



THE MANITOBA
SECURITIES
COMMISSION

IN THE MATTER OF: THE SECURITIES ACT

-and-

IN THE MATTER OF: MADISON STREET LIMITED PARTNERSHIP, 5218838
MANITOBA LTD., and BRENDA ANDRE

**STATEMENT OF ALLEGATIONS OF STAFF OF
THE MANITOBA SECURITIES COMMISSION**

STAFF OF THE MANITOBA SECURITIES COMMISSION ("Commission") ALLEGE
THAT:

A. REGISTRATION

1. Madison Street Limited Partnership ("Madison Street") is a limited partnership registered under the laws of Manitoba on September 7, 2006 with the nature of its business being a restaurant and/or caterer.
2. At all material times, 5218838 Manitoba Ltd., a company incorporated under to the laws of Manitoba, was the General Partner of Madison Street.
3. At all material times, Brenda Andre ("Andre") was a director and officer of 5218838 Manitoba Ltd.
4. Neither Madison Street, 5218838 Manitoba Ltd. or Andre have been registered under The Securities Act of Manitoba (the "Act").

B. DETAILS

5. Madison Street was formed to acquire and operate a Perkins Restaurant and Bakery (the "Perkins Restaurant") on Madison Street, in the City of Winnipeg, Manitoba.

P.P.

6. At all material times, P.P. was a resident of the City of Winnipeg, in the Province of Manitoba.
7. In or about August/September, 2006, P.P. met with Andre in connection with P.P.'s investing in Madison Street. During this meeting, Andre discussed the merits of investing in Madison Street and the Perkins Restaurant.
8. After meeting with Andre, P.P. agreed to invest in Madison Street. P.P. subsequently made arrangements to obtain a mortgage to obtain money for this

investment.

9. On or about September 13, 2006, P.P. met with Andre and agreed to purchase two units in Madison Street at a total cost of \$100,000.00 (\$50,000.00 per unit).

10. On or about September 13, 2006, Andre provided P.P. a subscription agreement to purchase two units in Madison Street for \$100,000.00. The subscription agreement was signed by P.P. and accepted by Madison Street by its General Partner 5218838 Manitoba Ltd. Andre signed the subscription agreement on behalf of 5218838 Manitoba Ltd.

11. Two units of Madison Street were issued to P.P.

T.B and L.B.

12. At all material times T.B. and L.B. were residents of the City of Winnipeg, in the Province of Manitoba.

13. In or about August/September 2006, T.B. met with Andre in connection with T.B. investing in Madison Street. During this meeting, Andre discussed the merits of investing in Madison Street and the Perkins Restaurant.

14. After meeting with Andre, T.B. and his wife L.B. agreed to invest in Madison Street.

15. On or about September 21, 2006, T.B. and L.B. agreed to purchase two units in Madison Street for the sum of \$100,000.00 (\$50,000.00 per unit).

16. On or about September 21, 2006, Andre provided T.B. and L.B. a subscription agreement to purchase two units of Madison Street for \$100,000.00. The subscription agreement was signed by T.B. and L.B. and accepted by Madison Street by its General Partner, 5218838 Manitoba Ltd. Andre signed the subscription agreement on behalf of 5218838 Manitoba Ltd.

17. Two units in Madison Street were issued to T.B. and L.B.

18. Neither P.P. nor T.B./L.B. knew Andre prior to purchasing units in Madison Street.

19. No preliminary prospectus or prospectus has been filed with the Commission in connection with the issuance of units in Madison Street.

C. COMPENSATION FOR FINANCIAL LOSS

The Director, Legal and Enforcement, of the Commission has received an application for a claim against Madison Street, 5218838 Manitoba Ltd., and Andre for compensation for financial loss in favor of P.P., T.B. and L.B. The Director requests that the Commission order compensation for financial loss to the claimants

in an amount to be determined at the hearing.

D. ALLEGATIONS

1. Staff of the Commission allege that Madison Street, 5218838 Manitoba Ltd. and Andre contravened subsections 6(1) and 37(1) of the Act and that due to these allegations and matters referred to herein, Madison Street, 5218838 Manitoba Ltd. and Andre should not be entitled to use any of the exemptions permitted under the Act pursuant to subsection 19(5) of the Act; should be required to pay an administrative penalty pursuant to subsections 148.1(1) and 148.1(1.1) of the Act and pursuant to subsection 148.2 of the Act pay compensation for financial loss to P.P., T.B. and L.B.
2. Staff further submits that Madison Street, 5218838 Manitoba Ltd. and Andre should pay costs of this investigation and hearing.
3. Such further and other matters as counsel may advise and the Commission may permit.

DATED at the City of Winnipeg, in Manitoba this 6th day of April, 2018.



Director

**TO: MADISON STREET LIMITED PARTNERSHIP, 5218838 MANITOBA LTD.,
and BRENDA ANDRE**