

UNITED STATES DISTRICT COURT
DISTRICT OF OREGON

SECURITIES AND EXCHANGE
COMMISSION,


Plaintiff,

vs.

CAPITAL CONSULTANTS, LLC, f/k/a
CAPITAL CONSULTANTS, INC., JEFFREY
L. GRAYSON and BARCLAY GRAYSON,

Defendants.

Case No. CV 00-1290-KI

 ORDER ON SEVENTH AND
FINAL FEE APPLICATIONS OF RECEIVER
AND ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP, FOSTER PEPPER
LLP, AND KPMG LLP

Date Heard: December 17, 2007
Time: 1:30 p.m.
Dept. 9A
Judge: Hon. Garr M. King

Hearing on the Seventh and Final Applications of Thomas F. Lennon, Receiver ("Receiver"), and his professionals, Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins"), Foster Pepper LLP ("Foster Pepper"), and KPMG LLP ("KPMG"), came on for hearing on December 17, 2007, at 1:30 p.m. Appearances are noted in the record. The Court having considered the above-referenced applications, the pleadings filed in support, the letter objection of Quality Electric, Inc. and the Receiver's reply, the comments of counsel made at the hearing, the record of these cases, and the progress made to date, hereby finds that:

1. The hourly billing rates charged by the Receiver, Allen Matkins, Foster Pepper, and KPMG are reasonable under the circumstances of this case.

2. The work performed by each of the applicants during the period for which compensation is sought was reasonable and necessary.

3. The services rendered by the applicants have been of the highest caliber, and the results achieved have been excellent and of great benefit to the receivership estates and their creditors.

THEREFORE, IT IS HEREBY ORDERED THAT:

Receiver

1. The Receiver's request for \$8,187.50 in fees and \$2,011.33 in expenses for the period of May 1, 2006, through October 31, 2007, is approved on a final basis at 100%. The Receiver is authorized to pay the Receiver \$5,503.75 in fees and \$589.77 in costs remaining unpaid of those allowed amounts.

2. All prior interim fee and cost awarded to the Receiver are allowed as final. The Receiver is authorized to pay himself the \$10,000 in holdbacks from prior interim applications.

3. Although the Receiver did a very good job, no enhancement is awarded in light of the totality of circumstances, including his having been selected based on his hourly rate.

Allen Matkins

4. Allen Matkins' request for \$124,673.00 in fees and \$2,966.75 in expenses for the period of May 1, 2006, through October 31, 2007, is approved on a final basis at 100%. The Receiver is authorized to pay Allen Matkins \$85,116.19 in fees and \$597.56 in costs remaining unpaid of these allowed amounts.

5. All prior interim fee and cost awarded to Allen Matkins are allowed as final. The Receiver is authorized to pay Allen Matkins the \$50,000 in holdbacks from prior interim applications.

Foster Pepper

6. Foster Pepper's request for \$8,422.50 in fees and \$485.17 in expenses for the period of May 1, 2006, through October 31, 2007, is approved on a final basis at 100%. The Receiver is authorized to pay Foster Pepper \$5,526.19 in fees and \$86.99 in costs remaining unpaid of those allowed amounts.

7. All prior interim fee and cost awarded to Foster Pepper are allowed as final. The Receiver is authorized to pay Foster Pepper the \$10,000 in holdbacks from prior interim applications.

KPMG

8. KPMG's request for \$44,435.00 in fees for the period of May 1, 2006, through May 31, 2007, is approved on a final basis at 100%. The Receiver is authorized to pay KPMG \$22,217.50 in fees remaining unpaid of that amount.

9. All prior interim fee and cost awarded to KPMG are allowed as final.

As to all requests for approval and payment of estimated fees necessary to conclude and close the case as set forth in the concurrent Order Approving Final Report of the Receiver and Issuing Instructions for Discharge, the sums set forth below may be paid as actually incurred up to the estimated amounts after invoices for such services have been filed with the Court and served on the Securities and Exchange Commission, the Department of Labor, and counsel for the four large creditors. Such service parties shall have five (5) business days to identify any objection to the services and, if desired, to request a hearing. The Receiver is not required to notice any hearing on the payment of these invoices, and upon Court order of approval, such fees may be paid.

Professional	Fee Estimates
Thomas F. Lennon, Receiver	\$13,000.00
Allen Matkins Leck Gamble Mallory & Natsis LLP, Attorneys for Receiver	\$40,000.00 ¹
Foster Pepper LLP, Local Counsel for Receiver	\$7,000.00
KPMG LLP as Tax Compliance Consultants for Receiver	\$84,000.00 ²

All sums awarded herein shall be paid out of assets of the receivership estate. IT IS SO ORDERED.

Dated: 12-18-07


 HON. GARR M. KING
 UNITED STATES DISTRICT JUDGE

Presented by:

ALLEN MATKINS LECK GAMBLE
 MALLORY & NATSIS LLP

By: /s/ David L. Osias
 David L. Osias
 (619-235-1526)
 Attorneys for Thomas F. Lennon,
 Receiver

¹ The estimate does not include what are anticipated to be nominal out-of-pocket expenses.
² KPMG's estimate includes fees for the 2007 and 2008 tax returns.