

A L B E R T A S E C U R I T I E S C O M M I S S I O N

IN THE MATTER OF The Securities Act
(S.A. 1981, c. S-6.1, as amended)
(the "Act")

- and -

IN THE MATTER OF Star Trac Audio & Video Recordings Inc., Terry
Howlett and Randy Andrus
(the "Respondents")

U N D E R T A K I N G

WHEREAS:

1. On September 16, 1991 the Alberta Securities Commission Agency issued a Notice of Hearing naming Randy Andrus ("Andrus") as one of the Respondents.
2. Andrus has acknowledged that Star Trac Audio & Video Recordings Inc. ("Star Trac") has breached the Act as alleged and that he was at that time one of the directors of Star Trac, and in such capacity is responsible under the Act for the breaches of the Act by Star Trac.
3. Andrus has agreed to provide an Undertaking to the Chief of Securities Administration (the "Chief") under Section 161 of the Act.
4. The Chief is of the opinion that it would not be prejudicial to the public interest to accept an Undertaking from Andrus instead of holding the Hearing as described in the Notice of Hearing.

Andrus Undertakes to the Chief that he shall not trade in securities in Alberta nor use the statutory exemptions found in Sections 65, 66, 107, 115, 116, 132 and 133 of the Act for 1 year from the date of this Undertaking.

Sept. 28, 1992

"originally signed by"

Randy Andrus

"originally signed by"

Witness