In the Matter of
STEPHEN M. THOMPSON,
Respondent.

WAIVER AND CONSENT TO ORDER

File No. S-02100(EX)

The undersigned Respondent, having decided not to contest the issuance of the attached Order, while neither admitting nor denying the allegations contained in the staff's Petition for Order, hereby waives his 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 5th day of September, 2002.

STEPHEN M. THOMPSON

[Signature]

Stephen M. Thompson
(DOB [ ])  

State of California  
County of Los Angeles  

Subscribed before me this 5th day of September, 2002.

[Signature]

Notary Public  

My commission expires August 11, 2005.