

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

In the Matter of  
FONEFRIEND, INC.,

Respondent.

WAIVER AND CONSENT  
TO ORDER

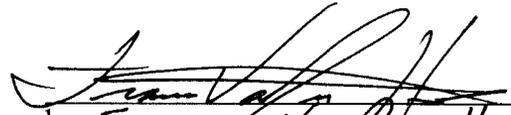
File No. S- 01251(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives its right to a hearing with respect to this matter and hereby consents to the issuance of the Order;

The undersigned Respondent understands that the Order is effective when signed by the Administrator of the Division of Securities and that a wilful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 27 day of July, 2002.

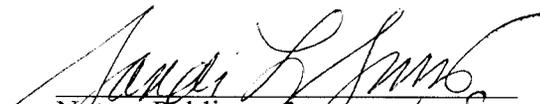
FONEFRIEND, INC.

  
by Francois Van Der Hoeven  
Senior Vice President  
(Type name and title)

State of California )  
County of San Diego )

Subscribed before me this  
27<sup>th</sup> day of July, 2002.



  
Notary Public Sandi L. Smith

My commission expires May 29, 2004