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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.,

Defendant.

Case No. CV-06-1353-MO

MOTION OF RECEIVER TO APPROVE
PROPOSED INTERIM DISTRIBUTION OF
ASSETS

Michael A. Grassmueck, the duly appointed receiver (the "Receiver") for Rhodes Econometrics, Inc., The Rhodes Company and Resource Transactions, Inc., as well as their respective predecessors, subsidiaries, affiliates and any entities controlled by them, including, but not limited to, Crossed Flags Farm, LLC, Northwest Collector Cars, LLC, fka Northwest Muscle Cars, LLC, and Dollhouse Ventures, LLC and an entity of unknown origin that is called PPPS or PPPS Partnership (collectively, the "Receivership Entities"), hereby moves this Court to approve a proposed interim distribution of assets (the "Motion"). The Motion is based upon the

Memorandum of Points and Authorities in Support of Motion of Receiver to Approve Proposed Interim Distribution of Assets and the Declaration of Michael A. Grassmueck (“Receiver Declaration”) filed herewith.

Attached hereto as Exhibit A is an updated chart reflecting the claims the Receiver is honoring, consistent with the Amended Order Allowing Omnibus Motion Re: Claims (Docket No. 306), and the proposed interim distributions to be made to each claimant if the Motion is approved by this Court. These are the “Allowed Claims.” The private investor claimants are indicated by number as opposed to name to protect their privacy, consistent with the Order Authorizing Notice And Filing Procedures Regarding Affected Investors (Docket No. 82) previously entered by this Court.

As described in the Receiver’s Declaration, the Receiver holds approximately \$5,623,000, which consists of the assets obtained upon appointment of the Receiver, assets sold by the Receiver during the course of the administration, settlement payments resulting from litigation commenced by the Receiver, and assets obtained as a result of the contempt orders entered against C. Wesley Rhodes, Jr. and Anne Rhodes (Docket No. 254 and 255, respectively). The Receiver believes that there will be additional recoveries from pending settlements, pending litigation, and sales of additional assets left to be administered.

The Receiver moves this Court to approve a pro rata distribution of \$3,968,000 of the receivership proceeds at this time as an interim distribution, which the Receiver estimates will equate to an 18% distribution to claimants. The Receiver proposes to withhold funds to pay the administrative and operating expenses of the receivership, as well as sufficient funds to pay the balance of the pro rata portion of the Allowed Claims. The amount the Receiver plans to set aside is \$1.6 million. A final distribution will be made at the end of the case, which will result in

an estimated pro rata distribution to investors and creditors of between 22% to 23% of their Allowed Claims.

Since the claims process has been resolved and the Receiver has administered a significant portion of the receivership assets he anticipates will be available for administration, the Receiver believes it is appropriate at this time to make an interim distribution to claimants.

WHEREFORE, the Receiver moves this Court for an order authorizing pro rata distribution of receivership assets to claimants and further authorizing him to make an interim distribution on the Allowed Claims as set forth on Exhibit A.

DATED September 11, 2008.

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PROPOSED INTERIM DISTRIBUTION

SEC v. C. WESLEY RHODES et al.

Case No. 06-1353MO

Investors	Claim #	Amount Allowed	Proposed Distribution
	1	\$ 330,000.00	\$ 59,474.87
	2	\$ 101,500.00	\$ 18,293.03
	3	\$ 12,000.00	\$ 2,162.72
	4	\$ 1,000,000.00	\$ 180,226.89
	7	\$ 300,000.00	\$ 54,068.07
	8	\$ 380,000.00	\$ 68,486.22
	9	\$ 240,000.00	\$ 43,254.45
	10	\$ 186,326.50	\$ 33,581.05
	11	\$ 298,641.62	\$ 53,823.25
	12	\$ 785,112.39	\$ 141,498.36
	13	\$ 40,000.00	\$ 7,209.08
	14	\$ 10,000.00	\$ 1,802.27
	15	\$ 20,000.00	\$ 3,604.54
	16	\$ 686,030.99	\$ 119,141.23
	17	\$ 100,000.00	\$ 18,022.69
	18	\$ 1,288,941.55	\$ 232,301.92
	19	\$ 2,299,014.80	\$ 414,344.28
	20	\$ 76,666.67	\$ 13,817.40
	21	\$ 28,542.79	\$ 5,144.17
	22	\$ 218,000.00	\$ 39,289.46
	23	\$ 195,000.00	\$ 35,144.24
	24	\$ 115,000.00	\$ 20,726.09
	25	\$ 48,786.07	\$ 8,792.56
	26	\$ 25,000.00	\$ 4,505.67
	27	\$ 25,000.00	\$ 4,505.68
	28	\$ 1,217,450.84	\$ 196,417.38
	30	\$ 95,000.00	\$ 17,121.55
	32	\$ 50,000.00	\$ 9,011.34
	33	\$ 91,200.00	\$ 16,436.69
	34	\$ 314,399.58	\$ 56,663.26
	35	\$ 663,740.00	\$ 119,623.79
	37	\$ 23,637.78	\$ 4,260.16
	38	\$ 160,038.52	\$ 28,843.24
	39	\$ 43,345.54	\$ 7,812.03
	40	\$ 130,000.00	\$ 23,429.50
	42	\$ 687,464.76	\$ 123,899.63

PROPOSED INTERIM DISTRIBUTION

SEC v. C. WESLEY RHODES et al.

Case No. 06-1353MO

Claim #	Amount Allowed	Proposed Distribution
43	\$ 150,000.00	\$ 27,034.03
44	\$ 37,806.41	\$ 6,813.73
45	\$ 44,244.70	\$ 7,974.09
46	\$ 1,007,178.37	\$ 181,520.62
47	\$ 236,396.00	\$ 40,104.92
48	\$ 2,500.00	\$ 450.57
51	\$ 337,896.77	\$ 60,898.08
52	\$ 12,000.00	\$ 2,162.72
53	\$ 700,000.00	\$ 126,158.82
54	\$ 300,000.10	\$ 54,068.09
55	\$ 205,500.00	\$ 37,036.63
58	\$ 350,000.00	\$ 63,079.41
59	\$ 65,000.00	\$ 11,714.75
60	\$ 300,000.00	\$ 54,068.06
61	\$ 65,000.00	\$ 11,714.75
62	\$ 472,000.00	\$ 85,067.09
63	\$ 722,924.53	\$ 130,290.44
64	\$ 120,255.32	\$ 21,673.24
65	\$ 1,196,639.00	\$ 215,666.52
66	\$ 200,000.00	\$ 36,045.38
67	\$ 80,000.00	\$ 14,418.15
69	\$ 107,600.00	\$ 19,392.41
70	\$ 249,255.00	\$ 42,922.45
71	\$ 10,000.00	\$ 1,802.27
72	\$ 85,000.00	\$ 15,319.29
73	\$ 894,616.79	\$ 161,234.00
76	\$ 175,000.00	\$ 31,539.71
77	\$ 264,927.04	\$ 47,746.98
78	\$ 250,000.00	\$ 45,056.72
81	\$ 350,680.16	\$ 63,201.99
84	\$ 156,293.38	\$ 28,168.27
86	\$ 50,000.00	\$ 9,011.34
87	\$ 230,800.00	\$ 41,596.37
88	\$ 448,475.00	\$ 80,827.25
Sub Total	\$ 22,163,828.97	\$ 3,962,517.90

PROPOSED INTERIM DISTRIBUTION

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Case No. 06-1353MO

	Claim #	Amount Allowed	Proposed Distribution
Creditors			
	5	\$ 6,305.00	\$ 1,136.33
	6	\$ 11,079.50	\$ 1,996.82
	31	\$ 408.04	\$ 73.54
	36	\$ 11,200.00	\$ 2,018.55
	41	\$ 270.19	\$ 48.70
	68	\$ 1,155.00	\$ 208.16
	Sub Total	\$ 30,417.73	\$ 5,482.10
Total		\$ 22,194,246.70	\$ 3,968,000.00

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DATED: September 11, 2008

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