

Education Facilities Company Limited

TT\$400,000,000.00

5.35% FIXED RATE BOND

Guaranteed by the Government of the Republic of Trinidad and Tobago

Agent - Central Bank of Trinidad and Tobago, Eric Williams Financial Complex, St. Vincent Street, Port-of-Spain

"The Securities and Exchange Commission has not in any way evaluated the merits of the securities offered hereunder and any representation to the contrary is an offence".

INFORMATION MEMORANDUM

1. THE BONDS

Education Facilities Company Limited (The Company) proposes to raise **TT\$400,000,000.00** through the issue of seven (7) year bonds (the "Bonds") with a fixed coupon rate. The bonds will be issued in one tranche on October 30, 2009.

The Bonds will be issued with the following features:

Approximately **TT\$400,000,000.00** at **5.35%** Fixed Rate Bonds due **October 30, 2016**.

The Central Bank of Trinidad and Tobago as agent for the Government of Trinidad and Tobago will arrange the auction of the Bonds via the single price auction system.

As far as possible, applicants will be allotted Bonds to the fullest extent of their applications.

The auction of the Bonds will be opened at 8:00 a.m. on October 19, 2009 and closed at 1:00 p.m. on October 28, 2009.

TERMS OF ISSUE

1. Authority

These Bonds will be issued pursuant to the Bye-Laws of Education Facilities Company Limited.

2. Use of Proceeds

The proceeds of this issue will provide supplementary funding required for construction, outfitting and associated costs of four hundred and seventy eight (478) Early Childhood Care and Education (ECCE) Centres during the period 2009/2010 to 2012/2013. This bond is the first of a series of bonds for the same purpose to be issued in the next four years, to an aggregate amount of \$1.912 billion.

The schedule for completion of the 478 centres is as follows:

Year 2009/2010	-	100 Centres
Year 2010/2011	-	150 Centres
Year 2011/2012	-	150 Centres
Year 2012/2013	-	78 Centres

The Bonds are eligible for inclusion in the Statutory Fund of Insurance Companies and will be considered as assets in and originating in Trinidad and Tobago within the meaning of Sections 47 (1) and 186 (3) respectively of the Insurance Act, 1980 and will also be accepted without limit for appropriate deposit purposes in accordance with Section 29 of the Insurance Act.

3. Date of Issue

The date of issue of the Bonds is October 30, 2009.

4. Agent

The Central Bank of Trinidad and Tobago has been appointed sole and exclusive Agent for the raising and management of this issue of Bonds.

5. Method of Payment

The full purchase price is payable on the settlement date.

Payment will be made in Trinidad and Tobago Dollars.

6. Security

The principal monies and interest represented by the Bonds will be guaranteed irrevocably and unconditionally by the Government of the Republic of Trinidad and Tobago pursuant to the Guarantee of Loans, (Statutory Authorities) Act, Chap. 71:81 of the Revised Laws of the Republic of Trinidad and Tobago.

7. Interest

Interest on the Bond is payable semi-annually on April 30 and October 30. Interest will accrue from October 30th 2009 and the first payment will be made on April 30th 2010. Interest will be calculated at a rate of **5.35%** per annum on a 365-day basis.

8. Business Day

In the event that a payment date occurs on a day other than a Business Day, such payment will be made on the Business Day following that date.

9. Redemption

Any bond forming part of this issue, if not redeemed by purchase in the open market, will be repaid at par on **October 30, 2016**.

10. Applications and General Arrangements

Applications will be received at the **DOMESTIC MARKET OPERATIONS DEPARTMENT, CENTRAL BANK OF TRINIDAD AND TOBAGO, CENTRAL BANK BUILDING, ST. VINCENT STREET, PORT OF SPAIN**. Applications must be for \$1,000.00 face value or multiples thereof. No allotment will be made for any amount less than \$1,000.00 face value.

Government Securities Intermediaries will act as counterparties to the Central Bank in the auction and will thereafter provide a market for the Bonds. The public can bid competitively or non-competitively by submitting the relevant application forms along with payment to selected Government Securities Intermediaries. The minimum allotment that can be obtained through a

non-competitive bid is \$1,000.00 face value and the maximum is \$100,000.00

Registration of Bondholders will be made by book entry in the name of each subscriber in the GSS Depository administered by the Central Bank of Trinidad and Tobago in its role as registrar of the bond.

The Information memorandum is available at www.central-bank.org.tt and from any Government Securities Intermediary. The Trust Deed, Application Forms and Transfer of Ownership forms may be obtained at the offices of all Government Securities Intermediaries.

2. THE ISSUER

GENERAL OVERVIEW: CORPORATE AND LEGISLATIVE FRAMEWORK

Establishment

Education Facilities Company Limited was established as a Special Purpose State Enterprise, duly incorporated under the provisions of the Companies Act 1995 of the Revised Laws of the Republic of Trinidad and Tobago. The Certificate of Incorporation of Education Facilities Company Limited was issued by the Registrar of Companies on the 11th day of March 2005.

Mandate

The mandate of Education Facilities Company Limited (EFCL) is to execute projects assigned to EFCL by its Principal, which is the Ministry of Education (MoE). EFCL acts as provider of Project Management Services in specific relation to the School Construction, Repair and Maintenance programmes of the Ministry of Education.

The original mandate assigned to EFCL was to provide the required Project Management Services for implementation of the School Construction Programme of MoE as aforesaid.

In January 2008 the original mandate was expanded to include responsibility for the repair and upgrade of all Schools, Government Early Childhood Care and Education Centres and Education District Offices under the purview of MoE.

In January 2009 the mandate was again expanded to include responsibility for the supply of furniture and equipment to all Schools and Education District Offices.

Within its short period of existence the company has rapidly expanded its operations to become a dynamic, fast paced, Project Management organization with **TT\$2,525Mn** worth of projects currently under construction.

Corporate Composition

The Articles of Incorporation of EFCL allow for a minimum number of two (2) directors and a maximum number of thirteen (13).

The Board of Directors is made up of eight (8) members represented by a Chairman, Deputy Chairman and six (6) other serving members. The Board of Directors operates as a Non-Executive Board with responsibility for policy making and general oversight of the strategic direction of the Company. Corporate Officers of the Company are the Chief Executive Officer, Corporate Secretary and the Divisional Manager Finance.

The affairs and operations of EFCL are conducted pursuant to the Bye Laws and Codes of Best Practice of the Company enacted on the 21st March 2005 and confirmed by the Shareholders on the 8th December 2006.

The Board of Directors is committed to sound corporate governance and consistently high operations performance. All sub-committees of the Board are functional and, at a minimum, hold meetings not less frequently than once a month.

The composition and expertise of the Board of Directors and Corporate Officers of the Company are as follows:

Board of Directors

Mr. Moonil Lalchan	Chairman	Chartered Accountant
Mr. Andrew Jupiter	Deputy Chairman	Petroleum Engineer
Mr. Lennox Sirjuesingh	Member	Retired Principal
Ms. Valerie Taylor	Member	Educational Consultant
Mr. Nestor Lambert	Member	Retired Bank Executive
Ms. Nicola Armstrong	Member	Project Manager/ Engineer
Ms. Nadira Lyder	Member	Business Executive
Mr. Lorcan Camps	Member	Information Technology Consultant

Corporate Officers

Mr. Paul Taylor	Chief Executive Officer	Civil Engineer
Ms. Verity Bynoe	Corporate Secretary	Attorney-at-Law
Ms. Carmen Aquan	Divisional Manager Finance	Chartered Accountant

Legislative Policy Framework

Legislation and/or policy documents, applicable to EFCL's execution of its statutory and/or corporate duties and responsibilities, include the following:

- The Companies Act 1995
- Income Tax Acts
- Freedom of Information Act
- Integrity in Public Life Act
- State Enterprise Performance Monitoring Manual
- Rules and Procedures for the Invitation and Consideration of Tenders and for the Award of Contracts for the Supply of Goods and Services and the Execution of Works.

Mission Statement

To deliver and maintain modern building facilities utilizing best practices in project management.



Vision Statement

To be the project management company of choice.

Strategic Direction

With a mandate to ensure the development of modern and efficient physical infrastructure for the MoE, EFCL supports the strategic goals of the MoE. To this end, a three (3) year Corporate Strategic Plan and a one year Business Plan have been developed. The Business Plan is subject to annual review.

The Strategic Plan was formulated in keeping with the scope and timetable of Government's Programme of national development, incorporating strategic initiatives for effective multi-programme management in a challenging economic climate. This Strategic plan has been approved by the Board of Directors and submitted to the Ministry of Finance and the Ministry of Education.

The Vision and Mission Statements have been incorporated in the Strategic and Business Plans.

Organisation Structure and Management Leadership Team

EFCL is a professional service organization with the following core centres of responsibility:

- Project Management
• Finance
• Procurement
• Corporate Services/Legal
• Human Resources and Administration

The Executive Management Team is as follows:

Table listing Executive Management Team members: Mr. Paul Taylor (Chief Executive Officer), Ms. Verity Bynoe (Corporate Secretary), Mrs. Carmen Aquan (Divisional Manager Finance)

Divisional Managers - Project Management (4)

Table listing Divisional Managers: Mr. Ken Hosten (Secondary Schools), Mr. Lyndon Bayne (Primary Schools), Mrs. Cheryl-Ann Simmons (Early Childhood Care and Education Centres and Education District Offices)

Table listing Divisional Managers: Mr. Ramchand Ramcharan (Repairs and Maintenance), Mrs. Myrtle Rosales (Manager Human Resources & Administration)

Table listing Divisional Managers: Ms. Sherry Mc Millan (Corporate Communications Manager/Programme Manager)

A recently revised Organization Structure has improved the Risk Management function within the organization and has achieved overall institutional strengthening through adequate resource requirements to effectively execute the stated mandate.

3. BUSINESS OPERATIONS

Business Plan

The Company's Business Plan mirrors the strategic direction and, for the 2009-2010 financial year, includes the following major deliverables:

- i) Completion of one hundred (100) Early Childhood Care and Education Centres (ECCECs).
ii) Acceleration of construction of the twelve (12) Secondary Schools which are under construction.
iii) Acceleration of construction of eleven (11) Primary Schools.
iv) Repairs and Maintenance of existing education facilities and the introduction of preventative maintenance systems to mitigate breakdown, maintenance, furnishing and equipping of these facilities.

During fiscal 2010, the total construction and outfitting programme is projected at TT\$915Mn compared with TT\$903Mn for 2009.

Business Initiatives

The challenge of managing such a substantial programme over a relatively short period has not been under-estimated by the EFCL.

The Company expects that its excellent working relationship with its client ministry, The Ministry of Education, will be maintained and that through the Ministry of Education's support and confidence in the Company, adequate and timely funding will be made available from the Ministry of Finance to meet cash flow requirements.

During fiscal 2009, the Company has embarked on several initiatives and programmes that will assist in achieving the significant acceleration that is required to produce the volume of deliverables.

- a. A new detailed organizational structure has been approved with key positions to be filled by October/November 2009.

From a staff complement of eighty (80) in April 2009, it is projected that this number, now at ninety (90) will be increased to approximately one hundred and fifteen (115) by November 2009.

- b. In its objective to build an organization that attracts and retains the best in the construction industry, the Board of EFCL has approved the establishment of a formal Performance Appraisal System and the setting of performance targets such that with the commencement of fiscal 2010, all team members will work towards the achievement of their respective targets.
c. In fiscal 2009, the Company has made efforts to bring its financial records up-to-date so that it can meet the various reporting deadlines for state enterprises as set out in the State Enterprises Performance Monitoring Manual.
d. Given the size of the work programme, the Company identified the necessity of having a separate Procurement and Contracts Division with responsibility for all three procurement activities i.e. construction, repairs and maintenance and procurement of furniture and equipment.

e. The management of risks has become critical given the volume of the Company's deliverables and the uncertain economic and financial climate in which it operates. A new Risk Management position, within the Finance and Corporate Services Division, has been created with a view toward identifying, investigating and championing appropriate mitigation initiatives against all potential project risks - general and specific, as well as financial and reputational.

f. EFCL is currently implementing an enterprise-wide Management Information System that is expected to be fully functional by June 2010.

g. Consistent with its intention to make the EFCL a knowledge-based entity, training continues to be one of the Company's priorities and during the past year embarked on a number of training initiatives aimed at both its Management and staff in the following areas:

- i. Team building and Leadership
ii. Contracts Management and Administration
iii. Occupational Safety and Health.

h. Client meetings are held on a fortnightly basis to keep the Ministry of Education fully updated on the progress of all programmes.

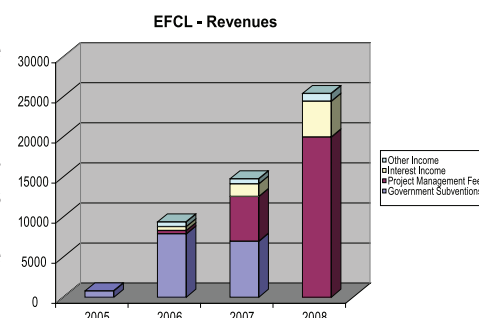
4. FINANCIAL AFFAIRS

Operations commenced in August 2005 and during the period 2005 to September 2007, the Company's operating expenses were met out of revenues earned and Government Subventions.

For the fiscal year ended September 2008, EFCL earned sufficient revenues to cover its expenses and to generate a profit of TT\$3.9Mn before taxes. This trend is expected to continue in the future as conservative projections have shown increased profitability.

Historical financial highlights over the four-year period 2005 to 2008 are shown in the following charts/graphs. (All amounts shown are in TT\$'000s).

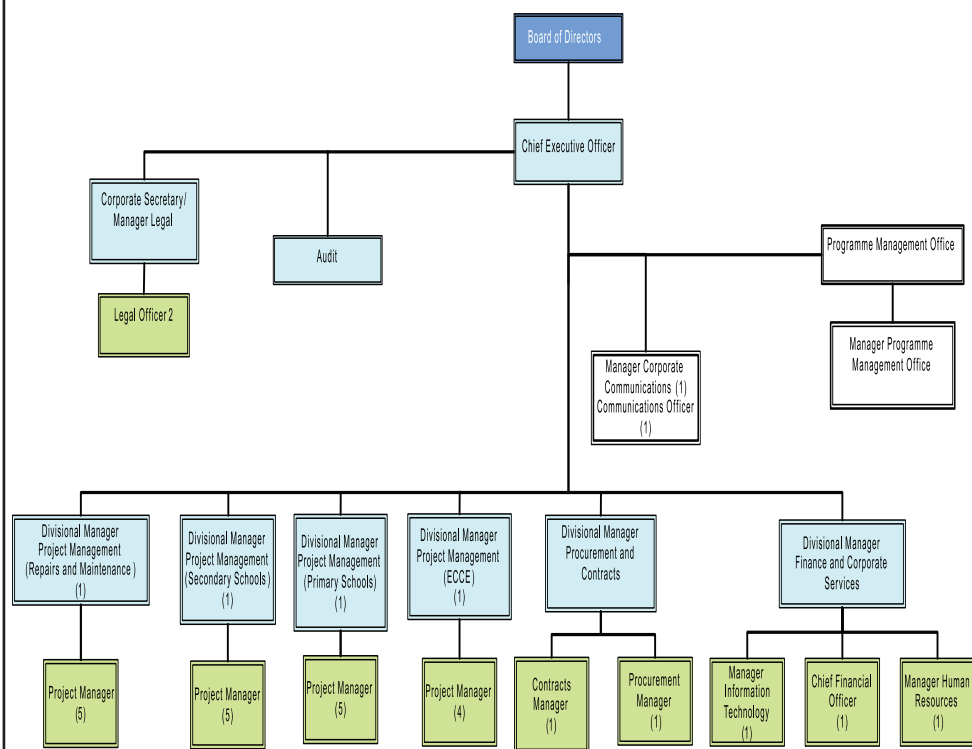
Revenues



The Ministry of Finance has in its (draft) State Enterprises Performance Monitoring Manual June 2009 outlined the Government's Project Management Protocols in relation to the State Enterprises Governance Framework. The Protocol includes "adopting the Education Facilities Company Limited Information Systems Protocols".

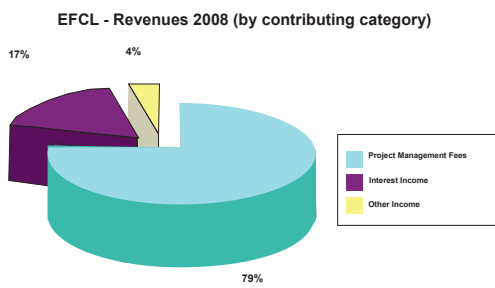
Nonetheless, in its constant quest for excellence, the Company's Procedures are continuously being reviewed and the current round is expected to be completed by September 2009.

Special attention is being given to the packaging of tenders and to the criteria for selection of contractors with emphasis on engaging local, regional and international contractors that possess the required resources and demonstrated track record of on-time delivery.



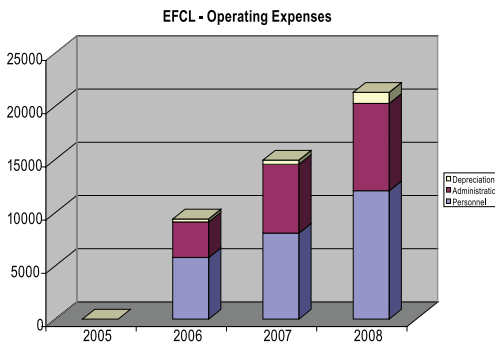


Specifically, the Company's operating revenues, by contributing category, for the year 2008 are as shown hereunder.



Operating Expenses

The following chart depicts the Company's operating expense profile for the four-year period 2005 - 2008.



	2008 (\$'000)	2007 (\$'000)
ASSETS		
Current Assets		
Cash at Bank & short term deposits	41,112	100,801
Accounts receivable and prepayments	133,403	23,843
Total Current Assets	174,515	124,644
Non-Current Assets		
Deferred taxation	*	437
Furniture, fixtures and equipment	4,686	4,655
Total Non-Current Assets	4,686	5,092
Total Assets	179,201	129,736
LIABILITIES AND SHAREHOLDER'S EQUITY		
Current Liabilities		
Deferred Taxation	61	-
Accounts payable and accruals	45,778	10,811
Corporation tax payable	515	-
Total Current Liabilities	46,354	10,811
Non-Current Liabilities:		
Capital Grant	122,658	111,642
Total Liabilities	169,012	122,453
Shareholder's Equity:		
Stated Capital	-	-
Contributed Capital	7,000	7,000
Accumulated Funds	3,189	283
Total Shareholder's Equity	10,189	7,283
Total Liabilities and Shareholder's Equity	179,201	129,736

Note (* In error, deferred taxation in 2008 was listed as 436,634 in previously published versions of the Information Memorandum. Note the correction above.)

Debt Profile

Since its inception, the Company has not availed itself of any long or short term debts.

Financial Strategies

The Company has embarked upon an aggressive strategy, geared towards managing its growth and controlling its operating expenses while ensuring the expansion and diversification of its revenue streams.

In order to support the announced development thrust of its principal client, the MoE, EFCL recognizes the need to prioritize adequate funding arrangements and will, during 2009/2010, supplement its traditional capital programme funding source (the Infrastructure Development Fund) by pursuing two (2) additional financing mechanisms that together will yield **TT\$2,098Mn** over the next fiscal year, as per:

- Fifty (50) ECCECs are to be funded by way of a **TT\$186Mn** development loan from the Inter-American Development Bank;
- Four Hundred and Seventy-eight (478) ECCECs are to be funded by way of these government-guaranteed bonds that target **TT\$1,912Mn over a four year period**

To ensure proper maintenance of the accounting records and related controls, the recruitment and maintenance of a professional and responsive cadre in our Accounting and Finance Division has been identified as a key component. Additionally, the introduction and implementation of the robust, integrated management system provides the backbone of this growth and control initiative.

On the expenditure side of the equation, EFCL will maintain its established, conservative approach to spending by scrupulously adhering to its own Procurement Standards and Internal Audit and Control Regime.

GENERAL INFORMATION

The Company is not involved in any litigation or arbitration proceedings relating to claims or amounts which are material in the context of the issue of the Bonds; nor, so far as the Company is aware, are any such litigation or arbitration proceedings pending or threatened.

ECONOMIC BACKGROUND

Against the backdrop of a recession in the major international economies, the Trinidad and Tobago economy grew by 3.5 per cent in 2008, despite the negative growth realized in the last quarter of 2008. This contraction of the economy continued into the first quarter of 2009 (the latest period for which data is available). Although growth in the energy sector softened to 0.4 per cent in 2008, at the end of the first quarter of 2009, growth in the energy sector contracted by 2 per cent. The relatively robust performance of the non-energy sector which grew by 4.8 per cent in 2008 also experienced a broad based contraction of 5.4 per cent in 2009.

There was a marked deceleration in headline inflation to a level of 8.4 per cent, year-on-year to June 2009, compared with 14.5 per cent at the end of 2008. Growth in food prices moderated to 16.5 per cent in June 2009 from 24.5 per cent in March 2009 and 30.6 per cent in December 2008, on account of lower prices of imported agricultural commodities. Core inflation, which eliminates the food component, grew at a slower pace of 4.5 per cent compared with 5.3 per cent in March 2009 and 7.1 per cent in December 2008.

The Central Government's fiscal operations continued to weaken when compared with the previous fiscal year. During the period October 2008 to June 2009 the fiscal accounts recorded a deficit of \$1,602.5 million. This was a significant deterioration from the surplus of \$10,300.5 million during the same nine month period in fiscal year 2008. This large disparity in the fiscal outcome was due to a sharp decline in total revenue, while expenditure remained relatively unchanged.

The debt to GDP ratio for Trinidad and Tobago at the end of 2008 was 39.0 per cent. The gross public debt stock, which comprises the debt of central government, statutory authorities and state enterprises, increased from \$49,699.7 million in 2007 to \$59,355.9 million in fiscal 2008. At the end of 2008, the domestic component of central government debt amounted to \$32,574.1 million, up from \$24,394.4 million in the previous year. The external debt service ratio remained low in 2008 at 1 per cent.

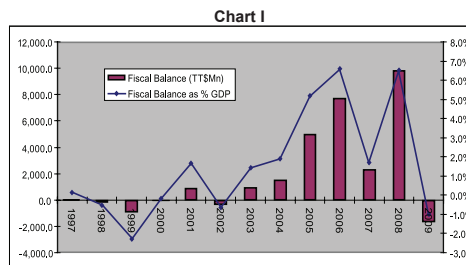
According to the available data in 2008, Trinidad and Tobago recorded a balance of payments surplus of \$2.7 billion with the current account registering an estimated surplus of \$8,791.9 million or 36.1 per cent of GDP. This surplus was largely on account of the positive net position of the merchandise trade account. Though merchandise trade data for the first two months of 2009 showed a large positive net balance, the deficit in the external account of US\$423 million (for the first quarter of 2009) suggests that the country may experience an overall balance of payments deficit in 2009.

Trinidad and Tobago's net international reserves at the end 2008 stood at US\$9,364.2 million, representing an equivalent of 11.7 months of imports of goods and non-factor services. However, at the end of July 2009, the country's net international reserves amounted to US\$8,750 million or 10.3 months of import cover. Notably for the same period in 2008, the net international reserves were US\$8,581 million or 10.1 months of import cover. At the end of July 2009, the balance in the Heritage and Stabilization Fund stood at US\$2,908.5 million.

The following charts and statistics show key aspects of the government's fiscal performance.

	Fiscal Balance (TT\$Mn)	Fiscal Balance as % GDP
1997	41.4	0.1%
1998	-204.7	-0.5%
1999	-949.0	-2.3%
2000	-96.8	-0.2%
2001	890.9	1.6%
2002	-354.3	-0.6%
2003	958.4	1.4%
2004	1,510.1	1.9%
2005	5,006.9	5.2%
2006	7,713.0	6.6%
2007	2,298.5	1.7%
2008	9,817.2	6.5%
2009	-1,659.1	-1.0%

Note: The data represents fiscal years.



	Total Public Sector Debt (TT\$Mn)	Total Debt as % GDP
2000	28,346.3	55.2
2001	32,776.5	59.6
2002	34,541.7	61.4
2003	38,207.2	53.7
2004	38,729.8	46.3
2005	42,286.2	42.1
2006	44,295.2	36.3
2007	49,699.7	36.2
2008	59,355.9	39.0

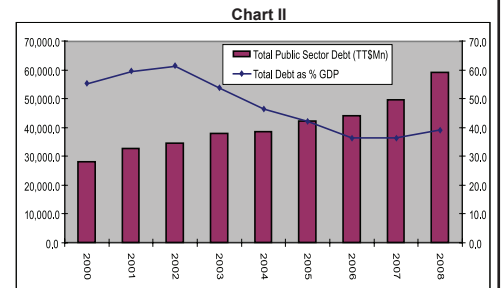


Chart III
Trinidad and Tobago Credit Rating Agency History

	2007	2008
Regional Scale Foreign Currency	CariAAA	CariAAA
Regional Scale Local Currency	CariAAA	CariAAA
Trinidad and Tobago National Scale	ttAAA	ttAAA

Source: Caribbean Information & Credit Rating Services Limited (CariCRIS)

Moody's Investors Service

	Jul. 2006	Oct. 2007
Foreign Currency Government Bonds	Baa1	Baa1
Local Currency Government Bonds	Baa1	Baa1
Foreign Currency Ceilings for Long-term Bonds and Notes*	A1	A1
Foreign Currency Ceilings on Short-term Bonds and Notes*	P-1	P-1
Foreign Currency Ceilings for Long-term Bank Deposits	Baa1	Baa1
Foreign Currency Ceiling for Short-term Bank Deposits	P-2	P-2

Source: Moody's Investors Services

Standard and Poor's

Year	Foreign Currency			Local Currency		
	Outlook	Long-term	Short-term	Outlook	Long-term	Short-term
Aug. 2008	Stable	A	A-2	Stable	A+	A-1
Sep. 2007	Positive	A-	A-2	Positive	A+	A-1
Jul. 2005	Stable	A-	A-2	Stable	A+	A-1
Jun. 2004	Positive	BBB+	A-2	Positive	A	A-1

Source: Standard & Poor's

List of Government Securities Intermediaries

Institution	Contact Address
ANSA Merchant Bank Limited	11c Maraval Road Port of Spain Tel: 623-8672 Fax: 624-8763
Caribbean Money Market Brokers Limited *	Ground Floor, Furness Court Corner Richmond Street and Independence Square Port of Spain Tel: 623-7815/5153 Fax: 624-4544
Citicorp Merchant Bank Limited	12 Queen's Park East Port of Spain Tel: 625-1046; 623-3344 Fax: 624-1719
First Citizens Bank Limited	Corporate Centre 9 Queen's Park East Port of Spain Tel: 624-3178 Fax: 627-4548
Intercommercial Trust and Merchant Bank Limited	Ground Floor Furness Building Port of Spain Tel: 665-4425 Fax: 665-6663
Republic Finance and Merchant Bank Limited	9-17 Park Street Port of Spain Tel: 625-4411 Fax: 624-1296
RBTT Merchant Bank Limited	Corner Broadway and Independence Square Port of Spain Tel: 625-3511 Fax: 624-5212
Scotia Trust and Merchant Bank (Trinidad and Tobago) Limited	Scotia Centre 56-58 Richmond Street Port of Spain Tel: 625-3566 Fax: 623-4405
FirstCaribbean International Bank (Trinidad and Tobago) Limited	74 Long Circular Road Maraval Port of Spain Tel: 628-4685 Fax: 625-8906
Trinidad and Tobago Unit Trust Corporation *	Corner Richmond Street and Independence Square Port of Spain Tel: 624-8648 Fax: 624-4729

Note: * Intermediaries designated to accept non-competitive bids from the public. Applications will be accepted by these intermediaries up to 12:00 noon on Tuesday 27th October, 2009.