

I.

R&D Marketing, its agents, servants, employees, and attorneys-in-fact, successors, and assigns and all 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, be and hereby are permanently restrained and enjoined from violating Section 5(a) of the Securities Act [15 U.S.C. § 77e(a)] by, directly or indirectly, in the absence of any applicable exemption,

- A. making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell the securities of any issuer, through the use or medium of any prospectus or otherwise, unless and until a registration statement is in effect as to such securities; or
- B. carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, for the purpose of sale or for delivery after sale, the securities of any issuer, unless and until a registration statement is in effect as to such securities.

II.

R&D Marketing, its agents, servants, employees, and attorneys-in-fact, successors, and assigns and all 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, be and hereby are permanently restrained and enjoined from violating Section 5(c) of the Securities Act [15 U.S.C. § 77e(c)] by, directly or indirectly, in the absence of any applicable exemption, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed as to such

security, or while the registration statement is the subject of a refusal order or stop order or (prior to the effective date of the registration statement) any public proceeding of examination under Section 8 of the Securities Act [15 U.S.C. § 77h].

III.

R&D Marketing, its agents, servants, employees, and attorneys-in-fact, successors, and assigns and all 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, be and hereby are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. § 77q(a)], in the offer or sale of any securities by use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, directly or indirectly:

- A. to employ any device, scheme, or artifice to defraud; or
- B. to obtain money or property by means of an untrue statement of a material fact or omission to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- C. to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

IV.

R&D Marketing, its agents, servants, employees, attorneys-in-fact, successors, and assigns and all 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, be and they hereby are permanently restrained and enjoined from violating Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 [17 C.F.R. §

240.10b-5] promulgated thereunder, directly or indirectly, by the use of any means or instrumentality of interstate commerce, or of the mails, or any facility of any national securities exchange:

- A. to employ any device, scheme, or artifice to defraud; or
- B. to make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- C. to engage 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.

V.

R&D Marketing, its agents, servants, employees, attorneys-in-fact, successors, and assigns and all 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, be and they hereby are permanently restrained and enjoined from violating Section 15(a) of the Exchange Act [15 U.S.C. § 78o(a)] by, directly or indirectly effecting securities transactions for the account of others or engaging in business as a broker or dealer without being registered as a broker-dealer or being associated with a registered broker-dealer for purposes of those transactions or that business.

VI.

R&D Marketing is jointly and severally liable with defendant Russell W. Jones for disgorgement of \$842,176.00, representing profits gained as a result of the conduct alleged in the complaint together with prejudgment interest thereon in the amount of \$603,165.79, for a total of

\$1,445,341.80. Based on R&D Marketing's sworn representations in its Statement of Financial Condition dated December 26, 2004, and other documents and information submitted to the Commission, the Court is not ordering R&D Marketing to pay a civil penalty and is waiving payment of disgorgement of \$842,176.00, as well as payment of pre-judgment interest thereon. The determination not to impose a civil penalty and to not require payment of the disgorgement and pre-judgment interest is contingent upon the accuracy and completeness of R&D Marketing's Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that R&D Marketing's representations to the Commission concerning its 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 R&D Marketing, petition the Court for an order requiring R&D Marketing to pay the unpaid portion of the disgorgement, pre-judgment and post-judgment interest thereon, and the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by R&D Marketing was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering R&D Marketing to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Judgment. The Commission may also request additional discovery. Apart from the issue referenced above, R&D Marketing may not, by way of defense to such petition: (1) challenge the validity of this Consent or the Final Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of disgorgement, pre-judgment and post-judgment interest or a civil penalty should not

be ordered; (4) contest the amount of disgorgement and pre-judgment and post-judgment interest; (5) contest the imposition of the maximum civil penalty allowable under the law; or (6) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

VII.

The annexed Consent of R&D Marketing, Inc. is hereby incorporated herein with the same force and effect as if fully set forth herein, and R&D Marketing shall comply with all of the undertakings and agreements set forth therein.

VIII.

This Court shall retain jurisdiction of this action, pursuant to Rule 65(d) of the Federal Rules of Civil Procedure, for all purposes, including the implementation and enforcement of this Final Judgment.

IX.

At the request of the parties, it is **ORDERED** and **ADJUDGED** that the July 25, 2005 final judgment in this action be **VACATED** because that judgment contained two typos where the word "million" had appeared twice; and therefore, this amended final judgment will be entered as the correct version of the final judgment in this matter. There being no just cause for delay, the Clerk of the Court is hereby directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Amended Final Judgment forthwith.

Enter: This 15th day of August, 2005.


SENIOR UNITED STATES DISTRICT JUDGE