

THE SECURITIES ACT

)

Order No. 5408

)

Sections 148 and 19(5)

)

July 5, 2007

PROMITTERE RETIREMENT TRUST

WHEREAS:

(A) By Order No. 5175 dated September 29, 2006, The Manitoba Securities Commission ("Commission") ordered at paragraph 2 therein that, pursuant to section 148 of The Securities Act ("Act"), commencing forthwith all trading in the securities of PROMITTERE RETIREMENT TRUST ("PRT") cease, with the exception of any redemptions which may be made upon the request of any Manitoba investors now existing ("Original Order");

(B) On or about November 28, 2006, PRT filed a motion with the Commission for an interpretation or alternatively an amendment to paragraph 2 of the Original Order allowing PRT to reinvest monthly distributions into unit holders' accounts in accordance with written directions provided by certain unit holders prior to September 15, 2006 and to issue units to certain persons who had subscribed for units prior to September 15, 2006 but to whom the units had not been issued ("PRT Motion");

(C) On December 6, 2006, the PRT Motion was heard by a panel of the Commission;

(D) On December 20, 2006, the Commission issued Reasons for Decision providing for an amendment to paragraph 2 of the Original Order on conditions;

(E) Since the issuance of the Reasons for Decision, documentation has been distributed to and received from certain investors such that paragraph 2 of the Original Order can now be amended.

IT IS ORDERED:

1. THAT, the cease trade as provided for in paragraph 2 of Order No. 5175 dated September 29, 2006 shall be amended by deleting the period at the end of paragraph 2 and thereat adding an exception, such that the amended paragraph 2 shall now read:

2. THAT, pursuant to section 148 of the Act, commencing forthwith all trading in the securities of PRT shall cease, with the exception of any redemptions which may be made upon the request of any Manitoba investors now existing and with the exception of:

(a) the reinvestment of monthly distributions into the accounts of the 9 unit holders identified in a Schedule which has been filed with the Commission for the purposes of this exception; and,

(b) the issuance of units to 2 persons identified in a Schedule which has been filed with the Commission for the purposes of this exception.

BY ORDER OF THE COMMISSION

Director - Legal