

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 65029 / August 4, 2011**

**INVESTMENT ADVISERS ACT OF 1940**  
**Release No. 3258 / August 4, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14448**

**In the Matter of**

**PATRICK L. MARTIN,**

**Respondent.**

**ORDER MAKING FINDINGS AND  
IMPOSING REMEDIAL SANCTIONS  
PURSUANT TO SECTION 15(b) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AND SECTION 203(f) OF THE  
INVESTMENT ADVISERS ACT OF 1940**

On June 30, 2011, the Securities and Exchange Commission (“Commission”) initiated proceedings pursuant to Section 15(b)(6) of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 203(f) of the Investment Advisers Act of 1940 (“Advisers Act”) against Patrick L. Martin (“Martin” or “Respondent”).

**II.**

Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, Respondent consents to the entry of this Order Making Findings and Imposing Remedial Sanctions Pursuant to Section 15(b)(6) of the Exchange Act of 1934 and Section 203(f) of the Investment Advisers Act of 1940, as set forth below.

### III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Martin was the chief manager of LandOak Securities, LLC ("LandOak Securities"), an investment adviser registered with the Commission, since April 2000. LandOak Securities is also a broker-dealer registered with the Commission. Martin is currently the sole owner and principal operator of LandOak Securities and has owned at least 75% of it since April 2003. Prior to that time, Martin owned at least 25% of LandOak Securities. Martin has been a registered representative of LandOak Securities, the registered broker-dealer, from April 1996 to the present.

2. On March 29, 2011, a final judgment was entered by consent against Martin, permanently enjoining him from future violations of Sections 206(1), 206(2), 206(4), 207, and 204 and Rule 204-2 of the Advisers Act, in the civil action entitled Securities and Exchange Commission v. LandOak Securities, LLC, Patrick L. Martin, and Michael A. Atkins, Civil Action Number 3:08-cv-0209, in the United States District Court for the Eastern District of Tennessee.

3. The Commission's complaint alleged the following: Between July 1997 and July 1998, Martin and his co-defendant Michael A. Atkins ("Atkins") sold investors approximately \$3.6 million in promissory notes and membership interests in LandOak Mortgage, a Tennessee limited liability company. More than a third of LandOak Mortgage investors were LandOak Securities advisory clients, who together invested a total of \$1.8 million in LandOak Mortgage. Between July 2002 and January 2003, Martin and Atkins misappropriated, diverted, or misused approximately \$2.8 million from LandOak Mortgage. In July 2002, Martin and Atkins took \$1,545,000 and diverted or loaned it to Tice Technologies, Inc. ("Tice"). Martin and Atkins did not disclose to LandOak Mortgage's investors, several of whom were advisory clients of LandOak Securities, that Martin had a conflict of interest because he was a director of Tice and owned a substantial stake in that company. Martin also failed to maintain certain books and records required of investment advisors registered with the Commission, and also made false statements and material omissions in LandOak Securities' Form ADV and amendments filed with the Commission.

### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent Martin's Offer.

Accordingly, it is hereby ORDERED:

Pursuant to Section 15(b)(6) of the Exchange Act and Section 203(f) of the Advisers Act, Respondent shall be, and hereby is barred from association with any broker, dealer, investment

adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization.

Respondent shall be, and hereby is, barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

By the Commission.

Elizabeth M. Murphy  
Secretary