

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

In the Matter of
RODI POWER SYSTEMS, INC.,

WAIVER AND CONSENT
TO ORDER

Respondent.

File No. S-02019(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 willful violation of an Order signed by the Administrator is a criminal offense.

EXECUTED this 27 day of January, 2003.

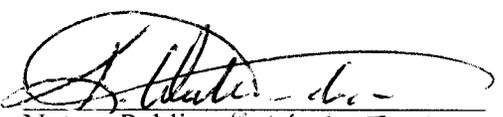
RODI POWER SYSTEMS, INC.


by BYRON R. SPAIN
CHAIRMAN
(Type name and title)

State of Louisiana)
County of Lafayette)
Parish

Subscribed before me this

30th day of January, 2003


Notary Public K. Wade Trahan

My commission expires @ death