

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

MAY 20 2003

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

OKLAHOMA DEPARTMENT OF)
SECURITIES *ex rel.* Irving L.)
Faught, Administrator,)
)
Plaintiff,)

v.)

B & B WORM FARM, an)
incorporated entity, B & B WORM)
FARMS, INC., a Nevada)
Corporation, LYNN BRADLEY,)
an individual, and the ESTATE OF)
GREGORY MILES BRADLEY, a)
deceased individual,)
)
Defendants.)

Case No. CJ-2003-3174

ANSWER OF DEFENDANT, LYNN BRADLEY

Defendant Lynn Bradley ("Bradley") answers the Petition for Permanent Injunction and Other Equitable Relief ("Petition") of plaintiff, Oklahoma Department of Securities, *ex rel.* Irving L. Faught. Bradley answers the corresponding paragraphs of the Petition pursuant to Okla. Stat. Ann. tit. 12, §§ 2008 and 2012.

ADMISSIONS AND DENIALS

1. Bradley is without sufficient knowledge or information as to the allegation that defendants failed to register a business opportunity for offer and/or sale in and/or from the State of Oklahoma, and therefore must deny the allegation. Bradley is also without sufficient knowledge or information as to

the allegation that "in excess of Twenty Million Dollars (\$20,000,000) has been received in connection with the business opportunity, and therefore must deny the allegation. The remaining allegations of paragraph one of the Petition state legal conclusions, and Bradley therefore denies the allegations.

2. Bradley admits that the plaintiff is the proper party to bring an action pursuant to Okla. Stat. Ann. tit. 71, § 814.

3. Bradley is without sufficient knowledge or information as to the allegation that B & B Worm Farms, Inc. ("B & B") was in the business of offering and/or selling business opportunities in the State of Oklahoma and as to the allegation that B & B is subject to the jurisdiction of this Court by virtue of its transaction of business in Oklahoma, and therefore denies the allegations.

4. Bradley denies the allegation in paragraph four of the Petition.

5. Bradley admits the allegation in paragraph five of the Petition that on November 17, 2000, B & B Worm Farms, Inc. was incorporated under the laws of the State of Nevada. Bradley is without sufficient knowledge or information as to the allegation that B & B was admitted to do business as a foreign corporation in the State of Oklahoma on May 20, 2002, and therefore denies the allegation.

6. Bradley denies that B & B operated under her dominion and control.

7. Bradley admits the allegations in paragraph seven of the Petition.

8. Bradley admits the allegations in paragraph eight of the Petition.
9. Bradley admits the allegations in paragraph nine of the Petition.
10. Bradley admits the allegations in paragraph ten of the Petition.
11. Bradley admits the allegations in paragraph eleven of the Petition.
12. Bradley admits the allegations in paragraph twelve of the Petition.
13. Bradley admits the allegations in the first sentence of paragraph nine of the Petition. Bradley denies that she promised each grower a one-year money back guarantee.
14. Bradley admits the allegations in paragraph fourteen of the Petition.
15. Bradley denies the allegations in paragraph fifteen of the Petition.
16. Bradley is without sufficient knowledge or information as to the allegation in paragraph sixteen of the Petition, and therefore denies the allegation.
17. Bradley admits that she received a salary from B & B Worm Farms, Inc., and from that salary she paid personal expenses. Bradley denies that she made wire transfers to a relative's auto parts business in Arizona and that she made wire transfers to an adult entertainment enterprise in Las Vegas.
18. Bradley admits the allegation in paragraph eighteen.
19. Bradley is without sufficient knowledge or information as to the allegation in paragraph nineteen of the petition, and therefore denies the allegation.

20. Bradley is without sufficient knowledge or information as to the allegation in paragraph twenty of the petition, and therefore denies the allegation.

21. Bradley is without sufficient knowledge or information as to the allegation in paragraph twenty-one of the petition, and therefore denies the allegation.

22. Bradley is without sufficient knowledge or information as to the allegation in paragraph twenty-two of the petition, and therefore denies the allegation.

23. Bradley is without sufficient knowledge or information as to the allegation in paragraph twenty-three of the petition, and therefore denies the allegation.

24. Bradley admits that "B & B represented that worms were introduced into the [Organic Technologies] facility in March 2000 to clean up waste in the facility." Bradley is without sufficient knowledge or information as to the remaining allegations in paragraph twenty-four of the petition, and therefore denies the allegations.

25. Bradley admits the allegations in paragraph twenty-five of the Petition.

26. Bradley is without sufficient knowledge or information as to the allegation in paragraph twenty-six of the petition, and therefore denies the allegation.

27. Bradley is without sufficient knowledge or information as to the allegation in paragraph twenty-seven of the petition, and therefore denies the allegation.

28. Bradley admits the allegations in paragraph twenty-eight of the Petition.

29. Bradley is without sufficient knowledge or information as to the allegation in paragraph twenty-nine of the petition, and therefore denies the allegation.

30. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty of the petition, and therefore denies the allegation.

31. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty-one of the petition, and therefore denies the allegation.

32. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty-two of the petition, and therefore denies the allegation.

33. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty-three of the petition, and therefore denies the allegation.

34. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty-four of the petition, and therefore denies the allegation.

35. Paragraph thirty-five of the Petition does not contain allegations to which Bradley must answer.

36. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty-six of the petition, and therefore denies the allegation.

37. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty-seven of the petition, and therefore denies the allegation.

38. Paragraph thirty-five of the Petition does not contain allegations to which Bradley must answer.

39. Bradley is without sufficient knowledge or information as to the allegation in paragraph thirty-nine of the petition, and therefore denies the allegation.

40. Paragraph forty of the Petition does not contain allegations to which Bradley must answer.

41. Bradley is without sufficient knowledge or information as to the allegation in paragraph forty-one of the petition, and therefore denies the allegation.

42. Bradley is without sufficient knowledge or information as to the allegation in paragraph forty-two of the petition, and therefore denies the allegation.

43. Paragraph forty-three of the Petition does not contain allegations to which Bradley must answer.

44. Bradley is without sufficient knowledge or information as to the allegation in paragraph forty-four of the petition, and therefore denies the allegation.

45. Bradley is without sufficient knowledge or information as to the allegation in paragraph forty-five of the petition, and therefore denies the allegations in paragraph forty-five of the Petition.

AFFIRMATIVE AND OTHER DEFENSES

The Department has failed to state a claim upon which relief can be granted.

For the foregoing reasons, Bradley requests that the Court grant a judgment in her favor as to all claims presented in the Petition, and on them award her costs, reasonable attorney fees, and other such relief as the Court deems just and proper.

Dated: May 20, 2003

Respectfully submitted,


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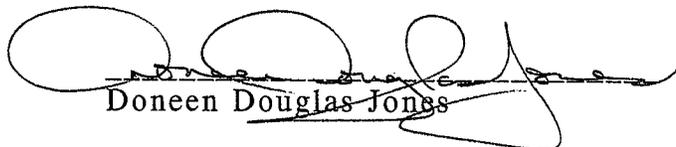
AND

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CERTIFICATE OF SERVICE

I hereby certify that on this the 20th day of May, 2003, a full, true, and correct copy of the above and foregoing instrument, "ANSWER OF LYNN BRADLEY" was sent by depositing same in the United States mail, with proper first-class postage there, to the following counsel of record at the following address:

Rebecca Cryer, Esq.
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102


Doneen Douglas Jones