



GULF & PACIFIC EQUITIES CORP.

For Immediate Release

## **Gulf & Pacific Equities Raises \$3,606,250 at Close of its Private Placement Debenture Offering**

**Toronto, February 9, 2010** – Gulf & Pacific Equities Corp. (TSX-V: **GUF**), (the “Company”) an established company focused on the acquisition, management and development of anchored shopping centres in Western Canada, is pleased to announce that it has closed its private placement debenture offering with aggregate amount raised of \$3,606,250.

“I’m very pleased with the on-going support of the debenture holders,” said Anthony Cohen, President and CEO. “With over 98% completing their exchange, and new investors coming on board, this is a strong vote of confidence for the Company as we continue to look for opportunities in Western Canada and build value for our shareholders.”

The aggregate amount raised, includes today’s fifth closing in an amount of \$12,500 of the Company’s 8% unsecured convertible debentures (the “Debentures”). The Debentures were carried out under the “accredited investor exemption” in part 2.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions*.

The Debentures were issued with an effective date of December 31, 2009 pursuant to a trust indenture between the company and Computershare Trust Company of Canada, as trustee. Subject to the detailed terms and conditions of that trust indenture, the Debentures have a five year term, maturing December 31, 2014 and bear interest from the date of issue at 8% per annum which, unless the Debentures are earlier converted or redeemed in accordance with their terms, will be paid subsequently in semi-annual payments occurring on April 1<sup>st</sup> and October 1<sup>st</sup> of each year until maturity.

The Debentures are convertible, at the option of the respective holders, at any time or from time to time prior to 5:00 p.m. (Toronto time) on December 31, 2014, into fully paid, non-assessable common shares of the Company at a conversion price of \$0.25 per share if converted prior to December 31, 2011, and \$0.30 per share if converted on or after January 1, 2012 and prior to the conversion expiry time. Where Debentures are converted, interest accruing due but otherwise unpaid to the day preceding the date of conversion will be paid promptly following such date.

The debenture offering for this fifth closing was comprised of \$12,500 in debt for debt exchange of the Debentures. Trading of the Debentures issued on this closing and common shares issued upon their conversion are subject to a hold period that expires June 10, 2010.

The Company's completed debenture private placement offering is comprised of \$2,886,250 in debt for debt exchange and a \$720,000 private placement of the Debentures, for an aggregate total of \$3,606,250. The issuance of the Debentures relating to the debt for debt exchange is being completed pursuant to agreements made with certain note holders of the Company's \$896,250 and \$2,060,000 outstanding debentures maturing on September 1, 2013 and November 18, 2014, respectively. At the closing, \$50,000 of the debentures maturing on September 1, 2013 and \$20,000 of the debentures maturing on November 18, 2014 are outstanding and shall remain in effect until maturity.

The Company will use the proceeds to retire the outstanding series' of debentures, consolidate debt, pursue strategic opportunities and for general working capital.

### **About Gulf & Pacific Equities Corp.**

Gulf & Pacific Equities Corp. was incorporated under the laws of the Province of Alberta on April 8, 1998 and thereafter completed a public offering of common shares by prospectus dated June 26, 1998 (TSX-V: **GUF**).

The Company acquires, manages and develops anchored shopping malls in rural centres in Western Canada, in particular Alberta. Gulf & Pacific targets smaller, but rapidly growing hub communities that have hospital, high school, police station and retail/service infrastructure. Management has consistently reinvested cash flow to improve and grow its portfolio of income properties.

Gulf & Pacific Equities Corp. currently owns five, well-located retail assets located in Three Hills, Whitecourt, St. Paul and Cold Lake Alberta, as well as in Merritt B.C..

In 2005, Gulf & Pacific Equities Corp. was named the 22<sup>nd</sup> fastest growing company in Canada by "Profit" magazine, a Rogers' publication. In 2006 and 2008, the company made the list again as the 162<sup>nd</sup> and 145<sup>th</sup> fastest growing company in Canada.

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