



IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN DISTRICT COURT
OKLAHOMA COUNTY

AUG 25 2016

RICK WARREN
COURT CLERK

31 _____

Oklahoma Department of Securities *ex rel.*)
 Irving L. Faught, Administrator,)
)
 Plaintiff,)
)
 vs.)
)
 Nick's Oil & Gas Corporation, an)
 Unincorporated association;)
 Semper Fidelis Exploration & Production,)
 LLC, a Texas limited liability company;)
 Harbor Resources, LLC, a dissolved)
 Texas limited liability company;)
 BTJ Consulting, Inc., a Texas corporation;)
 and Nicholas P. Yukich, III, an individual,)
)
 Defendant.)

Case No. CJ-2016-2884

Judge Aletia H. Timmons

**DEFENDANTS' ANSWER TO PETITION FOR PERMANENT
INJUNCTION AND OTHER RELIEF**

COME NOW the Defendants, Nick's Oil & Gas Corporation, Semper Fidelis Exploration & Production, LLC and Nicholas P. Yukich, III ("Defendants"), and for their Answer to Plaintiff's Petition for Permanent Injunction and Other Relief, states as follows:

1. Defendants deny the allegations contained in paragraph 1 of Plaintiff's Petition and therefore deny the same and demand strict proof thereof.
2. Defendants admit the allegations contained in paragraph 2 of Plaintiff's Petition.
3. Defendants deny the allegations contained in paragraph 3 of Plaintiff's Petition.
4. Defendants deny that Plaintiff has pleaded facts to establish venue in Oklahoma County.
5. Defendants deny the allegations contained in paragraph 5 of Plaintiff's Petition.
6. Defendants deny the allegations contained in paragraph 6 of Plaintiff's Petition.

7. Defendants are without sufficient information to admit or deny the allegations contained in paragraph 7 of Plaintiff's Petition and demand strict proof thereof.

8. Defendants are without sufficient information to admit or deny the allegations contained in paragraph 8 of Plaintiff's Petition and demand strict proof thereof.

9. Defendants deny the allegations contained in paragraph 9 of Plaintiff's Petition.

10. Defendants deny the allegations contained in paragraph 10 of Plaintiff's Petition.

11. Defendants deny the allegations contained in paragraph 11 of Plaintiff's Petition.

12. Defendants deny the allegations contained in paragraph 12 of Plaintiff's Petition.

13. Defendants deny the allegations contained in paragraph 13 of Plaintiff's Petition.

14. Defendants deny the allegations contained in paragraph 14 of Plaintiff's Petition.

15. Defendants deny the allegations contained in paragraph 15 of Plaintiff's Petition.

16. Defendants admit the allegations contained in paragraph 16 of Plaintiff's Petition, but state that said Defendants are exempt from registration.

17. Defendants deny the allegations contained in paragraph 17 of Plaintiff's Petition insofar as the allegations purport to state the Semper Fidelis Exploration & Production solicited investors.

18. Defendants deny the allegations contained in paragraph 18 of Plaintiff's Petition.

19. Defendants admit the allegations contained in paragraph 19 of Plaintiff's Petition but state all securities are exempt.

20. Paragraph 20 of the Petition does not require an admission or denial.

21. Defendants admit the allegations contained in paragraph 21 of Plaintiff's Petition.

22. Defendants deny the allegations contained in paragraph 22 of Plaintiff's Petition.

23. Defendants deny the allegations contained in paragraph 23 of Plaintiff's Petition.

24. Defendants deny the allegations contained in paragraph 24 of Plaintiff's Petition.
25. Paragraph 25 of the Petition does not require an admission or denial.
26. Defendants admit the allegations contained in paragraph 26 of Plaintiff's Petition.
27. Defendants are without sufficient information to admit or deny the allegations contained in paragraph 27 of Plaintiff's Petition and demand strict proof thereof.
28. Defendants are without sufficient information to admit or deny the allegations contained in paragraph 28 of Plaintiff's Petition and demand strict proof thereof.
29. Defendants deny the allegations contained in paragraph 29 of Plaintiff's Petition.
30. Paragraph 30 of the Petition does not require an admission or denial.
31. Defendants deny the allegations contained in paragraph 31 of Plaintiff's Petition.
32. Defendants deny the allegations contained in paragraph 32 of Plaintiff's Petition.
33. Defendants deny the allegations contained in paragraph 33 of Plaintiff's Petition.
34. Defendants deny the allegations contained in paragraph 34 of Plaintiff's Petition.
35. Defendants deny the allegations contained in paragraph 35 of Plaintiff's Petition.
36. Defendants deny the allegations contained in paragraph 36 of Plaintiff's Petition.
37. Paragraph 37 of the Petition does not require an admission or denial.
38. Defendants deny the allegations contained in paragraph 38 of Plaintiff's Petition.
39. Defendants deny the allegations contained in paragraph 39 of Plaintiff's Petition.
40. Defendants deny the allegations contained in paragraph 40 of Plaintiff's Petition.
41. Paragraph 38 of the Petition does not require an admission or denial.
42. Defendants deny the allegations contained in paragraph 42 of Plaintiff's Petition.
43. Defendants deny the allegations contained in paragraph 43 of Plaintiff's Petition.

AFFIRMATIVE DEFENSES

COME NOW the Defendants and for their affirmative defenses to the Petition state as follows:

1. Plaintiff has no personal knowledge of the allegations set forth in the Petition, and have simply regurgitated information alleged by third parties, but Plaintiff has not investigated said allegations.

2. Plaintiff is estopped by virtue of unclean hands of the parties who purchased the fractional working interests.

3. Plaintiff is estopped from bringing its claims by virtue of fraud upon the Defendants by the third parties who purchased the fractional working interests from Defendant Semper Fidelis Exploration & Production.

4. The sale of securities, if any, are exempt from the Federal and Oklahoma Securities Acts.

5. Plaintiff has failed to specifically allege acts of misrepresentation and/or omission against each Defendant such that the Defendants are unable to determine what acts of fraud or omissions are alleged against each particular Defendant.

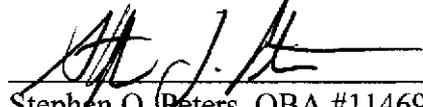
6. Plaintiff has failed to name indispensable parties.

7. Plaintiff has failed to state claims for relief against the Defendants.

8. There is another action pending with the same issues as alleged in the Petition, styled *Brian Allen, et al. v. Semper Fidelis Oil & Gas, LLC, et al.*, U.S. District Court, Northern District of Oklahoma Case No. 16-CV-00200-GFK-TLW.

Wherefore, premises considered, Defendants pray that Plaintiff take nothing by virtue of its Petition, that Defendants be awarded a reasonable attorney's fee and costs, and for such other and further relief this Court deems proper.

Respectfully submitted,



Stephen Q. Peters, OBA #11469

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Nick's Oil & Gas Corporation,

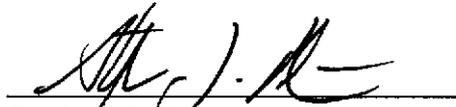
Semper Fidelis Exploration & Production, LLC

Nicholas P. Yukich, III

CERTIFICATE OF SERVICE

I hereby certify that on the ____ day of August, 2016, the above and foregoing instrument, was placed in the U.S. mail with postage prepare thereon, to:

Robert Fagnant
Oklahoma Department of Securities
204 North Robinson Avenue, Suite 400
Oklahoma City, OK 73102


Stephen Q. Peters