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UNITED STATES DISTRICT COURT  
DISTRICT OF OREGON

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

C. WESLEY RHODES, JR., RHODES  
ECONOMETRICS, INC., THE RHODES  
COMPANY, AND RESOURCE  
TRANSACTIONS, INC.,

Defendants.

Case No. CV-06-1353-MO

~~Proposed~~ ORDER HOLDING C. WESLEY  
RHODES, Jr. IN CONTEMPT OF COURT

This matter came before this Court upon the court appointed receiver's, Michael A. Grassmueck (the "Receiver") *Ex Parte* Motion for Order to Show Cause Why C. Wesley Rhodes, Jr. and Anne Rhodes Should Not Be Held in Contempt (Docket No. 192) (the "Original Motion") and the Supplement to Motion for Order to Show Cause Why C. Wesley Rhodes, Jr. and Anne Rhodes Should Not Be Held in Contempt (Docket No. 224) (the "Supplement"). The Court held a hearing on December 18, 2007 at which C. Wesley Rhodes, Jr. ("Wes Rhodes") was not present (the "December Hearing"). The Court heard evidence at the December Hearing regarding the actions alleged by the Receiver of both Anne Rhodes and Wes Rhodes. The Court

held a further hearing on January 4, 2008 at which the following parties and their counsel were present: Wes Rhodes and his counsel, Jacob Wieselmann; the Securities and Exchange Commission through its counsel, Karen Matteson and Janet Moser; and the Receiver and his counsel, Tara J. Schleicher and Peter C. McKittrick. The Court, having heard the evidence at the December Hearing and having been advised by Wes Rhodes that he submitted to a judicial finding of contempt, it is hereby

ORDERED that:

1. Wes Rhodes is held in contempt of the Temporary Restraining Order and Orders: (1) Freezing Assets, (2) Appointing A Temporary Receiver, (3) Prohibiting the Destruction of Documents, and (4) Requiring Accountings; and Order to Show Cause Re: Preliminary Injunction and Appointment of a Permanent Receiver (Docket No. 15) entered by this Court on September 21, 2006 (the "TRO") and the Stipulation and Order Re: Entry of Order of Preliminary Injunction and Orders: (1) Freezing Assets, (2) Appointing a Permanent Receiver, (3) Prohibiting the Destruction of Documents, and (4) Requiring Accountings (Docket No. 60) entered by this Court on October 30, 2006 (the "Preliminary Injunction Order") (collectively referred to as the "Orders").

2. As coercive sanctions for Wes Rhodes' violation of the Orders, the Receiver shall be granted the following:

(a) possession, custody and control as receivership estate property all of the property discovered by the Receiver at the I-5 Mini Storage, 29722 SW Boones Ferry Rd., Wilsonville, Oregon 97070;

(b) possession and ownership for the benefit of the receivership estate the following vehicles: (1) Acura TSX, VIN TH4CL95864C044109, Lic. No. 932BDX; (2)

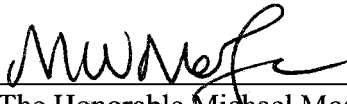
Chevrolet Tahoe, VIN 1GNEK13T05J202776, Lic. No. 376BUH; (3) Ford Explorer Truck, VIN 1FMZU77K84UB16133, Lic. No. 778BDF; (4) Audi A8L, 4 door, VIN WAUML44E04N011639, Lic. No. 2RAUDI; and

(c) possession and ownership for the benefit of the receivership estate all of the property (or proceeds thereof) sold or being sold through Main Street Mercantile, John Hays and/or LouCinda Cotton; and

(d) possession and ownership for the benefit of the receivership estate all of Wes Rhodes' property, both real and personal, subject to whatever rights Elizabeth Rhodes may have in the real property in King City, Oregon.

IT IS SO ORDERED.

Dated: 25 Jan 2008

  
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The Honorable Michael Mosman  
United States District Court Judge

Submitted By:

FARLEIGH WITT

/s/ Tara J. Schleicher  
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