



**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Chilton Investment Company LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

1266 East Main Street, 7<sup>th</sup> Floor, Stamford, CT 06902

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Abrecht, Charles

Business or Residence Address (Number and Street, City, State, Zip Code)

Fairway Investment Partners, Inc. 551 Madison Avenue, 3<sup>rd</sup> Floor, New York, NY 10022

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Chilton, Richard L., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

1266 East Main Street, 7<sup>th</sup> Floor, Stamford, CT 06902

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

DeFfyffer, Louis - Frederic

Business or Residence Address (Number and Street, City, State, Zip Code)

Heritage Finance & Trust Co., 12 Cours des Bastions, PO Box 3341 1211

Geneva 3, Switzerland

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Mallon, Patricia

Business or Residence Address (Number and Street, City, State, Zip Code)

1266 East Main Street, 7<sup>th</sup> Floor, Stamford, CT 06902

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Wainwright, Jonathan M.

Business or Residence Address (Number and Street, City, State, Zip Code)

One World Financial Center, New York, New York 10281

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% of more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Champ III, Norman B.

Business or Residence Address (Number and Street, City, State, Zip Code)  
1266 East Main Street, 7<sup>th</sup> Floor, Stamford, CT 06902

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
McPherson, Steven M.

Business or Residence Address (Number and Street, City, State, Zip Code)  
Teton Associates, 645 Fifth Avenue, 18<sup>th</sup> Floor, New York, NY 10022

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
Steinthal, James

Business or Residence Address (Number and Street, City, State, Zip Code)  
1266 East Main Street, 7<sup>th</sup> Floor, Stamford, CT 06902

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes  No   
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$1,000,000 \*  
\* may be waived by the Fund
3. Does the offering permit joint ownership of a single unit?..... Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. NONE

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0.00	\$ 0.00
Equity.....	\$ 100,000,000.00	\$ 2,469,704
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ 0.00	\$ 0.00
Partnership Interests .....	\$ 0.00	\$ 0.00
Other (Specify _____) .....	\$ 0.00	\$ 0.00
Total .....	\$ 100,000,000.00	\$ 2,469,704

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	2	\$ 2,469,704
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....		\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....		\$
Regulation A .....		\$
Rule 504.....		\$
Total .....		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0.00
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 380,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$ 275,000
Engineering Fees.....	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ <sup>1</sup>
Other Expenses (identify).....	<input type="checkbox"/>	\$ 0.00
Total .....	<input checked="" type="checkbox"/>	\$ 655,000

<sup>1</sup> Chilton Opportunity International (BVI) Ltd. (the "Company") may enter into referral arrangements with certain brokers, pursuant to which Chilton Investment Company, LLC, or as managing general partner (the "Managing General Partner") of Chilton Opportunity International, L.P., the master partnership in which the Company invests substantially all of its assets (the "Master Fund") may pay referral fees or commissions to such broker equal to a percentage of the assets invested in the Company or one of the other funds managed by the Managing General Partner by each shareholder referred to the Company by such broker, adjusted for additional investments and withdrawals. No such arrangement exists at the time of filing.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 999,345,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$ <u>          </u> <sup>2</sup>	<input type="checkbox"/> \$ <u>          0.00</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input type="checkbox"/> \$ <u>          0.00</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input type="checkbox"/> \$ <u>          0.00</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input type="checkbox"/> \$ <u>          0.00</u>
Acquisitions of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ <u>          0.00</u>	<input type="checkbox"/> \$ <u>          0.00</u>
Repayment of indebtedness.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input type="checkbox"/> \$ <u>          0.00</u>
Working capital.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input checked="" type="checkbox"/> \$ <u>999,345,000</u>
Other (specify):.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input type="checkbox"/> \$ <u>          0.00</u>
.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input type="checkbox"/> \$ <u>          0.00</u>
Column Totals:.....	<input type="checkbox"/> \$ <u>          0.00</u>	<input checked="" type="checkbox"/> \$ <u>999,345,000</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>999,345,000</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Chilton Opportunity International (BVI) Ltd.		Dec. 2, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
James Steintal	Assistant Secretary	

<sup>2</sup> As set forth in the Company's Confidential Private Offering Memorandum, the Master Fund will pay its own operating expenses and those of the Company (or reimburse the Managing General Partner to the extent incurred by the Managing General Partner). In addition, the Fund will pay the Managing General Partner a fixed fee computed at an annual rate of 1.5% of the aggregate value of the capital accounts of the limited partners of the Master Fund. This fixed fee will be paid quarterly and will be calculated based on the value of such capital accounts at the beginning of such a fiscal quarter. The Managing General Partner will also receive a performance allocation equal to 20% of the net profits allocated as of the end of each fiscal year to the capital accounts of the Company, subject to the makeup of any loss carryforward. Such expenses, fixed fee and performance allocation cannot be quantified at present.

**ATTENTION**  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)