

THE SECURITIES ACT

)

Order No. 2756

)

Section 20

)

December 29th, 1999

**AGASSIZ LIMITED PARTNERSHIP 1998-1
AND AGASSIZ CATTLE CORPORATION**

AMENDED AND RESTATED

WHEREAS:

(A) Agassiz Limited Partnership 1998-1 (the "Partnership") has applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of the *Securities Act*, R.S.M. 1988, c. S50 (the "Act") that certain trades in units ("Units") of the Partnership shall be exempt from sections 6 and 37 of the Act;

(B) The Partnership and the Company have represented to the Commission that:

1. The Partnership is a limited partnership constituted under the laws of the Province of Manitoba. The Partnership is not subject to the continuous disclosure requirements of the Act.
2. The general partner of the Partnership is Agassiz Cattle Corporation (the "General Partner") which is a company incorporated under the laws of the Province of Manitoba. It was incorporated for the purpose of becoming the general partner of the Partnership and has no operating history or significant assets.
3. The authorized capital of the General Partner is an unlimited number of preference shares and an unlimited number of common shares. The General Partner is not subject to the continuous disclosure requirements of the Act.
4. The Partnership had previously obtained Commission Order No. 2435 dated February 24, 1999 (the "Previous Order") providing exemptions from the prospectus and registration requirements of the Act with respect to a distribution of Units in the Partnership. Upon reflection, the Partnership decided to not conduct any distribution under that Order and instead decided to rely upon s. 91(a) of The Securities Regulation to the Act (the "Exempt Offering").
5. Pursuant to the Exempt Offering, a minimum of 5 and a maximum of 30 Units would be offered. Each Unit is equal to every other Unit and has the same rights.

6. Under the Exempt Offering, a Limited Partner will contribute \$4,250.00 in respect of each Unit. This represents the capital contribution of the Limited Partner, which is also the stated limit of his or her liability to the Partnership.
7. The closing of the Exempt Offering is subject to the condition that subscriptions are received and accepted by the General Partner for at least 5 Units (a minimum of \$21,250) by December 17, 1999. The maximum Offering is 30 Units (\$127,500).
8. The Partnership prepared a form of Offering Memorandum dated August 11, 1999 which describes the Exempt Offering.
9. The Partnership began distributing the Offering Memorandum starting August 11, 1999 under the mistaken belief it could rely upon the Previous Order in lieu of filing a Form 23 as required by s. 92 of The Securities Regulation.
10. The Offering Memorandum was distributed to 8 potential purchasers listed in Schedule "A" to this Order. To-date no subscriptions have been accepted under the Exempt Offering.
11. In September of 1999 staff became aware of the Exempt Offering. Upon discovering it was not in compliance with the requirements of section 91(a), the Partnership immediately ceased all activity in connection with the Exempt Offering and met with staff to determine what steps were necessary to regularize the Exempt Offering. Based upon this consultation this application has been brought.
12. An amended Offering Memorandum which describes the Exempt Offering along with the requirements of this order will be filed with the Commission and, together with a copy of this order, shall be given to all purchasers prior to an agreement for the purchase and sale of units is entered into.

(C) The Commission is satisfied that it would not be prejudicial to the public interest to grant the order requested.

IT IS ORDERED:

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

- (a) A copy of the Order shall be provided to those individuals identified in Schedule "A" who received an Offering Memorandum prior to proper filing of a notice of intention to trade to the Manitoba Securities Commission.
- (b) A copy of an amended Offering Memorandum (the "Amended Offering Memorandum") shall be provided to Commission staff before it is used;

(c) Such trades are completed in accordance with the requirements of subsection 91(a), 92 and 93 of the Regulations.

(d) All trades of securities shall be made only to either; (A) related purchasers or, (B) not more than 15 informed purchasers in all jurisdictions including Manitoba, or purchasers referred to in (A) and (B).

(e) All purchasers will be required to complete a declaration in the form prescribed in Form 24 to the Securities Regulation.

(f) All sales of securities are completed on or before December 31, 1999.

(g) Before an agreement for purchase and sale of Units is entered into, each purchaser who is a resident of Manitoba shall receive a copy of the Amended Offering Memorandum and this Order;

(h) The Issuer shall within 15 days after termination of trading in the security or January 15, 2000, whichever is earlier, file with the Commission a written report prepared and executed in accordance with Form 27 of the Regulation.

2. THAT the fee for this order shall be \$650.00.

BY ORDER OF THE COMMISSION

Director – Corporate Finance

SCHEDULE "A"

1. Doug Kirkpatrick - Winnipeg, Manitoba
2. Clare Pieuk - Winnipeg, Manitoba
3. Glen Gibbings - Winnipeg, Manitoba
4. Andy Horosko - Winnipeg, Manitoba
5. Bruce Derraugh - Winnipeg, Manitoba
6. Don Porter - Foxwarren, Manitoba
7. Ron Shewchuk - Minnedosa, Manitoba
8. George Penner - Winkler, Manitoba