

THE SECURITIES ACT) Order No. 6046
)
Section 148(1)) Date: December 23, 2009

Hamilton Park Plaza Limited Partnership

WHEREAS:

(A) The securities of Hamilton Park Plaza Limited Partnership (“Hamilton Park”) are subject to a cease trade order dated September 26, 2006 made by The Manitoba Securities Commission (the “Commission”) under section 148(1) of The Securities Act (Manitoba) (the “Act”) (the “Cease Trade Order”) ordering the trading in the securities of Hamilton Park cease until further ordered by the Commission;

(B) Hamilton Park has applied to the Commission for a revocation of the Cease Trade Order pursuant to section 148(1) of the Act;

(C) Hamilton Park has represented to the Commission that:

1. Hamilton Park is a limited partnership formed pursuant to the Partnership Act of Manitoba and is a reporting issuer in the provinces of Manitoba, Saskatchewan, Alberta, Ontario and Quebec.
2. Hamilton Park is governed by a limited partnership agreement dated March 7, 1985 made between Hamilton Park Plaza Ltd., as General Partner, Qualico Financial Services Ltd., as the initial limited partner and each and every person who subscribes for and pays the subscription price per unit and is accepted as limited partner in Hamilton Park (the “Hamilton Park Partnership Agreement”).
3. Units in Hamilton Park were sold pursuant to a prospectus dated March 11, 1985. A total of 800 units were sold at a price of \$2,500 per unit for gross proceeds of \$2,000,000.
4. The business of Hamilton Park consists of the ownership and operation of a 210 suite residential apartment complex located at 262-302 Hamilton Avenue & 838 Cavalier Drive, Winnipeg, Manitoba.
5. Hamilton Park is subject to cease trade orders issued by the Commission des valeurs mobilières du Québec dated January 7, 1999, the Ontario Securities Commission dated May 22, 1998, the Saskatchewan Securities Commission dated February 12, 2001, and the Alberta Securities Commission dated November 22, 2002 for failing to file with such securities regulatory authorities certain financial statements, management discussion and analysis (MD&A) and applicable fees, or for failing to file the same in a timely manner, as required under applicable securities legislation (the “Other Cease Trade Orders”).

6. In accordance with the requirements of paragraphs 8.3 and 8.4 of the Hamilton Park Partnership Agreement, the General Partner has always prepared and delivered audited annual and unaudited interim semi-annual financial statements to the Hamilton Park limited partners (“Unitholders”). Delivery of these financial statements to the Unitholders has occurred each and every year commencing with financial statement for the year ended December 31, 1985.

7. In accordance with paragraph 9.1 of the Hamilton Park Partnership Agreement, the General Partner has caused an annual meeting of the Unitholders to be held in each and every calendar year, commencing in 1985. Annual meetings are held in Montreal, Quebec; that being the location in which the largest number of Unitholders reside. The last annual meeting of Hamilton Park was held on November 26, 2009.

8. Prior to March, 2007, the General Partner chose, due to cost concerns, to file annual financial statements in paper format with the Commission. In certain years prior to March, 2007, financial statements contained certain qualifications to Canadian Generally Accepted Accounting Principles (GAAP). Since March, 2007, financial statements have been prepared in accordance with GAAP. Hamilton Park did not maintain an issuer profile on SEDAR prior to March, 2007.

9. Hamilton Park has filed with the applicable securities regulatory authorities, through the System for Electronic Document Analysis and Retrieval (SEDAR):

(a) Audited annual financial statements, unaudited interim semi-annual financial statements and the accompanying MD&A for the past three fiscal years, being the years ended December 31, 2006, 2007 and 2008,

(b) Unaudited financial statements for the 1st quarter ended March 31, 2009, the semi-annual period ended June 30, 2009, and the 3rd quarter ended September 30, 2009 and the accompanying MD&A, and

(c) The certificates required by NI 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* with respect to the filings referred to in (a) and (b).

10. Hamilton Park has paid all applicable filing fees to the securities regulatory authorities.

11. Hamilton Park’s SEDAR and SEDI profiles are up to date.

12. The securities of Hamilton Park are not traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.

13. Hamilton Park acknowledges its obligation to comply with financial statement and other continuous disclosure requirements going forward.

14. Hamilton Park has also applied to the securities regulatory authority in Quebec, Ontario, Saskatchewan and Alberta for the revocation of the Other 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 Order.

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

1. **THAT** pursuant to section 148(1) of the Act, the Cease Trade Order is hereby revoked.

R.B. Bouchard
Director-Corporate Finance