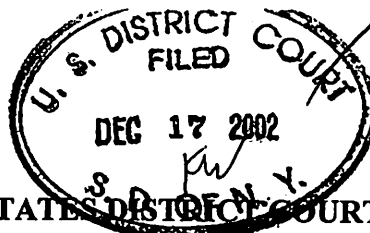
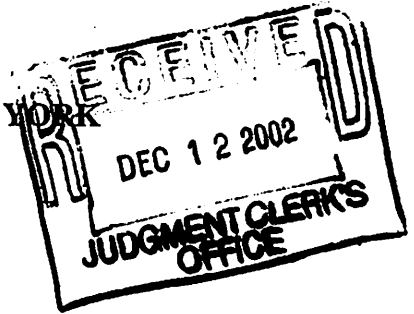


**JUDGE HAIGHT**



*HAIGHT*

**UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

SAFETY-KLEEN CORP., et. al.,

Defendants.

**02 CV 9791**

**FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AS  
TO THOMAS W. RITTER, JR.**

This Court having determined that:

1. Plaintiff Securities and Exchange Commission ("Commission") filed a Complaint;
2. Defendant Thomas W. Ritter, Jr., in the attached Consent of Thomas W. Ritter, Jr. ("Consent"), the provisions of which are expressly incorporated herein, entered a general appearance admitted the jurisdiction of this Court over him and over the subject matter of this action, waived service of process, waived the filing of an Answer to the Complaint and the entry of findings of fact and conclusions of law pursuant to Rule 52 of the Federal Rules of Civil Procedure, and without admitting or denying any of the allegations of the Complaint, except as to jurisdiction, which he admits, and without trial, argument or adjudication of any issue of fact or law, consented to the entry of this Final Judgment of Permanent Injunction and Other Relief as to Thomas W. Ritter, Jr. ("Final Judgment"); and

DEC 18 2002 -9:00 AM

3. This Court has jurisdiction over Ritter and the subject matter of this action;

I.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Ritter, his agents, servants, employees, attorneys-in-fact, 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, be and hereby are permanently enjoined and restrained from violating Section 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §77q(a)] by, in the offer or sale of any securities by the use of any means or instruments of transportation or communication in interstate commerce or by the use of the mails, directly or indirectly:

- (a) employing any device, scheme or artifice to defraud;
- (b) obtaining money or property by means of any untrue statement of a material fact or any omission 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) engaging in any transaction, practice or course of business which operates or would operate as a fraud or deceit upon any purchaser.

II.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Ritter, his agents, servants, employees, attorneys-in-fact, 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, be and hereby are permanently enjoined and

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

- (a) employ any device, scheme or artifice to defraud;
- (b) 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 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.

### III.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Ritter, his agents, servants, employees, attorneys-in-fact, 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, be and hereby are permanently enjoined and restrained from violating Section 13(b)(5) of the Exchange Act [15 U.S.C. § 78m(b)(5)] and Rule 13b2-1 thereunder [17 C.F.R. §§ 240.13b2-1] by knowingly circumventing or knowingly failing to implement a system of internal accounting controls or knowingly falsifying any book, record, or account; or, directly or indirectly, falsifying or causing to be falsified, any book, record or account subject to Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)].

IV.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Ritter shall, in connection with this action or any related judicial or administrative action or investigation undertaken by or on behalf of, or authorized by, the Commission or to which the Commission is a party, (a) produce documents and reasonably make himself available for interviews upon the request of the Commission or its staff on a travel cost reimbursable basis as provided for by applicable federal regulations and (b) accept service by mail of subpoenas for any depositions, trials or hearings, and hereby waives the territorial limits on service set forth in Rule 45 of the Federal Rules of Civil Procedure.

V.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Ritter pay disgorgement in the amount of \$24,071.05, representing Ritter's unjust enrichment as a result of the conduct alleged in the Complaint, together with pre-judgment interest.

Based upon Ritter's sworn representations in his Statement of Financial Condition dated January 7, 2002, and other documents submitted to the Commission, payment of the disgorgement and pre-judgment interest thereon is waived, contingent upon the accuracy and completeness of his Statement of Financial Condition.

VI.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that based on Ritter's sworn representations in his Statement of Financial Condition dated January 7, 2002, and other documents submitted to the Commission, the Court is not ordering him to pay a civil penalty. The determination not to impose a civil penalty and

to waive payment of the disgorgement and pre-judgment interest thereon is contingent upon the accuracy and completeness of his Statement of Financial Condition. If at any time following the entry of this Final Judgment the Commission obtains information indicating that Ritter's representations to the Commission concerning his 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 Ritter, petition the Court for an order requiring Ritter 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 Ritter 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 Ritter 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. Ritter 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.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that the attached Consent be, and the same hereby is, incorporated as if fully set forth herein and that Ritter shall comply in all respects with the terms of his Consent.

**VIII.**

The Consent to the entry of this Final Judgment submitted herewith, covers the claims in the Complaint of the Commission against Ritter and the Court finds on the basis of the whole record of this case before the Court, that the claims in the Complaint against the remaining defendants are severable from those covered by this Final Judgment; it appearing appropriate to do so, the Court expressly determines that there is no just reason for delay in the entry of this Final Judgment in the form submitted, and the same is approved by the Court and the Court expressly directs that this Final Judgment shall be entered herein as a separate judgment pursuant to Rule 54(b) of the Federal Rules of Civil Procedure in favor of the Commission and against Ritter terminating the claims in the Complaint as to him accordingly.

**IX.**

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction of this action for all purposes, including implementation and enforcement of the terms and conditions of this Final Judgment and attached Consent.

  
UNITED STATES DISTRICT JUDGE

Date: December 17, 2002

THIS DOCUMENT WAS ENTERED  
ON THE DOCKET ON 12/20/02