

THE SECURITIES ACT)	Order No. 3467
)	
Section 20)	August 24, 2001

MEZZO LIMITED PARTNERSHIP AND MEZZO INCORPORATED

WHEREAS:

(A) Mezzo Limited Partnership (the "Partnership") and Mezzo Incorporated (the "General Partner"), the general partner of the Partnership have made application to The Manitoba Securities Commission (the "Commission") for an order exempting the Partnership's offering (the "Offering") of limited partnership units ("Units") in the Province of Manitoba made in reliance on the exemption under clause 91(a) of the regulations (the "Regulations") under *The Securities Act* (Manitoba) (the "Act") from Clause 91(a)(ii) and 92(2) of the Regulation on condition that the Offering be completed on or before August 31, 2001.

(B) It has been represented to the Commission that:

1. The Partnership is a limited partnership registered under *The Business Names Registration Act* (Manitoba) and the General Partner is a corporation incorporated under *The Corporations Act* (Manitoba). The registered office of the Partnership and the General Partner is located in Winnipeg, Manitoba;
2. The Partnership does not have the status of a reporting issuer in any jurisdiction and the Units are not listed for trading on any stock exchange.
3. The Partnership operates a restaurant/nightclub project located in the Exchange District in Winnipeg, Manitoba.
4. The Partnership filed a Form 23 Notice of Intention to Trade in a Security Under Clause 91(a) or 91(b) of the Securities Regulation (the "Form 23 Notice") on February 14, 2001 and a Revised Form 23 Notice on July 20, 2001 pursuant to which the Partnership gave notice of its intention to trade in Units at prices of \$1000.00 and \$500.00 per Unit.
5. The 180 day offering period for the Offering will expire on August 13, 2001 (the "Expiry Date").
6. In the week prior to the Expiry Date, the General Partner has received expressions of interest from persons wishing to subscribe for additional Units. Due to the holiday season, the General Partner has experienced difficulties in arranging with subscribers to provided completed subscription documentation on or before the Expiry Date;

7. In the absence of an Order extending the Expiry Date, the Partnership would be required to terminate the Offering on the Expiry Date and file with the Commission a written report prepared and executed in accordance with Form 27 prescribed under the Regulations.

(C) The Commission is satisfied in the circumstances of this particular case that it would not be prejudicial to the public interest to grant the Order requested.

IT IS ORDERED THAT

1. **THAT**, pursuant to Section 20 of the Act the Partnership and General Partner are exempt from Clause 91(a)(ii) and 92(2) of the Regulation on condition the Offering be completed on or before August 31, 2001 and on further condition that a Form 27 report of the Offering be filed with the Commission on or before September 14, 2001.

2. **THAT** the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION.

Director – Legal