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**UNITED STATES DISTRICT COURT
DISTRICT OF OREGON**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

vs.

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

Defendants.

Case No. CV06-1353-MO

**[REDACTED] ORDER OF
PRELIMINARY INJUNCTION AND
ORDERS: (1) FREEZING ASSETS,
(2) APPOINTING A PERMANENT
RECEIVER, (3) PROHIBITING THE
DESTRUCTION OF DOCUMENTS,
AND (4) REQUIRING
ACCOUNTINGS**

The parties in this matter have by stipulation agreed to the entry of this Order of Preliminary Injunction and Orders: (1) Freezing Assets; (2) Appointing a Permanent Receiver; (3) Prohibiting the Destruction of Documents; and (4) Requiring Accountings.

A. This Court has jurisdiction over the parties to, and the subject matter of, this action.

B. The terms and conditions of this Court's September 21, 2006 Temporary Restraining Order, extended by this Court's October 3, 2006 Order, shall remain in full force and effect until this Court has issued this Order.

I.

IT IS HEREBY ORDERED that the Commission's request for a preliminary injunction and orders (1) freezing assets, (2) appointing a permanent receiver, (3) prohibiting the destruction of documents, and (4) requiring accountings is hereby GRANTED.

II.

IT IS FURTHER ORDERED that defendants **Rhodes, Rhodes Company, and RT, Inc.**, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are preliminarily restrained and enjoined from, directly or indirectly, 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:

- 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 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 the purchaser; in violation of Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

III.

IT IS FURTHER ORDERED that defendants **Rhodes, Rhodes Company, and RT, Inc.**, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are preliminarily restrained and enjoined from, directly or indirectly, in connection with the purchase or sale of any security, by the use of any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange:

- A. employing any device, scheme or artifice to defraud;
- B. making any untrue statement of a material fact or omitting 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 act, practice, or course of business which operates or would operate as a fraud or deceit upon any person;

in violation of Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

IV.

IT IS FURTHER ORDERED that defendants **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in

active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are preliminarily restrained and enjoined from, directly or indirectly:

- a. employing any device, scheme, or artifice to defraud any client or prospective client; or
- b. engaging in any transaction, practice, or course of business which operates as a fraud or deceit upon any client or prospective client;

in violation of Sections 206(1) and 206(2) of the Advisers Act, 15 U.S.C. §§ 80b-6(1) & 80b-6(2).

V.

IT IS FURTHER ORDERED that, except as otherwise ordered by this Court, defendants **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are preliminarily restrained and enjoined from, directly or indirectly:

- A. transferring, assigning, selling, hypothecating, changing, wasting, dissipating, converting, concealing, encumbering, or otherwise disposing of, in any manner, any funds, assets, securities, claims, or other real or personal property, wherever located, of defendants **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, or their subsidiaries or affiliates, owned by, controlled by, managed by or in the possession or custody of any of them. Such subsidiaries and affiliates include, but are not limited to, **Crossed Flags Farm, LLC, Corvette Specialties, Inc., Northwest Collector Cars, LLC (fka Northwest Muscle Cars, LLC), Dollhouse Ventures, LLC, and an**

entity of unknown origin that is called PPPS or PPPS

Partnership;

- B. transferring, assigning, selling, hypothecating, encumbering, or otherwise disposing of any securities, including, but not limited to, any investment contracts or other securities of **defendants Rhodes Econometrics, Rhodes Company, and RT, Inc.**, or any of their subsidiaries or affiliates.

VI.

IT IS FURTHER ORDERED that, except as otherwise ordered by this Court, an immediate freeze shall be placed on all monies and assets (with an allowance for necessary and reasonable living expenses to be granted only upon good cause shown by application to the Court with notice to and an opportunity for the Commission to be heard) in all accounts at any bank, financial institution or brokerage firm, all certificates of deposit, and other funds or assets, held in the name of, for the benefit of, or over which account authority is held by **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, or any entity affiliated with any of them (**including all entities listed in ¶ V.A. above**), including, but not limited to, the accounts set forth below:

<u>Bank Name</u>	<u>Account Name</u>	<u>Account No.</u>
American Express	Charles Wesley Rhodes, Jr.	3732-729634-42003
Bank of America	Charles W. Rhodes, Jr.	5300-0154-5296-2719
Bank of America	Corvette Specialties, Inc.	0045-4073-4764
Bank of America	Northwest Muscle Cars LLC	0045-4132-7633
Bank of America	Northwest Muscle Cars LLC	0045-4073-4719
Bank of America – Visa	Charles W. Rhodes, Jr.	4888 6032 1586 5106

Credit Cards		
Charles Schwab & Co., Inc.	Anne Leslie Rhodes	8764-5276
Charles Schwab & Co., Inc.	C. Wesley Rhodes, Jr.	7436-8348
Charles Schwab & Co., Inc.	C. Wesley Rhodes, Jr. as Custodian for Deidre Andrias Rhodes	7436-9108
Charles Schwab & Co., Inc.	Charles Rhodes, III and C. Wesley Rhodes, Jr.	7438-9529
Charles Schwab & Co., Inc.	Rhodes Company, Inc.	7438-8098
Charles Schwab & Co., Inc.	Russell Rhodes and C. Wesley Rhodes, Jr.	7438-9280
Fidelity Investments	RT, Inc.	Z83-666920
MassMutual Financial Group	C. Wesley Rhodes, Jr.	Whole Life Insurance Policy No. 09840089
TD Ameritrade, Inc.	Rhodes Company, Inc.	240-107805
TD Ameritrade, Inc.	Rhodes Company, Inc.	240-108161
TD Ameritrade, Inc.	Rhodes Company, Inc.	240-108164
TD Ameritrade, Inc.	Rhodes Company, Inc.	240-108172
TD Ameritrade, Inc.	Rhodes Econometrics, Inc.	240-093777
TD Ameritrade, Inc.	Rhodes Econometrics, Inc.	240-093850
TD Ameritrade, Inc.	Rhodes Econometrics, Inc.	240-108258
U.S. Bank	C. Wesley Rhodes, Jr.	1-536-0720-5546
U.S. Bank	Charles W. Rhodes, Jr. &	4190-0808-4250-6036

	Jodie Rhodes	
U.S. Bank	Crossed Flags Farm, LLC	1-536-9134-5141
U.S. Bank	Rhodes Company Inc.	1-536-5720-9802
U.S. Bank	Rhodes Econometrics Inc.	1-536-9084-6016
U.S. Bank	Rhodes Econometrics Inc.	1-536-9078-8036
U.S. Bank	The Rhodes Company	1-536-9122-5293
U.S. Bank	The Rhodes Company	1-536-0610-1076
U.S. Bank	The Rhodes Company	1-536-9078-8044
U.S. Bank	The Rhodes Company	1-536-0721-9752
U.S. Bank	Tom Mounsey & Charles W. Rhodes, Jr.	1-536-0720-4200
Umpqua Bank	C. Wesley Rhodes, Jr.	394045-3968537285
Umpqua Bank	Charles Wesley Rhodes, Jr.	394045
Umpqua Bank	Charles Wesley Rhodes, Jr. & Anne Rhodes	394045-789535
Umpqua Bank	Charles Wesley Rhodes, Jr. and Anne Rhodes	21-508668
Umpqua Bank	Charles Wesley Rhodes, Jr., Ann Rhodes	789535
Umpqua Bank	Dollhouse Ventures, LLC	196070
Umpqua Bank	Dollhouse Ventures, LLC	813770
Umpqua Bank	Wes Rhodes & Anne Rhodes	21-208178
Washington Mutual Bank	Corvette Specialties, Inc.	3931400620

Wells Fargo Bank	Estate of David Allen Rhodes, C. Wesley Rhodes, Jr.	8173232698
Wells Fargo Bank	Estates in Miniature	537-1968875
Wells Fargo Bank	Estates in Miniature	952-6709010
Wells Fargo Bank	Estates in Miniature, LLC	537-1968875-236059
Wells Fargo Bank	Estates in Miniature, LLC	151-1105346
Wells Fargo Bank	Professional Practice Planning Expense Administration Account	043-5578356
Wells Fargo Bank	Professional Practice Planning Service, Expense Administration Account	601-3293048
Wells Fargo Bank	Professional Practice Planning Service, Investment Administration Account	043-5578240
West Coast Bank	Resource Transactions, Inc.	220006407

VII.

IT IS FURTHER ORDERED that, except as otherwise ordered by this Court, the Oregon Department of Transportation, Division of Driver and Motor Vehicles (DMV) shall place an immediate hold on the sale and/or transfer of all vehicles held in the name of, for the benefit of, or over which authority is held by **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, or any entity affiliated with any of them (**including all entities listed in ¶ V.A. above**), including, but not limited to, the vehicles set forth below:

YEAR	MAKE	PLATE	VIN
1967	Chevrolet	CGA689	194677S103944
1969	Chevrolet	CGA692	124379N644001
1967	Chevrolet	CQA695	194377S112386
1968	Chevrolet	DBR427	1943785419533
1969	Chevrolet	AC0P0	124379N657861
2007	Chevrolet	AEGIS	1GNFK13087R101967
2005	Maserati	ANDARA	ZAMBB18AX50017770
2005	Ferrari	ANG0L0	ZFFEW59A550142141
1978	Chevrolet	CRSFLG	1Z87L8S904834
2005	Panoz	GALIC	1P9PB79365B213020
2002	Chevrolet	KEIZEN	1GCHK29U72Z173964
2002	Ford	LITRED	1FAHP60A32Y118466
2005	Chevrolet	MAY05	1G1YY24U355106837
2004	Dodge	MTKING	3D7LU38C94G224358
1970	Chevrolet	RP0LS6	136670B111501
1995	Chevrolet	ZR1	1G1YZ22J6S5800231
1970	Plymouth	0NE0F9	BS27R0B212211
2004	Audi	2RAUDI	WAUML44E04N011639
1968	Dodge	426425	XS29J8B327416
1970	Chevrolet	454450	136370R207985
1963	Chevrolet	63FUEL	30837S103716
2001	Honda	CL36353	1HGEM22951L027455
1989	Honda	M432576	JH2PC2107KM100003
2002	Mercedes	NC53703	WDBNG73J72A228328
1967	Ford	ND79069	67410F2A02943
1966	Ford	NE12424	SFM6S2296
1968	Chevrolet	SP05805	194378S422103
1968	Chevrolet	UKH434	124378L311701
1967	Chevrolet	XVN408	194377S108069
1967	Chevrolet	YTU346	194677S103111
2004	Mercedes	035BKJ	WDBSK74FX4F083626
2005	Chevrolet	376BUH	1GNEK13T05J202776
1970	Dodge	594BDR	XS29V0G186785
2005	Subaru	645BTF	JF1GK66535H516733
2004	Ford	778BDF	1FMZU77K84UB16133
2004	Acura	932BDX	JH4CL95864C044109
1954	Chevrolet	NE38588	E54S002677

VIII.

IT IS FURTHER ORDERED that **Michael A. Grassmueck** is appointed as permanent receiver of **Rhodes Econometrics, Rhodes Company, and RT, Inc., and their subsidiaries and affiliates, including, but not limited to, Crossed Flags Farm, LLC, Corvette Specialties, Inc., Northwest Collector Cars, LLC (fka Northwest Muscle Cars, LLC), Dollhouse Ventures, LLC, and an entity of unknown origin that is called PPS or PPS Partnership** (collectively, the “entities in receivership”) with full powers of an equity receiver, including, but not limited to, full power over all funds, assets, collateral, premises (whether owned, leased, occupied, or otherwise controlled), choses in action, books, records, papers and other property belonging to, being managed by or in the possession of or control of any of the entities in receivership, and that such receiver is immediately authorized, empowered and directed:

- A. to have access to and to collect and take custody, control, possession, and charge of all funds, assets, collateral, premises (whether owned, leased, occupied, or otherwise controlled), choses in action, books, records, papers and other real or personal property, wherever located, of or managed by any of the entities in receivership, with full power to sue, foreclose, marshal, collect, receive, and take into possession all such property;
- B. to have control of, and to be added as the sole authorized signatory for, all accounts of the entities in receivership, including all accounts at any bank, title company, escrow agent, financial institution or brokerage firm which has possession, custody or control of any assets or funds of any of the entities in receivership, or which maintains accounts over which any of the entities in receivership and/or any of their employees or agents have signatory authority;

- C. to conduct such investigation and discovery as may be necessary to locate and account for all of the assets of or managed by any of the entities in receivership and to engage and employ attorneys, accountants and other persons to assist in such investigation and discovery;
- D. to take such action as is necessary and appropriate to preserve and take control of and to prevent the dissipation, concealment, or disposition of any assets of or managed by the entities in receivership;
- E. to make an accounting, as soon as practicable, to this Court and the Commission of the assets and financial condition of the entities in receivership, and to file the accounting with the Court and deliver copies thereof to all parties;
- F. to make such payments and disbursements from the funds and assets taken into custody, control, and possession or thereafter received by him or her, and to incur, or authorize the making of, such agreements as may be necessary and advisable in discharging his or her duties as permanent receiver;
- G. to employ attorneys, accountants and others to investigate and, where appropriate, to institute, pursue, and prosecute all claims and causes of action of whatever kind and nature which may now or hereafter exist as a result of the activities of present or past employees or agents of the entities in receivership; and
- H. to have access to and monitor all mail of the entities in receivership (including mail delivered to P.O. Box 513, Tualatin, OR 97062-0513 and P.O. Box 450, Wilsonville, OR 97070) in order to review such mail which he or she deems relates to their business and the discharging of his or her duties as permanent receiver.

IX.

IT IS FURTHER ORDERED that defendants **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, their subsidiaries and affiliates, including all of the other entities in receivership, and their officers, agents, servants, employees and attorneys, and any other persons who are in custody, possession or control of any assets, collateral, books, records, papers or other property of or managed by any of the entities in receivership, shall forthwith give access to and control of such property to the permanent receiver.

X.

IT IS FURTHER ORDERED that no officer, agent, servant, employee, or attorney of **Rhodes Econometrics, Rhodes Company, and RT, Inc.**, or their subsidiaries or affiliates, including any of the other entities in receivership, shall take any action or purport to take any action, in the name of or on behalf of any of these entities without the written consent of the permanent receiver or order of this Court.

XI.

IT IS FURTHER ORDERED that, except by leave of this Court, during the pendency of this receivership, all clients, investors, trust beneficiaries, note holders, creditors, claimants, lessors, and all other persons or entities seeking relief of any kind, in law or in equity, from **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.** or their subsidiaries or affiliates, including any of the other entities in receivership, and all persons acting on behalf of any such investor, trust beneficiary, note holder, creditor, claimant, lessor, or other person, including sheriffs, marshals, servants, agents, employees, and attorneys, are hereby restrained and enjoined from, directly or indirectly, with respect to **Rhodes and** these entities:

- A. commencing, prosecuting, continuing or enforcing any suit or proceeding (other than the present action by the Commission) against any of them;
- B. using self-help or executing or issuing or causing the execution or issuance of any court attachment, subpoena, replevin, execution or other process for the purpose of impounding or taking possession of or interfering with or creating or enforcing a lien upon any property or property interests owned by or in the possession of **Rhodes** or any of the entities; and
- C. doing any act or thing whatsoever to interfere with taking control, possession or management by the permanent receiver appointed hereunder of the property and assets owned, controlled or managed by or in the possession of **Rhodes** or any of the entities, or in any way to interfere with or harass the permanent receiver or his or her attorneys, accountants, employees or agents or to interfere in any manner with the discharge of the permanent receiver's duties and responsibilities hereunder.

XII.

IT IS FURTHER ORDERED that defendants **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, and their subsidiaries, affiliates, officers, agents, servants, employees and attorneys, shall cooperate with and assist the permanent receiver and shall take no action, directly or indirectly, to hinder, obstruct, or otherwise interfere with the permanent receiver or his or her attorneys, accountants, employees or agents, in the conduct of the permanent receiver's duties or to interfere in any manner, directly or indirectly, with the custody, possession, management, or control by the permanent receiver of the funds, assets, collateral, premises, and choses in action described above.

XIII.

IT IS FURTHER ORDERED that defendants **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, and their subsidiaries and affiliates, shall pay the costs, fees and expenses of the permanent receiver incurred in connection with the performance of his or her duties described in this Order, including the costs and expenses of those persons who may be engaged or employed by the permanent receiver to assist him or her in carrying out his or her duties and obligations. All applications for costs, fees and expenses for services rendered in connection with the receivership other than routine and necessary business expenses in conducting the receivership, such as salaries, rent and any and all other reasonable operating expenses, shall be made by application setting forth in reasonable detail the nature of the services and shall be heard by the Court.

XIV.

IT IS FURTHER ORDERED that no bond shall be required in connection with the appointment of the permanent receiver. Except for an act of gross negligence, the permanent receiver shall not be liable for any loss or damage incurred by any of the defendants, their officers, agents, servants, employees and attorneys or any other person, by reason of any act performed or omitted to be performed by the permanent receiver in connection with the discharge of his or her duties and responsibilities.

XV.

IT IS FURTHER ORDERED that representatives of the Commission are authorized to have continuing access to inspect or copy any or all of the corporate books and records and other documents of **Rhodes Econometrics, Rhodes Company, and RT, Inc.** and the other entities in receivership, and continuing access to inspect their funds, property, assets and collateral, wherever located.

XVI.

IT IS FURTHER ORDERED that, except as otherwise ordered by this Court, defendants **Rhodes, Rhodes Econometrics, Rhodes Company, and RT, Inc.**, and their officers, agents, servants, employees, attorneys, subsidiaries and affiliates, including the other entities in receivership, and those persons in active concert or participation with any of them, who receive actual notice of this Order, by personal service or otherwise, and each of them, be and hereby are preliminarily restrained and enjoined from, directly or indirectly: destroying, mutilating, concealing, transferring, altering, or otherwise disposing of, in any manner, any documents, which includes all books, records, computer programs, computer files, computer printouts, contracts, correspondence, memoranda, brochures, or any other documents of any kind in their possession, custody or control, however created, produced, or stored (manually, mechanically, electronically, or otherwise), pertaining in any manner to defendants **Rhodes Econometrics, Rhodes Company, and RT, Inc.**, and their subsidiaries and affiliates, including the other entities in receivership.

XVII.

IT IS FURTHER ORDERED that the obligations imposed by Paragraph XVII of the Court's September 21, 2006 Temporary Restraining Order remain in full force and effect. Paragraph XVII ordered **defendant Rhodes**, within five days of the issuance of that Order, to prepare and deliver to the Commission a detailed and complete accounting of all of his personal assets, including all real and personal property exceeding \$5,000 in value, and all bank, securities, futures and other accounts identified by institution, branch address and account number. The accounting was required to include a description of the source(s) of all such assets. Such accounting was to be filed with the Court and a copy was to be delivered to the Commission's Pacific Regional Office. After completion of the accounting,

defendant Rhodes was to produce to the Commission's Pacific Regional Office, at a time agreeable to the Commission, all books, records and other documents supporting or underlying his accounting.

XVIII.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction over this action for the purpose of implementing and carrying out the terms of all orders and decrees which may be entered herein and to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

IT IS SO ORDERED.

DATED: October th 30 2006

TIME: 1:30 o'clock p. .m.


UNITED STATES DISTRICT JUDGE

SUBMITTED BY:

/s/ Janet E. Moser

Janet E. Moser
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(323) 965-3998
Attorney for Plaintiff
Securities and Exchange Commission