

IN THE MATTER OF  
*THE SECURITIES ACT, 1988, S.S. 1988, c.S-42.2*

AND

IN THE MATTER OF  
GLADSTONE PROPERTIES LIMITED PARTNERSHIP  
PORTLAND PROPERTIES LIMITED PARTNERSHIP  
SPENCER PROPERTIES LIMITED PARTNERSHIP  
WILMINGTON PROPERTIES LIMITED PARTNERSHIP  
ROCKINGHAM PROPERTIES LIMITED PARTNERSHIP

RULING  
(Section 83)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the "Commission") from Gladstone Properties Limited Partnership, Portland Properties Limited Partnership, Spencer Properties Limited Partnership, Wilmington Properties Limited Partnership and Rockingham Properties Limited Partnership (individually a "Issuer" and collectively the "Issuers") for a ruling pursuant to clause 83(1)(a) of *The Securities Act, 1988, S.S. 1988, c.S-42.2* (the "Act") that, for any and all purposes of the Act, each Issuer be deemed not to be in default of any written undertaking to the Commission or a Director of the Commission (the "Director") or any provision of the Act, or the *The Securities Regulations, R.R.S., c. S-42.2 Reg. 1* (the "Regulations") or a decision of the Commission or the Director thereunder;

AND WHEREAS the Commission has assigned to the Director the power to make exemption orders and rulings under the provision of the Act;

AND WHEREAS it has been represented to the Director that:

1. The Issuers are limited partnerships (the "Limited Partnerships") pursuant to *The Partnership Act* (Saskatchewan);
2. None of the Issuers are reporting issuers within the meaning of the Act;
3. Everett John Kearley is a promoter of all the Issuers, and is the president and sole director of the general partners of the Limited Partnerships;

4. The Issuers are authorized to issue an unlimited number of limited partnership units pursuant to the terms of their respective limited partnership agreements;
5. None of the securities of the Issuers are listed or posted for trading on any stock exchange or over-the-counter market;
6. Each of the Issuers has distributed securities using the qualified purchaser exemption in clause 81(1)(s) of the Act pursuant to offering memorandums (the "Offerings") which contain an undertaking on the part of the respective Issuers that such Issuer would comply with, on a continuous basis, the provisions of Part XIV of the Act as if the Issuer was subject to those provisions in accordance with Saskatchewan Local Policy Statement 45-602 – Qualified Investor Exemption;
7. Each of the Issuers has, on an annual basis, in either March or April of each year, distributed financial statements to all of its investors/limited partners (the "Securityholders") and on a semi-annual basis, usually in August or September, distributed mid-year reports to the Securityholders (the "Filings");
8. The Filings have been deficient in the following respects:
  - a. The annual financial statements have not been audited or, in some cases, have not been accompanied by a review engagement report and as such, it is not apparent whether they have been prepared in accordance with generally accepted accounting principles ("GAAP");
  - b. The mid-year reports have not included financial statements in the form required by the Act, have not been prepared in accordance with GAAP and, in some cases, have not been delivered to the Securityholders within 60 days following the end of the interim periods and; and
  - c. The annual financial statements and interim reports, if filed with the Commission at all, have not been filed concurrently with their distribution to the Securityholders and have not been accompanied by Confirmations as to Mailing or other proof that such statements were delivered to the Securityholders;
9. The Staff of the Commission (the "Staff") has brought these deficiencies to the Issuers' attention on several occasions;
10. The Issuers have now filed Confirmations as to Mailings of their annual (unaudited) financial statements for the year-end December 31, 2000 and have prepared, delivered to their Securityholders and filed copies and Confirmations as to Mailings with the Commission of their interim financial statements for the period ending June 30, 2001 which are acceptable to the Staff; and

11. The Issuers and Kearley have signed an undertaking confirming they will comply with the continuous disclosure requirements as outlined in the Offerings on an ongoing basis commencing with the annual financial statements for the year ending December 31, 2001;

AND WHEREAS the Director is of the opinion that it would not be prejudicial to the public interest to make the Ruling;

IT IS HEREBY RULED pursuant to clause 83(1)(a) of the Act that, for any and all purposes of the Act, each Issuer is deemed not to be in default of any written undertaking to the Commission or the Director or any provision of the Act or the Regulations or a decision of the Commission or the Director thereunder.

DATED January 18, 2002.

*“Barbara Shourounis”*

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Barbara Shourounis  
Director