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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

**STIPULATION AND  
~~PROPOSED~~ ORDER MODIFYING  
PRELIMINARY INJUNCTION  
ORDER RE CORVETTES  
SPECIALTIES, INC.**

This Stipulation and [Proposed] Order Modifying Preliminary Injunction Order Re Corvette Specialties, Inc. is being made by and between the parties to this action and their counsel.

WHEREAS on October 30, 2006, the Court entered an 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 “Preliminary Injunction Order”); and

WHEREAS Corvette Specialties, Inc. filed a motion to modify this Court’s September 21, 2006 Temporary Restraining Order; and

WHEREAS defendants C. Wesley Rhodes, Jr., Rhodes Econometrics, Inc., The Rhodes Company, and Resource Transactions, Inc. (aka RT, Inc.), without admitting or denying any of the allegations in the Complaint except as to the jurisdiction of this Court over them and the subject matter of this action, plaintiff Securities and Exchange Commission, the Court-appointed Permanent Receiver, Michael A. Grassmueck, and Corvette Specialties, Inc., by and through their respective counsel, hereby stipulate and agree to the following:

1. Paragraph V.A. and Paragraph VIII of the Preliminary Injunction Order are modified to eliminate Corvette Specialties, Inc. from the list of subsidiaries and affiliates of Rhodes Econometrics, Rhodes Company, and RT, Inc.;
2. Paragraph VI of the Preliminary Injunction Order which, among other things, placed an immediate freeze on certain monies and assets, shall continue to apply to Bank of America Account No. 0045-4073-4764 in the name of Corvette Specialties, Inc., but shall not apply to Washington Mutual Bank Account No. 3931-400620 in the name of Corvette Specialties, Inc.;

3. Paragraph VII of the Preliminary Injunction Order shall be expanded to include the following vehicles:

<u>Year</u>	<u>Make</u>	<u>Plate</u>	<u>VIN</u>
1967	Chevrolet	N/A	136177Z129554
1969	Chevrolet	N/A	124379N554308
1969	Chevrolet	N/A	123479N597297
1970	Chevrolet	N/A	136370K188184

4. Paragraph VII of the Preliminary Injunction Order shall be modified to delete the following vehicle:

<u>Year</u>	<u>Make</u>	<u>Plate</u>	<u>VIN</u>
1968	Chevrolet	UKH434	124378L311701

5. All of the other provisions of the Preliminary Injunction Order shall remain in full force and effect.

DATED: November 2, 2006

/s/ Janet E. Moser  
Janet E. Moser  
Cal. Bar No. 199171  
(323) 965-3998  
Attorney for Plaintiff  
Securities and Exchange Commission

DATED: November 2, 2006

/s/ Robert C. Weaver  
Robert C. Weaver, Jr.  
OSB #80135  
(503) 228-3939  
Attorney for Defendant  
C. Wesley Rhodes, Jr.

DATED: November 2, 2006

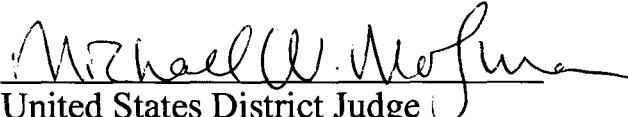
/s/ Peter C. McKittrick  
Peter C. McKittrick  
OSB #85281  
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Attorney for Receiver,  
Michael A. Grassmueck

DATED: November 2, 2006

/s/ John Kaempf  
John Kaempf  
OSB #92539  
(503) 228-6351  
Attorney for Corvette Specialties, Inc.

IT IS SO ORDERED.

DATED:

  
Michael W. Hofman  
United States District Judge