

THE SECURITIES ACT ) Order No. 3336  
 )  
SECTION 20 ) May 17, 2001

The Bridge Musical Limited Partnership

WHEREAS:

(A) The Bridge Musical Limited Partnership (the "Bridge Partnership") made application to The Manitoba Securities Commission (the "Commission") pursuant to subsection 20(1) of the *Securities Act*, R.S.M. 1988, c. S50 as amended (the "Act") for an order exempting certain trades as described below from the registration and prospectus requirements of sections 6 and 37 of the Act,

(B) The Bridge Partnership has represented to the Commission that:

1. The Bridge Partnership was formed for the purposes of producing a musical production (the "Bridge Musical") which was staged in Winnipeg, Manitoba. The Bridge Partnership desires to produce the Bridge Musical in Brandon, Manitoba.
2. The Bridge Partnership requires between \$24,000.00 and \$32,000.00 to undertake the Brandon production of the Bridge Musical.
3. The Bridge Partnership proposes to raise up to \$32,000.00 through an offering of its securities to the current limited partners (the "Offering"). The securities proposed to be offered pursuant to this Order will only be offered to the current limited partners and will not be offered to any person who is not a current limited partner.

(C) In the opinion of the Commission it would not be prejudicial to the public interest for the Order to issue as requested.

IT IS ORDERED:

1. **THAT**, pursuant to subsection 20(1) of the Act, all trades by the Bridge Partnership to the current limited partners of the Bridge Partnership in connection with the Offering are exempt from sections 6 and 37 of the Act, provided that:

- (a) The securities are offered only to current limited partners of the Bridge Partnership;
- (b) A copy of this Order shall be provided to a purchaser prior to their subscribing for the securities being offered;

(c) The Bridge Partnership shall prepare a declaration in a form acceptable to Commission Staff (the "Declaration") which is to be completed by all purchasers at the time they subscribe for securities pursuant to the offering which states:

- (i) the type and amount of securities purchased;
- (ii) that the purchaser is a limited partner of the Bridge Partnership;
- (iii) the purchase has been made for investment purposes and not for resale;
- (iv) the purchaser is aware that the effect of the Order is that the purchaser will not have all rights and remedies established by the Act which the purchaser may otherwise have;
- (v) the purchaser is aware that the securities purchased pursuant to the Offering may not be sold for a period of twelve months from the date of purchase without the prior written approval of the Director of the Commission.
- (vi) an acknowledgement that the purchaser has received a copy of this Order.

(d) Any resale of the securities purchased in the Offering within twelve months of the purchase will not be permitted without prior written consent of the Director of the Commission;

(e) The Offering shall be completed no later than June 15, 2001;

(f) On or before June 29, 2001, the Bridge Partnership shall file with the Commission all the original executed Declarations for each of the purchasers under the Offering along with a report of the details of the Offering setting out the following information:

- (i) full name and address of the Issuer;
- (ii) a brief description of the securities offered;
- (iii) the total number of purchasers who acquired securities;
- (iv) a list of all the purchasers showing their addresses, the number of securities which they purchased and the total consideration paid by each of them.

**2. THAT** the fee for this Order is \$350.00.

BY ORDER OF THE COMMISSION

Director - Legal