

UNITED STATES DISTRICT COURT
DISTRICT OF COLUMBIA

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

AM-PAC INTERNATIONAL, INC.,
THOMAS L. TEDROW and
JEFFREY D. MARTIN,

Defendants.

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FILED ✓

JUN - 8 2001

NANCY MAYER WHITTINGTON, CLERK
U.S. DISTRICT COURT

FINAL JUDGMENT AS TO JEFFREY D. MARTIN

Plaintiff Securities and Exchange Commission ("Commission") having filed a Complaint in this action, and Defendant Jeffrey D. Martin ("Martin") having in his Consent and Undertakings ("Consent") waived service of process; entered a general appearance; admitted the jurisdiction of this Court over him and over the subject matter of this action; consented to the venue of this action; waived the filing of an answer and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure; waived any right which he may have to appeal from this Final Judgment; and, without admitting or denying any of the allegations of the Complaint except as to jurisdiction, which he admits, consented to the entry of this Final Judgment; and it further appearing that this Court has jurisdiction over Martin and the subject matter of this action, and the Court being fully advised in the premises:

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I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Martin, his agents, servants, employees, and attorneys, and those persons in active concert or participation with any or all of them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, in the offer or sale of any securities, directly or indirectly, by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails:

(A) employing any device, scheme or artifice to defraud;

(B) obtaining money or property by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

(C) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser;

in violation of Section 17(a) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. § 77q(a)].

II.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Martin, his agents, servants, employees, and attorneys, and those persons in active concert or participation with any or all of them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, in connection with the purchase or sale

of any securities, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails or of any facility of any national securities exchange:

(A) employing any device, scheme or artifice to defraud;

(B) making any untrue statement of a material fact or omitting to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

(C) engaging in any act, practice or course of business which operates or would operate as a fraud or deceit upon any person;

in violation of Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Martin, his agents, servants, employees, and attorneys, and those persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, directly or indirectly, or by aiding and abetting:

(A) filing or causing to be filed with the Commission any periodic report on behalf of Am-Pac International, Inc., or any other issuer, required to be filed with the Commission pursuant to Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and the rules and regulations promulgated thereunder, which contains any untrue statement of material fact, which omits to state any material fact necessary in order to make the statements made, in

the light of the circumstances under which they were made, not misleading, or which omits to disclose any information required to be disclosed; or

(B) failing to make and keep accurate books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer; or

(C) knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record, or account described in

Section 13(b)(2) of the Exchange Act [15 U.S.C. § 78m(b)(2)];

in violation of Sections 13(a), 13(b)(2)(A) and 13(b)(5) of the Exchange Act [15 U.S.C. §§ 78m(a), 78m(b)(2)(A), and 78m(b)(5)] and Rules 13a-1, 13a-13 and 13b2-1 thereunder [17 C.F.R. §§ 240.13a-1, 240.13a-13, 240.13b2-1].

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Martin pay \$43,154.38; \$18,544.50 of which represents disgorgement of gains from the conduct alleged in the Complaint, \$6,065.38 of which represents prejudgment interest thereon, and \$18,544.50 of which represents a civil penalty pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78uA. Such payment shall:

(1) be made within ten (10) days of the entry of this Final Judgment; (2) be made by United States postal money order, certified check, bank cashier's check or bank money order; (3) be made payable to the Securities and Exchange Commission; (4) bear on its face the caption and case name of this action and the name of this Court; and (5) be delivered to Comptroller, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria,

VA 22312. Martin also shall deliver a copy of the check or money order within ten (10) business days of the date of the payment to Thomas C. Newkirk, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, DC 20549-0801.

V.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Martin is prohibited and barred for five (5) years from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781], or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] pursuant to Section 20(e) of the Securities Act [15 U.S.C. § 77t(e)] and Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)].

VI.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the annexed Consent be, and hereby is, incorporated herein with the same force and effect as if fully set forth herein.

VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Martin shall fully comply with his undertakings as set forth in the annexed Consent.

VIII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including implementation and enforcement of this Final Judgment.

IX.

There being no reason for delay, the Clerk of Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure to enter this Final Judgment forthwith.


UNITED STATES DISTRICT JUDGE

Date: June 7, 2001
Washington, DC