

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

AND

STEVE VINCENT WEERES

AGREEMENT AND UNDERTAKING

The following agreement and undertaking (the **AAgreement@**) has been reached between Steve Vincent Weeres (**AWeeres@**) and the Director (the **ADirector@**) of the Saskatchewan Securities Commission (the **ACommission@**).

Facts

As a basis for the issuance of an Order (the **AOrder@**) substantially in the form as set out in Schedule **AA@** to this Agreement for a five year cessation in the trading of securities and exchange contracts, and a five year removal of exemptions under **AThe Securities Act, 1988, S.S. 1988, c. S-42-2** (the **AAct@**) and costs of investigation in the amount of \$1,000.00 Weeres acknowledges and agrees as follows:

1. Weeres is the President and sole director of P.D.S. Personal Development Corporation (**APDS@**) a Saskatchewan company. PDS's purpose is to sell an interactive multimedia computer based training program in Canada;
2. Since January, 1996 Weeres sold securities of PDS (the **Atrades@**) to 13 Saskatchewan residents;
3. At all material times, Weeres and PDS were not registered pursuant to section 27 of the Act to trade in securities;
4. At all material times, PDS did not file a prospectus or receive a receipt for a prospectus or a preliminary prospectus with respect to its securities as required pursuant to section 58 and 59 of the Act;
5. At all material times, PDS did not apply for, and was not granted any exemptions pursuant to the Act;
6. The trades are contrary to the provisions of the Act.

Weeres= Undertakings

Weeres hereby undertakes, agrees and consents effective the date of his execution of this Agreement, as follows:

1. To cease trading for a period of five years from the issuance of the Order of the Commission in any and all securities and exchange contracts in the Province of Saskatchewan or with any resident of the Province of Saskatchewan personally or by any other means including, but not limited to, by means of any company, limited partnership, association, joint venture or other entity of which he is a director, officer, promoter or control person as defined by the Act;
2. That the exemptions contained in the following provisions of the Act do not apply to him for a period of five years:
 1. Sections 38, 39, 39.1, 81, 82 and 102 of the Act;
 2. *The Securities Regulations*, R.R.S., c. S-42.2, Reg 1 (the **ARegulations@**) providing for exemptions from Sections 27, 58, 71 or 104 to 109 of the Act;
 3. Any decision providing for exemptions from any provision of the Act or Regulations;unless upon prior written application to the Director of the Commission, the Director exempts Weeres from the application of this paragraph;
3. To pay the costs of the investigation of the activities of Weeres by the staff of the Commission in the amount of \$1,000.00;
4. To proceed with a refund as and when PDS is financially able, to those investors who have requested a refund of their investment in PDS and to provide the Saskatchewan Securities Commission with evidence of the refunds as they occur;
5. To provide a financial statement for PDS to the Saskatchewan Securities Commission annually until all investors requesting a refund receive their refund;
6. To the issuance of the Order of the Commission in substantially the form set out in Schedule **AA@** to this Agreement, and to hereby waive any right to a hearing and/or appeal with respect to this matter.

Director=s Agreement

The Director of the Commission (the **ADirector@**) hereby agrees that this Agreement and the Order of the Commission set out in Schedule **AA@** to this Agreement are the only sanctions the Director will seek to have

the Commission impose upon Weeres pursuant to the Act with respect to the matters set out in this Agreement, provided however that nothing herein shall prohibit the Director from considering and dealing with any matter not set out in this Agreement or any new complaint brought to the Director's attention in respect of Weeres.

IN WITNESS WHEREOF Weeres and the Director have executed this Agreement and Undertaking on this 24th day of February, 1999.

SIGNED, SEALED AND DELIVERED)

in the presence of:

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"C.L. Fitzpatrick"

"Steve Weeres"

Steve Vincent Weeres

SIGNED, SEALED AND DELIVERED)

in the presence of:

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"Vic Pankratz"

"B. Shourounis"

Barbara L. Shourounis

Director