

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

v. :

SOLUCORP INDUSTRIES LTD., et al., :

Defendants. :

99 Civ. 11965 (WCC)

FINAL JUDGMENT AS TO DEFENDANT W. BRYAN FAIR

The Securities and Exchange Commission having filed a Complaint and Defendant W. Bryan Fair ("Defendant") having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment 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 Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant, Defendant's agents, servants, employees, attorneys, assigns, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 16(a) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 of the Exchange Act [17 C.F.R. §§ 240.16a-2 and 240.16a-3] thereunder, by, as a direct or indirect beneficial owner of more than 10 percent of any class of equity security (other than an exempt security) which is

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registered pursuant to Section 12 of the Exchange Act, or as a director or an officer of the issuer of such security, failing to timely file with the Commission (and, if such security is registered on a national securities exchange, also with that exchange):

- (1) at the time of the registration of such security on a national securities exchange or by the effective date of a registration statement filed pursuant to Section 12(g) of the Exchange Act [15 U.S.C. § 78l(g)], or within ten days after becoming such beneficial owner, director, or officer, a statement, in the form and manner required by Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 [17 C.F.R. §§ 240.16a-2 and 240.16a-3] thereunder, of the amount of all equity securities of such issuer of which such person is the beneficial owner;
- (2) before the end of the second business day following the execution of a transaction resulting in a change in such ownership or in which such person purchased or sold a security-based swap agreement involving such equity security, a statement, in the form and manner required by Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 [17 C.F.R. §§ 240.16a-2 and 240.16a-3] thereunder, indicating ownership by the filing person at the date of the filing, and any such changes in such ownership, the security-based swap agreements and the security-based swap agreements, as have occurred since the most recent such filing; or
- (3) within forty-five days of the issuer's year-end, a statement, in the form and manner required by Section 16(a) of the Exchange Act [15 U.S.C. § 78p(a)] and Rules 16a-2 and 16a-3 [17 C.F.R. §§ 240.16a-2 and 240.16a-3] thereunder,

disclosing, among other things, all holdings and transactions that should have been reported, but were not, during the most recent fiscal year.

II.

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

III.

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 Final Judgment.

IV.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: March 12, 2003

William E. Conner
UNITED STATES DISTRICT JUDGE