

THE SECURITIES ACT

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Order No. 4754

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Section 20(1)

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May 4, 2005

STRIKE MUSICAL LIMITED PARTNERSHIP

(A) Application has been made on behalf of Strike Musical Limited Partnership ("SMLP") to the Manitoba Securities Commission ("Commission") for an order under subsection 20(1) of The Securities Act R.S.M. 1988 c.S50 (the "Act") for exemption from the registration and prospectus requirements provided that SMLP conduct its offering in accordance with the requirements of section 91(a) of The Securities Regulation subject to being able to accept investors from a maximum of 40 informed investors.

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

1. SMLP is a Manitoba partnership registered under The Partnership Act as of February, 2005. SMLP is not a reporting issuer.
2. SMLP was formed for the purpose of staging a commercial production of an original musical, Strike!, about the 1919 Winnipeg General Strike which will be staged at Winnipeg's Theatre in the Park, in Kildonan Park.
3. On January 24, 2005, SMLP filed a Notice of Intention to Trade in Securities under section 91A and 91B of The Securities Regulation (the "Form 23") in accordance with section 91 of The Securities Regulation for trades in units of SMLP (the "Offering").
4. Under the Offering, as described in the Form 23, SMLP is seeking to raise a minimum of \$50,000 and a maximum of \$600,000 by selling partnership units at a unit price of \$5,000 each.
5. In the course of marketing the Offering, SMLP has found that most investors are reluctant to invest more than \$5,000 into SMLP, however there are a number of individuals who would be interested in investing beyond the 15 person limit imposed by section 91(a) for informed purchasers.
6. In particular, SMLP is has been receiving interest from persons who are known to the principal of SMLP who would not necessarily meet all the criteria of a related investor and such must be qualified as informed investors.

(C) In the opinion of the Commission, it would not be prejudicial to the public interest to grant the Order requested.

IT IS ORDERED:

1. THAT pursuant to section 20(1) of the Act, trades in connection with the Offering are exempt from sections 6 and 37 of the Act, provided that:

(a) The Offering will continue to be conducted in accordance with the requirements of section 91(a) of The Securities Regulation except as modified by this Order;

(b) SMLP may accept subscriptions from no more than 40 informed purchasers;

(c) SMLP will comply with the requirements of s.92 of The Securities Regulation as if the Offering was made under s.91(a) of the Regulation and the Offering was commenced using the Form 23;

(d) Any security acquired under this Order shall not be traded without the prior consent in writing of the Director unless:

i. the security has been held for a period of at least 12 months;

ii. the issuer of the security has filed a prospectus with the commission with respect to the security and has obtained a receipt therefore;

iii. the proposed purchaser of the security is one of the original purchasers of a security of the same class as the security previously acquired under an exemption provided by clause 91(a) or 91(b); or

iv. the proposed trade in a security is to a corporation all of the equity shares of which are owned by original purchasers of a security of the same class as the security proposed to be traded.

2. THAT the fee for the Order shall be \$1,000.00.

Deputy Director - Legal