

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 2)1

Commonwealth Biotechnologies, Inc.

(Name of Issuer)

COMMON STOCK, NO PAR VALUE

(Title of Class of Securities)

202739108

(CUSIP Number)

BRADLEY A. BROWN, MILLS VALUE ADVISER, INC.,
707 EAST MAIN STREET, RICHMOND, VIRGINIA 23219 (804) 344-3532

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

May 24, 2000

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 202739108

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

James Thomas Martin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)
Not Applicable

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) or 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

| | | |
|---------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 371,500 |
| ----- | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | -0- |
| ----- | | |
| OWNED BY EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 229,035 |
| ----- | | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER |
| | | -0- |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

371,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.9%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D
FOR
JAMES T. MARTIN

AMENDMENT NO. 2

Item 1. Security and Issuer

This Amendment No. 2 relates to the common stock, no par value per share (the "Common Stock"), of Commonwealth Biotechnologies, Inc., 911 East Leigh Street, Suite G-19, Richmond, Virginia 23219 (the "Issuer").

Item 2. Identity and Background

- (A) James T. Martin
- (B) Tuppy House
Tuckerstown, Bermuda
- (C) James T. Martin is a consultant in various capacities for numerous organizations.
- (D) During the past five years, James T. Martin has not been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors.
- (E) During the past five years, James T. Martin has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and has not been subject to a

judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

- (F) James T. Martin is a citizen of Bermuda (subject of Great Britain).

Item 3. Source and Amount of Funds and Other Consideration

The total amount of the funds used in making the purchases was \$3,940,223. The source of the funds used in making the purchases was personal funds.

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Item 4. Purpose of Transaction

James T. Martin has purchased shares of Common Stock for investment purposes.

There are no plans or proposals which James T. Martin may have that relate to or would result in:

- (A) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer, except as otherwise disclosed herein;
- (B) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (C) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;
- (D) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (E) Any material change in the present capitalization or dividend policy of the Issuer;
- (F) Any other material change in the Issuer's business or corporate structure;
- (G) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (H) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (I) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or

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- (J) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer

- (A) The aggregate number and percentage of Common Stock beneficially owned by James T. Martin are 371,500 shares and 21.9%, respectively.
- (B) James T. Martin has the sole power to vote or to direct the vote of all shares identified pursuant to Item 5(a). James T. Martin has the sole power to dispose or to direct the disposition of 229,035 shares identified pursuant to Item 5(a).
- (C) Purchases of the securities identified pursuant to Item 5(a)

during the 60 days prior to the date of the event that requires the filing of this Amendment No. 2 were as follows:

| Beneficial Owner ----- | Trans. Date ---- | Number of Shares ----- | Price Per Share ----- | Where/How Effected ----- |
|------------------------------|------------------------|------------------------------|-----------------------------|--------------------------------|
| J. T. Martin | 4/20/00 | 1,500 | \$12.25 | Open Market |
| J. T. Martin | 5/03/00 | 1,000 | \$9.75 | Open Market |
| J. T. Martin | 5/10/00 | 4,100 | \$9.75 | Open Market |
| J. T. Martin | 5/11/00 | 900 | \$9.75 | Open Market |
| J. T. Martin | 5/12/00 | 10,900 | \$9.75 | Open Market |
| J. T. Martin | 5/15/00 | 4,100 | \$9.75 | Open Market |
| J. T. Martin | 5/16/00 | 14,000 | \$9.75 | Open Market |
| J. T. Martin | 5/18/00 | 1,000 | \$9.75 | Open Market |
| J. T. Martin | 5/19/00 | 1,700 | \$9.75 | Open Market |
| J. T. Martin | 5/22/00 | 4,700 | \$9.75 | Open Market |
| J. T. Martin | 5/23/00 | 7,600 | \$9.75 | Open Market |

(D) Not applicable.

(E) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with

Respect to Securities of the Issuer

None

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Item 7. Material to be Filed as Exhibits

None

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement on Schedule 13D is true, complete and correct.

James T. Martin

Date: May 24, 2000

/s/ James T. Martin

James T. Martin

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).