

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

In the Matter of
GWENDOLYN S. SPAIN,

Respondent.

WAIVER AND CONSENT
TO ORDER

File No. S-02019(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, hereby waives her 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 willful violation of an Order signed by the Administrator is a criminal offense.

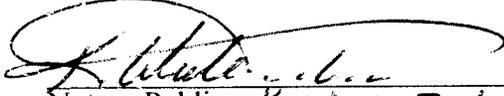
EXECUTED this 27 day of January, 2003.

GWENDOLYN S. SPAIN


Gwendolyn S. Spain
(DOB 2-18-40)

State of Louisiana)
County of Lafayette)
Parish
Subscribed before me this

30th day of January, 2003


Notary Public K. Wade Trahan
My commission expires October