



GULF & PACIFIC EQUITIES CORP.

**For Immediate Release**

## **Gulf & Pacific Equities Raises \$120,000 at the Fourth Closing of its Private Placement Debenture Offering**

**Toronto, January 29, 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 raised gross proceeds in an amount equal to \$120,000 at the fourth closing of its 8% unsecured convertible debentures (the “Debentures”) private placement offering. The Debentures were carried out under the “accredited investor exemption” in part 2.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions*. The aggregate amount raised, including today’s closing, totals \$3,593,750. Subsequent closings up to the maximum offering amount of \$3,956,250 (in aggregate) may occur prior to February 11, 2010.

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 fourth closing was comprised of \$120,000 in private placement of the Debentures.

The Company’s Debenture private placement offering is anticipated, once completed, to comprise of \$2,956,250 in debt for debt exchange and a \$1,000,000 private placement of the Debentures. 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. Trading of the Debentures issued on this closing and common shares issued upon their conversion are subject to a hold period that expires May 30, 2010. In conjunction with today's closing, the Company paid a finder's fee of \$4,000 in relation to the private placement offering.

Upon the final closing, 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.

#### **For further information, please contact:**

Mr. Anthony Cohen  
President and Chief Executive Officer  
Gulf & Pacific Equities Corp.  
Suite 300, 1300 Bay Street  
Toronto, Ontario  
M5R 3K8

Telephone: 416-968-3337  
Telecopy: 416-968-3339  
E-mail: [info@gpequities.com](mailto:info@gpequities.com)  
[www.gpequities.com](http://www.gpequities.com)

***Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.***

**NOT FOR DISTRIBUTION TO U.S. WIRE SERVICES OR FOR DISTRIBUTION INTO  
THE UNITED STATES**

***Cautionary Statements***

*This news release contains “forward-looking statements”, within the meaning of the United States Private Securities Litigation Reform Act of 1995 and similar Canadian legislation, concerning the business, operations and financial performance and condition of Gulf & Pacific Equities. Forward-looking statements include, but are not limited to, statements with respect to the benefits of the offering and option transaction. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Gulf & Pacific Equities to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: economic conditions in Western Canada, interest rates, raising less than the required capital; not realizing on the anticipated benefits from the transaction or not realizing on such anticipated benefits within the expected time frame; and other risks of the real estate industry. Although management of Gulf & Pacific Equities has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Gulf & Pacific Equities does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.*