

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

AND

**LARRY W. RETVEDT
RYAN W. K. RETVEDT**

AGREEMENT AND UNDERTAKING

The following agreement and undertaking ("Agreement") has been reached between Larry W. Retvedt, Regina, Saskatchewan and Ryan W. K. Retvedt, Swift Current, Saskatchewan (the "Retvedt's) and the director (the "Director") of the Securities Division, Saskatchewan Financial Services Commission, (the "Commission"):

FACTS

Larry W, Retvedt and Ryan W. K. Retvedt each acknowledge and agree as follows:

1. Larry Retvedt and Ryan Retvedt were at all material times President and Chief Operating Officer respectively of Maximus Enterprises Inc., ("Maximus");
2. Maximus was incorporated in Alberta in August 2000 as a venture capital company;
3. Larry Retvedt and Ryan Retvedt were at all material times President and secretary/treasurer respectively of Quick Cash ATM Machines Inc., ("Quick Cash");
4. Quick Cash was incorporated in Alberta in September 2000 and was a wholly owned subsidiary of Maximus;
5. The business purpose of Quick Cash, among other things, was to establish a full sales and service ATM company;
6. To achieve their business goals, the Retvedt's raised approximately \$330,000 from the sale of Maximus shares to Saskatchewan investors;
7. This money was used to finance the business operations of Quick Cash;

8. Neither Maximus nor the Retvedt's were registered pursuant to the registration requirements of *The Securities Act, 1988*, S.S. 1988, c. S-42.2 (the "Act");
9. No receipt had been issued pursuant to section 58 of the Act with respect to the securities of Maximus;
10. The Commission or Director has not issued an order pursuant to sections 83, 160 or any other provision of the Act exempting Maximus or the Retvedt's and the securities of Maximus from the registration and prospectus requirements of the Act;
11. The Retvedt's conduct was in breach of the registration and prospectus requirements of the Act;
12. The business operations of Maximus and Quick Cash has ended.
13. All of the investors have either had their money or the equivalent of their investment returned to them except for the following:
 - a) Jason Harder, Kelowna, BC
 - b) Curtis Schulz, Herbert, SK
14. Jason Harder and Curtis Schulz each invested \$10,000 in Maximus.

LARRY W. RETVEDT'S UNDERTAKING and
RYAN W. K. RETVEDT'S UNDERTAKING

Larry W. Retvedt and Ryan W. K. Retvedt hereby undertake, agree and consent, effective the date of execution of this Agreement to:

1. Not trade in securities until or unless they comply in all respects with the requirements of the Act;
2. To be jointly and severally responsible to pay back the \$10,000 investment to each of Jason Harder and Curtis Schulz beginning on November 1st, 2005 and ending no later than 18 months after that date;
3. The issuance of an Order by the Director substantially in the form as attached hereto as Exhibit "A" ordering the Retvedts to, among other matters, cease trading in any and all securities and removing their right to use any exemptions under the Act until 5 years from the date of the order or 5 years from the date that Jason Harder and Curtis Schulz have been fully repaid their respective \$10,000 investment, whichever period is the longer;

4. Each pay the costs of the investigation into this matter by the staff of the Commission in the amount of \$1,000; and
5. Waive 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 are the only sanctions the Director will seek to have the Commission impose upon the Retvedt's 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 of the Retvedt's.

IN WITNESS WHEREOF Larry W. Retvedt and Ryan W. K. Retvedt and the Director have executed this Agreement and Undertaking on this 6th day of October, 2005.

SIGNED, SEALED AND DELIVERED)
 in the presence of:)
)
)
"Kevin Mellor")

"Larry W. Retvedt"
 Larry W. Retvedt

SIGNED, SEALED AND DELIVERED)
 in the presence of:)
)
)
"Kevin Mellor")

"Ryan W. K. Retvedt"
 Ryan W. K. Retvedt

SIGNED, SEALED AND DELIVERED)
 in the Presence of:)
)
)
"April Stadnek")

"Barbara Shourounis"
 Barbara Shourounis, Director
 Securities Division