

THE SECURITIES ACT

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Order No. 6906

)

Section 1(1.2)(b)

)

April 29, 2014

PRAIRIE MALL HOLDINGS LIMITED PARTNERSHIP

WHEREAS:

(A) 64330 Manitoba Ltd. (the "Applicant"), the general partner of Prairie Mall Holdings Limited Partnership (the "Issuer"), has applied to The Manitoba Securities Commission (the "Commission") for an order under subsection 1(1.2) of The Securities Act (Manitoba) (the "Act") declaring that the Issuer has ceased to be a reporting issuer.

(B) The Applicant and the Issuer have represented to the Commission that:

1. The Issuer is a reporting issuer only in Manitoba.
2. The Issuer became a reporting issuer by conducting a prospectus offering (the "**Offering**") for 775 limited partnership units with total proceeds of \$3,875,000 for which a receipt was issued on July 17, 1984. The Offering related to the acquisition of units in Prairie Mall Investments Limited Partnership ("PMI"), which constructed and operates a retail shopping mall located in Portage la Prairie, Manitoba. Were such an offering to be made today, it is possible that the Offering could have been made in reliance on a prospectus exemption under National Instrument 45-106 *Prospectus and Registration Exemptions*.
3. Currently the limited partnership units in the Issuer are held by 24 unitholders – 10 in Manitoba, 3 in British Columbia, 4 in Alberta, 3 in Ontario, 1 in Saskatchewan, 2 in the United States and 1 whose residence is uncertain.
4. Units were made available to Manitoba residents at the time of the Offering.
5. The Issuer conducted a vote by mail of all of the unitholders and approximately 95% of the unitholders (as defined in the Issuer's limited partnership agreement) who responded, voted in favour of the Issuer making application to the Commission to cease being a reporting issuer, thereby allowing the Issuer to cease preparing, filing with the Commission and sending to unitholders financial statements required by the Act and applicable rules and regulations made thereunder ("**Manitoba Securities Laws**").
6. The Issuer's investment in PMI produces essentially no economic return to its unitholders, as PMI itself is a marginal operation, operating in a depressed local market in a small Manitoba community.
7. No securities of the Issuer are traded, or have ever been traded on a marketplace as defined in National Instrument 12-101 *Marketplace Operations*.

8. The Issuer has delivered to its unitholders audited annual financial statements for the years-ended December 31, up to and including December 31, 2012; and unaudited semi-annual financial statements for the periods ended June 30, up to and including June 30, 2013, together with applicable Management Discussion & Analysis Reports.

9. The Issuer is subject to a cease trade order (Order No. 5210 dated November 3, 2006) (the “CTO”) ordering that the trading in the securities of the Issuer cease until the Issuer submits a written request to the Commission to have the CTO revoked.

10. The Issuer has made an application to the Commission for an order revoking the CTO.

11. The Issuer expects that the order declaring it has ceased to be a reporting issuer will issue concurrently with the revocation of the CTO.

12. With respect to the continuing protection of current and future unitholders, the Applicant will:

(a) continue to prepare and deliver to the unitholders financial statements prepared in accordance with the limited partnership agreement of the Issuer, and

(b) continue to hold annual meetings of unitholders of the Issuer in accordance with the limited partnership agreement of the Issuer.

(C) The Commission is of the opinion that it would not prejudice the public interest and that it is adequately justified in the circumstances to declare that the Issuer has ceased to be a reporting issuer.

IT IS ORDERED:

1. **THAT** pursuant to subsection 1(1.2)(b) of the Act, it is hereby declared that the Issuer has ceased to be a reporting issuer provided that the Applicant will:

(a) continue to prepare and deliver to the unitholders financial statements of the Issuer, in accordance with the Issuer's limited partnership agreement, and

(b) continue to hold annual meetings of unitholders of the Issuer in accordance with the Issuer's limited partnership agreement.

BY ORDER OF THE COMMISSION

‘Patrick Weeks’

Patrick Weeks

Deputy Director – Corporate Finance

