

**CONSENT TO ENTRY OF ORDER BY
WADDELL & REED, INC.**

1. Waddell & Reed hereby acknowledges that it has been served with a copy of this Order, has read the foregoing Order, is aware of its right to a hearing and appeal in this matter, and has waived the same.
2. Waddell & Reed admits the jurisdiction of the Wisconsin Department of Financial Institutions – Division of Securities, and the Wisconsin Office of the Commissioner of Insurance, neither admits nor denies the Findings of Fact and Conclusions of Law contained in the Order, and consents to entry of this Order by the Wisconsin Department of Financial Institutions – Division of Securities and the Wisconsin Office of the Commissioner of Insurance as settlement of the issues contained in this Order.
3. Waddell & Reed states that no promise of any kind or nature whatsoever was made to it to induce it to enter into this Order and that it has entered into this Order voluntarily.
4. Thomas Butch represents that ~~he~~ she is President and Chairman of the Board of Waddell & Reed and that, as such, has been authorized by Waddell & Reed to enter into this Order for and on behalf of Waddell & Reed.
5. Waddell & Reed understands that the State of Wisconsin may make such public announcement concerning this Order and the subject matter thereof as the State of Wisconsin may deem appropriate.

DATED this 9th day of August, 2005.

WADDELL & REED, INC.

By: *Thomas B.*

Title: *President and Chairman of the Board*

SUBSCRIBED AND SWORN TO before me this *9th* day of *August*, 2005.

Julie A. Brown
Notary Public

My Commission Expires: *3/16/09*

