

UNITED STATES DISTRICT COURT  
DISTRICT OF MARYLAND

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SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff,

Civil Action No.

v.

DEWALT J. WILLARD, JR.,  
WILLIAM F. WILLARD, SR., and  
LARRY L. MARTIN,

MJG 03 CV2769

Defendants.

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**FINAL JUDGMENT AND ORDER**

The Securities and Exchange Commission having filed a Complaint and Defendants DeWalt J. Willard, Jr. ("DeWalt Willard"), William F. Willard, Sr. ("William Willard") and Larry L. Martin ("Martin") each having entered a general appearance; consented to the Court's jurisdiction over them and the subject matter of this action; consented to entry of this Final Judgment and Order ("Order") without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Order:

I..

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendants DeWalt Willard, William Willard and Martin, their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise are permanently restrained and enjoined from violating, directly or

indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

- (a) to employ any device, scheme, or artifice to defraud;
- to make any untrue statement of a material fact or to 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
- to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant DeWalt Willard, his agents, servants, employees, attorneys and all persons in active concert or participation with them who receive actual notice of this Order by personal service or otherwise, are permanently restrained and enjoined from violating Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rule 16a-3 promulgated thereunder [17 C.F.R. § 240.16a-3] by failing to file required statements of equity security beneficial ownership with the Commission within the prescribed time.

**III.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that, pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)], Defendant DeWalt Willard is prohibited from acting as an officer or director of any issuer that has a class of securities registered with the Commission pursuant to Section 12 of the Exchange Act [15 U.S.C. § 78l] or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)].

**IV.**

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant DeWalt Willard is liable for disgorgement of \$73,287, representing ill-gotten gains as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$12,037, for a total of \$85,324. DeWalt Willard shall satisfy this obligation by paying \$85,324 within ten business days to the Clerk of this Court, together with a cover letter identifying DeWalt J. Willard, Jr. as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Order. DeWalt Willard shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. By making this payment, DeWalt Willard relinquishes all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to DeWalt Willard. The Clerk shall deposit the funds into an interest bearing account with the Court Registry Investment System ("CRIS"). These funds,

together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS until further order of the Court. In accordance with the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The Commission may propose a plan to distribute the Fund subject to the Court's approval.

V.

**IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendants William Willard and Martin are jointly and severally liable for disgorgement of \$142,849, representing ill-gotten gains as a result of the conduct alleged in the Complaint, together with prejudgment interest thereon in the amount of \$23,463, for a total of \$166,312. William Willard and Martin shall satisfy this obligation by paying \$166,312 within ten business days to the Clerk of this Court, together with a cover letter identifying William F. Willard, Sr. and Larry L. Martin as defendants in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Order. William Willard and Martin shall simultaneously transmit photocopies of such payment and letter to the Commission's counsel in this action. By making this payment, William Willard and Martin relinquish all legal and equitable right, title, and interest in such funds, and no part of the funds shall be returned to William Willard and Martin. The Clerk shall deposit the funds into an

interest bearing account with the Court Registry Investment System ("CRIS"). These funds, together with any interest and income earned thereon (collectively, the "Fund"), shall be held by the CRIS until further order of the Court. In accordance with the guidelines set by the Director of the Administrative Office of the United States Courts, the Clerk is directed, without further order of this Court, to deduct from the income earned on the money in the Fund a fee equal to ten percent of the income earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the United States. The Commission may propose a plan to distribute the Fund subject to the Court's approval.

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant DeWalt Willard shall pay a civil penalty in the amount of \$107,478 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]. DeWalt Willard shall make this payment within ten (10) business days after entry of this Order by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying DeWalt J. Willard, Jr. as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Order.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant William Willard shall pay a civil penalty in the amount of \$33,462 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]. William Willard shall make this payment within ten (10) business days after entry of this Order by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying William F. Willard, Sr. as a defendant in this action; setting forth the title and civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Order.

VIII.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant Martin shall pay a civil penalty in the amount of \$109,387 pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1]. Martin shall make this payment within ten (10) business days after entry of this Order by certified check, bank cashier's check, or United States postal money order payable to the Securities and Exchange Commission. The payment shall be delivered or mailed to the Office of Financial Management, Securities and Exchange Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia 22312, and shall be accompanied by a letter identifying Larry L. Martin as a defendant in this action; setting forth the title and

civil action number of this action and the name of this Court; and specifying that payment is made pursuant to this Order.

**IX.**

**IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that the Consents are incorporated herein with the same force and effect as if fully set forth herein, and that Defendants shall comply with all of the undertakings and agreements set forth therein.

**X.**

**IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Order.

Date: 9/30/03

/s/

**UNITED STATES DISTRICT JUDGE  
MARVIN J. GARBIS**