

August 3, 2018

In the Matter of
the Securities Legislation of Saskatchewan (the **Jurisdiction**)

and

In the Matter of
the process for Cease to be a Reporting Issuer Applications

and

In the Matter of
Hampton House Limited Partnership (the **Filer**)

Decision

Background

The Financial and Consumer Affairs Authority of Saskatchewan (the **Authority**) has received an application from the Filer for a decision under Section 92 of *The Securities Act, 1988* (Saskatchewan) (the **Legislation**), that the Filer is no longer a reporting issuer (the **Requested Relief**).

The Authority has assigned to the Director, Securities Division (the **Director**) the power to make exemption orders and rulings under the provisions of the Legislation.

Interpretation

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a limited partnership organized under *The Partnership Act* (Saskatchewan) (the **Partnership Act**). The Filer's head office is in Regina, Saskatchewan;
2. The Filer is not in default of any of the requirements under the Legislation;

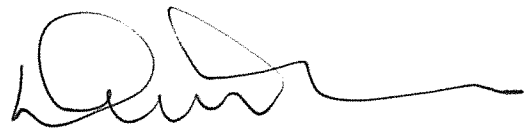
3. The Filer is a reporting issuer only in Saskatchewan;
4. The Filer became a reporting issuer in Saskatchewan when it distributed securities pursuant to a prospectus (the **Prospectus**) dated December 20, 1982;
5. The Filer's only issued and outstanding securities (the **Securities**) are 2,260 limited partnership units, originally issued under the Prospectus;
6. To the best of the knowledge of the Filer, 34 of the existing 37 Security Holders are "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions* (**NI 45-106**). The remaining 3 are well educated and have business acumen;
7. Based upon the Filer's records, and knowledge of the General Partner, the residence of the Security Holders is Saskatchewan (28), Alberta (5), British Columbia (3), Manitoba (1), total 37;
8. The Securities have never been traded on any stock exchange and there is no market for the Securities in Canada or elsewhere;
9. The Filer does not intend to list its Securities on any exchange or market;
10. The Filer does not intend to seek public financing by way of an offering of its securities;
11. The Filer's only asset is an apartment building located at 330 Plainsview Drive, Regina, Saskatchewan. The Filer does not intend to acquire any other assets;
12. The limited partnership agreement between the Filer and each of its Security Holders (as restated and amended, the **Limited Partnership Agreement**) provides that transfers of Securities are only permitted on providing the General Partner of the Filer with such assurances as the General Partner deems necessary. Accordingly, the Filer and the General Partner will only permit future trades of Securities to purchasers who are "accredited investors" within the meaning of NI 45-106 or entitled to another exemption under NI 45-106 and have provided the General Partner with necessary assurances in that regard. The Filer and General Partner will also permit transfers of Securities to the beneficiary of an estate of a Security Holder; and
13. All Security Holders have consented to the Filer's making of this application for the Filer to cease to be a reporting issuer. Pursuant to the Limited Partnership Agreement, each of the Security Holders will continue to receive the audited financial statements. The Filer intends to provide to the Security Holders such audited financial statements and any other materials required to be provided to the Security Holders under the Partnership Act and the Limited Partnership Agreement;

Decision

The Director is satisfied that the decision meets the test set out in the Legislation for the Director to make the decision. That is, the decision to grant the Requested Relief would not be prejudicial to the public interest.

The decision of the Director is that the Requested Relief is granted provided that:

1. The Filer and the General Partner will only permit future trades of Securities to
 - (a) purchasers who are “accredited investors” within the meaning of NI 45-106 or entitled to another exemption under NI 45-106 and have provided the General Partner with necessary assurances in that regard, and
 - (b) the beneficiary of an estate of a Security Holder;
2. The Filer will provide materials to each person who is a Security Holder including:
 - (a) audited financial statements,
 - (b) interim unaudited financial reports,
 - (c) annual report, which must include, among other things, (i) audited financial statements, (ii) a report on the activities of the Filer, and (iii) a report on distributions to security holders. The annual report must also include other information as deemed necessary by the auditors of the Filer to properly and fully advise the Security Holders of the affairs of the Filer,
 - (d) tax information report within 90 days after the end of every fiscal year as necessary for the Security Holder to prepare their income tax returns, and
 - (e) any other materials required to be provided under the Partnership Act or the Limited Partnership Agreement; and
3. The Filer delivers a copy of this Decision to each of its Security Holders.



Dean Murrison
Director, Securities Division
Financial and Consumer Affairs
Authority of Saskatchewan