

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

**AND**

**IN THE MATTER OF  
GR INTERNATIONAL TRADING CORPORATION  
LAZER TECHNOLOGY CORPORATION  
NEWTECH DISTRIBUTION CORPORATION  
RAMPART PRINT & MARKETING CORPORATION  
STONEFIELD CAPITAL CORPORATION  
DONALD WESLEY FRY**

**AGREEMENT & UNDERTAKING  
(135.3)**

The following agreement & undertaking ("Agreement") has been reached between Donald Wesley Fry of Saskatoon, Saskatchewan ("Fry"), and the Director of the Securities Division, Saskatchewan Financial Services Commission (the "Commission").

**Facts**

Fry acknowledges and agrees as follows:

1. He is and at all material times was a resident of Saskatoon, Saskatchewan;
2. He was President, Treasurer and/or Director of GR International Trading Corporation, Lazer Technology Corporation, Newtech Distribution Corporation, Rampart Print & Marketing Corporation, and Stonefield Capital Corporation (the "Companies")
3. All the Companies were incorporated with Corporate Registries in Nevada, and all were registered as extra provincial corporations with the Corporations Branch in Saskatchewan except for Newtech Distribution Corporation.
4. He traded shares in the Companies to Saskatchewan residents between September 2000 and December 2002 while not being registered, and therefore breached the registration requirement in section 27 of *The Securities Act, 1988, S.S. 1988, c. S-42.2* (the "Act");

5. Although Fry was the controlling person of the companies, David Hengstler of British Columbia ("Hengstler") developed the concept and manner of soliciting monies for the investment programs of the Companies. Fry relied upon the guidance and direction of Hengstler, and believed Hengstler was operating in good faith;
6. Hengstler is subject to a cease trade order issued on June 18, 1996 by the Commission, which is still in force and effect;
7. Each Company raised approximately \$50,000 from the sale of their securities to residents of Saskatchewan, Alberta and British Columbia. A total of approximately \$250,000 was raised;
8. No receipt had been issued pursuant to section 58 of the Act with respect to the securities of the Companies, and therefore Fry breached the prospectus requirement in section 58 of the Act; and
9. Neither the Commission or Director has issued an order pursuant to sections 83, 160 or any other provision of the Act exempting Fry or the Companies and the securities of the Companies from the registration and prospectus requirements of the Act;

#### **FRY'S UNDERTAKING**

1. Fry hereby agrees and consents, effective the date of execution of this Agreement, as follows:
  - a. To not solicit investors or trade in any and all securities or exchange contracts in Saskatchewan or with any resident of Saskatchewan by any means whatever unless he complies in all respects with the Act;
  - b. To pay an administrative penalty in the amount of \$3,000;
  - c. To pay the costs of the investigation into this matter by the staff of the Commission in the amount of \$2,000.
2. Fry hereby waives any right to a hearing and/or appeal with respect to this matter.

#### **DIRECTOR'S AGREEMENT**

The Director hereby agrees that this Agreement and Undertaking is the only sanction the Director will seek to impose upon Fry pursuant to the Act with respect to the matters set out in this Agreement, provided 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 to Fry.

**IN WITNESS WHEREOF** Fry and the Director have executed  
this Agreement and Undertaking on this 15th day of February, 2005.

SIGNED, SEALED AND DELIVERED )  
in the presence of: )  
 )  
\_\_\_\_\_ )

*“Donald Wesley Fry”*  
\_\_\_\_\_  
Donald Wesley Fry

SIGNED, SEALED AND DELIVERED )  
in the presence of: )  
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\_\_\_\_\_ )

*“Barbara L. Shourounis”*  
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Barbara L. Shourounis, Director  
Securities Division

