

Headnote

Application for relief from the prospectus requirements for the distribution of securities by an issuer with a head office in Nova Scotia to residents outside Canada – The offering of the securities will be under a Dutch prospectus and will be made in accordance with all applicable laws of the Netherlands- All disclosure materials for the offering will state prominently that the securities are not being offered or sold in Canada-Relief granted.

Applicable Legislative Provisions

Securities Act, R.S.N.S. 1989, c. 418, as amended, ss. 58 and 79.

IN THE MATTER OF: The *Securities Act*, R.S.N.S. 1989, c. 418, as amended (the "Act")

- and -

IN THE MATTER OF: Homburg Stoneridge Limited Partnership

RULING **(Section 79)**

UPON the application of Homburg Stoneridge Limited Partnership ("Homburg Stoneridge") to the Nova Scotia Securities Commission (the "Commission") for a ruling pursuant to Section 79 of the Act that the distribution of certain bonds by Homburg Stoneridge and its general partner is exempt from Section 58 of the Act;

AND UPON reading the application and the recommendation of staff of the Commission;

AND UPON Homburg Stoneridge having represented to the Commission that:

1. Homburg Stoneridge is a limited partnership formed under the laws of Nova Scotia, with its head office and principal place of business located at 32 Akerley Boulevard, Dartmouth, Nova Scotia.
2. The sole general partner of Homburg Stoneridge is Homburg L.P. Management Incorporated (the "General Partner"), a body corporate incorporated under the laws of Nova Scotia. The head office and principal place of business of the General Partner is located at 32 Akerley Boulevard, Dartmouth, Nova Scotia.
3. Neither Homburg Stoneridge nor the General Partner is a reporting issuer in any province or territory of Canada.

4. The capital of Homburg Stoneridge is divided into five hundred thousand (500,000) Class "A" Units and one (1) Class "B" Unit, of which no Class "A" Units and one (1) Class "B" Unit (held by the initial limited partner) are currently issued and outstanding.
5. Homburg Stoneridge intends to offer and sell bonds (the "Bonds") to residents of the Netherlands. Although Homburg Stoneridge will be the issuer of the Bonds, as a limited partnership, Homburg Stoneridge acts through the General Partner as its general partner.
6. The Bonds will be issued by Homburg Stoneridge pursuant to a Trust Indenture (the "Trust Indenture") to be entered into between Homburg Stoneridge and Stichting Homburg Stoneridge (the "Foundation"). The aggregate principal amount of Bonds to be issued under the Trust Indenture will be an amount not to exceed 60% of the appraised value (including costs) of the Property (as defined below).
7. The Bonds will be denominated in Euros. Each Bond will have a principal amount of EUR 5,000 and subscribers must purchase a minimum of two (2) Bonds. The Bonds will mature not more than four (4) years from their date of issue and will bear interest from their date of issue at the rate of 10% per annum.
8. Homburg Capital B.V., a licensed company under the Dutch *Financial Supervision Act (Wet op het financieel toezicht)*, as amended (the "Dutch Act"), will be responsible for the marketing and sale of the Bonds to Dutch investors. It will undertake not to market or sell, directly or indirectly, the Bonds to residents of Canada.
9. The net proceeds of the offering of the Bonds will be used by Homburg Stoneridge to pay a portion of the acquisition price for fifty-four (54) residential condominium units in Stoneridge Mountain Resort, Canmore, Alberta (the "Property"). The balance of the acquisition price of the Property will be paid by the issuance of Class "A" Units of Homburg Stoneridge to the vendor of the Property.
10. As security for its obligations under the Trust Indenture, Homburg Stoneridge will grant a mortgage of the Property to the Foundation.
11. The Bonds will only be offered for sale to residents of the Netherlands.
12. The offering of the Bonds is to be qualified under a Dutch language prospectus (the "Prospectus"). The Prospectus is prepared in accordance with the Dutch Act and the rules promulgated thereunder. The offering of the Bonds will be made in accordance with all applicable laws of the Netherlands.
13. Approval of the Prospectus by the Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*) is expected on or about May 5, 2010.
14. The Bonds will not be offered for sale in Canada and no prospectus is being filed in Canada in connection with the offering of the Bonds. The Bonds are not expected to be listed on any stock exchange.
15. Although the distribution of the Bonds will take place outside of Canada, the head office of Homburg Stoneridge and of the General Partner are situated in Nova Scotia and it is

possible that activities incidental to the offering of the Bonds may occur in Nova Scotia, which may constitute a "distribution", within the meaning of the Act.

16. The Prospectus will state in bold on the cover page that the Bonds are not being offered for sale in Canada and have not been and will not be qualified for distribution in Canada by the filing of a prospectus with any securities regulatory authority or commission in Canada.
17. All publicity materials, press releases, analyst presentations, marketing and road show materials will state prominently that the Bonds are not being offered or sold in Canada and that a prospectus is not being filed in Canada in respect of the offering of the Bonds. In addition, none of the documents pertaining to the offering of the Bonds will be filed, used or circulated in Canada or to residents of Canada.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest;

IT IS RULED, pursuant to Section 79 of the Act, that the distribution of the Bonds by Homburg Stoneridge and the General Partner as its general partner to residents of the Netherlands in accordance with all applicable laws of the Netherlands is exempt from Section 58 of the Act.

DATED at Halifax, Nova Scotia, this 5th day of May, 2010.

"H. Leslie O'Brien"