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WESTERN DISTRICT OF WASHINGTON  
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CLERK U.S. DISTRICT COURT  
WESTERN DISTRICT OF WASHINGTON  
DEPUTY

IN THE UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

RANDALL D. MARTIN,

Defendant.

CO 1-14637

CIVIL ACTION NO.

FINAL JUDGMENT AND ORDER AS TO  
RANDALL D. MARTIN

Plaintiff Securities and Exchange Commission ("Commission"),  
having requested this Court to issue this Final Judgment and  
Order ("Final Judgment") as to defendant Randall D. Martin  
("Martin"); and

It appearing to the Court that defendant Martin, without  
admitting or denying the allegations in the Commission's  
Complaint, except as to jurisdiction, which he admits, has  
consented to the entry of this Final Judgment; and

It appearing that defendant Martin has admitted the  
jurisdiction of the Court over him and over the subject matter of

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this action, and has acknowledged service of the Summons and Complaint; and

It further appearing that there is no just reason for delay and there is sufficient basis herein for the entry of this Final Judgment;

IT IS HEREBY ORDERED THAT:

I. Defendant Randall D. Martin, his agents, officers, servants, employees, 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 enjoined from, directly or indirectly, making use of any means or instrumentality of interstate commerce, or the mails, or any facility of any national securities exchange, in connection with the purchase or sale of any security, to:

- (a) employ any devices, schemes or artifices to defraud;
- (b) make any untrue statement of a material fact or omit 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) engage 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, 17 C.F.R. 240.10b-5 thereunder.

II. Defendant Randall D. Martin, his agents, officers, servants, employees, 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 enjoined from, directly or indirectly, in violation of Section 14(e) of the Exchange Act, 15 U.S.C. 78n(e), and Rule 14e-3 thereunder, 17 C.F.R. 240.14e-3, in connection with any tender offer, or any request or invitation for tenders, engaging in any fraudulent, deceptive, or manipulative acts or practices by:

- (1) purchasing or selling or causing to be purchased or sold the securities sought or to be sought in such tender offer or any securities convertible into or exchangeable for any such securities or any option or right to obtain or dispose of any of the foregoing securities, while in possession of material information relating to such tender offer which information they know or have reason to know is nonpublic and which they

know or have reason to know was acquired directly or indirectly from:

- (a) a person who has taken a substantial step or steps to commence a tender offer ("the offering person"),
- (b) the issuer of the securities sought or to be sought by such tender offer, or
- (c) any officer, director, partner, employee or other person acting on behalf of the offering person or such issuer,

unless within a reasonable time prior to any such purchase or sale such information and its source are publicly disclosed; or they purchase any such security while acting in the capacity of a broker or agent on behalf of the offering person; or they sell any such security to the offering person; or

- (2) communicating material, nonpublic information relating to a tender offer, which information they know or have reason to know was acquired directly or indirectly from:

- (a) the offering person,
- (b) the issuer of the securities sought or to be sought in the tender offer, or

(c) any person acting on behalf of the offering person or such issuer,

to any other person under circumstances in which it is reasonably foreseeable that such communication is likely to result in the purchase or sale of securities in the manner described in Paragraph II(1), above, of this Final Judgment, provided however, that this paragraph shall not apply to a communication made in good faith to:

(a) the officers, directors, partners or employees of the offering person, to its advisors or to other persons, involved in the planning, financing, preparation or execution of such tender offer;

(b) the issuer whose securities are sought or to be sought by such tender offer, to its officers, directors, partners, employees or advisors or to other persons, involved in the planning, financing, preparation or execution of the activities of the issuer with respect to such tender offer; or

(c) any person pursuant to a requirement of any statute or rule or regulation promulgated thereunder.

III. Defendant Martin shall disgorge the sum of \$28,940, plus prejudgment interest thereon in the amount of \$4,166, into the Treasury of the United States, within thirty (30) days of the entry of this Final Judgment, in accordance with instructions to be provided by the Commission.

IV. Defendant Martin shall pay a civil penalty in the amount of \$28,940 into the Treasury of the United States within thirty (30) days of the entry of this Final Judgment, in accordance with instructions to be provided by the Commission.

V. This Court shall retain jurisdiction of this action for the purpose of implementing and enforcing the terms and conditions of this Final Judgment.

Sept 21, 2001  
Date

Thomas S. Zopf  
United States District Judge