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FILED '02 DEC 06 16:03 USDC-ORP

Received  
2002 DEC -5 A 3:10  
CLERK OF DISTRICT COURT  
FILED  
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UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF OREGON

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SECURITIES AND EXCHANGE  
COMMISSION,  
  
Plaintiff,  
  
v.  
  
CAPITAL CONSULTANTS, LLC,  
JEFFREY L. GRAYSON and  
BARCLAY L. GRAYSON,  
  
Defendants.

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Civil Action No.  
CV-00-1290(KI)

~~PROPOSED~~ AMENDED FINAL  
JUDGMENT OF PERMANENT  
INJUNCTION AND OTHER  
RELIEF AGAINST DEFENDANT  
JEFFREY L. GRAYSON

Plaintiff Securities and Exchange Commission ("Commission"), having filed and served upon Defendant Jeffrey L. Grayson ("Grayson") a Summons and Complaint in this action; Grayson having admitted service upon him of the Summons and Complaint in this action and the jurisdiction of this Court over him and over the subject matter of this action; Grayson having been fully advised and informed of his right to a judicial determination of this matter; Grayson having waived the entry of findings of fact and conclusions of law as provided by Rule 52 of the Federal Rules of Civil Procedure; Grayson having consented to the entry of this Final Amended Judgment Of Permanent Injunction And Other Relief Against Defendant Jeffrey L. Grayson ("Final Amended Judgment"), without admitting or

denying the allegations in the Complaint, except as specifically set forth in the Amended Consent Of Defendant Jeffrey L. Grayson To Entry Of Final Amended Judgment Of Permanent Injunction And Other Relief (“Amended Consent”); no notice of hearing upon the entry of this Final Amended Judgment being necessary; and this Court being fully advised, and there being no just reason for delay:

**I.**

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Grayson and his agents, employees, servants, and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Amended Judgment by personal service or otherwise, and each of them, are permanently 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 the 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 of 1933, 15 U.S.C. § 77q(a).

**II.**

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Grayson and his agents, employees, servants, and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Amended Judgment by personal service or otherwise, and each of them, are permanently 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 Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder, 17 C.F.R. § 240.10b-5.

### III.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that Grayson and his agents, employees, servants, and attorneys, and all persons in active concert or participation with any of them, who receive actual notice of this Final Amended Judgment by personal service or otherwise, and each of them, are permanently restrained and enjoined from, by the use of the mails or any means or instrumentality of interstate commerce, directly or indirectly:

- A. employing any device, scheme, or artifice to defraud any client or prospective client;
- 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 (2) of the Investment Advisers Act of 1940, 15 U.S.C. § 80b-6(1) and (2).

### IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that based on Grayson's sworn representations in his Statement of Financial Condition dated April 18, 2002, and other documents submitted to the

Commission, the Court is not ordering Grayson to pay a civil penalty. The determination not to impose a civil penalty is contingent upon the accuracy and completeness of Grayson's Statement of Financial Condition. If at any time following the entry of this Final Amended Judgment the Commission obtains information indicating that Grayson's representations to the Commission concerning his assets, income, liabilities, or net worth were fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made, the Commission may, at its sole discretion and without prior notice to Grayson, petition the Court for an order requiring Grayson to pay the maximum civil penalty allowable under the law. In connection with any such petition, the only issue shall be whether the financial information provided by Grayson was fraudulent, misleading, inaccurate, or incomplete in any material respect as of the time such representations were made. In its petition, the Commission may move this Court to consider all available remedies, including, but not limited to, ordering Grayson to pay funds or assets, directing the forfeiture of any assets, or sanctions for contempt of this Final Amended Judgment. The Commission may also request additional discovery. Grayson may not, by way of defense to such petition: (1) challenge the validity of the Amended Consent or this Final Amended Judgment; (2) contest the allegations in the Complaint filed by the Commission; (3) assert that payment of a civil penalty should not be ordered; (4) contest the imposition of the maximum civil penalty allowable under the law; or (5) assert any defense to liability or remedy, including, but not limited to, any statute of limitations defense.

#### V.

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that during the pendency of this action against any defendant, Grayson shall remain subject to the discovery provisions of the Federal Rules of Civil Procedure which apply to parties, and, in addition, that Grayson agrees and undertakes,

without service or a subpoena, to appear for his deposition or to testify as a witness at any trial of this action or at any related proceeding. Failure to comply with the foregoing will subject Grayson to the remedies and sanctions set forth in Rule 37 of the Federal Rules of Civil Procedure and all other available remedies.

**VI.**

IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that the provisions of the Amended Consent filed concurrently with this Amended Final Judgment are incorporated herein with the same force and effect as if fully set forth herein, and that Grayson shall comply with the Amended Consent.


**VII.**

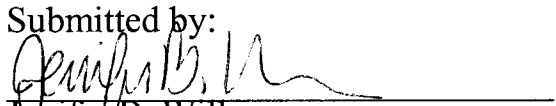
IT IS HEREBY FURTHER ORDERED, ADJUDGED AND DECREED that this Court shall retain jurisdiction over this action for all purposes, including to determine the liability of any remaining defendants in this action, to implement, enforce and carry out the terms of this Final Amended Judgment and all other orders and decrees that may be entered herein, and to grant such other relief as this Court may deem necessary and just.

\* \* \*

There being no just reason for delay, the Clerk of the Court is directed, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, to enter this Final Amended Judgment.

DATED: 12/5/02

  
UNITED STATES DISTRICT JUDGE

Submitted by:  
  
Jennifer B. Wilke  
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Securities and Exchange Commission

**PROOF OF SERVICE**

I am over the age of 18 years and not a party to this action. My business address is:

[X] U.S. SECURITIES AND EXCHANGE COMMISSION, 5670 Wilshire Boulevard, 11<sup>th</sup> Floor, Los Angeles, California 90036-3648.

Telephone: (323) 965-3998; Fax: (323) 965-3908

On December 3, 2002, I caused to be served the document entitled [**Proposed**] **Amended Final Judgment of Permanent Injunction And Other Relief Against Defendant Jeffrey L. Grayson** upon the parties to this action addressed as stated on the attached service list:

[X] **OFFICE MAIL:** By placing in sealed envelope(s), which I placed for collection and mailing today following ordinary business practices. I am readily familiar with this agency's practice for collection and processing of correspondence for mailing; such correspondence would be deposited with the U.S. Postal Service on the same day in the ordinary course of business.

[ ] **PERSONAL DEPOSIT IN MAIL:** By placing in sealed envelope(s), which I personally deposited with the U.S. Postal Service. Each such envelope was deposited with the U.S. Postal Service at Los Angeles, California, with first class postage thereon fully prepaid.

[ ] **EXPRESS U.S. MAIL:** Each such envelope was deposited in a facility regularly maintained at the U.S. Postal Service for receipt of Express Mail at Los Angeles, California, with Express Mail postage paid.

[ ] **PERSONAL SERVICE:** I caused to be personally delivered each such envelope by hand to the office of the addressee in the attached service list.

[ ] **FEDERAL EXPRESS:** By placing in sealed envelope(s) designated by Federal Express with delivery fees paid or provided for, which I deposited in a facility regularly maintained by Federal Express or delivered to a Federal Express courier, at Los Angeles, California.

[ ] **FAX (BY AGREEMENT ONLY):** By transmitting the document by facsimile transmission. The transmission was reported as complete and without error.

[X] **(Federal)** I declare that I am employed in the office of a member of the bar of this Court, at whose direction the service was made. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct

Date: December 3, 2002

  
\_\_\_\_\_  
MARYLEE BURTON

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**United States District Court - District of Oregon**  
**Case No. CV 00-1290 KI**  
**(LA-2374)**

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