



THE MANITOBA
SECURITIES
COMMISSION

THE SECURITIES ACT

Section 148(1)

)

)

)

Order No. 7380

August 26, 2016

ELEVEN EVERGREEN LIMITED PARTNERSHIP

WHEREAS:

(A) The Director of The Manitoba Securities Commission (the "Commission") issued a cease trade order dated November 3, 2010, (Order No. 6217) under section 147.1 of *The Securities Act* (Manitoba) (the "Act") (the "Cease Trade Order") for failure to file required continuous disclosure in accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102") and provided that all trading in the securities of Eleven Evergreen Limited Partnership (the "Filer") shall cease until further order by the Director.

(B) The Filer has made application to the Commission under Part 4 of National Policy 12-202 *Revocation of Certain Cease Trade Orders* for an order pursuant to section 148(1) of the Act revoking the Cease Trade Order.

(C) The Filer has represented to the Commission that:

1. The Filer is a limited partnership formed under the laws of Manitoba pursuant to a limited partnership agreement dated July 27, 1982;
2. The Filer owns a 61.6% direct interest in an apartment building, known as 11 Evergreen Place located in Winnipeg, Manitoba;
3. The general partner of the Filer is 5771723 Manitoba Ltd.;
4. The head office of the general partner is located in Winnipeg, Manitoba;
5. The authorized capital of the Filer is comprised of 750 Limited Partnership Units of which 462 Limited Partnership Units are issued and outstanding as at the date hereof (the "Limited Partnership Units"). The Filer has no securities (including debt securities) issued and outstanding, other than the Limited Partnership Units;
6. The Filer is a reporting issuer in the provinces of, Manitoba, Ontario and Saskatchewan. The Filer became a reporting issuer upon receiving receipts for a prospectus dated December 9, 1983. The Commission is the Filer's principal regulator;

7. The Filer is also subject to a cease trade order issued by the Ontario Securities Commission and has made application to have such order revoked;
8. At the time the Filer became a reporting issuer, Manitoba and Ontario only required the filing of semi-annual and annual financial statements. Subsequently, Ontario adopted quarterly reporting requirements, but the administrative practice at the time was to exempt limited partnerships from having to file first and third quarter financial statements;
9. NI 51-102 came into effect on March 31, 2004 which, imposed first, second and third quarter interim filing requirements. The Filer failed to comply with these requirements;
10. The Filer requested the Director exercise the discretion provided for in Section 6 of NP 12-202 and the Director has elected not to require the Filer to file all interim filings as required by NI 51-102 on the basis that the Filer has filed with the Commission and with the securities regulatory authorities in each jurisdiction where it is a reporting issuer via the System for Electronic Document Analysis and Retrieval (SEDAR):
 - audited annual financial statements for the years ended December 31, 2013, December 31, 2014 and December 31, 2015;
 - MD&A relating to the audited annual financial statements for the year-ended December 31, 2013, December 31, 2014 and December 31, 2015;
 - interim financial statements for the periods ended March 31, 2016, September 2015, June 2015, March 2015, September 2014, June 2014, March 2014, September 2013, and June 2013;
 - MD&A relating to interim financial statements for the periods ended March 31, 2016, September 2015, June 2015, March 2015, September 2014, June 2014, March 2014, September 2013, and June 2013; and
 - certification of the foregoing filings as required by NI 52-109
11. Other than as noted above in paragraph 10, the Filer is not in default of any of its obligations as a reporting issuer under the Act or the rules and regulations made pursuant thereto;
12. The Filer has paid all outstanding activity, participation and late filing fees that are required to be paid in each jurisdiction where it is a reporting issuer;
13. The Filer's SEDAR profile and SEDI profile are up-to-date;
14. The Filer last held an annual general meeting of unitholders in November of 2011. The Filer will call and hold an annual meeting of unitholders within three months after the date of this order; and

15. The Filer, on issuance of this order, will issue and file a news release and material change report with respect to the revocation of the cease trade orders in Manitoba and Ontario.

(D) In view of the forgoing, 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 regard:

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

Patrick Weeks
Deputy Director
The Manitoba Securities Commission