

SCHEDULE "I"

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

AND

IN THE MATTER OF
LENS-O-MATIC INC.
L.O.M. INC.
L.O.M. LABORATORIES INC.
JOHN D. KLIPPENSTEIN
JACK R. WOLFE
AND
MARK JOHN AKERMAN

AGREEMENT AND UNDERTAKING

The following agreement and undertaking (the "Agreement") has been reached between John D. Klippenstein ("Klippenstein") and the Director of the Saskatchewan Securities Commission (the "Director").

Facts

As a basis for a five year removal of exemptions under the Act, as provided in the Order attached hereto as Schedule "A" to this Agreement, Klippenstein acknowledges and agrees as follows:

1. Klippenstein is a resident of Saskatchewan and has never been a registrant within the meaning of The Securities Act, 1988, S.S. 1988, c. S-42.2 (the "Act");
2. Mark John Akerman ("Akerman") is resident of Saskatchewan. Jack R. Wolfe ("Wolfe") and Lorne Reinson ("Reinson") are residents of Alberta. Neither Akerman, Wolfe or Reinson have ever been registrants within the meaning of the Act;
3. Klippenstein incorporated Lens-O-Matic Inc. on July 18, 1985 for the purpose of developing and marketing a device to insert and remove contact lenses.
4. Lens-O-Matic has never been a registrant nor a reporting issuer within the meaning of the Act.

5. A patent application for the device was initiated by and granted to Klippenstein, Akerman and Reinson (collectively the "Parties") in August of 1986;
6. In consideration for the patent and efforts made by all the Parties in August, 1986, 29 shares each were issued to Klippenstein and Reinson and 5 shares to Akerman. All parties were involved in the design, manufacturing and marketing of the device;
7. In December of 1990, Klippenstein requested that Akerman and Wolfe assist in raising capital for Lens-O-Matic Inc. and asked them to sell shares.
8. From December, 1990 to June, 1992, Akerman, Wolfe and Klippenstein actively promoted Lens-O-Matic Inc. to Saskatchewan and Alberta residents. The share prices ranged from \$2,000.00 in January, 1990 to \$25,000.00 in April, 1992;
10. Akerman raised \$128,502.00 from fifteen Saskatchewan residents of behalf of Lens-O-Matic Inc.;
11. Wolfe raised \$24,000 from eight Alberta residents on behalf of Lens-O-Matic Inc.;
12. Between December, 1990 and April, 1992, Klippenstein traded in securities with and received funds from the following Saskatchewan residents, contrary to Sections 27(1)(a), 58(1) and 131(3) (c) of the Act:

Name	Amount
Busse, John	\$ 8,000
McGregor, Darren	\$ 6,000
Chandler, Syd & Ivy	\$ 9,000
Morrison, Don	\$ 3,000
Demyen, Kevin	\$ 3,000
Nestman, Lloyd	\$ 1,000
Holliday, Ken	\$ 2,000
New, Bernadine	\$ 2,000
Belle Plain Hutterites	\$10,000
Read, Steward	\$16,000
Warden Hutterites	\$ 4,000
Thauberger, Joe	\$ 2,000
Knipe, Betty	\$ 3,000
Wilson, Leo	\$25,000
Krushan, Larry	\$20,000
Woitias, Dave	\$ 4,500
Kress, Laurel	\$ 3,000
Woitias, Helen	\$ 3,000
Mark, Tom	\$25,000
Zatylny, Thomas	\$ 2,000

13. Klippenstein issued 26 shares of Lens-O-Matic Inc. to 8 Saskatchewan resident as payment for services;
14. None of the investors have been repaid the principal amount or received any return on their investment.
15. During all material times, Klippenstein was not registered pursuant to Section 27 of the Act to trade in securities or act as an advisor;
16. During all material times Lens-O-Matic Inc. did not file a prospectus or receive a receipt for a prospectus with respect to its securities as required pursuant to Section 58 of the Act;
17. During all material times Lens-O-Matic Inc. did not apply for, and was not granted any exemptions pursuant to the Act;

Klippenstein's Undertaking

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

1. that, except as provided for in paragraph 2. hereunder, the exemptions contained in the following provisions of the Act do not apply to him for a period of five years:
 - (a) Sections 38, 39, 81 and 102 of the Act;
 - (b) The Regulations providing for exemptions from Sections 27, 58 and 71 of the Act;
 - (c) Any decision providing for exemptions from Sections 27, 58, 71 or 104 to 109 of the Act;
2. Upon written application to the Director of the Commission, (the "Director") the Director may exempt Klippenstein from the application of paragraph 1.
3. To the issuance of the Order of the Commission in substantially the form set out in Schedule "A" 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 "Director") hereby agrees that this Agreement and Undertaking and the Order set out in Schedule "A" are the only sanctions the Director will seek to have the Commission impose upon Klippenstein 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 Klippenstein.

IN WITNESS WHEREOF Klippenstein and the Director have executed this Agreement and Undertaking on this 10th day of November, 1993.

SIGNED, SEALED AND DELIVERED)
in the presence of:)
)
)
"Wade E. McBride")

"John D. Klippenstein"
John D. Klippenstein

SIGNED, SEALED AND DELIVERED)
in the presence of:)
)
)
"Dean Murrison")

"Barbara L. Shourounis"
Barbara L. Shourounis,
Director