

THE SECURITIES ACT

)

Order No. 6905

)

Section 148(1)

)

April 29, 2014

**Prairie Mall Investments Limited Partnership,
Prairie Mall Holdings Limited Partnership,**

WHEREAS:

(A) The Prairie Mall Investments Limited Partnership (**PMI**) and Prairie Mall Holdings Limited Partnership (**PMH**), (the **Issuers**), are subject to the following cease trade orders (the Cease Trade Orders) made by the Manitoba Securities Commission (the Commission) under section 148(1) of *The Securities Act* (Manitoba), (the Act) ordering that trading in the securities of the Issuers cease until the Issuers submit a written request to the Commission to have the Cease Trade Orders revoked:

1. Order No. 5211 dated November 3, 2006 in respect to PMI; and

2. Order No. 5210 dated November 3, 2006 in respect to PMH..

(B) The Issuers made application to the Commission under National Policy 12-202 *Revocation of a Compliance-Related Cease Trade Order* for an order pursuant to section 148(1) of the Act revoking the Cease Trade Orders (the Application).

(C) The Issuers have represented to the Commission that:

1. Each of the Issuers was the subject of a public offering (the Offerings) with the original offering dates and details being as follows:

Project	Date of Receipt	Type of Filing	Capital Raised
PMI	October 27, 1983	Prospectus	\$4,770,000 (477 units @ \$10,000 each)
PMH	July 17, 1984	Prospectus	\$3,875,000 (775 units @ \$5,000 each)

2. Each of the Offerings was sold to a small number of public investors. In each case, if such offerings were to be made today, it is possible that both offerings could have been made in reliance on a prospectus exemption under National Policy 45-106 *Prospectus and Registration Exemptions* because of their size and the number of investors involved. The PMI offering related to the construction and operation of a retail mall in Portage la Prairie, Manitoba. PMH acquired unsold units in PMI and units in PMH were then sold to public investors. In essence, unitholders of both Issuers are direct and indirect owners of the same property.

3. The current breakdown of investors in each of the Issuers, by jurisdiction is as follows:

Project	Total No. of Unitholders	MB	BC	AB	ON	SK	U.S.A.	Australia	Unknown
PMI	33	25	2	0	1	1	2	1	1
PMH	24	10	3	4	3	1	2	0	1

4. Units in the Offerings were offered to residents in Manitoba pursuant to the Prospectus which was filed only in the Province of Manitoba.

5. At the time the Offerings were made the concept of a reporting issuer did not exist under the Act. The continuous disclosure reporting regime in Manitoba at that time required only the filing of annual audited financial statements and semi-annual unaudited financial statements. The Issuers complied with these continuous disclosure requirements prior to the coming into force of National

Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) on March 31, 2004.

6. Each of the Issuers has prepared and delivered to its respective unitholders annual audited financial statements for the years-ended December 31, up to and including December 31, 2012 and semi-annual unaudited financial statements for the periods ended June 30, up to and including June 30, 2013.

7. Each of the Issuers are reporting issuers only in Manitoba, and were cease traded for failure to make required filings pursuant to NI 51-102. The Issuers are also not in compliance with National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* (the Sedar Rule), but have complied with the Management Discussion and Analysis requirements of NI 51-102 and the certification requirements of National Instrument 52-109 *Certification of an Issuers Annual and Interim Filings* (NI 52-109).

8. The Issuers made the decision not to comply with the Sedar Rule or the quarterly financial statement requirements of NI 51-102, because of cost considerations and lack of resources.

9. The Issuers have determined that they do not have the financial resources to have their financial statements prepared in compliance with international financial reporting standards ("IFRS") as now required. Details of the circumstances leading to such costs, resource and preparation issues were supplied to the Commission in the

Application. Therefore, the Issuers have prepared their semi annual and annual financial statements on a PRIVATE ENTERPRISE GAAP basis for 2011 and 2012.

10. Each of the Issuers operate on essentially a break-even basis, as the shopping centre is located in a depressed local market in a small Manitoba community and produced virtually no economic return for investors.

11. The unitholders of each Issuer have overwhelmingly supported the decision not to prepare the Issuer's financial statements on the basis of IFRS and the unitholders have supported dispensing with the preparation of audited annual financial statements on the basis that unaudited annual financial statements will continue to be prepared and provided, as such statements will be sufficient for their purposes.

12. The existence of the Cease Trade Orders has hindered transfers of units by unitholders and has had the effect of preventing unitholders, who are now mostly senior citizens, from transferring units to remaining investors or to the general partner, or affiliates of the general partner, despite the fact that some of the unitholders have reached an age where such investments need to be converted to liquid positions. Further, a number of unitholders are deceased and there have been transfers to beneficiaries of estates where the transfers have been held in abeyance by virtue of the Cease Trade Orders. Details of the number of estates involved and details of the individual circumstances of such estates were supplied to the Commission in the Application.

13. In respect of the continuing disclosure of material information to current and future investors, the Issuers propose to continue to prepare and deliver to limited partners financial statements in accordance with the limited partnership agreements of each of the Issuers. In addition, the Issuers have held and will continue to hold unitholder annual meetings, in accordance with their applicable limited partnership agreements.

14. Each of the Issuers have filed in paper format, all annual audited financial statements up to and including December 31, 2012, together with applicable MD&A Reports and NI 52-109 Certificates and all unaudited semi-annual financial statements up to and including June 30, 2013, and paid the requisite filing fees.

15. The Issuers have made a separate application to the Commission for decision that the Issuers be declared to have ceased to be reporting issuers in Manitoba. It is the intention of the Issuers that the cease to be a reporting issuer relief be granted concurrently with the revocation of the Cease Trade Orders.

(D) In view of the foregoing, I am of the opinion that it would not be prejudicial to the public interest to revoke the Cease Trade Orders.

I HEREBY ORDER pursuant to a delegation to me by the Commission under subsection 4(1) of the Act of the powers in that regard:

1. THAT, pursuant to section 148(1) of the Act, the Cease Trade Orders are hereby revoked.

BY ORDER OF THE COMMISSION

Patrick Weeks

Patrick Weeks

Deputy Director Corporate Finance