

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

_____)	
SECURITIES AND EXCHANGE COMMISSION)	00cv10044MEL
	Plaintiff,)	
)	
	v.)	
)	
DONALD J. MARTINEAU)	
	Defendant.)	
_____)	

RES

Plaintiff SECURITIES AND EXCHANGE COMMISSION ("COMMISSION"), having filed a COMPLAINT, and Defendant DONALD J. MARTINEAU ("MARTINEAU"), having entered a general appearance in this action; having, in the annexed CONSENT OF DEFENDANT DONALD J. MARTINEAU ("CONSENT"), admitted to the jurisdiction of this Court over him and over the subject matter of this action; having waived the filing of an answer to the COMPLAINT, having waived the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure with respect to this FINAL JUDGMENT OF PERMANENT INJUNCTION AGAINST DEFENDANT DONALD J. MARTINEAU ("FINAL JUDGMENT"); and, without admitting or denying the allegations of the COMPLAINT, except as to jurisdiction, which he admits, having consented to the entry of this FINAL JUDGMENT permanently restraining and enjoining MARTINEAU from violating, directly or indirectly, Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)], Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder

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[17 C.F.R. § 240.10b-5] and it further appearing that this Court has jurisdiction over Martineau and the subject matter hereof, and the court being fully advised in the premises:

I.

IT IS ORDERED, ADJUDGED AND DECREED that MARTINEAU, his agents, servants, employees, attorneys, successors and assigns, and each of them, and all persons in active concert or participation with him, and each of them who receive actual notice of this FINAL JUDGMENT by personal service or otherwise, be and hereby are permanently restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)], by using any means or instruments of transportation or communication in interstate commerce, or using the mails, directly or indirectly:

(1) to employ any device, scheme, or artifice to defraud;

(2) to obtain 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

(3) to engage in any transaction, act, practice, or course of business which operates or would operate as a fraud upon any purchaser,
in the offer or sale of any security.

II.

IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that MARTINEAU, his agents, servants, employees, attorneys, successors and assigns, and each of them, and all persons in active concert or participation with him, and each of them who receive actual notice of this FINAL JUDGMENT by personal service or otherwise, be and hereby are permanently restrained and enjoined from violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5], by, directly or indirectly, through the use of any means or instrumentality of interstate commerce, or the mails, or of any facility of any national securities exchange:

- (1) employing any device, scheme or artifice to defraud;
- (2) 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
- (3) engaging in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person,

in connection with the purchase or sale of any security.

III.

IT IS FURTHER HEREBY ORDERED, ADJUDGED AND DECREED that, based upon MARTINEAU's sworn representations in his Statement of

Financial Condition dated November 19, 1999, and submitted to the COMMISSION, the Court is not ordering him to pay a civil monetary penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 77u(d)]. The determination not to impose a civil penalty is contingent upon the accuracy and completeness of his Statement of Financial Condition. If at any time following the entry of this Final Judgment the COMMISSION obtains information indicating that MARTINEAU's representations to the COMMISSION concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, the COMMISSION may, at its sole discretion and without prior notice to MARTINEAU, petition this Court for an order requiring MARTINEAU to pay a civil penalty. In connection with any such petition, the only issues shall be whether the financial information provided by MARTINEAU was fraudulent, misleading, inaccurate or incomplete in any material respect as of the time such representations were made, and the amount of civil penalty to be imposed. In its petition, the COMMISSION may move this Court to consider all available remedies, including, but not limited to, ordering MARTINEAU to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this FINAL JUDGMENT, and the COMMISSION may also request additional discovery. MARTINEAU may not, by way of defense to such petition, challenge the validity of the CONSENT or this FINAL

JUDGMENT, contest the allegations in the COMPLAINT filed by the COMMISSION, or assert that the payment of a civil monetary penalty should not be ordered.

IV.

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

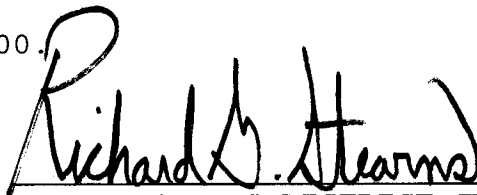
V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this matter for the purpose of implementing and enforcing the terms and conditions of this FINAL JUDGMENT.

VI.

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

DONE AND ORDERED at Boston, Massachusetts, this 13th
day of January, 2000.



UNITED STATES DISTRICT JUDGE