossary table, which can be found in Appendix 3, while material contracts are listed in Section 8.

This prospectus

This prospectus is dated 7 February 2005 and expires on 6 March 2006. No Shares will be issued on the basis of this prospectus after 6 March 2006. A copy of this prospectus was lodged with the Australian Securities and Investments Commission (“ASIC”) on 7 February 2005. ASIC takes no responsibility for the contents of this prospectus.

A copy of this prospectus has been delivered to the Bermuda Monetary Authority (the “Authority”) in connection with the offering of the Shares. The Authority has given written approval for the issue of the class F Participating Shares pursuant to this prospectus and has consented to the appointment of the Arranger with respect to the offering of these Shares. Persons, firms or companies regarded as residents of Bermuda for exchange control purposes may require specific consent under the Exchange Control Act 1972 of Bermuda to purchase or sell the Shares. The Authority has classified the Company as a “Bermuda standard scheme” pursuant to the Bermuda Monetary Authority (Collective Investment Scheme Classification) Regulations 1998. In addition, a copy of this document will be delivered to the Registrar of Companies in Bermuda (the “Bermuda Registrar”) for filing pursuant to The Companies Act 1981 of Bermuda, as amended. It should be clearly understood by potential investors that any approvals or permissions received from the Authority or the acceptance of this prospectus for filing by the Bermuda Registrar do not constitute a guarantee by the Authority or the Bermuda Registrar as to the performance or creditworthiness of the Company. Furthermore, in giving such approvals or permissions, or in accepting this prospectus for filing neither the Authority nor the Bermuda Registrar shall be liable for the performance or default of the Company or for the financial soundness of any proposals or for the correctness of any statements made or opinions expressed with regard thereto.

This prospectus is available in paper form and is also available in electronic form at the Equinox website : macquarie.com.au/equinox. Investors who wish to invest in Shares in the Company must complete an Application Form which accompanies this prospectus or print and complete a copy of an Application Form from the Equinox website. Applications will be processed only on receipt of a signed Application Form which accompanies this prospectus or which was printed from the Equinox website.

This offer is open to Australian residents who receive this prospectus, whether in paper or electronic form, in Australia. Investors who receive this prospectus in electronic form are entitled to obtain a paper copy (including the Application Form) free of charge by calling 1800 025 513 or 02 8232 1181. The distribution of this prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this prospectus comes should learn about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of these laws.

Selling restrictions apply

This prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer. No action has been taken to register or qualify the Shares or the offer or otherwise to permit an offering of the Shares in any jurisdiction outside Australia other than pursuant to a possible offer of class F Participating Shares to investors resident in Hong Kong, for which the minimum application is \$100,000, which is yet to receive final approval by the Directors. Accordingly, the distribution of this prospectus (either electronically or otherwise) in any jurisdiction outside Australia is limited and may be restricted by law. Persons who come into possession of this prospectus who are not in Australia should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of securities laws.

The Shares have not been and will not be registered under the US Securities Act of 1933, as amended. The Shares may not be offered, sold or delivered within the United States or to US Persons (as defined in Regulation S under the United States Securities Act 1933, as amended).

Further advice recommended

Before making an investment decision on the basis of this prospectus you should consider whether an investment in the Company is appropriate in the light of your particular investment needs, objectives and financial and taxation circumstances.

This prospectus is a general disclosure document and hence does not take into account your objectives, financial situation or needs. You are advised to read this prospectus in its entirety and seek professional legal, taxation and financial advice to determine whether an investment in the Company is appropriate for you.

Privacy Act

Please read the privacy statement located at the end of this prospectus. By signing and delivering the Application Form accompanying this prospectus, you consent to the matters outlined in that statement.



Macquarie Equinox Limited has been designed to provide investors with efficient access to returns from a portfolio of international Hedge Funds and Tactical Traders, with the security of capital protection¹, the cash-flow of dividend payments, and the added bonus of Profit Lock-ins.

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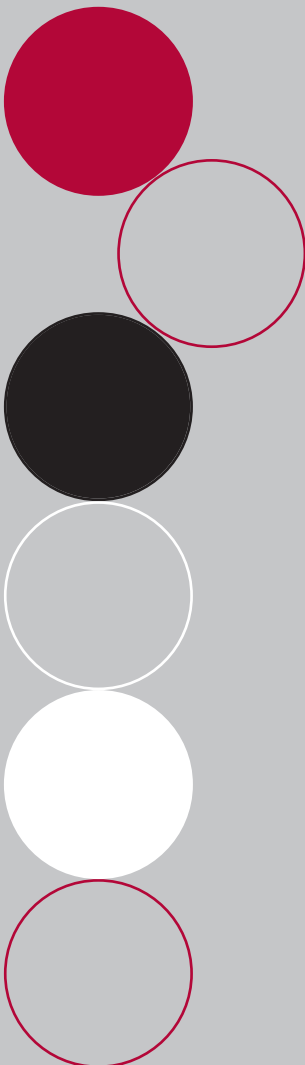
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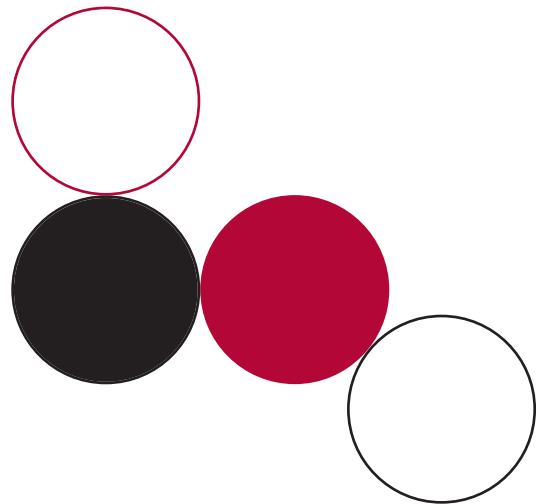
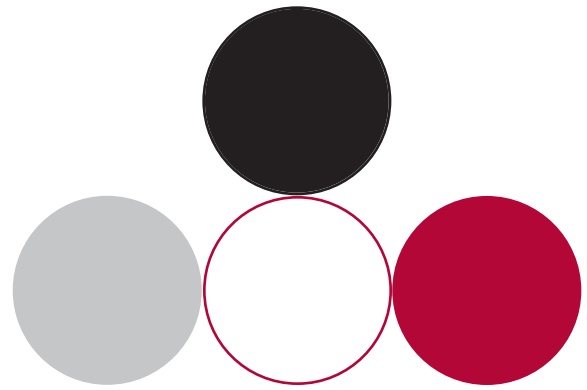
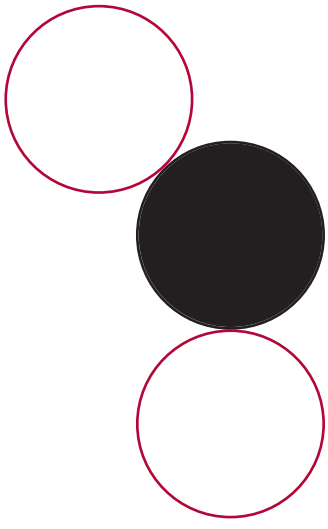
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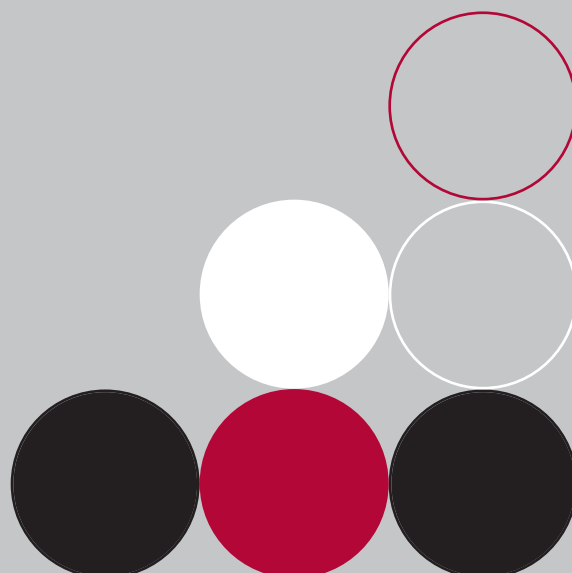
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¹ Subject to the terms and conditions of the Capital Protection Agreement as described in Section 3 and Section 6.



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MESSAGE FROM THE DIRECTORS OF MACQUARIE EQUINOX LIMITED

Dear Investor,

On behalf of the directors of Macquarie Equinox Limited it is my pleasure to invite you to become an investor in Equinox 5, an offer of class F Participating Shares of Macquarie Equinox Limited ("Shares").

The Company will use the subscription monies raised in all offerings of class F Participating Shares to establish the Equinox Portfolio.

The Equinox Portfolio will initially consist of six Component Funds, representing two main investment strategies. The Component Funds will be:

- A group of three diversified funds of international Hedge Funds; and
- A group of three Tactical Traders.

The mix of these two strategies is designed to provide opportunities for profit in a broad range of market conditions. The managers of the Component Funds trade stocks, bonds, currencies, commodities and derivatives, attempting to generate attractive returns whether stock markets or interest rates are rising or falling. These managers have been chosen for their experience, risk controls and track records. Application has been made to the Irish Stock Exchange for admission of class F Participating Shares for quotation on that exchange. While this listing will subject the Company to regulation by that exchange and involve quotation of a Share price, the Directors do not expect that an active secondary market will develop in the Shares on that exchange.

Equinox provides a framework with the following features:

- Rising Capital Protection, applicable at the Capital Protection Date, starting at \$1.00 per Share;
- Potential capital growth and income stream;
- A monthly redemption facility, subject to certain restrictions (see Section 4);
- Foreign currency exposure hedged to Australian dollars;
- A minimum investment of \$10,000.

We believe Equinox will suit a broad range of investors and that the structure may be suitable for self-managed superannuation funds and trusts. Some of the many reasons investors may choose Equinox as part of their portfolio include:

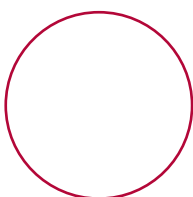
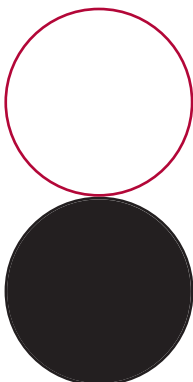
- Adding diversification to the traditional asset classes of equities, fixed income and property by including a portfolio with low correlation to these types of investment;
- Gaining access to sophisticated Hedge Fund and Tactical Trading strategies, which do not necessarily rely on stock market or bond market direction to generate profits;
- Accessing a capital protected investment;
- Harnessing an alternative investment with the potential to deliver capital growth and an income stream in a variety of market conditions.

I encourage you to read this prospectus in full and to obtain advice from an independent financial adviser. The closing date for applications will be 18 March 2005, unless extended by the Company or the Arranger.

Yours faithfully,



Kim Burke
Director
Macquarie Equinox Limited



KEY FEATURES

- Access to potential profits derived from a portfolio of Hedge Funds and Tactical Traders;
- Capital Protection as at the Capital Protection Date²;
- Profit Lock-ins to increase the Capital Protected Level²;
- Potential capital growth and income;
- Exposure to offshore markets hedged to Australian dollars;
- Ability to dispose of your investment prior to the Capital Protection Date²;
- Minimum investment of \$10,000.

INVESTOR SUITABILITY

This investment may suit you if you want to diversify your investment portfolio by gaining access to international Hedge Fund strategies within a capital protected framework, and you are a:

- Self-managed superannuation fund;
- Family trust;
- Individual investor; or
- Company.

HOW DO I INVEST?

- Read this prospectus in full;
- Consult your financial adviser;
- Complete the Application Form found at the back of this prospectus, or in the prospectus on the Equinox website (macquarie.com.au/equinox); and
- Send in the completed Application Form, with direct debit instructions or a cheque made payable to:

Macquarie Equinox Limited – a/c
<insert applicant's name>

Completed forms should be sent to:

Macquarie Equinox Service Centre
GPO Box 3423
Sydney NSW 2001

Alternatively, Application Forms may be delivered to Macquarie Bank's Mezzanine Reception, 1 Martin Place, Sydney (entrance on Pitt Street) or sent or delivered to your financial adviser.

- The Offer Close Date is 18 March 2005, subject to the rights of the Company and the Arranger to extend the date.

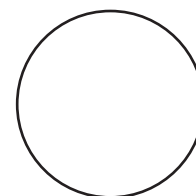
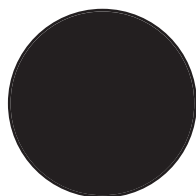
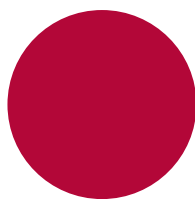
WHAT ARE HEDGE FUNDS AND TACTICAL TRADERS?

Hedge Funds are usually privately offered funds that are open mainly to professional investors or high net worth individuals. As privately managed portfolios, Hedge Funds have flexibility in terms of investment mandates and may make use of leverage. Unlike most traditional investment funds, which are limited to long (bought) positions in securities, which profit when prices rise, Hedge Funds can also engage in the short sale of securities, which profit when prices decline. Depending on the Hedge Fund strategy, managers may trade and invest in a wide range of investments, including individual equities, bonds, convertible notes, over-the-counter derivatives, swaps, foreign exchange, Futures, options and mutual funds.

Hedge Funds generally aim to generate positive absolute returns, rather than performance relative to a benchmark. The term "Hedge Fund" has been used because many of the managers have constructed their portfolios with long and short positions to make them less sensitive to broad market fluctuations.

Tactical Trading can be considered to be a "directional" Hedge Fund strategy. Tactical Traders attempt to profit from outright moves in single instruments, and in some cases moves in spreads and ratios of instruments, often using Futures, foreign exchange and physical markets.

Equinox has been designed to provide investors with an efficient way to gain exposure to a portfolio of international Hedge Funds and Tactical Traders, with the Equinox Total Benefit of Rising Capital Protection³ (100% Capital Protection and Profit Lock-ins) and Cash Dividends. Equinox aims to provide investors with an income stream, as well as capital growth. Investments such as the Component Funds have traditionally been available only to institutions and high net worth individuals. Equinox provides retail investors with access to such investments, with a minimum investment of \$10,000.



² Subject to certain restrictions. See Section 4 for details.

³ Subject to the terms of the Capital Protection Agreement (See Sections 3 and 6)

SUMMARY OF KEY TERMS

This section contains a summary of some of the key terms and references to other sections of this prospectus where you can find further information. You should read this prospectus in full before deciding whether to invest.

TERM	SUMMARY	WHERE TO GO FOR MORE INFORMATION
The investment strategy	<p>A portfolio designed to access the returns derived from sophisticated international investment and trading strategies. Approximate initial weightings are:</p> <ul style="list-style-type: none">– 50% to a group of 3 diversified funds of international Hedge Funds (the “Diversified Funds”); and– 50% to a group of 3 tactical traders (the “Tactical Traders”).– In order to increase the investment power of the Equinox Portfolio, Equinox will initially make investments whereby the investment exposure approximates \$1.20 for each Share issued at \$1.00.	Section 2
The Equinox Total Benefit	<p>Contains two main elements:</p> <ul style="list-style-type: none">– Rising Capital Protection, provided by Macquarie to the Company, which includes the following features:<ul style="list-style-type: none">• 100% Capital Protection⁴; and• Profit Lock-ins: a facility which may increase the level of Capital Protection⁵; and– Cash Dividends, paid at the Company’s discretion, with an optional Dividend Reinvestment Facility. <p>Note that:</p> <ul style="list-style-type: none">– The benefit of Capital Protection provided to the Company is available only to investors who hold Shares on the Capital Protection Date.– The Company intends to allow part of the earnings of the Equinox Portfolio to be retained as capital growth.– The terms of the Capital Protection Agreement dictate that an asset management method called Threshold Management be employed during the course of the Capital Protection.	Section 3
The Company	<p>Macquarie Equinox Limited, an open-ended investment company incorporated in Bermuda with limited liability and of unlimited duration. The shares on offer via this prospectus are limited voting class F Participating Shares to be issued at \$1.00 each. The subscription monies raised in all offerings of class F Participating Shares will be used to acquire the Equinox Portfolio, which will be segregated from the other assets of the Company and managed for the benefit of holders of class F Participating Shares in accordance with the Bye-laws of the Company.</p>	Section 8

⁴ Subject to the terms of the Capital Protection Agreement (see Sections 3 and 6).

⁵ Subject to the Company’s discretion and the terms of the Capital Protection Agreement (see Sections 3 and 6).

TERM	SUMMARY	WHERE TO GO FOR MORE INFORMATION
Investment terms	<p>Minimum application of \$10,000, with \$1,000 increments thereafter.</p> <p>Investors may apply to redeem all or part of their investment by giving written notice to the Company. Such notice must be received by the Arranger at least 40 days prior to the last Business Day of any calendar month.</p> <p>Investors may also transfer their holdings to a third party with prior consent of the Directors or their duly authorised agent.</p> <p>It is the Arranger's intention to arrange for the provision of a Regular Sale Facility via the Arranger or another Macquarie entity after the Offer Close Date.</p> <p>Disposals may be subject to fees as disclosed in Section 5.</p>	Section 4
Irish Stock Exchange Listing	<p>An application has been made to the Irish Stock Exchange for admission of class F Participating Shares for quotation on the Official List of that exchange.</p> <p>The Directors do not expect that an active secondary market will develop in the Shares on that exchange.</p>	Section 4
Fees	<p>Fees and expenses apply to this offering and to other arrangements associated with the Company's ongoing operations.</p>	Section 5
Risks	<p>An investment in Shares in the Company involves a number of risks. Before investing in Shares in the Company, prospective investors should consider carefully the risks that may affect the financial performance of the Equinox Portfolio.</p>	Section 6
Taxation	<p>All investors should seek their own professional taxation advice to determine the tax treatment applicable in their particular circumstances.</p>	Section 7



KEY DATES

Offer Close Date:

18 March 2005

Capital Protection Date:

30 September 2012

Surrender Cut-off Date:

31 March 2008

The Arranger and the Company reserve the right to extend the offer period. If the Offer Close Date is extended, the Capital Protection Date and the Surrender Cut-off Date may be extended by a period not exceeding the extension to the Offer Close Date. The Capital Protection Date is fixed once the offer is closed.

DETAILS OF THE OFFER

This offer is made by Macquarie Securities (Australia) Limited ABN 58 002 832 126 (the "Arranger"). The Arranger offers to arrange for the issue of class F Participating Shares in Macquarie Equinox Limited (the "Company"), an open-ended investment company incorporated in Bermuda, at a price of \$1.00 per Share. By completing an Application Form, investors accept that offer and apply to the Company for the issue of Shares. The issue of class F Participating Shares to investors is subject to the terms of the offer as set out in this prospectus, including whether the Company accepts any investor's application. The offer by the Arranger, and the issue of class F Participating Shares are made pursuant to an agreement between the Company and the Arranger that constitutes an intermediary authorisation agreement for the purposes of s.911A(2)(b) of the Corporations Act 2001. See Section 4 for more details.

Application monies received on or prior to the Offer Close Date will be held on trust by the company until the Shares are issued. Investors will receive no interest on their Application Amount. Any interest earned by the Company on application monies will be paid to the Arranger as part of the Company's obligation to reimburse the Arranger for offer establishment costs as detailed in Section 5.

The maximum subscriptions that the Company can accept is dependant on the available capacity the Company has negotiated with the Component Funds and is subject to a maximum subscription level of \$200,000,000. The Company reserves the rights to reject applications in its absolute discretion and to close the offer early.

You will not be able to apply for additional Shares after the Offer Close Date except at the discretion of the Arranger.

QUESTIONS?

Should you have any questions about investments in the Company please contact your financial adviser or the Macquarie Equinox Service Centre:

Phone:

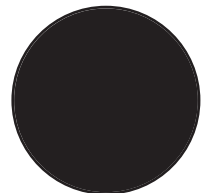
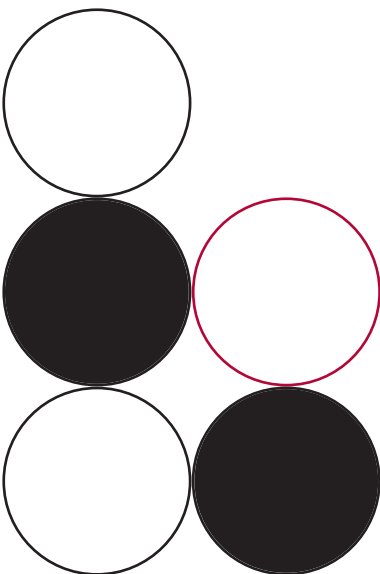
1800 025 513
or 02 8232 1181

Email:

equinox@macquarie.com.au

Internet:

macquarie.com.au/equinox



SECTION 2

THE INVESTMENT STRATEGY

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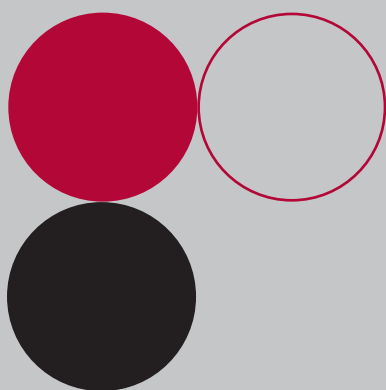
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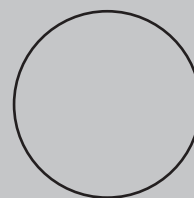
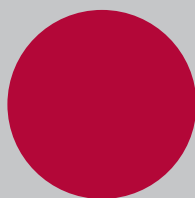
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Vision Asia Maximus Fund	16
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HOW IS YOUR MONEY INVESTED?

The Company will use the net proceeds raised by all offerings of class F Participating Shares to gain exposure to the underlying investments in the Equinox Portfolio. Where these assets are denominated in a currency other than Australian Dollars, the Company will hedge the ensuing currency exposure back to Australian Dollars.

THE EQUINOX PORTFOLIO STRATEGY

The Company's strategy in relation to the Equinox Portfolio is to invest in Diversified Funds (funds of international Hedge Funds) and Tactical Traders (directly or otherwise) so as to provide investors with exposure to a portfolio of investment and trading strategies it believes is capable of providing attractive returns in a variety of market conditions. Initially the Equinox Portfolio will contain investments:

- in a group of three Diversified Funds; and
- providing exposure to three Tactical Traders (each with a distinctive approach to trading in international financial markets).

The Equinox Portfolio will also contain foreign exchange contracts and cash at call and may contain Security Deposits as appropriate.

The Company will not allocate the Equinox Portfolio's assets to any investments other than those directly or indirectly gaining exposure to diversified funds of Hedge Funds, Tactical Traders, foreign exchange contracts, Security Deposits or cash at call.

The Company may change the composition of the Portfolio over time, in terms of the mix between Diversified Funds and Tactical Traders, the number of Component Funds, and the allocation to each Component Fund. In making changes, the Company must

consider the investment guidelines contained in the Capital Protection Agreement (see Section 3 and Section 6 for more details) and certain rules of the Irish Stock Exchange (see Section 4 for more details). See the heading "Portfolio Management" later in this Section for more details on the way in which the Company intends to manage the investments of the Equinox Portfolio.

Important Note

The Company's Bye-laws permit the Directors to create and issue different classes of Participating Shares, and to establish portfolios attributable to those classes of Participating Shares. The Company has previously issued class A Participating Shares, class B Participating Shares, class C Participating Shares, class D Participating Shares and class E Participating Shares and has established portfolios attributable to each of those classes of shares. As at the date of this prospectus the Company has not issued any class F Participating Shares and the Equinox Portfolio has no operating history. The Company may in future create and issue other classes of Participating Shares and establish portfolios attributable thereto.

The portfolio to be established under the Company's Bye-laws in relation to the class F Participating Shares is referred to in this prospectus as the Equinox Portfolio.

The Company's Bye-laws contain provisions which require in general terms that, in respect of each Portfolio attributable to a class of Participating Shares, the assets, liabilities, income and expenses derived or arising from or payable in respect of or otherwise attributable to that portfolio be segregated in the books of the Company, and dealt with only for the benefit of holders of that class of Participating Shares.

More information about these provisions appears in section 8. The portfolios attributable to classes of Participating Shares other than the class F

Participating Shares will be managed and accounted for separately from and independently of the Equinox Portfolio. Except in limited circumstances as set out in the Company's Bye-laws, holders of class F Participating Shares will have no rights in respect of these portfolios, and holders of other classes of Participating Shares will have no rights in respect of the Equinox Portfolio.

Subject to limited exceptions as set out in the Bye-laws, this means generally that the NAV, Share Redemption Price, Cash Dividends and winding up rights of class F Participating Shares will be determined by reference to the value of the Equinox Portfolio and without regard to the values of other portfolios. Refer to Section 8 for more information.

120% exposure

In order to increase the investment power of the Equinox Portfolio, Equinox will initially make investments whereby the investment exposure approximates \$1.20 for each Share issued at \$1.00. This 120% exposure will increase the Equinox Portfolio's volatility. See Section 6 for more information on the risks associated with the use of leverage.

To do this Equinox will, where possible, only partially fund its Tactical Trading investments. The method through which Equinox intends, where possible, to gain exposure to these traders (via the Tactical Access Company, described in Section 9) will allow Equinox to obtain an investment exposure greater than the amount the Company will be required to use to buy the appropriate shares in the Tactical Access Company.

This will allow Equinox to gain higher exposure to the Diversified Funds and Tactical Traders without necessarily incurring borrowing costs through a lending facility. The following diagram illustrates the resulting strategy mix.

FIGURE 1 : THE EQUINOX PORTFOLIO STRATEGY MIX

Where this method of gaining extra exposure to the Diversified Funds and Tactical Traders is not able to be employed, Equinox may, if permitted by and in accordance with its Bye-laws, as amended from time to time, use other methods, including utilising a borrowing facility, which would result in borrowing costs being incurred by the Equinox Portfolio. The maximum exposure to the Diversified Fund and Tactical Trading investments that the Equinox Portfolio may have is 130% of the Equinox Portfolio NAV.

It is also possible during the life of the Company that the Equinox Portfolio may contain Security Deposits, in accordance with the terms of the Rising Capital Protection. The Rising Capital Protection is explained in Section 3.

WHY THIS STRATEGY MIX?

This strategy mix was chosen by the Company to provide diversification across a variety of sophisticated Hedge Fund and Tactical Trading strategies in a way that it believes will provide attractive risk-adjusted returns in a variety of market conditions.

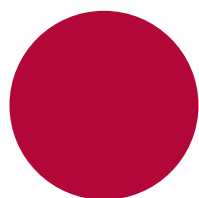
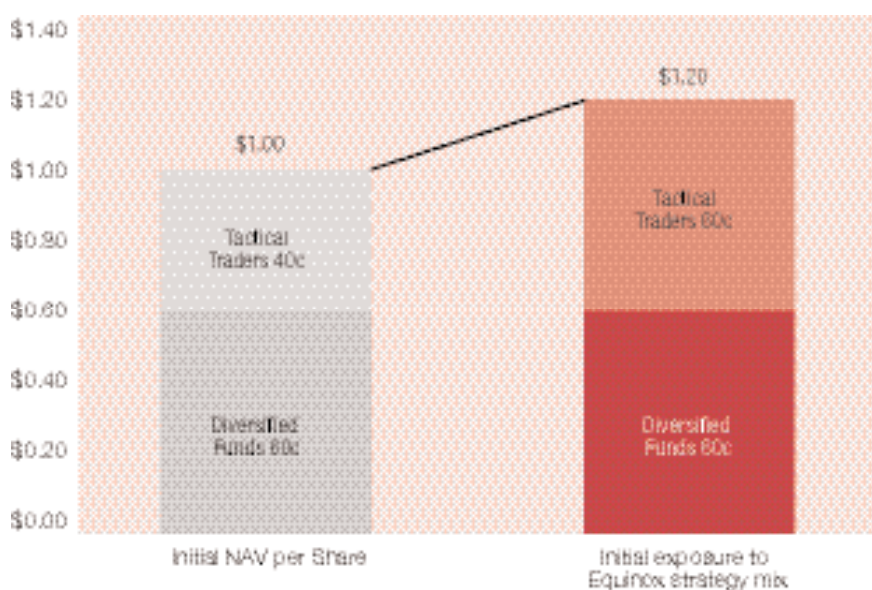
A group of three Diversified Funds has been included to provide exposure to a broad range of international investment and trading strategies such as:

- long/short equity strategies, where managers seek to buy under-valued shares and equity instruments and sell short those that are assessed to be over-valued;

- discretionary macro and trading strategies, where managers aim to use fundamental and technical analysis to predict price moves in global interest rate, currency, commodity and stock markets;
- event-driven strategies, where managers take positions based upon assessments of the effect of events such as corporate re-structuring, changes in credit rating, mergers and acquisitions and bankruptcies; and
- relative value strategies, where managers seek to exploit pricing anomalies between similar or related securities, which may include individual equities, convertible notes, physical bonds, bank bills and commodities, Futures, options, warrants, swaps and currencies.

In choosing the Diversified Funds for the Portfolio, the Company sought management teams aiming to achieve attractive risk-adjusted returns with investment processes that emphasise thorough due diligence and risk control. The Company sought managers whose allocations to hedge funds are made on a discretionary basis.

The Tactical Traders have been included to provide a more concentrated exposure to global financial markets through a series of trading strategies that complement the Diversified Funds' overall profiles. Being more "directional" in nature, they attempt to profit from outright moves in single instruments, and in some cases moves in spreads and ratios of instruments, rather than sourcing equity long/short trades, event-driven or relative value trades. This means that the sources of risk and return within the Tactical Traders can be quite different to those within Diversified Funds. Such Tactical Traders have generally displayed higher volatility than many Diversified Funds but may also have the potential for higher returns in certain market conditions. Many Tactical Traders follow a systematic, rather than discretionary, approach to trading, while some combine a systematic approach with some discretion.



Each of the Tactical Traders and Diversified Funds has been included based upon the assessment that each adds something unique to the Equinox Portfolio, thus creating diversification. The Equinox Portfolio is likely to display low correlation to traditional asset classes (such as equities, bonds and property) and thus has the potential to provide investors with an effective means to diversify their existing investments.

THE EQUINOX PORTFOLIO'S COMPONENT FUNDS

The information about the Component Funds presented in this Section has been obtained from the relevant managers and is included with their consents. However, the Company does not guarantee the accuracy, completeness or currency of the information.

The performance histories of each of the Diversified Funds and each of the individual Tactical Traders' investment programs (the "Component Funds") have been included in this section in the form provided by the relevant managers without alteration, with the exception of Transtrend B.V. (please refer to the footnotes on page 21 for details of the alterations to the track record of Transtrend B.V.).

Each track record shows performance net of the Component Fund's fees for the period from inception of the Component Fund until 31 December 2004, and is expressed in U.S. Dollar terms without the effect of any currency hedging. The Company will enter into currency hedging transactions to reduce the risk of currency fluctuations having any material impact on the value of the Shares. These track records have not been adjusted for any of the features of this offering including effects of the Capital Protection mechanism, and do not include the effect of any fees particular to the Shares or this offering.

Important Note

In considering this information you should bear in mind that:

- Past performance is not a reliable indicator of future performance. Investors should not base their decision to invest solely upon past performance figures;
- The Company has not issued class F Participating Shares and therefore the Equinox Portfolio has no performance history;
- Although the initial Equinox Portfolio will be exposed to the performance of the Component Funds for which past performance information is presented, the Company will have discretion to choose other investments and alter the weighting between investments;
- The exposure of the Company to the Component Funds may be reduced as a result of Threshold Management (Threshold Management is explained in Section 3). You should not assume that the Company will remain fully exposed to the Component Funds in all circumstances, which may reduce the Portfolio's return potential (see Section 6 for more details).

THE INITIAL EXPOSURES

The intended initial exposures to each Component Fund will be as illustrated in the following chart.

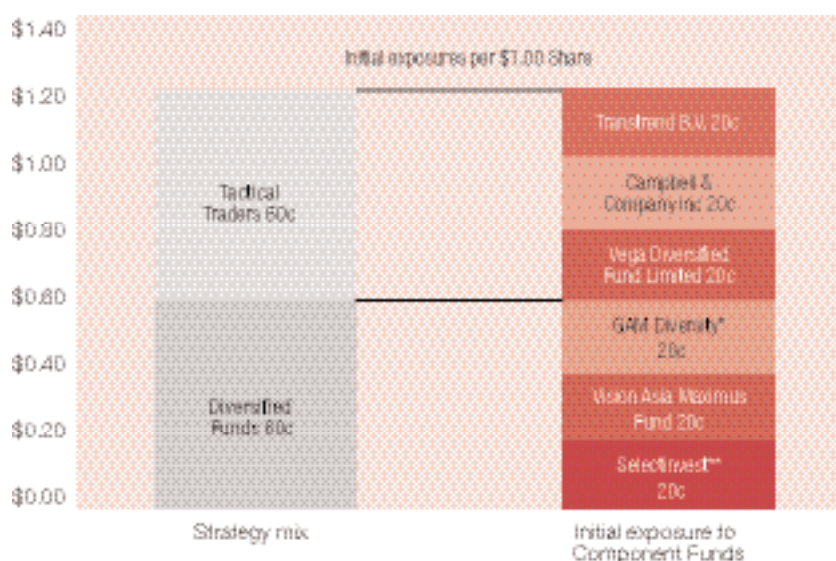


FIGURE 2: THE EQUINOX PORTFOLIO INTENDED INITIAL EXPOSURES

* GAM Diversity Inc.

** Selectinvest Arbitrage / Relative Value Ltd.

KEY TO TERMS USED IN THE COMPONENT FUND DESCRIPTIONS

Explanation of terms used in this section:

Compound annual return	The percentage return required each year of the Component Fund's existence to arrive at the total return achieved by the Component Fund since its inception (assuming reinvestment of all income). This figure therefore includes the effect of compounding. This is different from the average annual return, which is simply the arithmetic average of the annual returns.
Annualised monthly volatility	This is a measure of the variability of the monthly returns. The larger the annualised monthly volatility, the more the monthly returns fluctuate around the average monthly return. It is equal to the standard deviation of the monthly returns, adjusted to give an annual figure.
Reward to risk ratio	This is a ratio measuring the reward versus risk of an investment and is equal to the compound annual return divided by the annualised monthly volatility. The higher the ratio the better the investment has performed from a reward to risk perspective. As a point of comparison, the reward to risk ratio of the S&P500 accumulation index over the last 14 years is approximately 0.65.
VAMI	Value Added Monthly Index. Tracks the value of a hypothetical US\$100 investment in the Component Fund since its inception and is shown against a similar US\$100 investment in the S&P500 over the same period assuming reinvestment of income.
Largest drawdown	The largest percentage fall in the Component Fund's VAMI over any period from one month-end to another.
Percentage of winning months	The percentage of the months since inception that have produced positive returns.
Average winning month	The average monthly return of the Component Fund for all those months with positive returns.
Average losing month	The average monthly return of the Component Fund for all those months with negative returns.
S&P500 (accumulation index)	A capitalisation-weighted index of 500 U.S. stocks, which includes the effect of dividends being reinvested. The index is designed to measure performance of 500 stocks representing all major industries in the US.
Annual return comparison	Shows the return of the Component Fund each year compared to the S&P500 over the same period. If the year is incomplete, it shows the return for the portion of the year for which data exist.
Notional funds	This term is used for any Tactical Traders whose trading programs may be accessed via managed accounts and may not require the accounts to be fully funded (i.e. they may be able to be traded on margin). The notional funds denote the face value of the amount traded by the Tactical Trader, rather than the margin lodged in the account.
Risk-adjusted returns	Investment returns considered in the context of the volatility of those returns. Risk-adjusted returns considered attractive by the Company would likely have a high reward to risk ratio.
Annualised historical returns	The compound annual return of the Component Fund over various time periods looking back from the present, such as the most recent three years, five years etc.

The S&P500 accumulation index has been included as a point of comparison only. Shares in Equinox are not an index-linked investment and present a different risk profile to an investment linked to the S&P500 accumulation index. The S&P500 accumulation index track record has been included to provide investors with a frame of reference from which to consider the performance information of the Component Funds.

GAM DIVERSITY INC.

Manager:	GAM London Limited. ("GAM")
Fund:	GAM Diversity Inc. ("GAM Diversity")
Strategy:	Diversified Fund of Hedge Funds
Inception Date:	December 1989

Background

GAM delivers active investment management with distinction to private clients, institutions and intermediaries. Its goal is to produce superior results for clients by providing access to great investment talent throughout the world. GAM's funds and strategies cover a broad range of asset classes, currencies and market conditions. GAM manages more than \$37.95 billion of clients' assets from nine offices around the world. GAM has been owned by UBS AG (a major Swiss bank) since 1999.

GAM Diversity aims to achieve absolute returns, with low volatility and low correlation to the MSCI World Index. The fund follows a global multi-strategy approach, combining some of the world's leading hedge fund and trading managers to produce a diversified portfolio that delivers consistent returns with low volatility. The strategies employed in the fund may include, but are not limited to equity hedge (equity long/short), trading (systematic trend-following trading, systematic non-trend following trading, discretionary macro, systematic macro), arbitrage and credit hedge.

GAM Diversity is actively managed, adding value for clients in an environment of rapidly changing markets. Strategy weightings are adjusted according to top-down market analysis in order to produce the optimum combination for the current environment, and individual fund allocations are decided after in-depth fund evaluation, determining the best funds available within each strategy. The emphasis is on a concentrated portfolio of the most talented managers.

Track Record and Growth of Assets

GAM launched its first fund of hedge funds strategy in 1989, before the diversified fund of hedge funds approach had been widely adopted. GAM recognised that no single investment management house can attract the most successful fund managers in every strategy, and that investment talent must be actively sought out from different firms. GAM Diversity has produced a compound annual return of over 12% since its inception in December 1989.

GAM now manages more than US\$19 billion in a range of funds of funds covering trading, arbitrage, equity hedge and credit hedge strategies which span markets in all the key financial regions of the world. GAM's funds have been winners of numerous awards over recent years.

Disciplined Investment Process

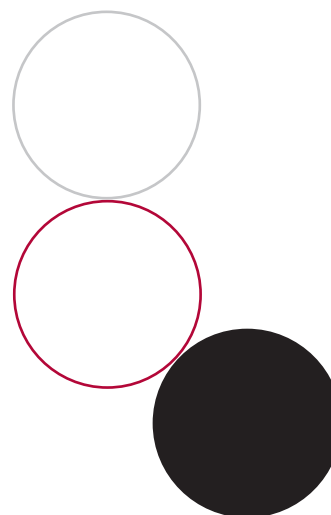
GAM has developed a repeatable process combining qualitative and quantitative approaches. This highly structured process follows five key stages:

- Identification of talent
- Manager evaluation
- Portfolio construction
- Investment selection
- Portfolio monitoring.

GAM is one of a small number of fund of hedge funds providers to hold ISO 9001:2000 certification for its investment process. This independent certification demonstrates the robustness of the process and GAM's commitment to continuous improvement and adherence to best practice.

Resources

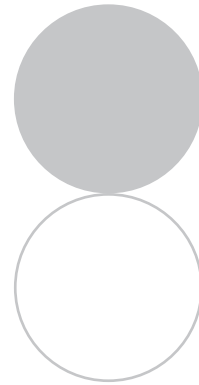
GAM's multi-manager team includes over 80* staff in London, New York and Hong Kong, all with different backgrounds and specialist skills. The team is headquartered in London, where global, UK, European and emerging markets funds are managed. Trading funds and US equity funds are managed from New York. The investment team consists of eight investment managers and 14 investment analysts. The operational risk team consists of experienced personnel with a variety of qualifications in accounting, law and taxation who conduct non-investment due diligence on managers. Other internal departments provide services such as quantitative analysis, dealing administration, and also develop state-of-the-art technology to support the investment team's activities.



*Includes members of separate GAM teams

ANNUALISED HISTORICAL RETURNS

Last:	Return
1 Year	4.77%
2 Years	8.39%
3 Years	6.71%
4 Years	7.00%
5 Years	7.01%
7 Years	10.34%
10 Years	13.47%

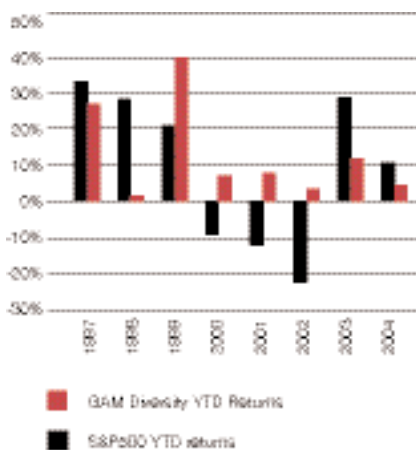


KEY STATISTICS

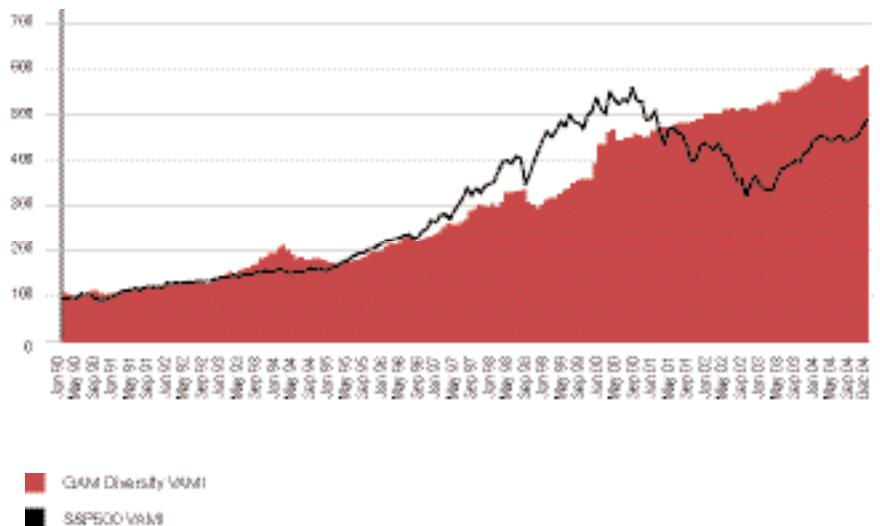
Compound annual return	12.49%
Annualised monthly volatility	9.00%
Reward to risk ratio	1.39
Largest drawdown	-19.65%
Percentage of winning months	72.78%
Average winning month	2.04%
Average losing month	-1.76%

All data are current as at 31 December 2004 and the source is GAM London Limited.

ANNUAL RETURN COMPARISON



VAMI COMPARISON



VISION ASIA MAXIMUS FUND

Manager:	Vision Asia Pacific Limited
Fund:	Vision Asia Maximus Fund
Strategy:	Diversified Asian Fund of Hedge Funds
Inception Date:	April 2002

Background

Based in Hong Kong, Vision Investment Management (“Vision”), the parent company of Vision Asia Pacific Limited, is an independent fund of hedge funds manager. The team has experience in managing both global and Asian-focused fund of hedge funds and has developed a rigorous manager selection, portfolio allocation and risk management process. More importantly, the presence in the Asia-Pacific region coupled with a strong network of industry contacts has enabled Vision to identify quality emerging managers. Vision has thus become one of the gateways for international investors who wish to gain exposure to absolute returns in Asia. As at 31 December 2004, Vision has approximately US\$660 million under management.

Fund Description

Vision Asia Maximus Fund (the “Fund”) is a Pan-Asia multi-strategy fund of hedge funds, designed to provide investors with exposure to the Asian markets without the inherent high volatility typically associated with investing in the region. In managing the assets of the Fund, a balance is maintained between equity and non-equity strategies across a number of hedge fund managers.

Vision Asia Maximus Fund was awarded with “Best Asia Fund of Hedge Funds” and “Best Fund of Asian Hedge Funds” from Asian Investor in 2004 and Asia Asset Management in 2003 respectively.

Disciplined Investment Process

Vision’s ability to generate absolute returns while maintaining consistently low volatility in the Fund reflects the effectiveness of its disciplined investment process. Vision’s investment process is iterative and consists of 4 phases:

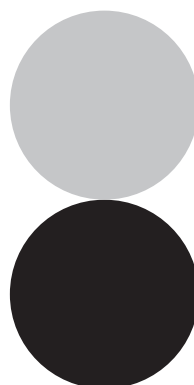
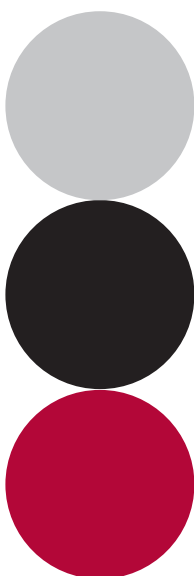
Phase 1: Manager Identification –

this involves filtering and screening hedge fund managers followed by detailed due diligence of selected managers in each hedge fund strategy.

Phase 2: Research & Analysis – this involves further qualitative and quantitative analysis of selected managers to determine their overall suitability for the investment portfolio.

Phase 3: Asset Allocation & Risk Management – this involves combining the qualitative and quantitative analysis with investment market intelligence, giving regard to correlations amongst strategies and managers and risk guidelines at both the underlying funds and the portfolio levels to ensure optimal portfolio diversification.

Phase 4: Continuous Monitoring – this involves frequent on-going review of both the hedge fund managers and the overall portfolio.

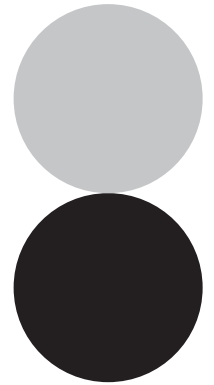


ANNUALISED HISTORICAL RETURNS

Last:	Return
1 Year	11.63%
2 Years	17.06%

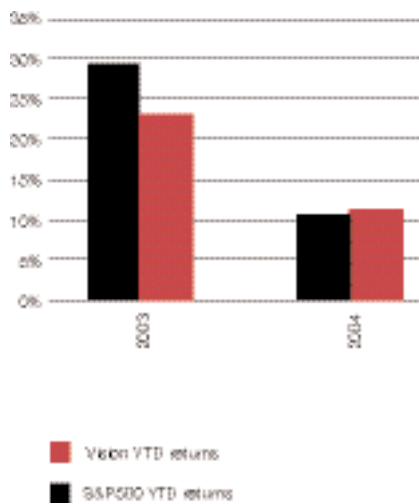
KEY STATISTICS

Compound annual return	13.95%
Annualised monthly volatility	4.25%
Reward to risk ratio	3.29
Largest drawdown	-0.93%
Percentage of winning months	78.79%
Average winning month	1.51%
Average losing month	-0.50%

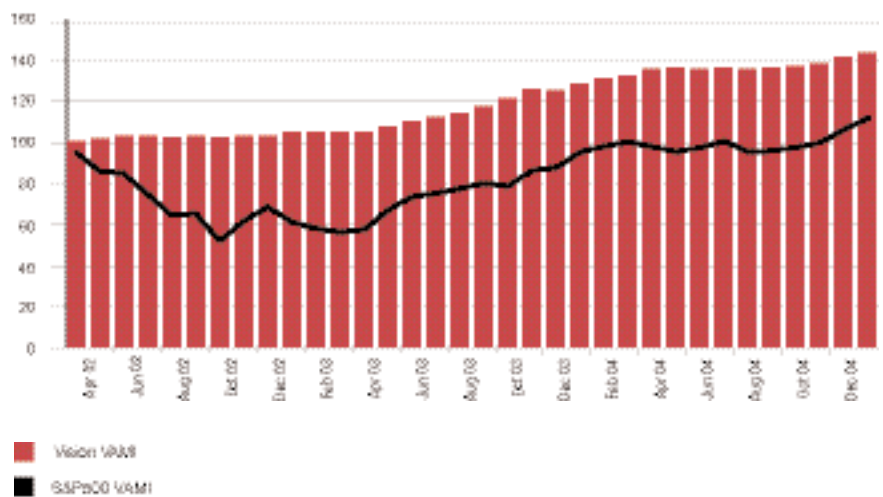


All data are current as at 31 December 2004 and the source is Vision Asia Pacific Limited. The monthly return for December 2004 is an estimate.

ANNUAL RETURN COMPARISON



VAMI COMPARISON



Asian Investor and Asia Asset Management are industry publications.

The track record shown above represents the actual performance of Vision Asia Maximus Fund – Class A Shares.

SELECTINVEST ARBITRAGE/RELATIVE VALUE LTD.

Manager:	Union Bancaire Privée Asset Management LLC
Fund:	Selectinvest Arbitrage/Relative Value Ltd.
Strategy:	Fund of Hedge Funds
Inception Date:	August 1998

Background

Union Bancaire Privée Asset Management LLC (“UBPAM”) is a limited liability company incorporated in the USA and is registered with the U.S. Securities and Exchange Commission (SEC) as a Registered Investment Advisor (RIA). Founded in 1998, UBPAM’s primary business is managing funds of hedge funds. Prior to joining UBPAM, the principals of the firm built and managed successful funds of hedge funds, and as such, have nearly 65 years of combined investment experience.

UBPAM is a member of Union Bancaire Privée’s Alternative Asset Management Group (“UBP AAMG”). Union Bancaire Privée (“UBP”) was founded in 1969 and has been investing in hedge funds since the early 1970s.

Fund Description

Selectinvest Arbitrage/Relative Value Ltd. (the “Fund”) is a fund of hedge funds, designed to produce above-average, risk adjusted long term returns with low and controlled volatility by investing in non-directional hedge fund strategies that focus on deep value opportunities and pricing anomalies in the global marketplace.

Investment Process

UBPAM seeks managers who employ best practice procedures and who have an excellent infrastructure and solid reputation in the hedge fund industry. UBPAM dedicates significant resources to manager selection and portfolio management, and has access to valuable resources such as manager research from the Geneva and London offices of UBP AAMG as well as one of the leading structural risk analysis teams in the hedge fund industry which is solely dedicated to researching and evaluating the non-investment operational procedures of a hedge fund. These offices assist UBPAM in the identification, research, selection and monitoring of hedge fund managers.

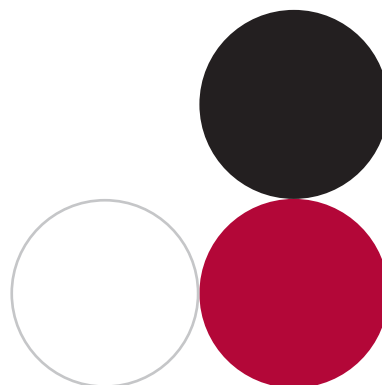
The firm’s organisation and resources greatly contribute to UBPAM’s success in selecting top tier hedge fund managers. While qualitative and quantitative analysts in New York are in constant collaboration with affiliates in Geneva and London, the structural risk specialists are part of a separately-organised company within UBP AAMG. Segregation of duties enables these separate entities to sustain the highest level of integrity in assessing, selecting and approving managers for the Fund and to present the most accurate and objective information regarding a hedge fund under consideration for investment.

UBPAM constructs and manages the Fund’s portfolio from its universe of approved managers and with strict adherence to overall portfolio risk-return objectives.

Global Network and Resources

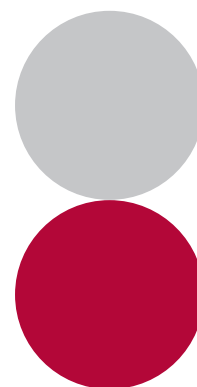
With US \$5.6 billion managed by UBPAM and an additional US \$12.5 billion managed through its European affiliates, totalling US \$18.1 billion as of January 1 2005, UBP AAMG is one of the largest allocators of capital to the hedge fund industry. UBPAM believes that this position, combined with the experience of its team and a thorough process of manager evaluation and selection, benefits its investors from:

- Global network and vast resources that enable the identification of the top hedge fund managers in the hedge fund industry
- Access to hedge funds that are otherwise closed to new investors
- Greater transparency and communication from the managers
- Proven track record of selecting top tier managers resulting in above average risk-adjusted rates of return



ANNUALISED HISTORICAL RETURNS

Last:	Return
1 Year	6.94%
2 Years	9.79%
3 Years	6.97%
4 Years	6.98%
5 Years	8.35%
6 Years	8.74%

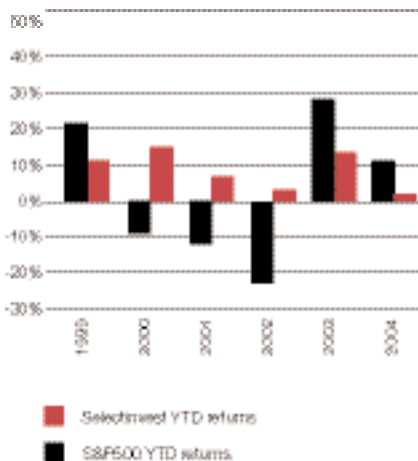


KEY STATISTICS

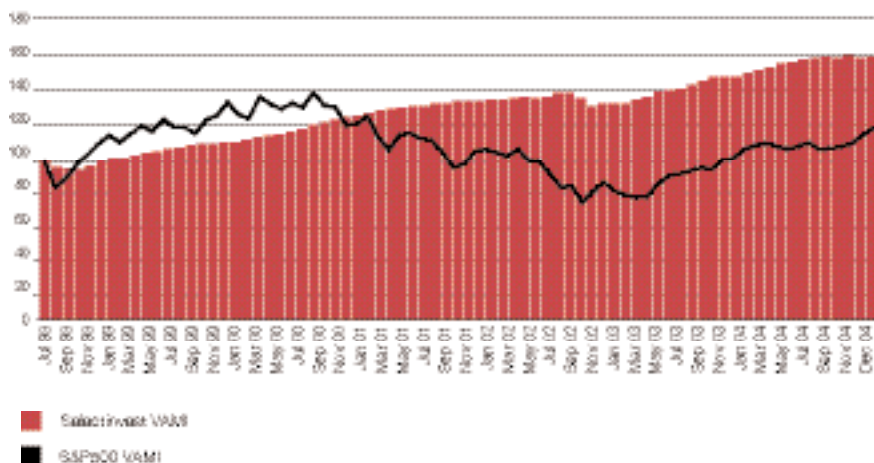
Compound annual return	8.07%
Annualised monthly volatility	3.10%
Reward to risk ratio	2.60
Largest drawdown	-4.71%
Percentage of winning months	92.21%
Average winning month	0.84%
Average losing month	-1.64%

All data are current as at 31 December 2004 and the source is Union Bancaire Privée Asset Management LLC. The monthly return for December 2004 is an estimate.

ANNUAL RETURN COMPARISON



VAMI COMPARISON



Series QN Shares in Selectinvest Arbitrage/Relative Value Ltd ("ARV") were not offered prior to May 2004. Therefore, the returns for May through December 2004 are the returns of the Series QN Shares. The returns through April 2004 are the returns of ARV's Series Q Shares, which have been restated to reflect the higher management fees payable by Series QN investors (Series QN Shares are subject to management fees of 1.25% per annum and Series Q Shares are subject to management fees of 1.00% per annum.). The returns are net of all underlying managers' fees and expenses, Union Bancaire Privée Asset Management's fees and all ARV expenses. The returns through March 2004 are based on audited ARV net asset values. The returns for April 2004 through November 2004 are based on unaudited ARV net asset values and are subject to change. The December 2004 performance figure is based on preliminary performance figures obtained from managers of the underlying funds and it, and all figures incorporating it, are subject to change. Past results are not necessarily indicative of future results.

An investment in the Fund is speculative and involves a high degree of risk. The Fund and the underlying funds may employ leverage which can make investment performance volatile. Opportunities for redemption and transferability of interests are restricted, so investors may not have access to capital when it is needed. There is no secondary market for the interests in the Fund and none is expected to develop. An investor should not invest in the Fund unless it is prepared to lose all or a substantial portion of its investment.

The S&P500 (accumulation index) is an unmanaged capitalisation-weighted index of 500 US stocks, which includes the effect of dividends being reinvested and does not reflect the deduction of any fees. This index is presented merely to show the general trends in the market for the period presented and is not intended to imply that the Fund's portfolio is comparable to the index either in composition or element of risk.

TRANSTREND B.V.

Manager:	Transtrend B.V., Rotterdam, The Netherlands
Fund:	Diversified Trend Program – Enhanced Risk (USD)
Strategy:	Commodity Trading Adviser (CTA). Diversified systematic trading using trend-following techniques.
Inception Date:	January 1995

Background

The Diversified Trend Program – Enhanced Risk (USD) (“DTP-ER-USD”) is a managed futures program designed to pursue capital growth within the limits of a defined risk tolerance. DTP-ER-USD is based entirely on quantitative analysis of signalled price behaviour of outright prices and of intra-market and/or inter-market spreads in the markets concerned. The program may enter into both long and short positions in any of the markets involved, or it may have no position. The trading program is systematic by nature and requires a consistent application. Therefore, discretionary inputs are not essential to the effectiveness of the program.

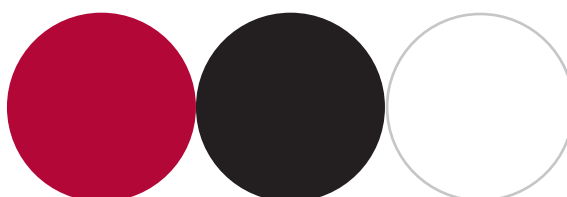
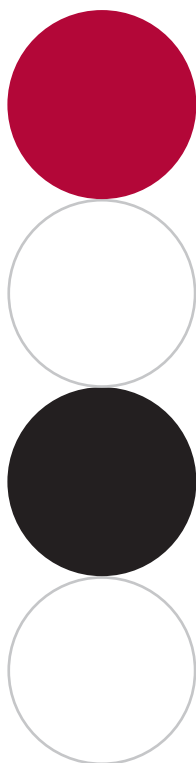
The analytical approach attempts to benefit from categorised price patterns in global markets including (futures and forward contracts of) stock indices, interest rate instruments, currencies and tangible commodities. The approach is extremely consistent and disciplined and has demonstrated to be effective since its implementation.

The trading adviser of the program is Transtrend B.V. (“Transtrend”) a Dutch limited liability company formed on November 7, 1991 to provide futures trading and investment services to selected clients. In the USA, Transtrend is registered as a Commodity Trading Adviser (CTA) with the Commodity Futures Trading Commission (CFTC) and is a member of the National Futures Association (NFA). It is licensed as an asset manager - and subject to regulation - by the Netherlands Authority of the Financial Markets.

Since June 17 of 2002, 49% of the voting interest in the trading adviser is owned by a major Dutch asset management firm with managed assets of approximately Euro 113 billion.

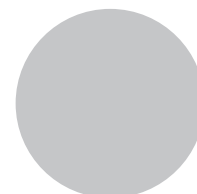
Transtrend’s investment management team is comprised of experienced trading professionals with a wealth of expertise in financial markets. This professional expertise is supported by innovative research, an advanced infrastructure, and an extensive proprietary database.

Transtrend currently has the equivalent of over US\$2.9 billion under management, including notional funds.



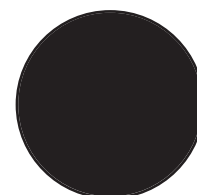
ANNUALISED HISTORICAL RETURNS

Last:	Return
1 Year	12.67%
2 Years	10.61%
3 Years	15.60%
4 Years	18.20%
5 Years	17.01%
6 Years	14.73%
9 Years	18.91%

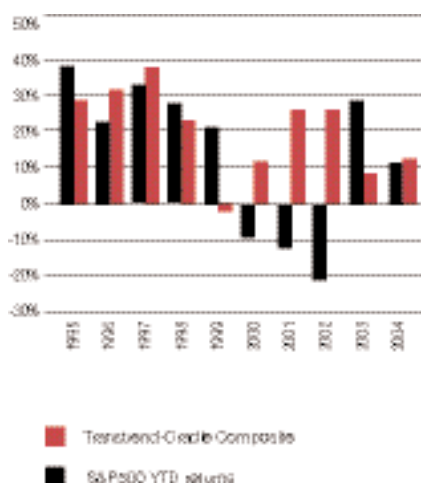


KEY STATISTICS

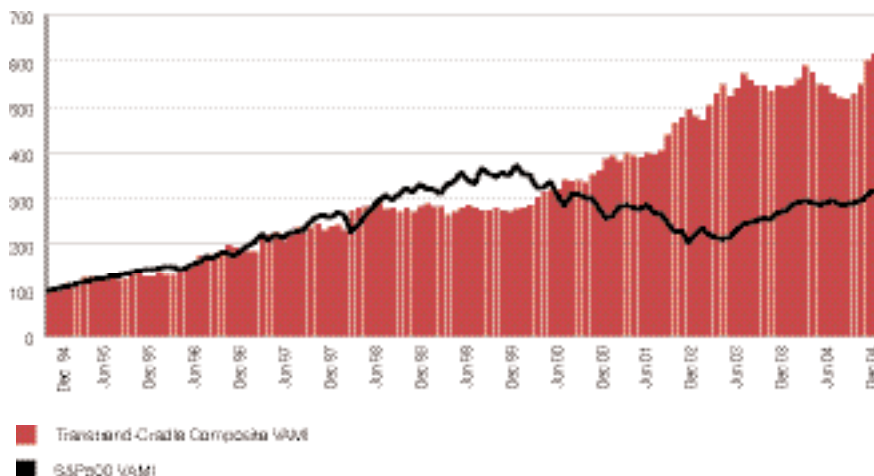
Compound annual return	19.89%
Annualised monthly volatility	16.02%
Reward to risk ratio	1.24
Largest drawdown	-12.31%
Percentage of winning months	62.50%
Average winning month	4.22%
Average losing month	-2.69%



ANNUAL RETURN COMPARISON



VAMI COMPARISON⁶



⁶The statistical information and charts shown on this page reflect the combination of (a) the composite of the performance of all the accounts traded by Transtrend for its Diversified Trend Program - Enhanced Risk (USD) for the period from January 1995 through November 2003 ("Transtrend DTP-ER-USD Composite") and (b) the performance of the managed account of the Tactical Access Company traded pursuant to Transtrend's Diversified Trend Program - Enhanced Risk (USD) for the period from December 2003 through December 2004 ("the TAC Account"). For the purposes of this prospectus, such combination is referred to as the "Transtrend-Cradle Composite".

For the avoidance of doubt, the VAMI Comparison chart, the Annual Return Comparison chart, the Key Statistics and the Annualised Historical Returns information have been prepared on this basis.

With respect to the Transtrend DTP-ER-USD Composite, the performance of one managed account has been excluded from the composite for the whole of 1997 due to more favourable performance achieved in that account that year due to a higher risk profile.

All data are current as at 31 December 2004. The source is Transtrend for the Transtrend DTP-ER-USD Composite and the Tactical Access Company for the TAC Account.

CAMPBELL & COMPANY, INC.

Manager:	Campbell & Company, Inc.
Program Name:	Financial, Metal & Energy Large Portfolio ("FME Large Portfolio")
Strategy:	Commodity Trading Adviser (CTA). Diversified systematic trading using trend following, pattern recognition and fundamental analysis techniques
Inception Date:	April 1983

Background

Campbell & Company, Inc. ("Campbell") is a Maryland (USA) corporation organised in April 1978 as a successor to a partnership originally organised in January 1974. Campbell is registered with the Commodity Futures Trading Commission as a commodity pool operator (CPO) and a CTA and is a member of the National Futures Association in such capacities. Its registration as a CPO became effective in 1982 and its registration as a CTA became effective in 1978. Campbell's offices are located in Towson, Maryland, USA.

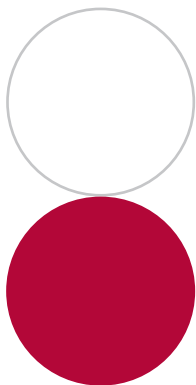
The founders of Campbell have over 33 years of experience trading in the futures and forwards markets. As of December 31, 2004, Campbell was managing approximately US\$ 9.4 billion (including notional funds) in the futures, forward and swap markets, including approximately US \$ 8.5 billion (including notional funds) in its FME Large Portfolio.

Campbell makes trading decisions using proprietary computerised trading models that analyse market statistics. Campbell uses a technical, trend-following approach combined with quantitative portfolio management analysis and seeks to identify and profit from sustained price trends. Currently, over five trading models are utilised in most markets traded. Each model analyses market price movements and market fundamentals.

While Campbell normally follows a disciplined systematic approach to trading, on occasion, it may override the signals generated by the trading models (when market conditions dictate).

The FME Large Portfolio operates in financial futures and forward markets, such as interest rates, foreign exchange and stock indices, as well as metals and energy products.

Campbell's investment team is comprised of staff with a broad range of backgrounds and expertise. The research team is comprised of more than 20 full-time staff, including 7 staff with PhDs, and the trading team has 12 trading professionals. These teams are supported by other internal departments that provide services and support in various areas, including information technology and administration.



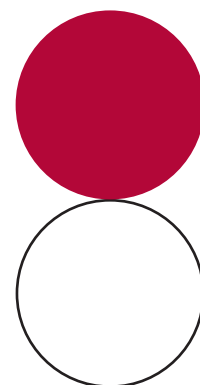
ANNUALISED HISTORICAL RETURNS

Last:	Return
1 Year	7.09%
2 Years	13.55%
3 Years	14.49%
4 Years	12.36%
5 Years	12.75%
7 Years	12.89%
10 Years	16.25%

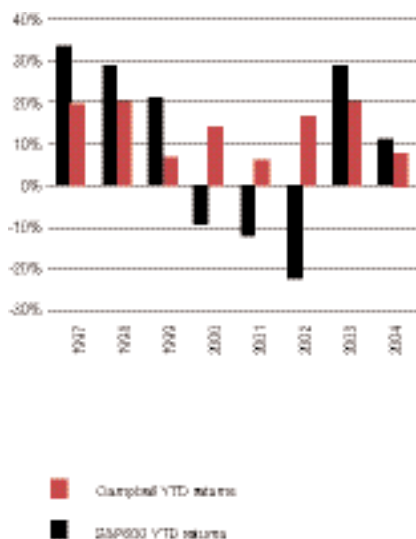
KEY STATISTICS

Compound annual return	15.03%
Annualised monthly volatility	20.65%
Reward to risk ratio	0.73
Largest drawdown	-41.92%
Percentage of winning months	58.62%
Average winning month	4.94%
Average losing month	-3.74%

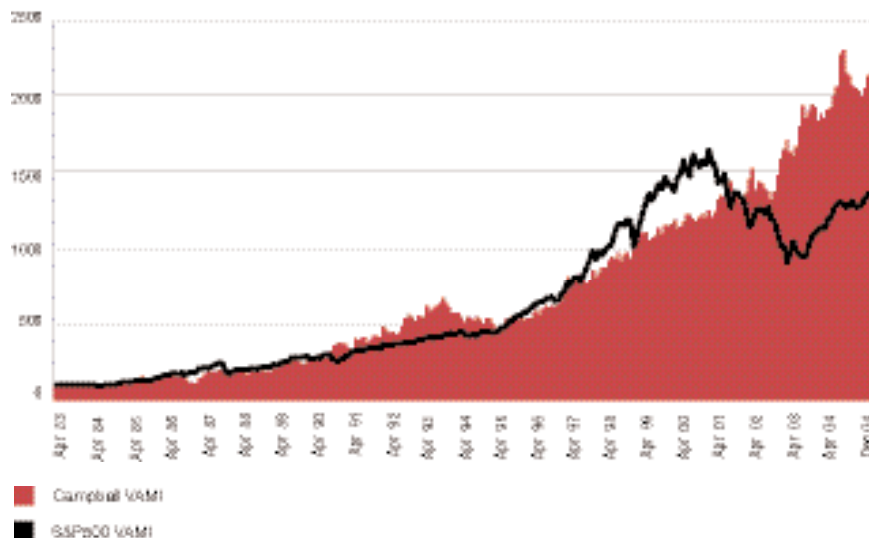
All data are current as at 31 December 2004 and the source is Campbell & Company, Inc. The monthly return for December 2004 is an estimate.



ANNUAL RETURN COMPARISON



VAMI COMPARISON



VEGA DIVERSIFIED FUND LIMITED

Manager:	Vega Asset Management Limited
Program Name:	Vega Diversified Fund Limited
Strategy:	Global Macro Trading
Inception Date:	February 2003

Background

Vega Asset Management Limited (“Vega”) has brought together a team of individuals with over 120 years of cumulative trading experience. Using opportunistic global macro and relative value trading strategies, Vega’s investment outlook is based on global macro views developed through both fundamental and technical analysis.

While the various funds managed by Vega utilise various levels of leverage and trading styles that are more or less aggressive to achieve each of their particular investment objectives, a disciplined risk-reward framework coupled with loss limiting parameters underlies the trading tactics deployed by Vega for all the funds it manages. Vega Diversified Fund Limited (the “Vega Diversified Fund”) comprises four of the Vega funds, offering exposure to various trading styles with different levels of leverage.

Vega’s suite of funds is managed so that their return objectives can be achieved in both rising and falling markets and with low levels of correlation with major stock or bond market indices.

As at 31 December 2004, Vega has approximately US\$11 billion under management, making it one of the largest hedge fund asset management firms in the world.

Fund Description

The investment objective of the Vega Diversified Fund is to generate attractive absolute returns on its assets over the intermediate to long term by investing in Vega Global Fund Limited (“Vega Global”), Vega Select Opportunities Fund Limited (“Vega Select”), Vega Relative Value Fund Limited (“Vega Relative Value”) and Vega Feeder Fund Limited (“Vega Feeder”) (collectively the “Vega Funds”). At the end of each month, the Vega Diversified Fund allocates 25% of its assets to each of Vega Global, Vega Select, Vega Relative Value and Vega Feeder or otherwise as may be necessary to replicate the weighting of the Vega Diversified Fund between the Vega Funds.

The Vega Funds invest primarily in G-10 government fixed income and currency markets with some emerging market and equity index exposure. The instruments that the Vega Funds invest in include listed futures and options, sovereign government bond and bond options, over-the-counter interest rate swaps and swaptions, spot/forward foreign exchange and options, listed equities and equity indices.

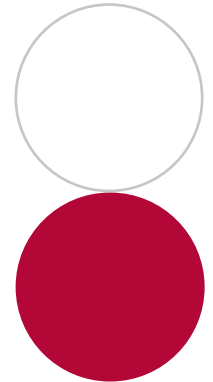
ANNUALISED HISTORICAL RETURNS

Last:	Return
1 Year	4.59%
2 Years	11.32%
3 Years	12.32%

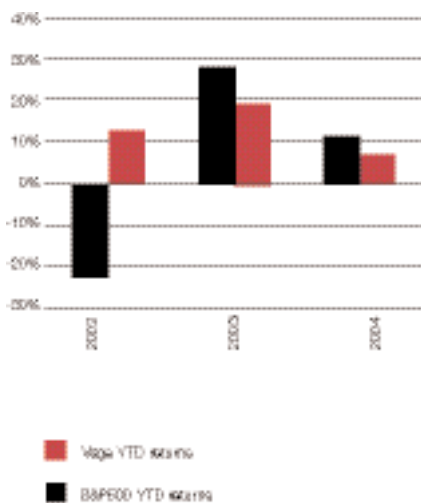
KEY STATISTICS

Compound annual return	12.32%
Annualised monthly volatility	7.27%
Reward to risk ratio	1.69
Largest drawdown	-9.77%
Percentage of winning months	83.33%
Average winning month	1.74%
Average losing month	-2.75%

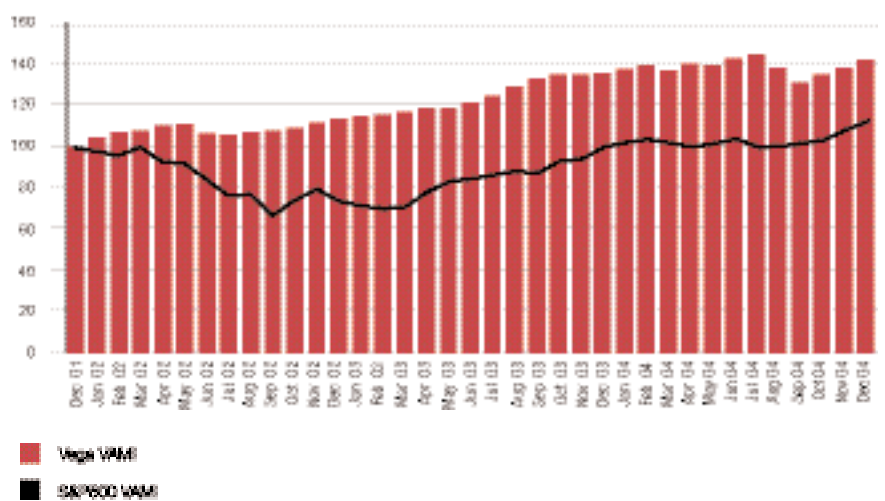
All data are current as at 31 December 2004 and the source is Vega Asset Management Limited.



ANNUAL RETURN COMPARISON



VAMI COMPARISON



The track record shown above represents (a) the actual performance of the Vega Diversified Fund for the period since its inception, 1 February 2003, until 31 December 2004 and (b) the pro forma performance of a portfolio of equal investments in Vega Global Fund Limited, Vega Select Opportunities Fund Limited, Vega Relative Value Fund Limited and Vega Feeder Fund Limited (the constituent funds in Vega Diversified Fund Limited) using the actual performance of these four constituent funds for the period from January 2002 to January 2003.

TABLE OF COMPONENT FUND RETURNS AND STATED TARGETS

Table 1 contains information on each Component Fund in the Equinox Portfolio. Included are the intended initial weights allocated to each Component Fund, the inception date of each trading program or fund to be included in the Equinox Portfolio, the compound annual return for each, and each manager's stated annual return target (net of fees) for a medium term time horizon (4 to 7 years).

Using the table below, investors may compare each manager's actual historical performance to their stated medium term annual return targets.

Investors should be aware that the historical returns achieved by the managers are not reliable indicators of future returns for either the Component Funds or the Equinox Portfolio as a whole. The managers' stated return targets are not projections, forecasts or predictions nor do they reflect the result of a simulation of future performance. Future performance may differ

materially. These targets are used by the managers in determining the level of risk undertaken in making investment decisions and have been included so that investors may gain an insight into the type of reward sought and the commensurate risk undertaken for various Component Funds within the Equinox Portfolio.

COMPONENT FUND / PROGRAM	INITIAL EXPOSURE IN EQUINOX PORTFOLIO (WHERE INITIAL EXPOSURE = 120% OF EQUINOX PORTFOLIO NAV)	INCEPTION DATE	COMPOUND ANNUAL STATED RETURN ⁷	MANAGER'S STATED ANNUAL RETURN TARGET ⁸
GAM Diversity Inc.	20%	Dec 1989	12.49%	Not stated ⁹
Vision Asia Maximus Fund	20%	Apr 2002	13.95%	15%
Selectinvest Arbitrage/Relative Value Ltd.	20%	Aug 1998	8.07%	7-10%
Transtrend Diversified Trend Program – Enhanced Risk (USD)	20%	Jan 1995	19.89% ¹⁰	20%
Campbell Financial, Metal & Energy Large Portfolio	20%	April 1983	15.03%	15-20%
Vega Diversified Fund Limited	20%	Feb 2003	12.32%	15-20%

Table 1 : Component Fund information

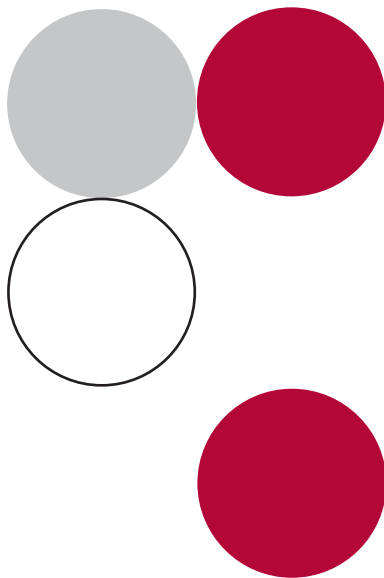
⁷ Returns are calculated over the period from inception to 31 December 2004.

⁸ Return target as at 31 December 2004.

⁹ The manager of GAM Diversity Inc. has no stated numeric return target. Their aim is to achieve absolute returns with low volatility and low correlation to the MSCI World Index.

¹⁰ This return reflects the combination of (a) the composite of the performance of all the accounts traded by Transtrend for its Diversified Trend Program - Enhanced Risk (USD) for the period from January 1995 through to November 2003 ("Transtrend DTP-ER-USD Composite") and (b) the performance of the managed account of the Tactical Access Company traded pursuant to Transtrend's Diversified Trend Program - Enhanced Risk (USD) for the period from December 2003 to December 2004 ("the TAC Account").

Investments such as Shares in the Company and the Component Funds should not be seen as predictable, low risk investments. The returns of the Component Funds have sometimes exceeded their return target and sometimes fallen short. In fact, the Component Funds have each experienced periods of negative returns. Investors should be aware that the Share price is likely to display significant fluctuations in monthly returns. The Company estimates that the annualised monthly volatility is likely to be less than 12%, but may rise to far higher levels. High volatility does not imply that investment returns over the medium term will be negative (although they may be), but it does suggest that returns over short periods of time will be unpredictable and may vary significantly from period to period. Therefore investors should not expect consistent returns every year.



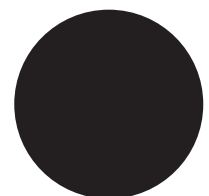
PORTFOLIO MANAGEMENT

The six Component Funds described in the preceding pages have been chosen by the Company to be included in the Equinox Portfolio. The Company has chosen this Portfolio with the intention of leaving the strategy mix generally unchanged throughout the term of the investment except for periodic re-balancing to original weights. As such, investors should ensure they are comfortable with the possibility that the composition of the Equinox Portfolio may remain unchanged for the entirety of their investment.

The Company has retained the services of Macquarie International Capital Advisors Pty Limited ("MICAP"), a wholly owned subsidiary of Macquarie, to act as Risk Adviser. In this role MICAP will monitor the Equinox Portfolio's exposure to the Component Funds and advise if it believes there is a material breach of conduct, in terms of the investing, trading or business activities of the managers of the Component Funds. Material breaches of conduct by Component Fund managers would include significant deviation from stated investment mandate, failure to adhere to stated risk limits, deterioration in operational, risk management or trading practices, significant deterioration of, or inadequate, infrastructure or personnel, rapidly exceeding stated capacity limits, deception, misrepresentation or inadequate ongoing disclosure, inadequate data redundancy, or other circumstances that might arise that may be considered to increase the investment, trading, operational or business risk of the manager to unacceptably high levels. MICAP's role will include frequent Portfolio monitoring, regular contact with the managers of the Component Funds, site visits to those managers, and risk monitoring. MICAP will also advise the Directors on any changes to the Portfolio. The Directors reserve the right to change one or all of the Component Funds, or to add new

managers at any time during the course of the investment, if, for example, it is not possible to invest further with a particular manager. However, the Company does not intend to manage the Portfolio in a "high-turnover" fashion and will make changes only when they are considered to be necessary and are evaluated to be in the best interests of its class F shareholders. A change may occur, for example, if the Company believes that a change in a manager's original investment strategy means that the strategy no longer complements the Equinox Portfolio's overall strategy. At the date of this prospectus the Company has no Portfolio alterations planned.

Information about the Component Funds and their managers is included in this prospectus to give investors an insight into the attributes, trading methodology, experience, diversity and risk/reward characteristics of each manager and to help investors become informed about the nature of the investment.

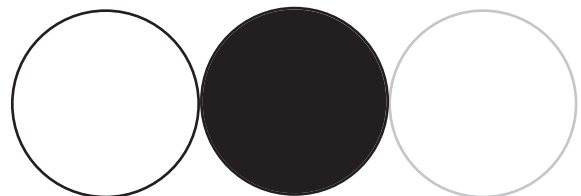
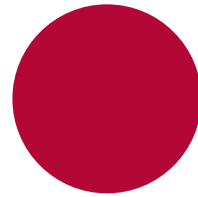
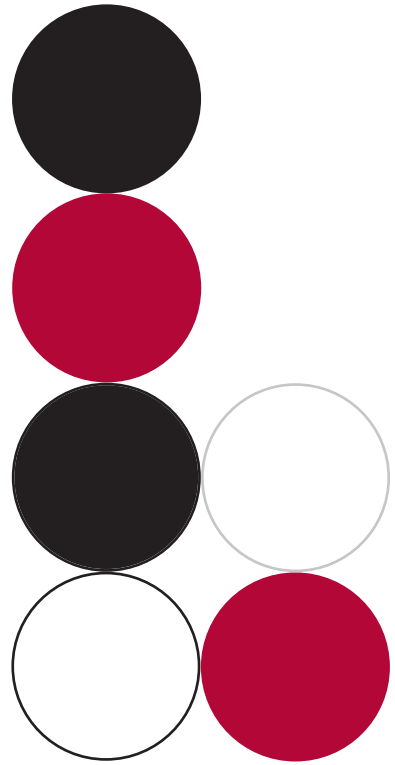


EQUINOX PORTFOLIO RE-BALANCING

The Company intends to re-balance the Component Fund investments of the Equinox Portfolio periodically to reflect the initial relative weights, assuming that the Portfolio contains the same Component Funds as at inception. Thus, if one manager within the Portfolio outperforms the others significantly, causing a deviation from the initial weights, the Portfolio will likely be brought back to the original ratios by re-balancing. The Company may choose to re-balance the Portfolio at any time.

If such a re-balance is not possible for some reason beyond the control of the Company, such as if one of the Component Funds is closed to further investments, the Company can re-balance the Portfolio according to its own discretion, or find an alternative manager.

It is an ISE requirement that the Company must ensure that its portfolio allocations and re-balancing actions do not take its investments in any single Diversified Fund, Tactical Trader or the Tactical Access Company to a level greater than 20% of the Equinox Portfolio's NAV. Where this level is exceeded due to investment performance corrective action is not required.



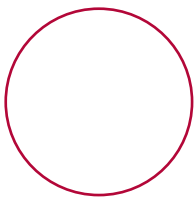
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THE EQUINOX TOTAL BENEFIT

The Equinox Total Benefit is designed to provide holders of Shares with the security of Capital Protection, the cash-flow of dividend payments, and the added bonus of Profit Lock-ins. In summary, the Equinox Total Benefit consists of the following elements:

- 1. Rising Capital Protection**, which provides future security for investors. It includes:
 - a. 100% Capital Protection** to the value of \$1.00 per Share held as at the Capital Protection Date (subject to the terms and conditions of the Capital Protection Agreement); and
 - b. Profit Lock-ins:** a facility which may increase the level of the Capital Protection.
- 2. Cash Dividends**, structured to provide income to investors without reducing the prevailing level of Capital Protection. An optional Dividend Reinvestment Facility also exists for investors.



BENEFIT 1: RISING CAPITAL PROTECTION

Holders of Shares can receive the benefit of the Rising Capital Protection only as at the Capital Protection Date. The level of protection as at the Capital Protection Date will initially be set at \$1.00 per Share and may rise during the course of the Capital Protection by Profit Lock-ins being declared by the Company. The level of protection will be referred to as the “Capital Protected Level”, which is expressed in Dollars per Share.

The Capital Protection is available only on the Capital Protection Date. Investors who dispose of Shares prior to that date will not qualify to receive the benefits of Capital Protection in respect of the disposed Shares. Shares held after the Capital Protection Date will not have the benefits of Capital Protection after that date, unless a new protection facility is secured by the Company. Investors wanting to ensure they realise the benefits of the Capital Protection (i.e. that they receive at least the Capital Protected Level for each of their Shares) would therefore have to redeem their Shares as at the Capital Protection Date, rather than disposing of Shares earlier, or holding Shares past that date.

The Capital Protection will take the form of an automatically exercised put option issued by Macquarie to the Company. The put option is exercisable only on the Capital Protection Date. To the extent that the Equinox Portfolio’s net asset value (“NAV”) per Share on the Capital Protection Date falls short of the Capital Protected Level, Macquarie will pay to the Company an amount per Share equal to the difference in value.

The Capital Protection Agreement contains certain terms and conditions, including termination events, which, if triggered, would result in the Capital Protection being lost. These terms and conditions are noted in Section 6, the section outlining risks. One condition of the agreement is that the Company adhere to a set of investment guidelines, which includes the use of Threshold Management. Threshold Management is described later in this section.

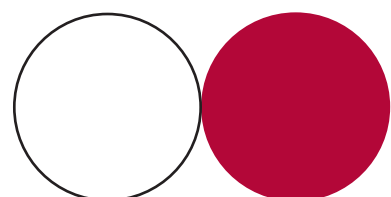
The Company considers it has an obligation to, and will, use all reasonable endeavours to ensure no termination events are triggered.

Profit Lock-ins

The Company will assess the performance of the Equinox Portfolio in respect of each Australian Financial Year with a view to declaring 40-60% of any Net Trading Profits as a Profit Lock-in. Any Profit Lock-in amount will raise the Capital Protected Level by the same amount.

Profit Lock-ins will serve to protect a portion of any Net Trading Profits by increasing the Capital Protected Level available as at the Capital Protection Date. Investors should note that the Company may not generate Net Trading Profits in any Financial Year and therefore there is no certainty that Profit Lock-ins will be able to be declared.

The Company reserves the right to reduce, without notice, the magnitude of Profit Lock-in declarations from the currently intended 40-60%. The Company may declare a Profit Lock-in at any time in respect of profits pertaining to any particular Australian Financial Year. However, after a Profit Lock-in is declared the increased Capital Protected Level cannot be reduced by the Company.



The Company may effect the increase in the Capital Protected Level associated with a Profit Lock-in in one of two ways, or a combination of both. The first method entails leaving all applicable assets with the Component Funds (thereby raising the threshold curves used within the Threshold Management mechanism, which is explained later in this section), and the second method is to effect appropriate redemptions from the Component Funds such that the redemption proceeds, when placed in term deposits, would be sufficient to yield the Profit Lock-in amount on the Capital Protection Date. This second method, if used, would serve to reduce the Equinox Portfolio's exposure to the Component Funds.

Investors should note that, as with the Capital Protection, the benefits of any Profit Lock-ins are applicable only in relation to Shares held as at the Capital Protection Date (subject to the terms and conditions of the Capital Protection Agreement).



BENEFIT 2: CASH DIVIDENDS

The Company is also able to pay Cash Dividends out of the profits of the Equinox Portfolio. Any Cash Dividends will be paid via direct credit to investors' bank accounts or sent by cheque, unless the investor has elected to participate in the Company's Dividend Reinvestment Facility.

Any Cash Dividends provide investors with an immediate cash-flow benefit. **Importantly, the payment of Cash Dividends will not reduce the Capital Protected Level.** This means that, when a Cash Dividend is paid, investors are extracting a portion of their profits without reducing the Capital Protected Level.

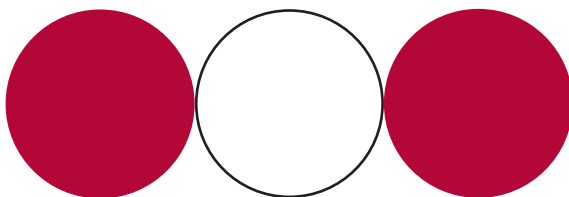
The Directors maintain complete discretion regarding the amount and timing of any Cash Dividend, although the Capital Protection Agreement's investment guidelines dictate that the combined amount of Cash Dividends and Profit Lock-ins pertaining to any financial year must not exceed the Net Trading Profits for that year. As at the date the Directors approved the issue of this prospectus it was their expectation that they will be resolving to pay dividends in the future, although the timing and amount of the dividends are uncertain.

Cash Dividends paid by the Company will not be franked as the Company considers it is and will continue to be a non-resident of Australia for Australian tax purposes (refer to information under the heading "Tax status" in Section 8 for further details regarding the non-residency status of the Company).

DIVIDEND REINVESTMENT FACILITY

Investors may elect to participate in the Company's Dividend Reinvestment Facility in place of receiving Cash Dividends. Under this facility, Cash Dividends which would normally be paid to an investor will be used to pay for the issue of additional Shares to the investor. The issue price will be the NAV next determined for the Equinox Portfolio after declaration of the Cash Dividend (calculated on the basis that the aggregate amount of the Cash Dividend is excluded if not already paid) divided by the number of Shares on issue on the day for which the NAV is next determined after declaration of the Cash Dividend. The number of Shares to be issued to each participating investor will be rounded down to the nearest whole Share and any surplus funds will be retained in the Equinox Portfolio by the Company. Fractions of Shares will not be issued and there is no discount applied for the purchase of Shares under the facility.

Any Shares issued under the Dividend Reinvestment Facility will rank equally in all respects with all other Shares. Capital Protection will also apply to these Shares in the same way and to the same level per share as to all other Shares. Participating in the Dividend Reinvestment Facility will therefore serve to increase the aggregate level of Capital Protection applicable to an investor's holding of Shares, each time new Shares are issued under the Dividend Reinvestment Facility.



Electing to receive Cash Dividends in the form of additional Shares under the Dividend Reinvestment Facility will not abrogate an investor's taxation liability in the financial year in which the dividend is paid. See Section 7 for further detail on this point.

Investors may elect to participate in the Dividend Reinvestment Facility at the time of their subscription by indicating where appropriate in the Application Form. Investors may only elect to participate in the Dividend Reinvestment Facility in relation to their entire shareholding, not for part of their holding.

Investors may choose to alter their choice regarding participation in the Dividend Reinvestment Facility at any time after subscription. In order to alter their choice, investors must notify the Macquarie Equinox Service Centre and will then be sent a Dividend Reinvestment Facility election form which must be completed and submitted to Equinox within the specified timeframe. Such notification must be received prior to a Cash Dividend being declared for the change to apply to that Cash Dividend.

THRESHOLD MANAGEMENT EXPLAINED

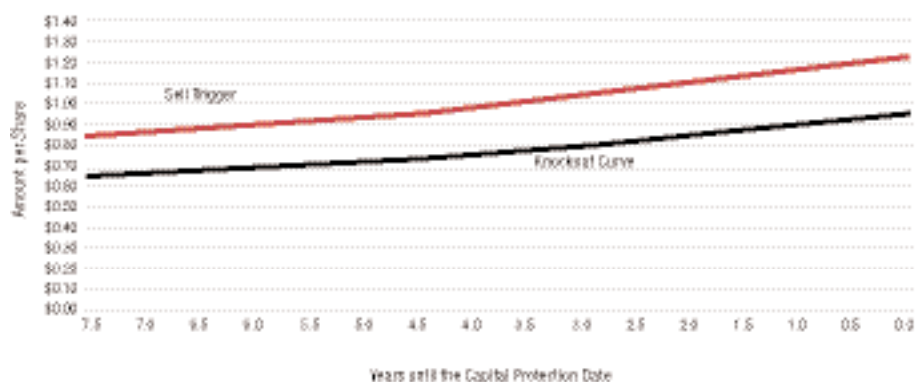
The Capital Protection Agreement requires that, over the life of the Capital Protection Agreement, an asset management method called Threshold Management be employed. The particular Threshold Management model used must be acceptable to both the Company and Macquarie, the Capital Protection provider.

Threshold Management requires that the value of assets held with the Component Funds is compared weekly to certain reference curves. The most important reference curve is called the Knockout Curve. It represents the growth over time of an amount of capital which, if invested in appropriately dated Security Deposits, would deliver per Share at the Capital Protection Date the prevailing Capital Protected Level adjusted for any currently held Security Deposits, the Placement Incentive, cash at call and liabilities.

In addition, a Sell Trigger curve is placed above the Knockout Curve (and below the level of assets held with the Component Funds). If the level of assets held with the Component Funds were to fall below the Sell Trigger, a certain portion of the investments held with the Component Funds would be redeemed and the proceeds placed in Security Deposits. The proportions held in Component Funds and Security Deposits are determined by a series of equations contained in the Capital Protection Agreement. The equations are designed to maintain an acceptable exposure to the Component Funds, while still seeking to ensure that there is not an unacceptably high risk that the Equinox Portfolio NAV per Share on the Capital Protection Date will fall short of the Capital Protected Level. If the Threshold Management fails to do so, the Capital Protection is designed to cover any shortfall¹¹.

FIGURE 3 – AN ILLUSTRATION OF THRESHOLD MANAGEMENT

If the Knockout Curve were to be breached by the level of assets held in Component Funds, the entire Equinox Portfolio would be placed into Security Deposits until the Capital Protection Date.



¹¹ Subject to the terms and conditions of the Capital Protection. See section 6 for more details.

After a Sell Trigger has been hit, a new Sell Trigger is placed between the current level of assets held with Component Funds and the Knockout Curve, while a Buy Trigger is placed above the current level of assets held with Component Funds. If the Sell Trigger is breached again, further assets will be switched from the Component Funds into Security Deposits. If the Buy Trigger is surpassed, assets will be shifted from Security Deposits to the Component Funds.

The Knockout Curve is based on currently prevailing applicable interest rates and therefore it and the Buy and Sell Triggers will vary with movements in applicable interest rates. A fall in interest rates will have the effect of raising the curves and a rise in interest rates will cause the curves to fall. The dynamic nature of these curves has the potential to cause reductions in the assets held with Component Funds purely through movements in interest rates.

Figure 3 shows a hypothetical illustration of how the Knockout Curve and an initial Sell Trigger may look over time assuming all net proceeds from all offerings of class F Participating Shares are placed with the Component Fund investments at the intended level of notional exposure. The curves have

been generated using prevailing interest rates as at 31 December 2004, and show the theoretical shape of the curves over time if interest rates were to stay constant. In practice, these curves may vary daily as the relevant fixed interest rate for deposits maturing on the Capital Protection Date changes.

A Buy Trigger has not been included on the graph, as a Buy Trigger will appear only after a Sell Trigger has been breached. At inception no Buy Trigger will exist.

THRESHOLD MANAGEMENT EFFECTS

In circumstances where declaring a Profit Lock-in of between 40% and 60% of Net Trading Profits (and/or paying a Cash Dividend) would immediately or imminently cause a Sell Trigger to be breached the Company may reduce, delay or abandon Profit Lock-ins and/or Cash Dividends in respect of the Equinox Portfolio for that Financial Year. If a Sell Trigger is breached, a certain portion of the assets held in Component Funds would be switched to Security Deposits. It is the Company's intention not to declare Profit Lock-ins and/or Cash Dividends if they would likely come at the expense of the Equinox Portfolio maintaining its exposure to the Component Funds.

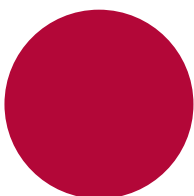
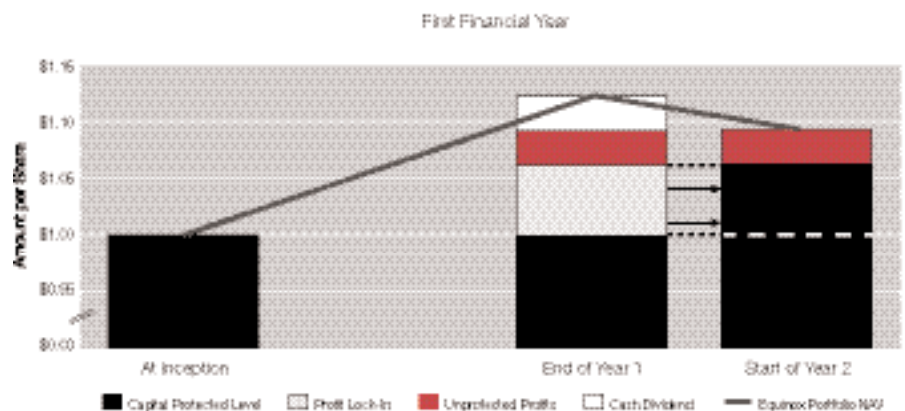
AN EXAMPLE OF THE EQUINOX TOTAL BENEFIT SPANNING TWO YEARS

Let's take an example where the Equinox Portfolio's investments have performed well over its first Financial Year of operation, resulting in Net Trading Profits of 12 cents per Share. Let's assume:

- that the Company decides to declare 50% of this amount to be a Profit Lock-in. This would allow the Company to increase the Capital Protected Level by 6 cents per Share to \$1.06; and
- that the Company pays a Cash Dividend of 3 cents per Share and no dividends are re-invested.

This is illustrated in the first graph entitled "First Financial Year". The graph shows the Capital Protected Level, the Profit Lock-in, the Cash

FIRST FINANCIAL YEAR

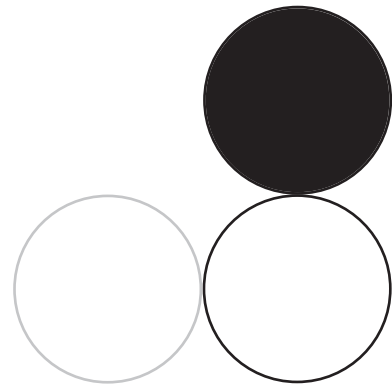


Dividend and the unprotected profits (profits not declared as a Profit Lock-in or a Cash Dividend). The line represents the NAV of the Shares. At the beginning of the second year, the Profit Lock-in has been added to the Capital Protected Level, taking it to \$1.06 per Share, and the Cash Dividend has been paid to investors, causing the NAV to fall by 3 cents, due to the Shares going “ex-dividend”.

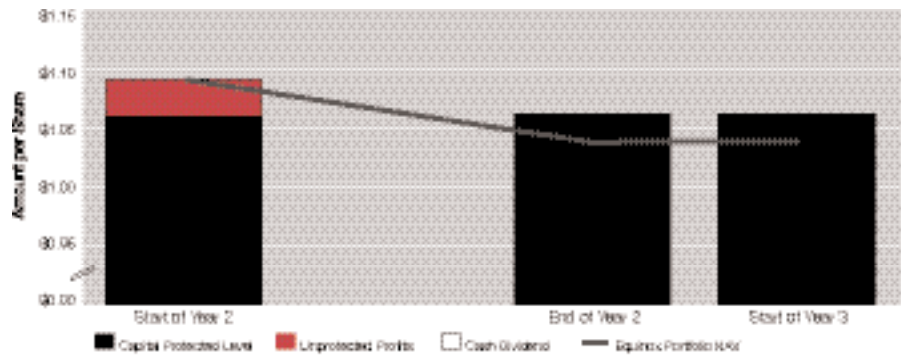
To continue the example, let’s assume that in the following Financial Year trading losses cause the NAV to fall by 5 cents per Share. Here, the Company is unable to declare a Profit Lock-in or pay a Cash Dividend, as there are no Net Trading Profits for that year. This is illustrated as “Second Financial Year” in the graph below. Despite the investment losses for the year, which take the NAV below the Capital Protected Level, investors retain the security of the Capital Protected Level remaining at \$1.06.

To illustrate the level over time of the Equinox Total Benefit in this example, the following graph shows the cumulative levels of Capital Protection and Cash Dividends across the two previously described Financial Years. The unprotected profits and the NAV have not been included in this graph.

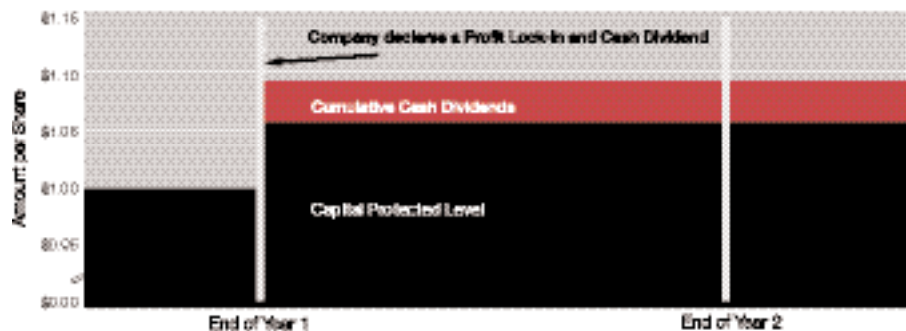
Investors should note that there is no guarantee that there will be a Profit Lock-in or Cash Dividend declared in respect of any Financial Year or that there will be positive returns within the Equinox Portfolio. The preceding examples are not intended to be indicative of future returns.



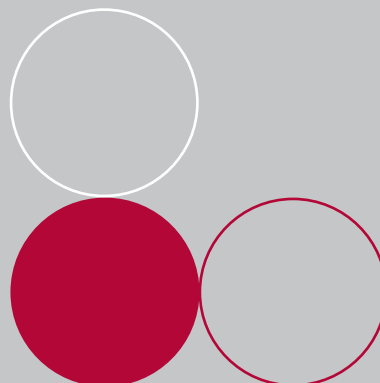
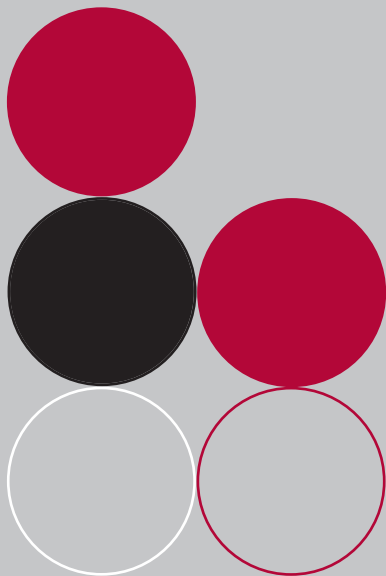
SECOND FINANCIAL YEAR



EQUINOX TOTAL BENEFIT



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APPLICATION FOR SHARES

The minimum Application Amount is \$10,000, with \$1,000 increments thereafter.

Application for Shares can be made only as set out under “How do I invest?” in Section 1. Application Forms received may not be withdrawn. The Company, at its sole discretion, reserves the right not to issue Shares in respect of any application or to allot fewer Shares than are subscribed for. In such an event, the applicant will have no claim against the Arranger for failure to arrange the issue of Shares. The offer by the Arranger is subject to the terms of this prospectus. If fewer Shares than requested are allotted then the residual Application Amount will be returned to the investor. If no Shares are allotted to an investor then all of the investor's Application Amount will be returned without interest.

Investors will be notified shortly after their application has been received and processed.

Shares in the Company will be allotted as soon as practicable after the Offer Close Date and Share certificates will subsequently be mailed to investors or their loan providers as appropriate.

OVER-SUBSCRIPTIONS

The maximum subscriptions that the Company can accept is dependant on the available capacity the Company has negotiated with the Component Funds, and is subject to a maximum level of \$200,000,000. The Company reserves the rights to reject applications in its absolute discretion and to close the offer early.

MINIMUM SUBSCRIPTION

The minimum amount which, in the opinion of the Directors, must be raised in all offerings of class F Participating Shares is \$10,000,000. The Directors reserve the right to change the minimum subscription amount required. In the event that the minimum subscription is not received, no Shares will be allotted and all funds received from prospective investors will be returned without interest.

NO UNDERWRITING

The offer is not underwritten.

DISPOSAL OF SHARES

Although this offering is designed to be a medium term investment, investors may dispose of their Shares subject to certain conditions. Such disposals may be via redemption of Shares, or investors may transfer their holdings to a third party with prior consent of the Directors or their duly authorised agent. It is the Arranger's intention to procure a Regular Sale Facility via the Arranger or another Macquarie entity after the Offer Close Date. Investors should contact the Macquarie Equinox Service Centre on 1800 025 513 or 02 8232 1181 to request the appropriate form for redemption, transfer or sale of Shares. All disposals will require the Share certificate issued to the investor to be returned to the Company. For partial disposals a new Share certificate will be issued.

Investors should be aware that stamp duty may be payable upon transfer or sale of Shares.

REDEMPTION

Investors may apply to redeem all or part of their investment by giving at least 40 days written notice to the Arranger prior to any Redemption Date. Redemption Dates are the last Business Day of any calendar month. Investors will not be able to withdraw a redemption request once it has been received by the Company, unless provided for in the Bye-laws.

A lesser notice period may apply for redemptions submitted by the provider of the Regular Sale Facility as outlined later in this section.

Redemption requests will be processed once the aggregate of all investors' outstanding requests equals at least \$250,000. Where the aggregate of all requests falls short of this level, the requests may be held over for up to one subsequent Redemption Date. Under normal circumstances, investors will receive the applicable net redemption proceeds approximately 40 days after their Redemption Date. Possible delays are detailed in Section 8.

The price at which any redemption will be processed will be the Share Redemption Price pertaining to the applicable Redemption Date. The Share Redemption Price is the Redemption Date's Equinox Portfolio NAV per Share adjusted for any applicable Capital Protection surrender fee and any applicable unrecovered Placement Incentive, as detailed in Section 5. These fees will apply for redemptions effected prior to the Surrender Cut-off Date. These fees reduce over time until that date, so the longer an investor has held Shares before redemption the lower these fees will be. At the time a redemption request is made the applicable Share Redemption Price will not be known.

As the Share Redemption Price is based on the Equinox Portfolio NAV per Share, investors should note that the Share Redemption Price may be calculated using estimated NAVs for any or all Component Funds, as set out at Section 8.

Redemptions will not be possible when the Directors have suspended the determination of the Equinox Portfolio NAV or the redemption of Shares, which can occur in certain circumstances as described in Section 8.

TRANSFER TO A THIRD PARTY

Subject to prior consent of the Directors or their duly authorised agent, an investor may transfer all or part of a holding of Shares to a third party. Investors should be aware that stamp duty may be payable upon transfer of Shares.

PROPOSED REGULAR SALE FACILITY

It is the Arranger's intention to arrange for the provision of a Regular Sale Facility via the Arranger or another Macquarie entity after the Offer Close Date. The Regular Sale Facility would allow investors to apply to that entity to purchase their Shares. If the Regular Sale Facility becomes available a product disclosure statement will be forwarded to investors. A Regular Sale Facility would operate on a monthly basis. However, unlike redemptions, there would be no minimum aggregate transfers required before processing. The Regular Sale Facility would be intended to provide greater certainty of liquidity to investors.

A notice period of not less than 20 days will apply for redemption requests lodged by the entity providing the Regular Sale Facility (such redemption requests to be subject to certain restrictions to be agreed between the Company and the facility provider) when such requests are made in provision of the facility.

An investor should consider any product disclosure statement offering the Regular Sale Facility in deciding whether to participate, or continue to participate, in the Regular Sale Facility.

PARTIAL DISPOSALS

Partial redemption requests and partial transfers must be for at least 10,000 Shares and must leave at least 10,000 Shares in the investor's holding. The Company may treat a redemption request which, if satisfied, would leave the investor with less than 10,000 Shares as a request for redemption of the investor's entire shareholding.

HOW TO REQUEST DISPOSAL

Written disposal requests must be sent by mail to:

Macquarie Equinox Service Centre
GPO Box 3423
Sydney NSW 2001

or sent by fax to 02 8232 6838.

Investors disposing of Shares must send in their Share certificate with their disposal request.

THE TERM OF THE INVESTMENT

There is no fixed term for this investment. However, Capital Protection is applicable only on, and will cease immediately after, the Capital Protection Date. Investors wishing to stay invested in Shares in the Company beyond the Capital Protection Date should be aware that they will not have the benefits of Capital Protection after that date.

Before the Capital Protection Date the Arranger will seek from investors confirmation as to whether they wish to request a disposal of their Shares or to continue to hold those Shares beyond the Capital Protection Date.

Shares not disposed of will be held until such time as the Company is wound up, the Shares are

compulsorily redeemed (which may occur, for example, if the Equinox Portfolio NAV, after the Capital Protection Date, reduces to a level considered by the Company to be unmanageable) or investors choose to request disposal.

REPORTING TO INVESTORS

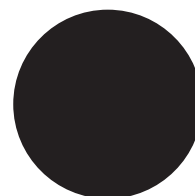
Investors will be sent an investor report each calendar quarter. This report will contain details of the progress of the investment, the Equinox Portfolio NAV per Share as well as important information about their shareholding.

Each month the Equinox website will contain the following information about the Equinox Portfolio:

- The Equinox Portfolio NAV per Share;
- The Equinox total return index (an accumulation index of the Equinox Portfolio NAV per Share adjusted for the effect of Cash Dividends); and
- The Capital Protected Level, Profit Lock-in and Cash Dividend information.

The Equinox website address is macquarie.com.au/equinox.

The Company's fiscal year is from 1 January through 31 December. Within six months of the end of each full fiscal year, or as soon as practicable thereafter, investors will be sent audited financial statements of the Company. All financial statements will be prepared in accordance with international accounting standards.



LISTING ON THE IRISH STOCK EXCHANGE (ISE)

The Company has made an application to the Irish Stock Exchange Limited for class F Participating Shares of Equinox to be admitted to the Official List of the Irish Stock Exchange. It is intended, should the application be successful, that the Shares will be admitted to the Official List on or about the date the Shares are allotted.

No application has been made for the Shares to be listed on any other stock exchange.

The Directors believe that the Irish Stock Exchange has become recognised worldwide as a leading centre for listing alternative investments and that such a listing can provide a degree of price transparency and international profile that may be seen by many investors as desirable. The ISE was established in 1793 and has been listing investment funds since 1989. All net asset values of the listed products notified to ISE and all announcements made by listed entities are reported through the ISE information dissemination system and carried by Reuters, Bloomberg and other news services, and appear on the ISE website.

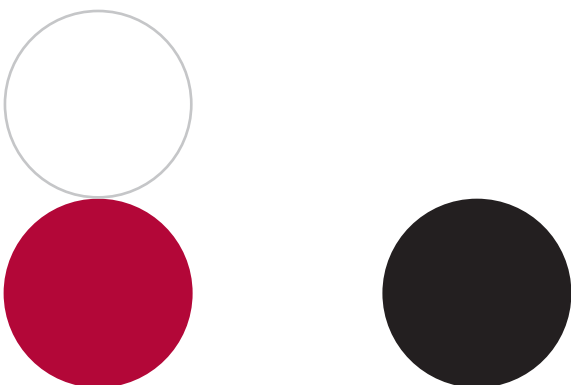
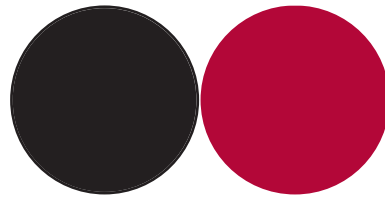
Inclusion of the Shares in the Official List of the Irish Stock Exchange will result in the quotation of a price per Share, but the Directors do not expect that an active secondary market will develop in the Shares on that exchange. Third-party transfers require prior consent of the Directors or their duly authorised agent. Investors wishing to dispose of Shares will in all likelihood need to pursue the disposal mechanisms of redemption or transfer described earlier in this section.

It is an ISE requirement that the Company must ensure that its portfolio allocations and re-balancing actions do not take its investments in any single Diversified Fund, Tactical Trader or the Tactical Access Company to a level greater than 20% of the Equinox Portfolio's NAV. Where this level is exceeded due to investment performance corrective action is not required.

PREVENTION OF MONEY LAUNDERING

Measures aimed at the prevention of money laundering require an applicant's identity to be verified. This may require that certain information and documents be provided prior to Shares being issued. Shares will not be issued to an applicant under this offer until such time as all the information and documentation requested has been received and satisfactorily processed. This may result in delays in Shares being issued. In addition, if further information and documents are required subsequent to the issue of Shares, those items must be provided by investors within a reasonable time frame or their Shares may be compulsorily redeemed by the Company.

Each applicant acknowledges that neither the Company nor the Arranger is liable for any loss arising as a result of a failure to process or delay in processing any application for Shares for any reason.



SECTION 5

FEES

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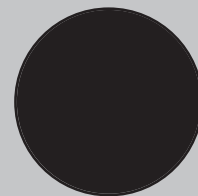
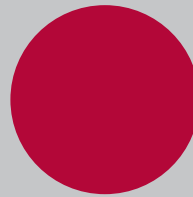
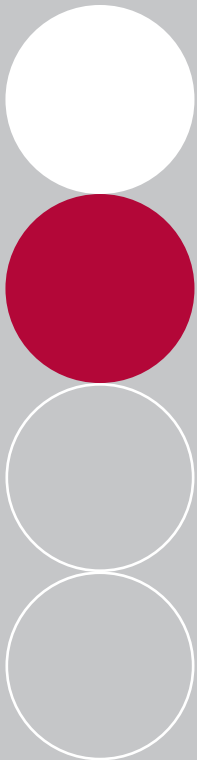
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General fees	40
Fees charged on redemptions effected prior to the Surrender Cut-off Date	41
Fees payable by service providers	42
Fees payable in connection with Component Funds	42
General	42



GENERAL FEES

GST is applicable to those fees and charges only where stated. Where not stated, the Company believes that GST should not apply. If, however, GST does apply to any such fee or charge, the level of the fee or charge stated in this prospectus is exclusive of GST unless expressly stated otherwise.

Risk advisory fee

MICAP will receive a risk advisory fee from the Company, charged monthly in arrears, for services in its role as Risk Adviser. This fee will be 1.25% per annum of the notional exposure of the Equinox Portfolio investments (excluding Security Deposits). The notional exposure will initially be approximately 120% of the Equinox Portfolio NAV.

Advisory fee

MICAP will receive an advisory fee of \$10,000 per annum from the Company (to be prorated across all classes of Participating Shares), accrued daily and charged each year on June 30, for providing advice on, and services in relation to, general administration and the issue of financial products by the Company.

Capital Protection fee

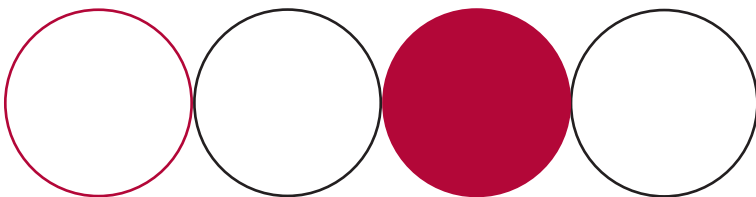
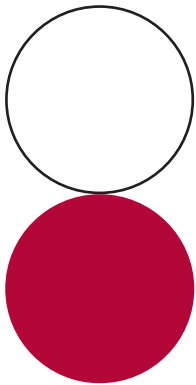
The Company will pay Macquarie during the life of the Capital Protection a Capital Protection fee of 1.25% per annum of the Equinox Portfolio NAV, calculated and charged monthly in arrears.

Offer establishment costs and ongoing administration expenses

Under the Arranger Agreement, it has been agreed that certain expenses initially will be paid by the Arranger and the Company will reimburse the Arranger for these expenses, subject to a maximum level of 2% of the amount raised in all offerings of class F Participating Shares. Any such expenses exceeding 2% of the amount raised in all offerings of class F Participating Shares will be payable by the Arranger out of its own funds. Expenses not exceeding this maximum amount will be capitalised and amortised by the Company over the Equinox Portfolio's first 3 year trading period. The expenses incorporated in this arrangement include, without limitation, offer establishment costs, and costs associated with application to the Irish Stock Exchange to be admitted to the Official List. These expenses are expected to be in the order of \$500,000.

Ongoing administration and operating costs payable to third-party service providers, auditors' fees, costs incurred in the acquisition, holding and disposal of investments (for example, investment brokerage and clearing house fees), ongoing fees of the Irish Stock Exchange and the costs of convening and holding meetings of investors and certain other administration costs (including engagement of third parties to assist with administration of the Company) will be paid by the Company either solely out of the assets of the Equinox Portfolio or prorated across all classes of Participating Shares, as appropriate.

The service providers appointed by the Company will receive fees for their services at commercially determined rates. These fees are subject to periodic review and will initially be as follows: the Administrator will receive a fee of US\$13,000 per annum for the



administration of the Shares plus US\$5,000 per annum for certain corporate secretarial services to the Company and will charge for additional services to the Company on a time spent basis at commercial rates (these fees are prorated across all classes of Participating Shares on issue at the time of payment); the Directors, excluding Kim Burke, will receive an annual fee which is not expected to exceed US\$45,000 in total (to be prorated across all Participating Shares of all classes on issue at the time of payment); the Auditor will receive a fee of approximately US\$12,000 per class of Participating Shares; the Custodian will receive a one-off inception fee of US\$2,500 plus an annual custodian services fee of up to 0.075% of the gross assets of the Equinox Portfolio (subject to a minimum monthly fee of US\$1,000); the Custodian will also charge transaction fees ranging from US\$35 to US\$250 per transaction.

Placement Incentive and trailing Placement Incentive

Sales agents, brokers and financial advisers are entitled to receive a once-only Placement Incentive equal to 3.3% (including GST) of an investor's Application Amount. This amount will not be taken out of investors' subscription monies, but will be paid to advisers by Macquarie International Capital Advisors Pty Limited. Shares will then be allotted to each investor from the investor's Application Amount. Where investments have been made without an intermediary such as a financial adviser the Placement Incentive will be paid to the Arranger.

In consideration for paying the Placement Incentive MICAP is entitled to charge the Company 0.1% of the amount raised in all offerings of class F Participating Shares (adjusted for redemptions) per month up to and including the Surrender Cut-off Date.

Starting in the second year of the investment, the Company will also accrue monthly and pay quarterly a trailing Placement Incentive at a rate of 0.5% per annum of the month-end Equinox Portfolio NAV (the NAV being reduced for this calculation by any amounts held in Security Deposits) to sales agents, brokers and financial advisers, or the Arranger, where applicable, by reference to the currently held shareholding of their referred investors. The Arranger will be paid this trailing Placement Incentive in relation to the Shares of shareholders who invested without an intermediary such as a financial adviser.

Investors and financial advisers should note that the risk advisory fee and the trailing Placement Incentive will not be charged on any portion of the Equinox Portfolio which may be held in Security Deposits. These two charges are calculated only on the basis of the notional exposure of the Equinox Portfolio investments or the Equinox Portfolio NAV, respectively, less, in each case, any amounts held in Security Deposits.

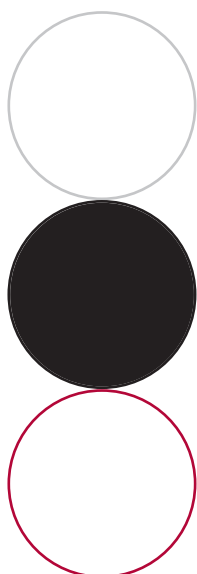
FEES CHARGED ON REDEMPTIONS EFFECTED PRIOR TO THE SURRENDER CUT-OFF DATE

Capital Protection surrender fee

For Shares redeemed prior to the Surrender Cut-off Date the Company must pay Macquarie a Capital Protection surrender fee equal to one twelfth of 1.25% of the NAV of the corresponding Shares being redeemed, multiplied by the number of months from the time of redemption until the Surrender Cut-off Date. The amount of this fee will be deducted when calculating the Share Redemption Price. This fee will not apply for redemptions effected on or after the Surrender Cut-off Date.

Recovery of the Placement Incentive

Any unrecovered Placement Incentive relating to Shares redeemed prior to the Surrender Cut-off Date will be deducted by the Company (and paid to MICAP) in calculating the Share Redemption Price.



FEES PAYABLE BY SERVICE PROVIDERS

The Arranger will be paid a quarterly amount by way of reimbursement equal to the amount of its costs and expenses incurred in acting as Arranger of the offer. This amount is payable by MICAP out of its own funds.

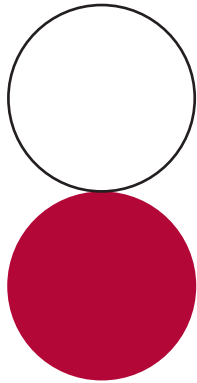
FEES PAYABLE IN CONNECTION WITH COMPONENT FUNDS

Fees and expenses will be payable in connection with the Company's participation in the Component Funds themselves or by the vehicles through which the Company accesses its exposure to the Component Funds. The payment of fees to the managers of the Component Funds (in the form of management fees and, in some cases, performance fees) will be reflected in the share prices of the investments made by the Company to gain access to the Component Funds.

Macquarie Portfolio Management Limited, a wholly owned subsidiary of Macquarie, will act as accountant and risk monitor to the Tactical Access Company (a company called Cradle Mountain Trading Fund No.1 Limited, which may be used to gain access to the Tactical Trading investments. This is discussed in Section 9 – Additional Information). The fee for this service payable by the Tactical Access Company will initially be in the order of \$70,000 per annum (to be prorated across all participating shares of all classes on issue in the Tactical Access Company at the time of payment) and is subject to periodic review.

GENERAL

Each investor is liable for all taxes and costs in relation to that investor's entitlement to income or capital of the Company and for unpaid amounts otherwise payable by that investor to the Company.



SECTION 6

RISKS

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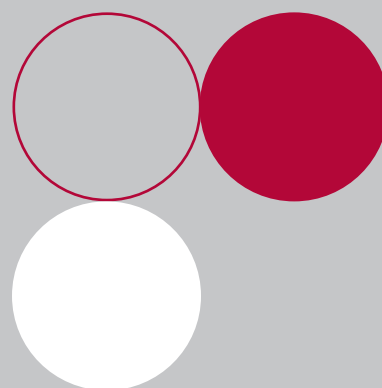
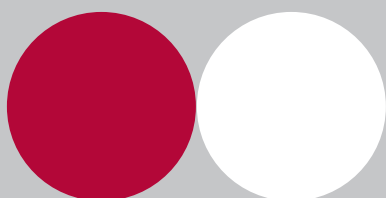
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Risks specific to the Company	44
Risks specific to the Capital Protection	47
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Indemnification obligations	48



An investment in Shares in the Company involves a number of risks. Before investing in Shares in the Company, prospective investors should consider carefully the principal risks that may affect the financial performance of the Equinox Portfolio. These are outlined below.

GENERAL INVESTMENT RISKS

General market

Investors' returns may be adversely affected by market conditions, including but not limited to market volatility, interest rates, economic variables, political events, war, natural events and changes in law which may occur globally or at a country, industry or asset class specific level.

Foreign exchange

The currency hedging employed by the Company will not completely remove the risk that foreign exchange fluctuations may have an adverse impact on your investment return.

Component Funds

The performance of the Equinox Portfolio will depend largely on the investment performance achieved by the managers of the Component Funds. There is a risk that these investments may perform poorly. The use of leverage may magnify investment returns, both profits and losses. The Component Funds in the Equinox Portfolio may use leverage depending on their investment strategy.

Historical performance

The Equinox Portfolio has no performance history. The historical performance of the Component Funds and the managers' stated return targets are not reliable indicators of future performance of those investments or of the Equinox Portfolio and are not forecasts, projections or the result of a simulation of future performance. There is a risk that the future performance of the Component Funds will fall short of the performance shown in their individual track records and the managers' stated return targets.

Taxation

Changes in tax laws or their interpretation could adversely affect the tax treatment of the Company, its investments and its investors. See Section 7 for details of related tax issues. In the event of such adverse change the Company reserves the right to change its investments or restructure, or compulsorily redeem the Shares in accordance with the Company's Bye-Laws to limit or prevent any adverse effects.

RISKS SPECIFIC TO THE COMPANY

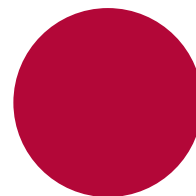
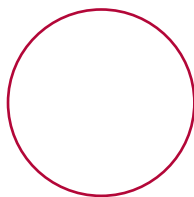
Limited operating history

The Company has a limited operating history, while the Equinox Portfolio has no operating history. As at the date of this prospectus no audited financial statements exist for the Company and no class F Participating Shares in the Company have been issued.

Liability of shareholders

Shareholders are not personally liable for any debts or losses of the Company beyond the amount of their unpaid share capital contribution. However, shareholders might be required to repay with interest Cash Dividends or in-kind distributions received by them to the extent of overpayments, if the Company is insolvent at the time of the payment or if such dividends or distributions render the Company insolvent.

Shareholders of the Company have no right or power to take part in its management. Accordingly, no person should purchase the Shares of the Company unless such person is willing to entrust all investment decisions to the Company.



Portfolio changes

Macquarie International Capital Advisors Pty Limited (“MICAP”) will be responsible for performing due diligence on the Equinox Portfolio, as described in Section 2. In performing this role, MICAP may recommend Portfolio changes to the Company if it believes an underlying investment is no longer suitable for inclusion in the Portfolio, for reasons such as a material deviation from a stated investment strategy. Therefore, there is the possibility that the composition of the Equinox Portfolio will change due to information discovered during the term of the investment.

Should the Equinox Portfolio contain insufficient funds to maintain its desired investments in the Component Funds, the Company will re-allocate funds according to its assessment of how best to achieve its investment goals. If this is deemed impossible, the Company may allocate part or all of the Equinox Portfolio to Security Deposits, for any length of time deemed necessary.

There is also the risk that any or all of the Component Funds may return part or all of the Company’s investment monies (or may not accept subscriptions as a result of re-allocations from Security Deposits) for reasons of limited capacity. It is common practice for Hedge Funds and Tactical Traders to limit the amount of money they manage based on their assessment of their own ability to trade and invest the funds effectively. It is possible that during the course of the investment a Component Fund’s returns push its assets beyond the assessed capacity (or the assessed capacity falls due to changes in market opportunities or liquidity, for example), causing the manager to return part of its investors’ assets to preserve the viability of the fund’s return profile. In such a case, the Company would re-allocate the returned capital to other Component Funds and/or make allocations to other managers as deemed appropriate.

Liquidity

Investments in the Company may not be as liquid as some other investments. Although the inclusion of the Shares in the Official List of the Irish Stock Exchange will result in the quotation of a price per Share, the Directors do not expect that an active secondary market will develop in the Shares on that exchange. Third-party transfers require prior consent of the Directors or their duly authorised agent. The Company’s underlying investments may also be illiquid. The suggested term of the investment is at least three years.

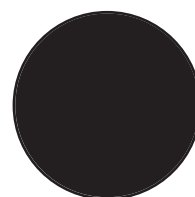
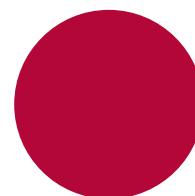
While early redemptions are possible, they are only available periodically and with certain restrictions, as disclosed in Section 4. There may be a longer than expected delay between the acceptance of redemption requests and the payment of redemption proceeds. The Company will endeavour to pay redemption proceeds as soon as practicable after the receipt of proceeds from the underlying investments.

The processing of redemption requests may be suspended in accordance with the Company’s Bye-laws in certain circumstances including where the disposal of Company or Portfolio assets is suspended.

While investors may be able to apply for their Shares to be purchased during the course of the investment under the proposed Regular Sale Facility, there is no certainty that the terms of the facility, if and when offered, will be acceptable to an investor. Although the proposed Regular Sale Facility would be designed to enhance investors’ certainty of liquidity and shorten the notice period required for disposal, there may be times when the facility does not improve liquidity for investors.

Change of law risk

The Company and some or all of the Equinox Portfolio’s investments are domiciled in foreign jurisdictions. Changes to laws or their interpretation in Australia or foreign jurisdictions including taxation, corporate regulatory and money laundering laws could have a negative impact on the Company and the Equinox Portfolio’s returns to investors. Changes to corporate law may have an impact on investors’ ability to redeem Shares. The Company reserves the right to take steps to limit or prevent any adverse effects from changes to laws or their interpretation including altering its investments or restructuring the Company.



Additional share classes

The Company has previously issued class A, class B, class C, class D and class E Participating Shares, and may, in the future, issue additional classes of Participating Shares with a portfolio attributable to each class of shares.

The NAV of each class of shares will be calculated exclusively by reference to the value of the assets and liabilities in the underlying portfolio maintained in respect of the relevant class of shares.

Under the laws of Bermuda, the Company must be cash -flow solvent for Cash Dividends to be paid in respect of any class of Participating Shares.

Each portfolio comprises the assets and liabilities attributable to a particular class of shares and each portfolio will be managed separately from and independently of the other portfolios. The holders of shares in one class, in their capacity as holders with respect to a particular portfolio, have no rights whatsoever in respect of the assets of any other portfolio. However, in the event of the insolvency of one or more portfolio under this umbrella structure, any creditors in respect of such insolvent portfolio or portfolios, unless those creditors were contracted on a limited recourse basis, would be creditors of the Company as a whole and accordingly could proceed against any assets of the Company, including any assets held in the Equinox Portfolio. Similarly the holders of shares of different classes would be subject to the insolvency of the company as a whole.

The Bye-laws of the Company provide that any material contracts entered into by the Company on behalf of any portfolio shall be on a limited recourse basis only. This means that only the assets of the relevant share class are available to satisfy the liabilities incurred under such contracts. For this purpose, "material contracts" shall mean a contract where the liability of the Company under the contract exceeds US\$10,000 per annum. This restriction does not apply to any type of contract entered into by the Company on behalf of the Company as a whole (for example the Administration Agreement, as set out in Section 8) as opposed to those entered into on behalf of a particular share class or portfolio.

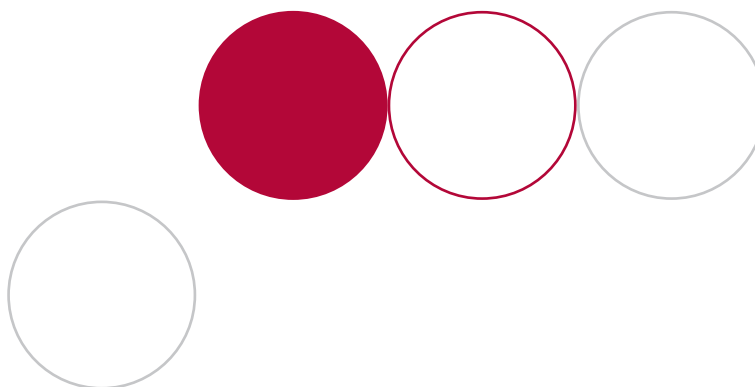
The same risks associated with the issue of additional classes of shares in the Company also apply to the Tactical Access Company, which may also issue additional share classes on a similar basis. The segregation provisions of the offering document of the Tactical Access Company impose a similar constraint with regard to material contracts.

Counterparty risk

The Equinox Portfolio has exposure to each counterparty under the agreements entered into by the Company either with respect to the Equinox Portfolio or the Company as a whole. Of particular relevance to the investor is that the Equinox Portfolio has exposure to Macquarie and its subsidiaries in their capacity as counterparties to the Capital Protection Agreement and the Risk Advisory Agreement. In particular, with regard to the Capital Protection Agreement, if Macquarie were to become insolvent, it may be unable to pay any obligations under the Capital Protection Agreement, making the Capital Protection potentially worthless. In such an event the Company may choose to find an alternative capital protection provider. The Equinox Portfolio may also be exposed to Macquarie through foreign exchange contracts and any Security Deposits held with Macquarie for the purposes of Threshold Management.

Risks associated with leverage

As set out above, the Company may, if permitted by and in accordance with its Bye-laws, as amended from time to time, directly borrow or otherwise utilise leverage of up to 30 per cent of the NAV of the Equinox Portfolio at any time. Additionally, the managers of the Component Funds may also use leverage, depending on their respective investment strategies. The use of leverage may magnify investment returns, both profits and losses.



RISKS SPECIFIC TO THE CAPITAL PROTECTION

Reduced exposure to Component Funds

As described in Section 2, the assets of the Equinox Portfolio may include Component Fund investments, foreign exchange contracts, cash at call and Security Deposits. A risk associated with the Capital Protection is that the assets of the Equinox Portfolio may be re-allocated from Component Funds to Security Deposits, reducing the potential for the Equinox Portfolio to generate attractive returns, and potentially forgoing the ability to re-invest with the Component Funds in cases where capacity is limited. The allocation between the Component Funds and Security Deposits is determined by the value of the assets held in Component Funds compared to the threshold curves used (namely the Sell Triggers and Buy Triggers) in Threshold Management. These curves are dynamic and are constructed primarily as a function of prevailing Australian interest rates, the time until the Capital Protection Date, the Capital Protected Level and the level of exposure to the Component Funds.

A fall in the value of the Portfolio's Component Fund investments may result in a decreased allocation to Component Funds. A fall in applicable Australian interest rates may also result in a reduced allocation to Component Funds, even if the NAV of the Portfolio's Component Fund investments has remained stable or has increased.

Investors should note that, although Cash Dividends and Profit Lock-ins provide benefits to investors, they also increase the risk of a Sell Trigger being breached, causing a reduction in exposure to the Component Funds.

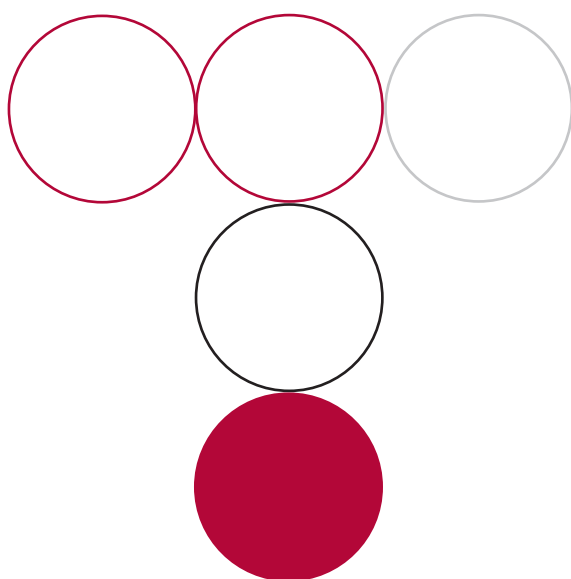
Under the terms of the Capital Protection, there may be a time at which 100% of the Portfolio has been allocated to Security Deposits, in which case re-allocation to Component Funds will not be possible. This may occur, for example, if the applicable Australian interest rates or the value of the Component Fund investments have fallen considerably.

Termination events for the Capital Protection

There is a risk that the Capital Protection may be terminated by Macquarie in certain circumstances as outlined below. Should the Capital Protection be terminated, investors will not receive the benefit of the Capital Protection described in this prospectus. In such a case the Company may (but shall not be obliged to) seek an alternate capital protection provider.

Macquarie has the right to terminate the Capital Protection Agreement which forms the Capital Protection if, without its prior written consent:

- the Company breaches materially any of the representations or warranties set out in the Capital Protection Agreement;
- the Company fails to make any payment due under the Capital Protection Agreement within 5 Business Days of receiving a notice from Macquarie that such payment is overdue;



- there is a material deviation from the investment guidelines governing the composition of the Equinox Portfolio or the investment guidelines are amended in any material respect without Macquarie’s consent. The investment guidelines specify a minimum level of diversification and liquidity for the Equinox Portfolio and include a prescribed cap that Profit Lock-ins and Cash Dividends attributable to any financial year must not exceed Net Trading Profits for that year;
- certain financial information concerning the Equinox Portfolio is not provided to Macquarie within agreed time limits; or
- a risk adviser or risk monitor not approved by Macquarie is appointed to advise in relation to the Equinox Portfolio.

Capital Protection Date

Investors should be aware that Capital Protection applies only as at the Capital Protection Date. No Capital Protection will apply to Shares redeemed prior to that date. Shares held past that date will have had the benefit of the Capital Protection on that date, but will not have ongoing protection. The only exception would be if the Company decides to acquire additional capital protection after the Capital Protection Date.

POTENTIAL CONFLICTS OF INTEREST

Potential conflicts of interest exist in the structure of this offer and the Company’s operation. A number of entities involved in this offer are related either by direct shareholding or through common directors. The following companies, associated with this offer, are wholly-owned subsidiaries of Macquarie:

- Macquarie International Capital Advisors Pty Limited;
- Macquarie Securities (Australia) Limited;
- Macquarie Portfolio Management Limited.

The following companies, associated with this offer, have one or more common directors, some of whom are also senior executives within Macquarie:

- Macquarie International Capital Advisors Pty Limited;
- Macquarie Equinox Limited;
- Macquarie Securities (Australia) Limited;
- Macquarie Portfolio Management Limited;
- Cradle Mountain Trading Fund No.1 Limited.

The non-Macquarie directors of the Company and the Tactical Access Company are employees of organisations that have service contracts with Macquarie or its subsidiaries and/or with funds managed by Macquarie or its subsidiaries.

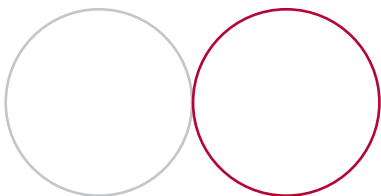
The provider of the Capital Protection and a possible counterparty when dealing in foreign exchange is Macquarie, the parent company of MICAP. The obligations of Macquarie pursuant to the Capital Protection are conditional upon (among other things) compliance by the Company with the terms of the investment guidelines, which are contained in the Capital Protection Agreement.

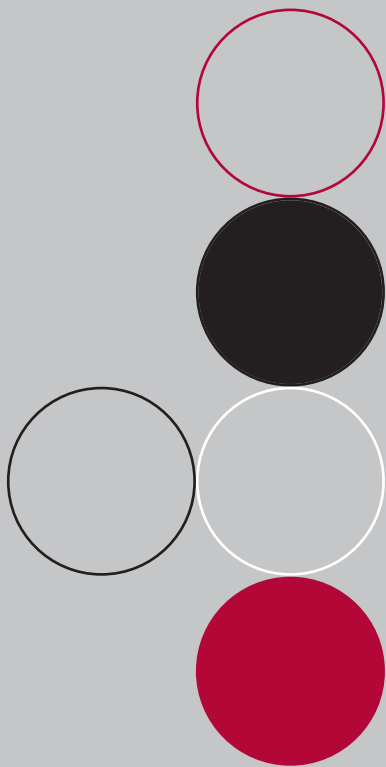
A subsidiary of Macquarie owns non-participating voting shares in both the Company and the Tactical Access Company.

At the date of this prospectus Macquarie Bank Limited holds class A, class B and class D Participating Shares in the Company.

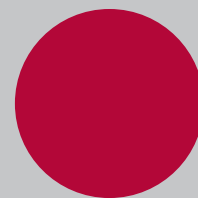
INDEMNIFICATION OBLIGATIONS

The Company has agreed to indemnify, among others, the Directors and other officers of the Company, the Administrator, the Risk Adviser and each of their respective principals and affiliates under certain circumstances. In the event that the Company or a party which the Company has agreed to indemnify was named as a defendant in a lawsuit or regulatory action stemming from the conduct of the Company’s business, the Company would bear the additional costs of defending and indemnifying against such action and would be at further risk if the Company or the indemnified party failed to prevail in the litigation.





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AUSTRALIAN RESIDENT SHAREHOLDERS

General

The following comments provide a general guide in relation to the Australian tax implications for investors who are Australian residents for tax purposes and who subscribe for Shares pursuant to this prospectus. The comments do not apply to any investor who may have a controlling interest in the Company, but it is not expected that such a situation will arise.

All investors should seek their own professional taxation advice to determine the tax treatment applicable in their particular circumstances. The following comments do not address any issues that might arise for a subscriber for class F Participating Shares in consequence of any holding of class A, class B, class C, class D or class E Participating Shares by that subscriber; any such subscribers should, if necessary, obtain professional tax advice to address such issues. Investors who change tax residency should also seek professional tax advice as to any change in tax treatment of holding Shares.

Application of foreign source income rules

Investors will hold shares in the Company, which it is considered is and will continue to be a non-resident company for Australian tax purposes (refer to the information under the heading "Tax status" in Section 8). As a result, investors will be subject to Australia's foreign source income rules, unless a specific exemption applies.

Very broadly, the aim of the foreign source income rules is to tax Australian residents on an accruals basis in respect of income derived by foreign entities resident in low tax countries (such as Bermuda). In relation to investments held in foreign companies, the relevant foreign source income rules are either the Controlled Foreign Company ("CFC") rules or the Foreign Investment Fund ("FIF") rules.

CFC rules

The CFC rules will be relevant only if the Company is a CFC. Whether the Company will be a CFC will be dependent on matters including the actual investors who subscribe for shares in the Company, the sizes of their shareholdings, the class or classes of shares in the Company on issue from time to time, the rights attaching to the shares on issue at any time, and how the Company is controlled.

If it is determined that the Company is a CFC, the CFC rules are likely to apply to an investor in two circumstances only. The first is if the investor holds shares in the Company, either individually or along with its associates (as relevantly defined in the tax law), directly or indirectly, which give a 10% or greater interest (as measured in the way required by the tax law) in the Company. The second is if the investor is one of five or fewer investors who, with their associates, control the Company and the investor and its associates hold an interest of at least 1%. An interest in the Company is generally measured as the higher of the interests in voting power, paid-up capital and rights

to capital and income distributions of the Company as a whole, rather than of the particular share class in which the investor has invested. This means that it is possible that an investor's interest for CFC purposes could be measured as a percentage in excess of its apparent percentage shareholding interest in the particular share class in which it has invested. Further, an investor's percentage interest would increase on any redemptions by other investors.

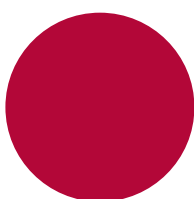
If the Company is a CFC and if an investor (along with its associates) has an interest sufficient to cause the CFC rules to be operative in relation to that investor, it is possible that the investor could be assessable on attributable income in an amount greater than its economic interest in the Company's income. It is therefore important that investors consider these CFC/attribution issues carefully before they acquire or maintain, directly and through any "associates" as relevantly defined, any interest of a size which could result in the CFC rules operating in relation to them.

FIF rules

Where the CFC rules do not apply to an investor in respect of Shares held in the Company, the FIF rules will apply. A taxpayer has an interest in a FIF (a "FIF interest"), and therefore is subject to the FIF rules, where the taxpayer holds a share in a foreign company at the end of the income year. Accordingly, where the CFC rules do not apply, an investor in Shares in the Company will hold a FIF interest and will be required to calculate a 'FIF amount' in relation to the Company unless one of the exemptions from the FIF rules applies.

FIF exemptions

There are a number of exemptions from the FIF rules that may be available to an investor under current law. The relevant exemptions include the following:



- (a) Complying superannuation funds are exempt from the FIF rules.
- (b) A “de minimus exemption” is available for natural persons (otherwise than in the capacity of a trustee), whose aggregate FIF (and foreign life assurance policy) interests, along with those of their associates, do not exceed \$50,000 in value at the end of the income year in question. The value of the interests must be determined by the investor as the greater of cost and market value of each relevant interest at the appropriate time.
- (c) Interests in CFCs to the extent that a taxpayer is an attributable taxpayer in respect of the CFC interests (refer above).
- (d) Interests held in a foreign company which constitute trading stock of the taxpayer, where an election is made under the trading stock provisions to bring such interests to account at market value.
- (e) Interests in a foreign company that is principally engaged in certain “eligible activities”. At the date of this prospectus, this exemption would not be available in respect of Shares held in the Company, and is not expected to be available at any time in the future based on the Company’s intended activities.
- (f) A “balanced portfolio exemption” may be available to an investor where the investor holds more than one FIF interest and the value of those interests that are not eligible for any of the FIF exemptions (excluding the above exemption (c) for CFC interests) does not exceed 10% of the total value of all the investor’s FIF interests as measured at the end of a year of income. Where this exemption applies to an investor, all otherwise non-exempt FIFs are deemed to be exempt from the FIF rules. As with the de minimus exemption, the value of the interests must be determined by the investor as the greater of cost and market value at the appropriate valuation time for each relevant interest.

The rules that govern whether an investor will be entitled to an exemption from the FIF rules are complex and we strongly advise that you consult your tax adviser to determine if any of the abovementioned or other available exemptions are applicable to you.

Calculation of attributable FIF income

Where a FIF exemption is not available, an investor will need to calculate a FIF amount using one of the following three methods:

- (a) the market value method – this method requires a taxpayer to calculate a FIF amount based on the change in the value of their FIF interest during the relevant year of income;
- (b) the deemed rate of return method – this method requires a taxpayer to calculate a FIF amount by applying a straight percentage rate to a deemed opening value (as calculated under the FIF rules) of the FIF interest; or
- (c) the calculation method – this method requires a taxpayer to calculate a FIF amount based on a recalculation of income of the FIF based on a prescribed methodology.

If it is practicable to apply the market value method in respect of a taxpayer’s FIF interest, the market value method must be applied. If it is not practicable to apply the market value method in respect of a taxpayer’s FIF interest, the deemed rate of return method must be applied. However, in either case, a taxpayer can elect to apply the calculation method in respect of a taxpayer’s FIF interest.

In the case of a FIF interest held by an investor in the Company, the Company expects that it will be practicable to apply the market value method, as explained below. It will generally not be practicable for investors to elect to use the calculation method because the Company may not be providing all the information required for this purpose (which can be complex and onerous to calculate). In addition, if at any time the

Company suspends or ceases to offer redemptions, investors will or may thereafter need to use the deemed rate of return method.

Under the market value method, an investor will essentially be required to include in its assessable income the increase in the value of the Shares during a particular income year (reduced by any FIF losses in respect of the Shares carried forward from previous income years). Conversely, any decrease in value may be allowable as a deduction (limited to the amount of any FIF income previously attributed and not distributed to an investor in respect of the Shares) or alternatively, may be carried forward to offset future FIF income in respect of the Shares in the Company.

An investor must determine the market value of its interests in the Company on certain days of an income year (at year end and at the start of the income year, if the FIF interest was held on the last day of the previous income year). In this regard, investors will be able to use the Share Redemption Price. This will be calculated by adjusting the Equinox Portfolio NAV (which the Company will publish monthly) by the amount of any currently applicable Capital Protection surrender fee and any currently applicable unrecovered Placement Incentive amount (refer to Section 5 for details). Investors will be provided each year with a record of the Share Redemption Price as at the end of the Australian Financial Year as part of the investor report for the June quarter. Investors can also obtain a record of the Share Redemption Prices for the other quarters by calling the Macquarie Equinox Service Centre.

The market value calculation dates will be based on an investor’s tax year (i.e. 1 July to 30 June for individual investors), unless an irrevocable election is made under the FIF rules by an investor to adopt the accounting period of the FIF for this purpose (i.e. 1 January to 31 December).

An investor should maintain a “FIF attribution account” to keep a record of any attributed FIF income amounts in respect of the Shares held in the Company. Such an account will be necessary for calculating the extent of any exempt dividend or other amounts (refer below) or for determining the extent of any FIF loss that can be claimed as a deduction by an investor.

Dividends

Any dividends paid by the Company, whether paid directly to the investor or withheld to pay for additional Shares under the Dividend Reinvestment Facility, will be treated as unfranked dividends and will be required to be included in the assessable income of an investor, unless:

- (a) the investor receiving the dividend is a company that has a voting interest in the Company amounting to at least 10% of the maximum number of votes that might be cast at a general meeting of the Company in relation to all matters that might be voted on at such a meeting. Dividends received by such an investor will not be assessable income and will not be exempt income of the investor; or
- (b) the income out of which the dividends were paid had been subject to Australian tax in prior income years under the foreign source income rules (as discussed above). To the extent that dividends paid by the Company are sourced from previously attributed amounts under the FIF or CFC rules, such dividends will not be assessable income and will not be exempt income of the investor (so that an investor will not be subject to double taxation).

In addition, to the extent that any dividends are included in the assessable income of an investor and there is also a FIF or CFC income amount in respect of Shares held in the Company that is required to be included in the

assessable income of the investor for the same year, the FIF or CFC income amount will be calculated in a way which avoids double taxation of the dividends.

There is no Australian or Bermudian tax requirement for the Company to withhold tax from dividends paid by the Company to investors.

Capital Gains Tax

The Australian taxation consequences for an investor in the event of redemption, transfer or sale of Shares in the Company will depend on the investor’s individual circumstances. The comments below do not apply to an investor in the business of trading in investments (for example, share traders) or who otherwise holds Shares in the Company on revenue account. Such investors will need to consider the ordinary income provisions of the Australian tax legislation as well as the capital gains tax (“CGT”) provisions in relation to their investment in the Company.

The comments below relate to investors who will hold the Shares in the Company on capital account, and who therefore need to consider only the CGT provisions.

In order to determine whether an investor will have a capital gain or a capital loss for CGT purposes on the transfer or redemption of a Share, an investor will need to calculate either a CGT cost base or a CGT reduced cost base.

The CGT cost base of an asset is relevant to the computation of a capital gain, and the CGT reduced cost base of the asset is relevant to the computation of a capital loss.

The CGT cost base of a Share would be the issue price (\$1.00 per Share for an investor’s original holding of Shares and the applicable issue price for any Shares subsequently issued under the Dividend Reinvestment Facility) plus certain incidental costs

incurred in acquiring the Share such as fees paid to a financial adviser. In the case of a Share (and unlike some other assets), the CGT reduced cost base should normally be the same as the CGT cost base.

Redemption of Shares

Upon a redemption of a Share, any excess of the redemption proceeds over the issue price of that Share will be treated as a dividend. This means that an investor could never make a CGT gain on a redemption of a Share, but could make a CGT loss.

On a redemption of a Share in the Company, redemption proceeds up to the value of the issue price of that Share (\$1.00 per Share for an investor’s original holding of Shares and the applicable issue price for any Shares subsequently issued under the Dividend Reinvestment Facility) should not be subject to tax in the investor’s hands where the Company debits its share capital account up to the amount credited to that account on the issue of the Share and debits any remainder (up to a combined total of the issue price of the Share) to its share premium accounts. Amounts received in excess of the issue price of the Share will be taxed as unfranked dividends. However, to the extent that such amounts have previously been taxed under the FIF or CFC rules (explained above), the dividends should not be included in the assessable income of the investor when paid and should therefore not be subject to any further Australian tax.

A capital loss should arise for CGT purposes on a redemption of a Share only if the Share is redeemed for redemption proceeds less than the CGT reduced cost base of the Share (as discussed above). Any such capital loss would be equal to the excess of the CGT reduced cost base over the capital proceeds. The capital proceeds for this purpose should be equal to the redemption proceeds (but possibly subject to reduction – see the “Capital proceeds reduction” section below).

This discussion assumes that the redemption proceeds will be equal to the market value of the Share at the time of redemption. Where this is not the case the resulting CGT consequences may differ from those outlined above.

Transfer or sale of Shares

For CGT purposes, an investor will derive a capital gain on the disposal of a Share to another person (including under any sale facility offered by the Arranger, Macquarie or an entity associated with Macquarie) to the extent that the capital proceeds on disposal exceed the CGT cost base of the Share. An investor will incur a capital loss on the disposal of a Share to another person to the extent that the capital proceeds on disposal are less than the CGT reduced cost base of the Share.

Net capital gain or net capital loss

All capital gains and capital losses arising in a year are added together to determine whether a taxpayer has derived a net capital gain or incurred a net capital loss in a year. If an investor is entitled to discount CGT treatment in respect of a capital gain (for example if the investor is an individual who derives a capital gain on Shares held for at least 12 months), only 50% of the amount of such gain will be included in the calculation of the investor's net capital gain or loss. In making this calculation investors will be entitled to apply any capital losses against non-discount gains prior to their application against discount capital gains. If an investor derives a net capital gain in a year, this amount is generally included in the investor's assessable income for the relevant year.

If an investor incurs a net capital loss in a year, this amount is carried forward and is available to offset capital gains derived in subsequent years, subject in some cases to the investor satisfying certain rules relating to the recoupment of carried forward losses.

Capital proceeds reduction

In the event that the FIF or CFC rules apply to an investor, to the extent that any amounts previously attributed to the investor under the FIF or CFC rules have not been distributed by the Company, the capital proceeds for CGT purposes will generally be reduced by the amount previously attributed (but not distributed) to the investor. The effect of this adjustment will be to reduce any capital gain derived by an investor, or alternatively, create or increase a capital loss in the hands of an investor.

Capital gains tax – company investors

An investor who is a company that has a voting interest in the Company amounting to at least 10% of the maximum number of votes that might be cast at a general meeting of the Company in relation to all matters that might be voted on at such a meeting may have any capital gain resulting from the redemption or disposal of Shares reduced. Any such investors may therefore wish to seek advice as to the CGT consequences of redemption or disposal.

Debt/equity rules

Whilst shares in a company are generally classified as equity interests, there are certain circumstances where shares are instead treated as debt interests for tax purposes under the debt/equity rules contained in the tax legislation. The classification of the Shares in the Company under these debt/equity rules should have no practical consequence for investors in most circumstances. Notwithstanding this, the Company considers that the Shares in the Company should constitute equity interests and should not be considered to be debt interests under the debt/equity rules.

Traditional security and qualifying security rules

The Australian tax legislation contains provisions which deal with the taxation of certain investments which are either 'traditional securities' or 'qualifying securities'. A Share in the Company should not fall within the scope of these provisions, and therefore investors should not be subject to the particular rules contained in these provisions.

Interest deductions

An investor should generally be able to claim a tax deduction for interest expenses incurred on any loan used to fund the acquisition of Shares provided that the investor has a reasonable expectation that dividends (or other assessable income other than capital gains) will be derived from the investment in the Shares, and will over time exceed the interest expenses incurred.

Where expenses are deductible under this test, and subject to any application of the thin capitalisation provisions, discussed below, the deductions should be available against all types of assessable income of the investor (and not just the foreign income of the investor).

Most expenses (other than interest and other 'debt deductions') incurred in relation to deriving a class of foreign income are limited to the amount of foreign income of that class derived during a particular income year. Any excess deductions can be carried forward for offset against foreign income of that class in subsequent years, subject to the satisfaction of certain tests for some types of entities.

On 16 April 2003, an intention to legislate to deny deductibility of some interest under loans taken out to invest in certain capital protected products was announced. Investors utilising any loan to subscribe for Shares should consider this announcement and consult their own tax adviser where necessary.

Thin capitalisation rules

The thin capitalisation rules can limit 'debt deductions' of an entity in circumstances of cross-border investment. An investor will need to determine whether the thin capitalisation rules apply to it. Where:

- (a) an investor's only offshore investment is in Shares and the investor does not hold Shares, alone or together with its associates (as relevantly defined in the tax law), directly or indirectly, which give it a 10% or greater interest (as measured in the way required by the tax law) in the Company; and
- (b) the investor is not owned, directly or indirectly, by an Australian entity subject to the thin capitalisation rules as a result of its own offshore investments; and
- (c) the investor is not impacted by the inbound thin capitalisation rules (very broadly, where it is not owned directly or indirectly by an offshore entity),

then the thin capitalisation provisions should generally not apply to limit debt deductions to the investor.

However, where an investor is subject to the thin capitalisation provisions, the investor will need to include any debt deductions in respect of its investment in Shares in its thin capitalisation calculations to determine the extent (if any) of any deductions that will be denied.

If necessary you should seek independent taxation advice to determine the impact of the thin capitalisation rules in relation to your particular circumstances.

Part IVA

Part IVA of the **Income Tax Assessment Act 1936** (Cth.) contains general anti-avoidance provisions and should be considered by investors in respect of all investments. In general, Part IVA may apply where a taxpayer obtains a "tax benefit" as a

consequence of entering into or carrying out a scheme (or part of a scheme), whether devised by the taxpayer or somebody else, and the dominant purpose of one or more parties who entered into or carried out the scheme (or part of the scheme) was to secure the tax benefit for the taxpayer. Broadly, a "tax benefit" can include the making of a "discounted capital gain" in respect of the sale of a share rather than the receipt of a fully assessable dividend on a redemption of the share.

The Arranger's objective in seeking to put in place a Regular Sale Facility for investors to dispose of their investments by sale is to achieve greater liquidity for investors, i.e. to enable investors (particularly those investors with a small number of Shares) to dispose of their Shares with less risk of delays compared to redemptions, as well as to facilitate the faster payment of disposal proceeds to investors.

Notwithstanding the above comments, investors intending to sell Shares and derive discounted capital gains should first seek independent professional tax advice in relation to such sales.

TAX REFORM

It should be noted that Australia is in the process of major taxation reform. There is considerable uncertainty as to the breadth and ultimate impact of this reform. The precise meaning of much of the new legislation is unclear and, of course, it has not been tested before the courts. Accordingly, there is a degree of uncertainty applying to matters impacted by such legislation.

The above taxation comments have been based on current Australian taxation legislation, and on changes announced but not yet legislated, at the time of this prospectus.

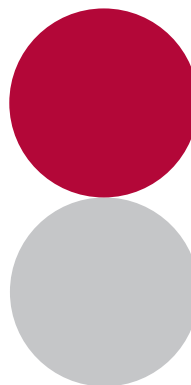
BERMUDA TAX

The Company has received an assurance from the Ministry of Finance granting an exemption, until 28 May 2016, from the imposition of tax under any applicable Bermuda law computed on profits or income or computed on any capital asset, gain or appreciation, or any tax in the name of estate duty or inheritance tax, provided that such exemption shall not prevent the application of any such tax or duty to such persons as are ordinarily resident in Bermuda and shall not prevent the application of any tax payable in accordance with the provisions of the Land Tax Act 1967 or otherwise payable in relation to land in Bermuda leased to the Company. The Company is not subject to stamp duty on the issue, transfer or redemption of shares in Bermuda.

Stamp duty may, however, be payable by investors on transfer or sale of Shares in Australia

INDEPENDENT TAX OPINION

Blake Dawson Waldron has provided a tax opinion relating to Australian residents' investment in Shares in the Company. This opinion appears in Appendix 1.



SECTION 8

THE COMPANY

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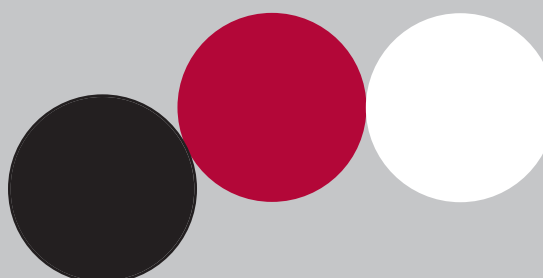
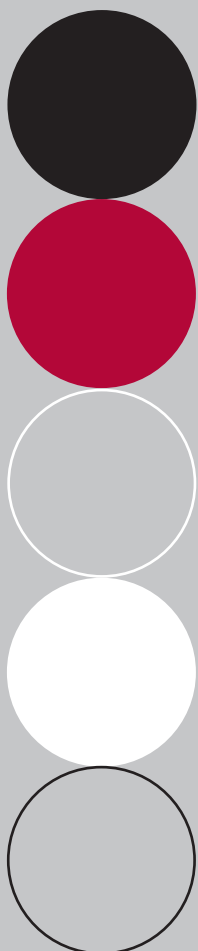
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COMPANY DETAILS

The Company is a body corporate that was incorporated and registered as an open ended investment company under the Companies Act, 1981 of Bermuda as amended, on 26 April 2001. On 11 August 2003 the Bermuda Monetary Authority (the "Authority") classified the Company as a standard scheme pursuant to the Bermuda Monetary Authority (Collective Investment Scheme Classification) Regulations 1998.¹²

The Company was also registered in Australia as a foreign company under the Corporations Act 2001 on 20 August 2003. The Equinox Portfolio has no liabilities other than establishment costs mentioned in section 5 and the Company does not intend to seek registration or licensing in any jurisdiction or with any supervisory or regulatory authority outside Bermuda and Australia. Notwithstanding this, if the Shares are listed on the ISE, the ISE has regulatory responsibility for matters pertaining to the listing on that exchange.

The Company has carried on business only since November 2003 and no audited accounts have been prepared nor dividends declared as at the date of this prospectus. The Equinox Portfolio has no operating history as at the date of this prospectus. The Company is not aware of any litigation or claim pending or threatened by or against it.

TAX STATUS

The Company has received an assurance from the Ministry of Finance of Bermuda granting an exemption, until 28 May 2016, from the imposition of tax on the Company under any applicable Bermuda law computed on profits or income or computed on any capital asset, gain or appreciation, or any tax in the name of estate duty or inheritance tax, provided that such exemption shall not prevent the application of any such tax or duty to such persons as are ordinarily resident in Bermuda and shall not prevent the application of any tax payable in accordance with the provisions of the Land Tax Act 1967 or otherwise payable in relation to land in Bermuda leased to the Company.

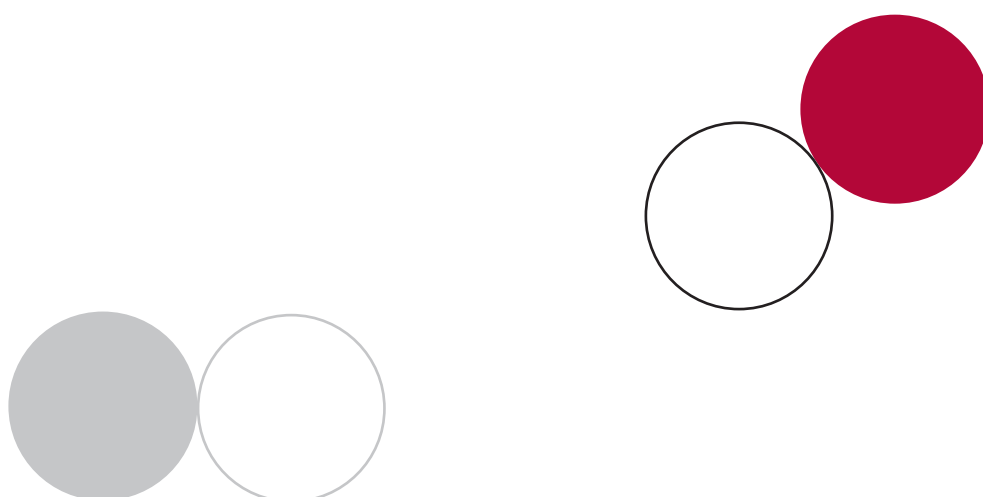
The Company is not subject to stamp duty on the issue, transfer or redemption of Shares in Bermuda. Stamp duty may, however, be payable by investors on transfer or sale of Shares in Australia.

It is the intention of the Company that its affairs will continue to be conducted so that it does not become a resident of Australia for Australian taxation purposes. In this regard, the Company does not, and does not intend to, carry on business in Australia or derive any income or gains that would be subject to Australian tax in its hands.

SHARE CAPITAL

The Company has an authorised share capital of \$160,000 comprised of \$2.00 (being 2,000 Management Shares of \$0.001 each) and \$159,998 (being 1,599,980,000 Participating Shares of \$0.0001 each). The Management Shares are held by Macquarie Treasury Management Limited ("MTM") and the Apollo (Bermuda) Trust in the following proportions:

SUBSCRIBERS FOR MANAGEMENT SHARES	NUMBER OF MANAGEMENT SHARES	PERCENTAGE OF MANAGEMENT SHARES
MTM	520	26%
The Apollo (Bermuda) Trust	1480	74%



¹² Approvals or permissions received from the Authority do not constitute a guarantee by the Authority of the performance or creditworthiness of the Company. The Authority shall not be liable for the performance of the Company, the financial soundness of any proposals, the correctness of any statements made, or opinions expressed, with regard thereto.

THE SHARES

The Bye-laws of the Company ("Bye-laws") provide that unissued Participating Shares of the Company are issuable in such number of classes as the Directors may determine. The Directors shall establish and maintain a portfolio in respect of each such class of Participating Shares in accordance with the Bye-laws.

As at the date of this prospectus the Company has on issue 9,950,000 class A Participating Shares, 48,978,161 class B Participating Shares, 52,501,934 class C Participating Shares, 1,321,583 class D Participating Shares (issued at 10,000 each) and 16,435,055 class E Participating Shares. The Company maintains a separate portfolio in respect of each class of Participating Shares on issue.

On 26 January 2005 the Directors authorised the offer and issue of up to 200,000,000 class F Participating Shares at \$1.00 each. These class F Participating Shares are the Shares the subject of this offer and the portfolio to be established in respect of class F Participating Shares will be the Equinox Portfolio. No class F Participating Shares in the Company have been issued as at the date of this prospectus.

The Shares are at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, and for such consideration and upon such terms and conditions as the Directors may determine. All Shares will be issued in registered form only.

As at the date of this prospectus:-

- (a) except as disclosed in this prospectus, no commissions, discounts or brokerages or special terms have been granted in connection with the issue or sale of any Shares; and
- (b) no Shares are under option or agreed conditionally or unconditionally to be put under option.

No pre-emption or other rights exist in respect of any Shares, either under Bermuda law or otherwise.

SHARE RIGHTS

The holders of the Management Shares will:

- (a) be together equally entitled, whether on a show of hands or on a poll, to such number of votes as shall represent 35% of the total votes that may be cast;
- (b) not be entitled to any dividends whatsoever in respect of their Management Shares;
- (c) be entitled to demand a poll in accordance with the Bye-laws;
- (d) not be entitled to request the repurchase or redemption of their Management Shares, whether at their option or at the option of the Company; and
- (e) in the event of the winding up or dissolution of the Company, whether voluntary or involuntary or for the reorganisation or otherwise or upon a distribution of capital, be entitled, **pro rata** with the holders of the Participating Shares, to the capital paid up on the Management Shares, but shall not be entitled to any further or other amounts.

The holders of the Participating Shares will:

- (a) not be entitled to vote, save in the case of:
 - i. any variation of the rights attaching to their Shares;
 - ii. any appointment or removal of a Director or auditor as specified in the Bye-laws; and
 - iii. as otherwise permitted by The Companies Act, 1981 of Bermuda,and subject thereto will have one vote each on a show of hands and one vote per Participating Share held on a poll;
- (b) be entitled to such dividends as the Directors may from time to time declare in respect of their particular share class;

- (c) be entitled at their option to redeem their Participating Shares and be subject to having their Participating Shares repurchased at the option of the Company (subject to the right of the Directors to restrict the same as provided in the Bye-laws); and

- (d) in the event of the winding up or dissolution of the Company, whether voluntary or involuntary or for the reorganisation or otherwise or upon the distribution of capital, be entitled, subject to the provisions of the Bye-laws, to share **pro rata** in the surplus assets of the Company or (where there are one or more classes of Participating Shares in issue) to share **pro rata** with other holders of the Participating Shares of the same class in the surplus assets of the relevant portfolio.

The Company has obligations to segregate the assets of each portfolio. In particular the Bye-laws require that:

- the proceeds from the allotment and issue of each class of Participating Shares must be applied in the books of the Company to the portfolio established for that class of Participating Shares, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such portfolio subject to the Bye-laws;
- where any asset is derived from another asset (whether cash or otherwise) such derivative asset shall be applied in the books of the Company to the same portfolio as the asset from which it was derived and, on each revaluation, any increase or diminution in value shall be applied to the relevant portfolio;
- where the assets of any portfolio give rise to any income, profits or liability, such income, profits or liability shall be applied in the books of the Company to the same portfolio as the assets from which it was derived;

- monies required to satisfy any redemption request of any Participating Share shall be accounted for out of the portfolio maintained in respect of such class of Participating Share;
- any liability, cost, or expenditure payable in respect of any asset (or the acquisition, transfer or other disposal thereof) held in any portfolio or specifically attributable to any portfolio shall be applied in the Company's books to that portfolio;
- in the case of any asset or liability which is not considered attributable to a particular portfolio, the Directors will have the discretion, subject to the approval of the Auditors, to determine the basis on which any asset or liability (as the case may be) shall be allocated between portfolios, provided that the approval of the Auditors shall not be necessary in any case where the asset or liability is allocated between the portfolios pro rata to their respective Net Asset Values.

The NAV of each Participating Share will be calculated exclusively by reference to the value of the assets less liabilities comprised in the underlying portfolio maintained in respect of the relevant class of Participating Share. The holders of shares in one class, in their capacity as holders, have no rights whatsoever in respect of the assets of any other portfolio. However, in the event of the insolvency of one or more portfolio under this umbrella structure, any creditors in respect of such insolvent portfolio or portfolios, unless those creditors contracted on a limited recourse basis, would be creditors of the Company as a whole and accordingly could proceed against any assets of the Company, including any assets held in all portfolios. The Bye-laws of the Company provide that any material contracts entered into by the Company on behalf of any portfolio shall only be on a limited recourse basis. This means that only the assets of the relevant share class are available to satisfy the liabilities incurred under such contracts. For this purpose, "material contracts"

shall mean a contract where the liability of the Company under the contract exceeds US\$10,000 per annum. This restriction does not apply to any type of contract entered into by the Company on behalf of the Company as a whole (for example the Administration Agreement) as opposed to those entered into on behalf of a particular share class or portfolio. Accordingly, in the event of the insolvency of the entire Company, any creditors in respect of the entire Company could proceed against any assets of the Company, including any assets held in all portfolios.

SHAREHOLDER MEETINGS

Annual general meetings of the Company shall be held in Bermuda or at such other place as the Directors may determine. In addition to annual general meetings, general meetings called 'special general meetings' may be convened at any time by either the Directors, any holder of a Management Share, or any 100 holders of Participating Shares. The Directors must convene a special general meeting if requested to do so upon the requisition of the holders of Participating Shares who together represent not less than 1/10th of the Participating Shares on issue at the date of such requisition.

Notice of general meetings shall be sent to each holder of shares in the Company entitled to vote at such meeting or as required by The Companies Act 1981 of Bermuda as amended ("Bermuda Companies Act"), at the address noted on the register of shareholders, at least 21 days in the case of annual general meetings (together with the annual accounts and report) and 14 days in the case of special general meetings, before the relevant meeting. The quorum for transaction of business at any general meeting shall be two shareholders entitled to vote at the meeting, present in person or by proxy, one of whom must be the holder of a Management Share.

VOTING RIGHTS

- (a) At any general meeting of the Company, any question proposed for consideration shall be decided on a show of hands unless a poll is demanded in accordance with the Bye-laws of the Company or the Bermuda Companies Act.
- (b) Holders of the Management Shares shall be entitled to demand a poll in respect of any question proposed for consideration at a general meeting of the Company, whether before or on the declaration of the result of a show of hands.
- (c) At a general meeting of the Company, with respect to any question upon which both the holders of Participating Shares and Management Shares are entitled to vote, each holder of Participating Shares shall be entitled to one vote per Participating Share held and the holders of the Management Shares shall collectively be entitled to such number of votes as represent not less than 35 % of the total votes that may be cast whether on a show of hands or by a poll.
- (d) At any separate class meeting of the holders of Participating Shares, any question proposed for consideration shall be decided on a show of hands, unless a poll is demanded in accordance with the Bye-laws, and shall require a majority of not less than 75% of the votes cast by the shareholders present in person or by proxy and entitled to vote.
- (e) At any class meeting of the holders of Management Shares, any question proposed for consideration shall be decided by unanimous agreement.
- (f) Resolutions of a general meeting or a class meeting may be passed without a meeting by all shareholders entitled to vote on such resolution signing a written record of the resolution, except in the case of resolutions to appoint or remove a Director or auditor.

- (g) Any rescission, alteration or amendment of a Bye-law or creation of any new Bye-law if it will vary the rights of any shareholder of any class will require the approval of the affected class or classes of shareholders in a separate meeting. No Bye-law may be rescinded, altered or amended and no new Bye-law made unless approved at a meeting of the Directors.

ALTERATION OF CAPITAL

The Company may from time to time (subject to the relevant provisions set out in the Bye-laws):

- (a) increase the capital of the Company by such sum divided into shares of such amounts as the Directors shall prescribe;
- (b) alter the share capital of the Company; and
- (c) reduce the share capital of the Company to such sum not less than the minimum share capital prescribed by the Company's memorandum of association as the resolution shall determine;

provided that any such alteration of capital that will vary the rights of any class of shareholder will require the approval of such affected class or classes of shareholders in a separate meeting.

VARIATION OF CLASS RIGHTS

The rights attached to a class of shares of the Company may only be varied (unless otherwise provided by the terms of issue of the shares of that class) with the sanction of a resolution passed by the holders of the relevant class of shares at a separate meeting. The rights attached to any class of shares (unless otherwise expressly provided by the conditions of issue of such shares) are deemed not to be varied by the creation, allotment or issue of shares ranking equally with them provided that the variation does not adversely affect the rights attached to the Management Shares.

APPOINTMENT AND REMOVAL OF DIRECTORS

Directors may be appointed and removed by a resolution of the holders of both the Participating Shares and the Management Shares in accordance with their respective class voting rights at a general meeting and not by written resolution. The Board of Directors may also appoint Directors within the maximum number of Directors approved by the Company in general meeting from time to time. Directors so appointed will hold office until the next annual general meeting and are eligible for re-election at that annual general meeting.

DIRECTORS' INTERESTS AND INDEMNITIES

The Bye-laws of the Company permit Directors to act in a professional capacity and to contract with and be interested in any contract with the Company (otherwise than as auditor) without a liability to the Company to account for profits, provided the Director declares the nature of the interest. Such an interest when disclosed will not preclude a Director from attending, being counted in a quorum, or voting at any meeting.

There must be no fewer than two Directors of the Company. The Bye-laws permit the Directors to receive remuneration for their services to the Company in their capacity as Directors and reimbursement for their expenses in connection with attendance at meetings and performance of duties to the Company.

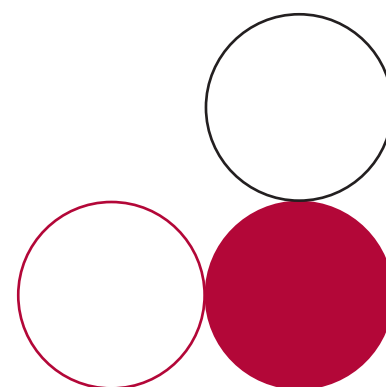
There are no existing or proposed service contracts between any of the Directors and the Company other than as disclosed in this prospectus.

The Bye-laws contain provisions indemnifying and exempting the Directors, secretary and other officers and servants of the Company from any losses, liabilities, costs or expenses in the discharge of their duties, except in the case of fraud or dishonesty.

MATERIAL CONTRACTS

The Company has entered into (or, where noted, intends to enter into) the following contracts (not being contracts in the ordinary course of business) which are, or may be, material:

- (a) Capital Protection Agreement with Macquarie, pursuant to which Macquarie has granted the Company a put option over the Equinox Portfolio, on certain terms and conditions. The Capital Protection Agreement, subject to its terms, requires Macquarie to pay the Company a cash settlement amount equal to any amount by which the Capital Protected Level (multiplied by the number of Shares on issue) exceeds the Equinox Portfolio NAV as at the Capital Protection Date. This allows the provision of the benefit of Capital Protection to investors. For more information on Capital Protection, see Section 3 – The Equinox Total Benefit. For information relating to the circumstances in which the Capital Protection Agreement may be terminated by Macquarie see Section 6 - Risks. For information relating to the fee payable to Macquarie by the Company in respect of the Capital Protection Agreement see Section 5 – Fees.



- (b) Risk Advisory Agreement with MICAP, pursuant to which MICAP has agreed to monitor the Component Funds and their managers, advise if there is a material breach of conduct and provide other risk monitoring services to the Company. This agreement also contains provisions whereby Equinox agrees to reimburse MICAP the amount of the Placement Incentive paid by MICAP in respect of subscriptions for Shares, as described in Section 5. The mechanism by which the Placement Incentive is recovered is also specified in the agreement. The agreement excludes MICAP from any liability to the Company for any loss suffered by the Company in connection with the subject matter of the agreement, except in the case of gross negligence, bad faith, fraud, wilful default or material breach of the agreement by MICAP or any of its delegates or any of their respective directors, officers, employees, or agents. For information relating to the risk advisory fee and recovery of the Placement Incentive payable to MICAP by the Company in respect of the agreement, see Section 5 – Fees. In addition to these amounts, the Company has agreed to pay or reimburse MICAP in respect of all taxes, charges and expenses properly incurred by MICAP in connection with the agreement, excluding in-house administration costs of MICAP in the nature of rent for MICAP's premises, computer charges, salaries, research costs and like expenses.
- (c) Advisory Deed with MICAP, pursuant to which MICAP has agreed to provide services to the Company associated with making written recommendations on matters concerning the issue of financial products, provision of financial services and related matters. For information relating to the advisory fee to be paid to MICAP by the Company in respect of the deed see Section 5 – Fees. The Company will pay or reimburse MICAP in respect of all taxes, charges and expenses properly incurred in connection with the deed.
- (d) Custodian Agreement entered into with the Custodian, pursuant to which the Custodian acts as custodian for the Portfolio and other portfolios relating to certain classes of Participating Shares in the Company. It is intended that the scope of this agreement be broadened such that the Custodian will also act as custodian for the Equinox Portfolio. Under this agreement the Custodian will be permitted to delegate its duties to third parties, but must exercise reasonable skill, care and diligence in their selection, supervise them and satisfy itself that they are suitable on an ongoing basis. The Custodian is generally responsible for the acts of its delegates unless they are appointed in certain restricted markets. Generally, the Custodian will be excluded from any liability to the Company for any loss suffered by the Company in connection with the subject matter of the agreement, absent of any fraud, negligence or wilful default on its part. For information relating to the fee amounts to be paid to the Custodian by the Company in respect of the agreement, see Section 5 – Fees. In addition to these amounts, the Company agrees to pay or reimburse the Custodian in respect of all taxes, as well as charges and expenses properly incurred by the Custodian in connection with the agreement. The Company will also indemnify the Custodian generally for all losses incurred in performing its duties under the agreement other than those arising from its fraud, negligence or wilful default.
- (e) Administration Agreement entered into with Forum Fund Services Ltd, pursuant to which the Administrator has agreed to provide registrar, transfer agent, fund accounting and certain administrative services to the Company. This agreement excludes the Administrator from any liability except in the case of fraud or dishonesty by the Administrator in the performance of its duties or obligations under the agreement or the reckless disregard by the Administrator of its duties and obligations under the agreement.
- (f) Agreement to be entered into with Macquarie Securities (Australia) Limited as sub-registrar and sub-transfer agent and Forum Fund Services Ltd as Administrator, pursuant to which the sub-registrar and sub-transfer agent will agree to maintain the sub-register of Shares of the Company and provide the services that are customary for a registrar, transfer agent and dividend disbursing agent. This agreement excludes the sub-registrar and sub-transfer agent from any liability except in the case of fraud or dishonesty by the sub-registrar and sub-transfer agent in the performance of its duties or obligations under the agreement or the reckless disregard by the sub-registrar and sub-transfer agent of its duties and obligations under the agreement.
- (g) Arranger Agreement entered into with Macquarie Securities (Australia) Limited, pursuant to which the Arranger has agreed to act as arranger with respect to the offer of the Shares into Australia and to investigate and facilitate, as well as provide and obtain professional advice on, opportunities to offer

- class F Participating Shares outside Australia. The Company has agreed to reimburse the Arranger for offer establishment expenses subject to a maximum level of 2% of the amount raised in all offerings of class F Participating Shares.
- (h) ISDA Master Agreement entered into with Macquarie, which sets out the terms and conditions upon which Macquarie enters into swap and derivatives agreements with the Company. The Company will enter into currency hedging transactions with Macquarie to reduce the risk of currency fluctuations having an adverse impact on the value of the Shares to investors.
- (i) The offering document and subscription agreement to be entered into with Cradle Mountain Trading Fund No.1 Limited, the Tactical Access Company, pursuant to which the Company intends to subscribe for shares in the Tactical Access Company. The subscription agreement will also grant the Company access to any information pertaining to the assets of the relevant class of shares of the Tactical Access Company held by the Futures Clearer (for more information on the Futures Clearer and the Tactical Access Company see Section 9).
- (j) Prospectus of GAM Diversity Inc. dated 17 December 2004 (or a revised version that may be made available prior to the Offer Close Date) and accompanying application for investment, pursuant to which the Company intends to acquire shares in GAM Diversity Inc.

- (k) Private placement memorandum of Selectinvest Arbitrage/Relative Value Ltd dated 1 May 2004 and accompanying application for investment, pursuant to which the Company intends to acquire shares in the Selectinvest Arbitrage/Relative Value Ltd.
- (l) Confidential Information Memorandum of Vision Asia Maximus Fund dated March 2002 and last revised November 2004 and accompanying application for investment, pursuant to which the Company intends to acquire shares in the Vision Asia Maximus Fund.
- (m) Prospectus of Vega Diversified Fund Limited dated 1 June 2004 and accompanying application for investment, pursuant to which the Company intends to acquire shares in the Vega Diversified Fund.

AVAILABILITY OF DOCUMENTS

Copies of the following documents will be available for inspection at any time during normal business hours on any Bermuda business day free of charge at the registered office of the Company:

- (a) the Memorandum of Association and Bye-laws of the Company;
- (b) any material contracts referred to above to the extent that the parties to the relevant document authorise the availability;
- (c) any report of audited accounts prepared by the Auditor; and
- (d) the written consent of the Auditor to act.

The Memorandum of Association and the Bye-laws of the Company are incorporated into and form part of this prospectus and will be made available to anyone who requests them prior to the Offer Close Date, free of charge.

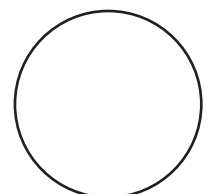
NAV VALUATION, TEMPORARY SUSPENSION OF VALUATION AND TEMPORARY SUSPENSION OF DEALINGS

The NAV of the Equinox Portfolio will be determined in accordance with international accounting standards.

For the purpose of valuing the Equinox Portfolio, the Administrator shall be entitled to (but not in any particular order):

- (a) rely on the final NAV provided by either the investment manager or the administrator of any Component Fund;
- (b) rely on estimated NAV provided by either the investment manager or the administrator of any Component Fund; and
- (c) rely on the estimated valuation of any Component Fund as determined by the Board of Directors in consultation with the Risk Adviser and the Administrator.

In determining the NAV of the Equinox Portfolio, estimated NAVs may be used for any or all Component Funds (when their final NAVs are not available before the 20th day following a Valuation Day) in order to finalise the NAV of the Equinox Portfolio in a timely manner. Investors should be aware that Component Fund NAV estimates may differ from final NAVs. The Company does not intend to recalculate the Equinox Portfolio NAV in such circumstances and redemptions based on such NAVs will be final.



All pricing shall be subject to the final approval of the Board of Directors. The Bye-laws provide that the assets and liabilities of the Equinox Portfolio shall be valued in accordance with guidelines determined by unanimous approval of the Directors. The initial guidelines are set out in the Bye-laws.

The Directors may suspend the determination of the Equinox Portfolio NAV and redemption of Shares for the whole or any part of a period:

- (a) during which any exchange or over-the-counter market on which any significant portion of the investments relevant to the Company or the Equinox Portfolio are listed, quoted, traded or dealt is closed (other than customary weekend and holiday closing) or on which trading is restricted;
- (b) when circumstances exist as a result of which in the opinion of the Directors it is not reasonably practicable to dispose of investments of the Company or the Equinox Portfolio;
- (c) when a breakdown occurs in any of the means normally employed in ascertaining the value of investments or when for any reason the value of any of the Company's or the Equinox Portfolio's investments or other assets cannot reasonably or fairly be ascertained;
- (d) during which the Company is unable to repatriate funds required for the purpose of making payments due on redemption of the Shares or during any period when any transfer of funds involved in the realisation or acquisition of investments or payments due on redemptions of the Shares cannot in the opinion of the Directors be effected at normal rates of exchange;

- (e) when there is a suspension in the determination of the NAV of any Component Fund or other investment in the Equinox Portfolio or other investment of the Company; or
- (f) during which the Directors consider that it is in the best interests of the Company or the Equinox Portfolio to suspend such determination or redemption.

The Directors may also declare a temporary suspension of redemptions if in their absolute discretion it would be prejudicial to the Company to permit the same to occur at a particular time.

In such cases, a shareholder may withdraw any redemption request submitted, provided that a notice of withdrawal is received by the Administrator before the suspension is lifted. Unless withdrawn the redemption request will be acted upon on the first Valuation Day after the suspension is lifted at the Share Redemption Price for that Valuation Day. Shares will not be issued or redeemed during a period of suspension.

The Directors must give notice of any suspension and its subsequent termination to the holders of Shares.

BORROWINGS

The Company may, if permitted by and in accordance with its Bye-laws, as amended from time to time, directly borrow or otherwise utilise leverage of up to 30 per cent of the NAV of the Equinox Portfolio at any time. The above limit on borrowings does not cover any leverage which might be employed by the Component Funds, in relation to which there may be no set limits.

SERVICE PROVIDERS

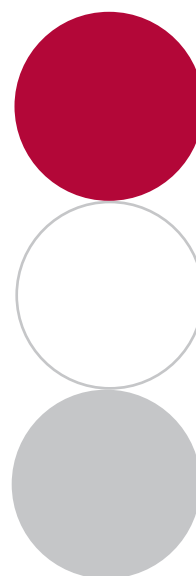
Administrator

Forum Fund Services Ltd (the "Administrator") has been appointed by the Company to act as its administrator, registrar and transfer agent, pursuant to the Administration Agreement. The Administrator was incorporated on 22 July, 1997 as an exempted company in Bermuda.

The Administrator is responsible for providing fund accounting and administration services to the Company, serving as the Company's agent for the issue, redemption and transfer (where permitted) of Shares and providing registrar and transfer agency services. The Administrator will be responsible for calculating the Equinox Portfolio's NAV per Share on a monthly basis.

The Administrator also provides corporate administration and secretarial services to the Company. In addition, the Administrator provides two directors to the Company's Board.

The Administrator is authorised to delegate its duties to any person or persons upon giving prior written notice to the Board, and receiving the Board's written approval to the choice of delegate. Delegation does not affect the responsibilities of the Administrator.



Sub-registrar and sub-transfer agent

Macquarie Securities (Australia) Limited has been appointed by the Company and the Administrator to act as sub-registrar and sub-transfer agent. Macquarie Securities (Australia) Limited is a wholly owned subsidiary of Macquarie and in its capacity as sub-registrar will be responsible for maintaining a sub-register of Shares of the Company.

Risk Adviser

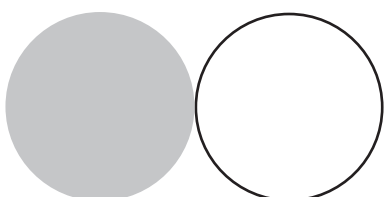
The Company has appointed Macquarie International Capital Advisors Pty Limited (the "Risk Adviser") by an agreement (the "Risk Advisory Agreement") to monitor the Component Funds and their managers.

The Risk Adviser is a company incorporated in Australia and is a wholly-owned subsidiary of Macquarie. Macquarie Group's experience in managing investments in Australia is highlighted by the fact that they manage over \$74.4 billion (as at 30 September 2004) in funds of various styles. The Risk Adviser is specialised in the discretionary management of alternative investments.

The directors of the Risk Adviser are Macquarie Group employees Ottmar Weiss, Greg Mackay and Suresh Singh.

The Risk Adviser's role will include frequent monitoring of the Equinox Portfolio and regular contact with the managers of the Component Funds including site visits.

The Risk Adviser may engage the services of other advisers to assist it in the performance of its duties. The cost of such advisers shall be borne entirely by the Risk Adviser.



Custodian

The Company is required under the rules of the ISE to appoint one or more custodians to hold the assets of the Equinox Portfolio. The Company will appoint The Bank of Bermuda Limited (the "Custodian") under a Custodian Agreement to provide custodian services to the Company in respect of the Equinox Portfolio. Founded in 1889, The Bank of Bermuda Limited is a licensed bank incorporated in Bermuda under the Bank of Bermuda Act 1890. The Bank of Bermuda Limited is engaged in a wide range of international banking and trust services through its main office in Bermuda and its subsidiaries worldwide. As at 31 December 2003, consolidated gross assets of The Bank of Bermuda Limited were approximately US\$12.8 billion. On 18 February 2004, The Bank of Bermuda Limited became an indirect wholly-owned subsidiary of HSBC Holdings plc, a public company incorporated in England. As at 31 December 2003, HSBC Holdings plc had consolidated gross assets of approximately US\$1,034 billion.

Auditor and reporting

KPMG, Bermuda has been appointed Auditor to the Company.

DIRECTORS' DETAILS

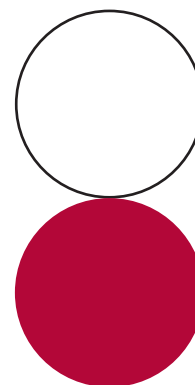
The Directors of the Company are:

NAME	COUNTRY OF RESIDENCE	TITLE
Kim Burke	Hong Kong	Director
Patrick Donnelly	Bermuda	Director
Edith Conyers	Bermuda	Director
Sharon A. Beesley	Bermuda	Director

The Directors' biographies are as follows:

Kim Burke, Executive Director of Macquarie and head of the Equity Markets Group Hong Kong (Australian)

Mr Kim Burke is an executive director of Macquarie and head of the Equity Markets Group Hong Kong. He has held this position since July 2000. In this position, Kim has overall responsibility for equity derivatives sales and trading in Hong Kong and Korea. Kim is also Head of Macquarie Group office in Hong Kong. Prior to this, from 1998 to 2000, Kim held the position of executive director and Head of Equity Markets in South Africa. Kim was also Head of Equity Derivatives at Standard Bank of South Africa during this time. From 1992 to 1997, Kim was responsible for origination of equity derivative products and transactions for retail, corporate and institutional clients as part of the Equity Structured Products Division of Macquarie Bank Limited in Sydney. Kim obtained the following professional qualifications from the University of Sydney, Australia: Bachelor of Economics (1986), Bachelor of Laws (Hons) (1989), Masters of Laws (1992).



**Patrick J. Donnelly, B.B.A., C.A.,
Senior Manager and Director of
Forum Fund Services Ltd.
(Canadian)**

Patrick has over 10 years of offshore fund industry experience. Patrick joined Forum Fund Services Ltd. ("Forum") on 1 April 2002 after 8 years working with the Bank of Bermuda Limited, in Hamilton, Bermuda, most recently as Vice President – Senior Account Manager responsible for a team of 32 people providing accounting and valuation, custody and shareholder services to a portfolio of 150 clients with over US\$8 billion under administration. Patrick is a member of both the Institute of Chartered Accountants of Nova Scotia and the Institute of Chartered Accountants of Bermuda. Prior to his years with the Bank of Bermuda, Patrick worked with Grant Thornton in Halifax, Nova Scotia, an international accounting, audit and management consulting firm, for three years.

**Edith G. Conyers, General
Manager and Director of Forum
Fund Services Ltd.
(British/American)**

Edith has over fifteen years offshore funds industry experience and joined Forum as General Manager in September 1997. Prior to joining Forum, Edith held the position of General Manager of International Corporate Management of Bermuda Limited, a wholly-owned subsidiary of Bermuda Commercial Bank Limited, specialising in offshore fund administration and management of exempted companies in Bermuda. Edith acts as director of a number of offshore funds and companies. Prior to moving to Bermuda, she was a lending officer in the Energies Division of Chemical Bank, New York. Edith graduated with a BA from Trinity College in Hartford, Connecticut in 1977.

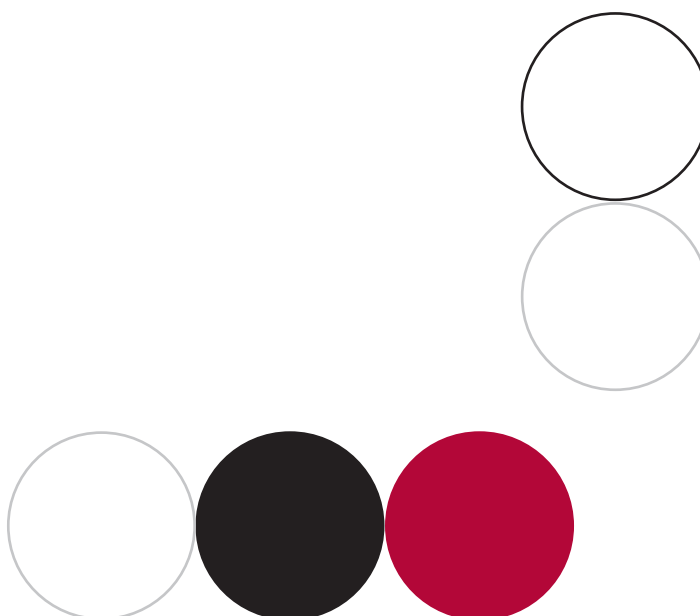
**Sharon A. Beesley, Executive
Director of ISIS Limited. (British)**

Sharon Beesley is an Executive Director and founding shareholder of ISIS Limited. ISIS works as a consultant to a number of institutions who are structuring their businesses or financings using Bermuda as a base, as well as fund managers wishing to launch or restructure offshore investment funds. In addition ISIS is licensed in Bermuda as an insurance intermediary, focusing on structuring and sourcing finance-related insurance products for the Bermuda insurance and reinsurance markets. ISIS also administers and manages The ISIS Foundation, a Bermuda charitable trust.

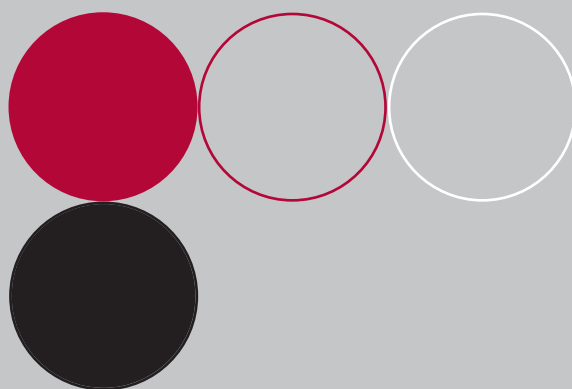
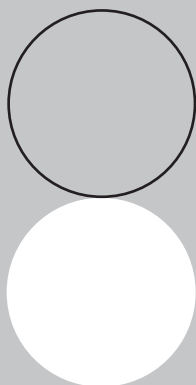
Before joining ISIS, Ms. Beesley was head of banking at the Bermuda law firm of Mello Jones & Martin and was the principal external counsel for one of Bermuda's banks, Bermuda Commercial Bank ("BCB"). Sharon advised BCB in all its corporate areas, including treasury, custody, fund administration and trusts. Sharon also advised BCB in all its major transactional work. Sharon's other practice areas were predominantly offshore investment funds and general international cross-border transactions.

Sharon has a Master's Degree in law from Cambridge University and a BA (Hons) in law from the University of Westminster, and is qualified to practise law in the UK, Hong Kong and Bermuda. Sharon spent eight years with one of the leading English international law firms, Linklaters, working in their City of London Head Office and in Hong Kong, where she worked primarily in the fields of banking and capital markets' transactions and in that capacity she advised international banks and lead managers in large-scale international finance transactions. Prior to coming to Bermuda, she worked in South Africa, advising on corporate transactions.

Sharon is the chairman of the Collective Investment Schemes Committee for the Bermuda International Business Association (BIBA) and a director of the Association of Bermuda International Companies.



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INTERESTS OF THE COMPANY, ITS DIRECTORS, EXPERTS AND ADVISERS

Interests of the Company and its Directors

Except as set out in this prospectus, no Director, promoter, person named as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this prospectus or any financial services licensee named in this prospectus as a financial services licensee involved in the issue or sale of the Shares holds or has held at any time in the two years prior to the date of this prospectus an interest in the formation or promotion of the Company; the offer of Shares in the Company; or property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the offer of Shares in the Company.

Except as set out in this prospectus, no amounts have been paid or agreed to be paid, nor have any benefits been given or agreed to be given to:

- the directors of the Company to induce them to become or qualify to become a director of the Company; or
- the directors of the Company, any promoter, any person named as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this prospectus, any financial services licensee named in this prospectus as a financial services licensee involved in the issue or sale of the Shares for services in connection with the formation or promotion of the Company or the offer of Shares in the Company.

The Directors may hold Shares in the Company or in underlying investments of the Company. The Company and/or other companies within the Macquarie Group will also provide Directors with indemnities.

The Directors disclose the following interests:

- Kim Burke is an officer of Macquarie which wholly owns Macquarie Treasury Management Limited, Macquarie International Capital Advisors Pty Limited and Macquarie Securities (Australia) Limited. Kim receives a salary and other remuneration in this capacity. Kim holds 399,822 class C Participating Shares in Macquarie Equinox Limited via a trust.
- Patrick Donnelly is an employee and a director of Forum Fund Services Ltd., the company acting as the Administrator of the Company and is also a director of the Tactical Access Company;
- Edith G. Conyers is the General Manager and a director of Forum Fund Services Ltd., the company acting as the Administrator of the Company and is also a director of the Tactical Access Company; and
- Sharon Beesley is a director of ISIS Limited, a consultant to the Company and is also a director of the Tactical Access Company.

Fees

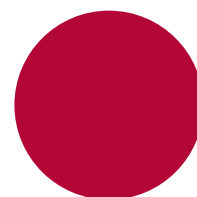
Blake Dawson Waldron has acted as tax adviser to the Company on Australian income tax in relation to subscribers under this offer and has prepared a taxation report for inclusion in this prospectus (see Appendix 1 (“Australian tax opinion”)) and has provided similar services in connection with previous offers of interests in the Company.

Blake Dawson Waldron will be paid total fees for this work of \$15,400 up to the date of this prospectus and may receive further payments in accordance with its normal time-based charges.

Mallesons Stephen Jaques has acted as legal adviser to the Company on Australian law in relation to this offer and the preparation of this prospectus and has also provided similar services in relation to previous offers. Mallesons Stephen Jaques has also advised the Company on Hong Kong law in relation to an offer of class F Participating Shares in Hong Kong. Mallesons Stephen Jaques will be paid total fees for this work of \$536,388 up to the date of this prospectus and may receive further payments in accordance with its normal time-based charges.

Cox Hallett Wilkinson has acted as legal adviser to the Company on Bermuda law in relation to this offer and has provided similar services in connection with previous offers of interests in the Company. Cox Hallett Wilkinson will be paid total fees for this work of US\$22,000 up to the date of this prospectus and may receive further payments in accordance with its normal time-based charges.

McCann Fitzgerald Listing Services Limited is acting as listing sponsor for the Company in relation to the listing application on the ISE and has provided similar services in connection with previous listings of interests in the Company. McCann Fitzgerald Listing Services Limited will be paid total fees for this work of EUR24,500 up to the date of this prospectus and may receive further payments in accordance with its normal time-based charges.



ISIS Limited has acted as consultant to the Company in relation to this offer and has provided similar services in connection with previous offers of interests in the Company. ISIS Limited will be paid total fees for this work of US\$157,000 up to the date of this prospectus and may receive further payments in accordance with its normal time-based charges.

Macquarie Securities (Australia) Limited has agreed to act as Arranger to the Company in relation to this offer and has agreed to provide related services in connection with the offer of interests in the Company. Macquarie Securities (Australia) Limited will be paid a Placement Incentive by MICAP of 3.3% (including GST) of the Application Amounts and a trailing Placement Incentive at a rate of 0.5% per annum of the month end Equinox NAV (reduced for amounts held in Security Deposits) in respect of any investors who apply for Shares without using an intermediary such as a financial adviser or broker. Macquarie Securities (Australia) Limited is entitled to be reimbursed by the Risk Adviser out of its own funds for any expenses it properly incurs in the course of carrying out its duties as Arranger (subject to a limit) and as sub-registrar and sub-transfer agent (subject to a limit). The Company has also indemnified Macquarie Securities (Australia) Limited against certain losses and liabilities in connection with its role as arranger of this offer.

COMPONENT FUND ACCESS

The Company will gain exposure to GAM Diversity Inc. ("GAM Diversity") by purchasing US\$ class shares or another share class in GAM Diversity that may be established in the future. GAM Diversity is a company incorporated under the International Business Companies Act of the British Virgin Islands. The

Company may, without prior notice to investors, gain exposure to GAM Diversity by other means in addition to direct investment.

The Company will gain exposure to Vision Asia Maximus Fund ("Vision Asia") by purchasing "Class C" shares, or another share class in Vision Asia that may be established in the future. Vision Asia is an open-ended investment company organised as an exempted company with limited liability in the Cayman Islands.

The Company will gain exposure to Selectinvest Arbitrage/Relative Value Ltd. ("Selectinvest") by purchasing "Series M" participating shares or "Series QN" participating shares in Selectinvest. Selectinvest is an exempt company with limited liability organised under the laws of the Cayman Islands.

The Company intends, where possible, to gain exposure to the Tactical Traders through an investment company called Cradle Mountain Trading Fund No.1 Limited (the "Tactical Access Company"). Equinox will acquire shares in separate share classes of the Tactical Access Company. The proceeds of these share subscriptions will be applied to separate managed Futures accounts with a Futures clearing broker (the "Futures Clearer"). Each of these managed accounts will be traded by one of the Tactical Traders.

The managed accounts being utilised by the Tactical Access Company may have little or no trading history.

The Company is unable to gain access to the Tactical Trader known as Vega Diversified Fund ("Vega Diversified") via the Tactical Access Company using a managed Futures account and will instead gain access by purchasing shares in the "Vega Diversified Fund - Investor USD Class". Vega Diversified is incorporated in the Cayman Islands as an exempted company with limited liability.

The Company reserves the right to gain exposure to the Component Funds via other means.

The Tactical Access Company

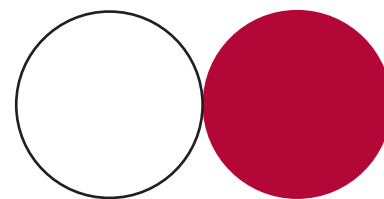
The Tactical Access Company is an investment company incorporated in Bermuda. The Company intends to acquire shares in the Tactical Access Company pursuant to its offering document and subscription agreement.

The Tactical Access Company's investment objective in respect of each class of shares is to deliver capital appreciation by appointing a Tactical Trader to implement its respective trading strategy. A managed account has been or will be opened with the Futures Clearer by the Tactical Access Company in respect of each class of shares and operated on a margin basis. The Tactical Access Company has the discretion to change the Tactical Trader assigned to a particular share class only if there are no shares on issue in that share class and no trading advisory agreement pertaining to that share class exists.

The Futures Clearer

The Futures Clearer appointed by the Tactical Access Company is regulated in its Futures clearing activities by the Securities and Exchange Commission (SEC), the Commodity Futures Trading Commission (CFTC) and the National Futures Association (NFA) in the U.S.

Funds held by the Futures Clearer on behalf of clients for the purposes of Futures trading are held in segregated accounts and are not considered assets of the Futures Clearer.



PRIVACY STATEMENT

By completing the Application Form investors will be supplying the Arranger and the Company with personal information over which those companies will be bound by the Privacy Act 1988 (the "Privacy Act").

Investors should be aware that:

- the information in the Application Form and any other information provided by an investor in connection with the application ("Information") is provided by that investor to the Arranger and the Company to allow the investor's application for Shares in the Company to be assessed and processed and, if the application is successful, to give effect to that application, including allowing the investor's obligations under it to be administered and enforced. It may also be used and disclosed to the Arranger and the Company's affiliates ("Affiliates") and/or contracted service providers to offer investment and loan products to investors;
- the Company and the Arranger are required to comply with the anti-money laundering laws in force in a number of jurisdictions (including the Financial Transactions Reports Act 1988 (Cth)) and investors must provide the Arranger with such additional information or documentation as the Arranger may request of the investor from time to time to ensure its compliance with such requirements;
- should an investor fail to provide the Arranger with any such information or documentation requested of that investor, the investor's application for Shares may be refused, any Shares the investor holds may be compulsorily redeemed, and any disposal request by the investor may be delayed or refused and neither the Arranger nor the Company will be liable for any loss arising as a result thereof;

- the Information may be collected, held, used and disclosed by Affiliates in accordance with the Privacy Act 1988 (Cth); and, without limiting the disclosures permitted under that Act, Affiliates may disclose an investor's Information to a person authorised by the investor and notified to any Affiliate in writing as the investor's representative (including a person authorised to buy and sell investments on behalf of the investor); to the Arranger; to fund managers and clearing houses; to foreign regulators; and to Affiliate's contracted service providers located overseas (for the purpose of registering the Shares or otherwise administering the agreement for the sale of Shares between the investor and the Arranger including, without limitation, Forum Fund Services Ltd. in Bermuda);
- neither the Arranger, the Company nor Macquarie Bank Limited will be in any way liable to the investor, and investors release the Arranger, the Company, Macquarie Bank Limited and their directors and employees, from any liability for the unauthorised accessing or release of any Information (except to the extent, and only to the extent, arising from their gross negligence or fraud); and
- an investor may request access to his or her information by contacting the Macquarie Equinox Service Centre at the address on page 1 of the Application Form, or by calling 1800 025 513.

CONSENTS

Consents of Directors

Each Director of the Company has given, and not withdrawn as at the date of this prospectus his or her consent to the lodgement of this prospectus.

Consent to be named

The following parties have given written consent (which has not been withdrawn at the date of this prospectus) to being named, in the form and context in which they are named, in this prospectus:

- The Directors of the Company;
- Cradle Mountain Trading Fund No.1 Limited;
- Forum Fund Services Limited as Administrator;
- GAM Diversity Inc.;
- GAM London Limited;
- Vision Asia Pacific Limited;
- Vision Asia Maximus Fund;
- Union Bancaire Privée Asset Management LLC;
- Selectinvest Arbitrage/Relative Value Ltd.;
- Transtrend B.V.;
- Campbell & Company, Inc.;
- Vega Asset Management Limited;
- Vega Diversified Fund Limited;
- Cox Hallett Wilkinson as Bermuda legal adviser;
- McCann Fitzgerald Listing Services Limited as Irish listing sponsor;
- ISIS Limited as consultant;
- KPMG as Auditor;
- Macquarie Bank Limited;
- Macquarie Portfolio Management Limited as accountant and risk monitor to the Tactical Access Company;
- Macquarie Securities (Australia) Limited as Arranger and sub-registrar and sub-transfer agent;
- Macquarie International Capital Advisors Pty Limited as Risk Adviser and Adviser;
- Mallesons Stephen Jaques as Australian and Hong Kong legal adviser;
- Blake Dawson Waldron as tax adviser on Australian income tax in relation to subscribers under this offer; and
- The Bank of Bermuda Limited as Custodian.

Consent to be named and to inclusion of information

The following parties have given written consent (which has not been withdrawn at the date of this prospectus) in the following terms:

Blake Dawson Waldron has given its consent to be named in this prospectus as tax adviser to the Company on Australian income tax in relation to subscribers under this offer of interests in the Company in the form and context in which it is named. It has also given its consent to the inclusion of, and takes responsibility for, the taxation report in Appendix 1 (“Australian tax opinion”) and all references to that report in this prospectus in the form and context in which they are included.

Macquarie Bank Limited has given its consent to be named in this prospectus in the form and context in which it is named and to the inclusion in the prospectus of each of the statements about its role in the form and context in which they are included.

Macquarie Securities (Australia) Limited has given its consent to be named in this prospectus in the form and context in which it is named. It consents to the inclusion in the prospectus of each of the statements about Macquarie Securities (Australia) Limited and its role in the form and context in which it is included. It has also given its consent to the issue of this prospectus with the inclusion of the first paragraph under the heading “Offer establishment costs and ongoing administration expenses” in Section 5 of the prospectus.

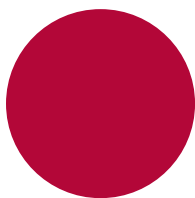
Macquarie International Capital Advisors Pty Limited has given its consent to be named as the Risk Adviser in this prospectus in the form and context in which it is named. It consents to the inclusion in the prospectus of each of the statements about its role in the form and context in which they are included. It has also given its consent to the issue of this prospectus with the inclusion of the second paragraph under the heading “Portfolio Management” in Section 2 of the prospectus.

Each of Union Bancaire Privée Asset Management LLC (“UBPAM”) and Selectinvest Arbitrage/Relative Value Ltd. (“Selectinvest”) has given its consent to be named in this prospectus in the form and context in which it is named. Each of UBPAM and Selectinvest consents to the inclusion in the prospectus of each of the statements about it in the form and context in which it is included. UBPAM and Selectinvest have also given their consents to the issue of this prospectus with the inclusion of all of the background information, performance information, target return information and other information relating to UBPAM and Selectinvest in Section 2 of the Prospectus.

GAM Diversity Inc. has given its consent to be named in this prospectus in the form and context in which it is named.

It consents to the inclusion in the prospectus of each of the statements about its role in the form and context in which they are included. It has also given its consent to the issue of this prospectus with the inclusion of all of the background information, performance information, and other information relating to GAM Diversity Inc. in Section 2 of this prospectus.

GAM London Limited has given its consent to be named in this prospectus in the form and context in which it is named. It consents to the inclusion in the prospectus of each of the statements about the manager of GAM Diversity Inc. and its role in the form and context in which they are included. It has also given its consent to the issue of this prospectus with the inclusion of all of the background information, performance information and other information about GAM London Limited in Section 2 of this prospectus.



Vision Asia Pacific Limited and Vision Asia Maximus Fund (the latter being the “Fund”) have given their consents to be named in this prospectus in the form and context in which they are named. Vision Asia Pacific Limited and the Fund each consents to the inclusion in the prospectus of each of the statements about it in the form and context in which it is included. Vision Asia Pacific Limited and the Fund have also given their consents to the issue of this prospectus with the inclusion of all of the background information, performance information, target return information and other information relating to Vision Asia Pacific Limited and the Fund respectively in Section 2 of this prospectus.

Transtrend B.V. has given its consent to be named in this prospectus in the form and context in which it is named. It consents to the inclusion in the prospectus of each of the statements about it and its Diversified Trend Program - Enhanced Risk (USD) in the form and context in which they are included. It has also given its consent to the issue of this prospectus with the inclusion of all of the background information, performance information, target return information and other information relating to Transtrend B.V. and the Diversified Trend Program - Enhanced Risk (USD) in Section 2 of this prospectus.

Campbell & Company, Inc. has given its consent to be named in this prospectus in the form and context in which it is named. It consents to the inclusion in the prospectus of each of the statements about it and its Financial, Metal & Energy Large Portfolio in the form and context in which they are included. It has also given its consent to the issue of this prospectus with the inclusion of all of the background information, performance information, target return information and other information relating to Campbell & Company, Inc. and the Financial, Metal & Energy Large Portfolio in Section 2 of this prospectus.

Vega Asset Management Limited and Vega Diversified Fund Limited (the latter being the “Fund”) have given their consents to be named in this prospectus in the form and context in which they are named. Each of Vega Asset Management Limited and the Fund has given its consent to the inclusion in the prospectus of each of the statements about it in the form and context in which it is included. Vega Asset Management Limited and the Fund have also given their consents to the issue of this prospectus with the inclusion of all of the background information, performance information, target return information and other information relating to Vega Asset Management Limited and the Fund respectively in Section 2 of this prospectus.

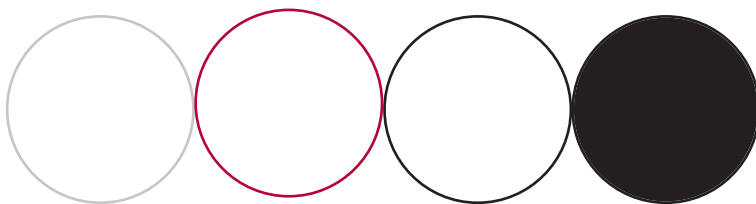
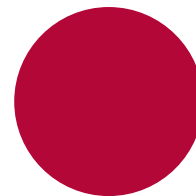
Cradle Mountain Trading Fund No.1 Limited has given its consent to be named in this prospectus in the form and context in which it is named. It consents to the inclusion in the prospectus of each of the statements about the Tactical

Access Company, in the form and context in which they are included. It has also given its consent to the issue of this prospectus with the inclusion of all references to it in the “Component Fund Access” and the “Tactical Access Company” sections of Section 9 of this prospectus.

DISCLAIMER OF RESPONSIBILITY

Each of these persons named above who has consented to be named in this prospectus:

- has not authorised or caused the issue of this prospectus; and
- does not make or purport to make any statement in this prospectus (or any statement on which a statement in this prospectus is based) other than as specified above; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this prospectus other than the reference to their name and a statement or report included in this prospectus with their consent as specified above.



APPENDICES

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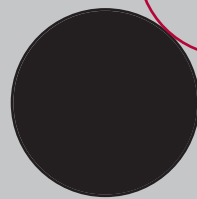
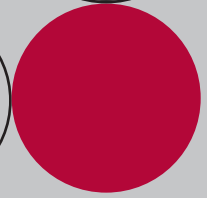
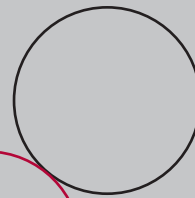
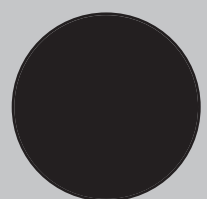
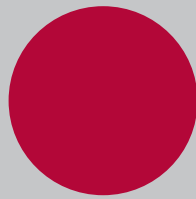
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BLAKE DAWSON WALDRON
L A W Y E R S

The Directors
Macquarie Equinox Limited
3rd Floor, Washington Mall I
22 Church Street
Hamilton, HM11
BERMUDA

The Directors

Macquarie Equinox Limited – Taxation Report

We have reviewed Section 7 headed "Taxation for Australian Residents" in the Macquarie Equinox Limited prospectus to be issued by Macquarie Equinox Limited on or about 7 February 2005. We believe that the section correctly summarises the main Australian income tax implications for Australian resident investors in Macquarie Equinox Limited Class F Participating Shares pursuant to the prospectus who do not make their investment in the course of carrying on a business of trading, dealing or investing in securities.

Section 7 and this Taxation Report are based on the taxation law and administrative practice in force at the date of this letter. In forming this opinion, we rely on statements of fact contained in the Macquarie Equinox Limited Prospectus.

Neither Section 7 nor this Taxation Report is, or purports to be, advice to any existing or prospective investor in Macquarie Equinox Limited. Existing and prospective investors should obtain their own independent professional taxation advice, relevant to their own particular circumstances.

Yours faithfully

Blake Dawson Waldron

BLAKE DAWSON WALDRON

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Grosvenor Place
225 George Street
Sydney NSW 2000

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DX 355 Sydney

Locked Bag N6
Sydney NSW 1225
Australia

Partner
Andrew Stals
Telephone (02) 9258 6812

Contact
Sanjay Wavde
Telephone (02) 9258 6289

Our reference
AXS SVW 02 1267 8745

7 February 2005

APPENDIX 2 – CONTACT DIRECTORY

THE COMPANY

Macquarie Equinox Limited
3rd Floor, Washington Mall I
22 Church Street
Hamilton, HM 11
Bermuda

ARRANGER AND SUB-REGISTRAR AND SUB-TTRANSFER AGENT

Macquarie Securities (Australia)
Limited
No. 1 Martin Place
Sydney, New South Wales 2000
Australia

LEGAL ADVISERS (Australian and Hong Kong Law)

Mallesons Stephen Jaques
Governor Phillip Tower
1 Farrer Place
Sydney, New South Wales 2000
Australia

37th Floor
Two International Financial Centre
8 Finance Street
Central
Hong Kong

AUDITOR

KPMG
Crown House
4 Par-la-Ville Rd.
Hamilton HM 08
Bermuda

LEGAL ADVISERS (Bermuda Law)

Cox Hallett Wilkinson
Milner House
18 Parliament Street
PO Box HM 1561
Hamilton HM FX
Bermuda

LISTING SPONSOR (Irish Stock Exchange)

McCann Fitzgerald
2 Harbourmaster Place
International Financial
Services Centre
Dublin 1
Ireland

DIRECTORS OF THE COMPANY

Kim Burke, Patrick Donnelly, Edith
G. Conyers and Sharon A. Beesley
all of 3rd Floor, Washington Mall I
22 Church Street
Hamilton, HM 11
Bermuda

RISK ADVISER AND ADVISER

Macquarie International
Capital Advisors
Pty Limited
No. 1 Martin Place
Sydney, New South Wales 2000
Australia

ADMINISTRATOR

Forum Fund Services Ltd.
3rd Floor, Washington Mall I
22 Church Street
Hamilton, HM 11
Bermuda

BANKERS

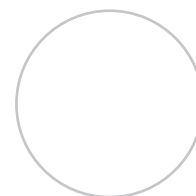
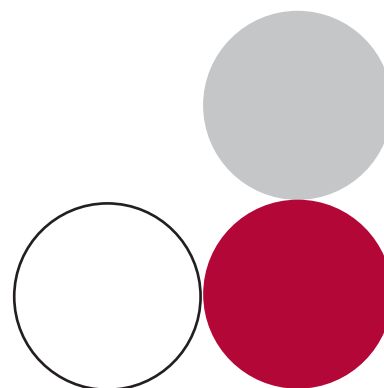
Macquarie Bank Limited
No. 1 Martin Place
Sydney, New South Wales 2000
Australia

CONSULTANT

ISIS Limited
35 Crow Lane
East Broadway
Paget, HM 20
Bermuda

CUSTODIAN

The Bank of Bermuda Limited
6 Front Street,
Hamilton HM 11
Bermuda



APPENDIX 3 – GLOSSARY

TERM	DEFINITION
Administrator	Forum Fund Services Ltd. has been appointed by the Company to act as its administrator, registrar and transfer agent, pursuant to the Administration Agreement, as set out in Section 8.
Adviser	MICAP has been appointed as Adviser to the Company pursuant to the Advisory Deed, to provide the Company with advice on, and services in relation to, general administration and the issue of financial products by the Company.
Application Amount	The amount of an investor's application for Shares in this offering.
Application Form	The application form attached to this prospectus or the application form found on the Equinox website at macquarie.com.au/equinox .
Arranger	The company that has been appointed by the Company to offer to arrange for the issue of Shares under this prospectus and initially to pay the establishment costs as set out in Section 5. The Arranger is Macquarie Securities (Australia) Limited ABN 58 002 832 126.
Auditor	KPMG, Bermuda has been appointed Auditor to the Company.
Australian Financial Year, Financial Year	The period from July 1 st to June 30 th of the following year.
The Authority	The Bermuda Monetary Authority.
Bermuda Registrar	The Registrar of Companies in Bermuda.
Board of Directors, Board	The Board of Directors of the Company.
Business Day	Any day on which banks are open for business in Sydney, New York and Bermuda.
Buy Trigger	A curve based on the Knockout Curve used in Threshold Management which exists only after a Sell Trigger has previously been breached. If a Buy Trigger is surpassed, assets will be shifted from Security Deposits to Component Funds.
Bye-laws	The bye-laws of the Company as amended from time to time.
Capital Protection Agreement	The agreement entered into between the Company and Macquarie Bank Limited, the details of which are set under the "Material Contracts" heading in Section 8.
Capital Protected Level	The level of protection, expressed in Dollars per Share, available as at the Capital Protection Date, subject to the terms and conditions of the Capital Protection Agreement.
Capital Protection Date	The date on which the Capital Protection is applicable (30 September 2012 or such other date as applicable if the Offer Close Date is extended).
Capital Protection, Rising Capital Protection	The rising capital protection facility provided by Macquarie, applicable on the Capital Protection Date as described in Section 3 and subject to the terms and conditions of the Capital Protection Agreement.
Cash Dividends	As part of the Equinox Total Benefit, Cash Dividends can be declared out of the profits of the Equinox Portfolio at the discretion of the Directors, as described in Section 3. Such payments will not reduce the Capital Protected Level.
Company	Macquarie Equinox Limited ARBN 105 989 231, an open-ended company incorporated in Bermuda, with limited liability and unlimited duration.
Component Funds	The Diversified Funds and Tactical Traders within the Equinox Portfolio.
Directors	The directors of Macquarie Equinox Limited.
Diversified Funds	A group of 3 diversified funds of international Hedge Funds. This will comprise approximately 50% of the Equinox Portfolio's investment exposure at its inception.
Dividend Reinvestment Facility	An optional facility whereby investors' Cash Dividends are applied by the Company and used to pay for additional Shares for such investors.
Dollar, \$	Australian Dollars

TERM	DEFINITION
Equinox 5	An offer of class F Participating Shares in Macquarie Equinox Limited.
Equinox Portfolio, Portfolio	The portfolio of assets and liabilities attributable to the class F Participating Shares under the Company's Bye-laws. This portfolio may change from time to time. The Equinox Portfolio will be established by the Directors from the proceeds of the issue of class F Participating Shares and thereafter dealt with and accounted for in accordance with the Bye-laws and otherwise as described in this Prospectus.
Equinox Portfolio NAV per Share	At any given time, the NAV of the Equinox Portfolio divided by the number of Shares then on issue.
Equinox Total Benefit	A feature that includes Rising Capital Protection and Cash Dividends, as described in Section 3.
Futures	Standardised contracts traded on various exchanges around the world. Futures contracts are contracts covering a fixed amount of a particular commodity (these can be physical commodities, currencies, financial instruments or stock indices) due for delivery or settlement on a fixed date. Futures are usually traded either using the open outcry method on exchange trading floors (for example the Chicago Mercantile Exchange), or on electronic exchanges (for example the Sydney Futures Exchange). The market can include institutions hedging their natural exposure (for example airlines may buy crude oil Futures to guard against price rises for their fuel) and speculators, who are looking to profit from price moves in their favour after taking a position. The Tactical Traders fall into the latter category.
Futures Clearer	A Futures clearing broker appointed by the Tactical Access Company.
Hedge Funds	Hedge Funds are usually privately offered funds that are open mainly to professional investors or high net worth individuals. As privately managed portfolios, Hedge Funds have flexibility in terms of investment mandates and may make use of leverage. Unlike most traditional investment funds, which are limited to long (bought) positions in securities, Hedge Funds can also engage in the short sale of securities, which profit when prices decline. Depending on the Hedge Fund strategy, managers may trade and invest in a wide range of securities, including individual equities, bonds, convertible notes, over-the-counter derivatives, swaps, foreign exchange, Futures, options and mutual funds. Hedge Funds generally aim to generate positive absolute returns, rather than performance relative to a benchmark. The term "Hedge Fund" has been used because many of the managers have constructed their portfolios with long and short positions to make them less sensitive to broad market fluctuations.
Knockout Curve	A curve used in Threshold Management that represents the growth over time of an amount of capital which, if invested in appropriately dated Security Deposits, would deliver at the Capital Protection Date the prevailing Capital Protected Level adjusted for any currently held Security Deposits, the Placement Incentive, Cash at Call and liabilities.
Macquarie	Macquarie Bank Limited, incorporated in Australia ABN 46 008 583 542.
Macquarie Equinox Service Centre (contact details)	GPO Box 3423 Sydney NSW 2001 Ph: 1800 025 513 or 02 8232 1181 Fax: 02 8232 6838
Management Shares	The non-redeemable, non-participating voting shares in the Company of par value \$0.001 each.
MICAP	Macquarie International Capital Advisors Pty Limited is a wholly owned subsidiary of Macquarie and is the Risk Adviser and Adviser appointed by the Company.
Net Asset Value, NAV	The total assets minus the total liabilities of the company, shares or portfolio in question.
Net Trading Profits	Net trading profits of the Equinox Portfolio for the relevant Australian Financial Year after making good any losses from previous years. This is used for calculating Profit Lock-ins.

TERM	DEFINITION
Offer Close Date	The date on which the Arranger will close the offer of Shares in the Company. This date is 18 March 2005, but it may be extended at the Arranger's discretion.
Official List	The register of entities listed on the Irish Stock Exchange.
Participating Shares	The redeemable, participating limited voting shares in the Company of par value \$0.0001 each.
Placement Incentive	The Placement Incentive in the amount of 3.3% (including GST) of each investor's Application Amount to be paid by MICAP to brokers, financial advisers etc, or to the Arranger where there is no adviser. Equinox agrees to reimburse MICAP over the first 3 years of the Equinox Portfolio's operation. Starting in the second year of the investment the Company also pays a trailing Placement Incentive of 0.5% per annum of the Equinox Portfolio NAV (the NAV being reduced by any amounts held in Security Deposits). See Section 5 for details.
Profit Lock-ins	A facility by which the Company can increase the level of Capital Protection at the Capital Protection Date, by locking in a portion of Net Trading Profits for the relevant Australian Financial Year.
Redemption Date	Days on which redemptions are able to be effected, subject to applicable terms and conditions. Redemption Dates are the last Business Day of each calendar month.
Regular Sale Facility	A facility proposed to be provided after the Offer Close Date by the Arranger or another Macquarie entity whereby investors will be able, if and when the facility is introduced, to request that the facility provider purchase their Shares. See Section 4 for details.
Risk Adviser	The Company has appointed MICAP as the Risk Adviser, whose role will include frequent monitoring of the Equinox Portfolio and regular contact with the managers of the Component Funds including site visits.
Security Deposits	That portion, if any, of the Equinox Portfolio comprised of cash and term deposits (which will be held with Macquarie or other deposit-taking institutions as may be approved by the Board) used for Threshold Management purposes.
Sell Trigger	A curve based on the Knockout Curve used in Threshold Management which, if breached by the level of assets held in the Component Funds, would result in assets being shifted from the Component Funds to Security Deposits.
Share Redemption Price	The price at which redemptions of Shares are processed. For redemptions effected on or prior to the Surrender Cut-off Date this price will be the Equinox Portfolio NAV per Share adjusted for any Capital Protection surrender fee and any unrecovered Placement Incentive amount as detailed in Section 5. Subsequent to the Surrender Cut-off Date redemptions will be at the applicable Equinox Portfolio NAV per Share.
Shares	The class F Participating Shares of the Company issued pursuant to this prospectus or under the Dividend Reinvestment Facility.
Surrender Cut-off Date	Currently 31 March 2008. If the Offer Close Date is extended, the Surrender Cut-off Date may also be extended by a period not exceeding the extension to the Offer Close Date.
Tactical Access Company	Cradle Mountain Trading Fund No. 1 Limited, an investment company incorporated in Bermuda via which the Company intends, where possible, to gain exposure to the Tactical Traders via a managed account structure.
Tactical Traders/Tactical Trading	The Equinox Portfolio's Component Funds that fall under the broad investment strategy known as "Tactical Trading".
Threshold Management	Threshold Management is an asset management method used in conjunction with the Rising Capital Protection. See Section 3 for details.
Valuation Day	The last Business Day of each month and/or such other days as the Directors may determine.

This prospectus is dated
7 February 2005 and has been
signed by Mr. Kim Burke on behalf
of the Company.



.....
Kim Burke
Director
Macquarie Equinox Limited

**APPLICATION
INSTRUCTIONS
(FOR AUSTRALIAN
RESIDENTS ONLY)**

IF YOU ARE INVESTING FOR YOUR APPLICATION MUST BE IN THE NAME OF	FOR EXAMPLE LIKE THIS ... (the numbers refer to those on the application form)	... NOT LIKE THIS...
A trust or superannuation fund with an individual trustee	The trustee(s), rather than the name of the trust	1. Yvette Mary Jones and 2. Jack Michael Jones 4. Jones Family Trust	Jones Family Trust
A trust or superannuation fund with a corporate trustee	The trustee(s) of the superannuation fund	3. Yvette Jones Ltd 4. Jones Superannuation Fund	Jones Super Fund
A partnership	The partners <small>(you must supply account instructions which indicate how partners are to sign)</small>	1. Jack Michael Jones 2. James David Smith 4. Jones Smith Partners	Jones Smith Partners
A deceased estate	The executors of the estate <small>(you must supply a certified copy of probate)</small>	1. Yvette Mary Jones 4. Estate of the late Fred Brown	Estate of Fred Brown
An unincorporated company	A person on behalf of the unincorporated body	1. Jack Michael Jones 4. Rolling Hills under 12 Cricket Club	Rolling Hills under 12 Cricket Club
A business	The proprietor trading as the Business Name	1. Jack Michael Jones 4. Jones Corner Store	Jones Corner Store

CHECKLIST

Please check you have completed:

- Sections 1-4** – as appropriate;
- Section 5** – your address details;
- Section 6** – your intended investment amount;
- Sections 7, 8 & 9** – your bank account details;
- Section 12** – your declarations and signatures.


Send your completed Application Form together with either a cheque or details of your direct debit authority to:


Macquarie Equinox Service Centre
GPO Box 3423
Sydney NSW 2001

Or

**MACQUARIE EQUINOX
SERVICE CENTRE
EQUITY MARKETS GROUP
LEVEL 2
1 MARTIN PLACE
SYDNEY NSW 2000**

For further information please contact:

 1800 025 513

 02 8232 6838

 equinox@macquarie.com.au

 macquarie.com.au/equinox

