

BEFORE THE  
DIVISION OF SECURITIES  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN

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In the Matter of  
FONEFRIEND, INC., CIC PRODUCTIONS, INC.,  
GARY A. RASMUSSEN, WILLIAM B. KRUSHESKI,  
FRANCOIS VAN DER HOEVEN, THOMAS KELLY,  
JOHN D. WIMSATT, CARY D. ARNOLD, and  
STEELE SHANNON,

PETITION FOR ORDER

Respondents.

File No. S-01251(EX)

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The staff of the Bureau of Registration & Enforcement, of the Division of Securities, Department of Financial Institutions, State of Wisconsin has conducted an investigation in this matter pursuant to sec. 551.56, Wis. Stats. and as a result thereof alleges as follows:

1. Fonefriend, Inc. ("FFI") is a Nevada corporation with a last known business address of 701 Palomar Airport Rd., Ste. 300, Carlsbad, CA 90009.
2. CIC Productions, Inc. ("CIC") is a foreign business entity with last known business addresses of 433 N. Camden Dr., #400, Beverly Hills, CA 90210 and 582 Market St., Ste. 807, San Francisco, CA 94104.
3. Gary A. Rasmussen (DOB 2/25/51; CRD #371224) ("Rasmussen") is an individual who at all times material hereto has been Chairman, President, and a Director of FFI, with a last known business address at that of FFI.
4. William B. Krusheski, ("Krusheski") is an individual who at all times material hereto has been V.P. of Finance and a Director of FFI, with a last known business address at that of FFI.
5. Francois Van Der Hoeven, ("Van Der Hoeven") is an individual who at all times material hereto has been V.P. Marketing and a Director of FFI, with a last known business address at that of FFI.
6. Thomas Kelly, ("Kelly") is an individual who at all times material hereto has been V.P. Administration and a Director of FFI, with a last known business address at that of FFI.
7. John D. Wimsatt, ("Wimsatt") is an individual who at all times material hereto has been a Director of FFI, with a last known business address at that of FFI.
8. Cary D. Arnold, ("Arnold") is an individual who at all times material hereto has been the principal and controlling person of CIC, with a last known business addresses at those of CIC.
9. Steele Shannon, ("Shannon") is an individual who at all times material hereto has been an agent of FFI, CIC, Rasmussen, Krusheski, Van Der Hoeven, Kelly, Wimsatt, and Arnold, with a last known business address at that of CIC in San Francisco.
10. During the period of October 2001, Shannon, on behalf of FFI, CIC, Rasmussen, Krusheski, Van Der Hoeven, Kelly, Wimsatt, and Arnold, offered to at least one person in Wisconsin the stock of FFI.

