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

MAR 12 2004

STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of
WILLIAM L. ATKINSON, II

WAIVER AND CONSENT
TO ORDER

Respondent.

File No. S-02260(EX)

The undersigned Respondent, while neither admitting nor denying the allegations contained in the Petition for Order, and 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 February, 2004.

William L. Atkinson II
William L. Atkinson, II

State of PENNSYLVANIA,
County of ALLEGHENY)

Subscribed before me this
27th day of FEB, 2004.

Wayne R. Lieberman
Notary Public _____

My commission expires _____

Commonwealth Of Pennsylvania
Notarial Seal
Wayne R. Lieberman, Notary Public
Robinson Twp., Allegheny County
My Commission Expires May 23, 2007
Member, Pennsylvania Association Of Notaries