

ORIGINAL



0000124848

Burton M. Bentley (Bar No.: 000980)  
THE BENTLEY LAW FIRM, P.C.  
5343 N. 16th St., Suite 480  
Phoenix, AZ 85016  
Phone: (602) 861-3055  
Fax: (602) 861-3230  
Attorney for Respondents

RECEIVED

2011 APR 27 A 10:54

BEFORE THE ARIZONA CORPORATION COMMISSION

In the matter of:

DOCKET No.: S-20792A-11-0114

WELDON BEALL, an unmarried man,

RESPONDENT'S ANSWER

WELDON LLC, an Arizona limited liability company,

Respondents.

In response to the Temporary Order to Cease and Desist and Notice of Opportunity for Hearing, the following named Respondents, Weldon Beall ("Beall") and Weldon LLC, by and through undersigned attorney, do hereby file their Answer pursuant to A.A.C. R14-4-303 and R14-4-305, and admit, deny and allege as follows:

1. Deny the allegations of Paragraph 1.
2. Admit the allegations of Paragraphs 2, 3 and 4.
3. Deny the allegations of Paragraph 5.
4. Admit the allegations of Paragraphs 6 and 7.
5. In answer to Paragraph 8, Respondents deny that Weldon Beall solicited money from anonymous investors none of whom are identified and therefore Respondents do not have information or knowledge sufficient to admit the truth of said allegations.

Arizona Corporation Commission

DOCKETED

APR 27 2011

DOCKETED BY [Signature]

6. Deny that the quoted sections accurately set forth the terms and conditions of the Agreements, the allegations are not specific as to particularly identified investors, and Respondents do not have knowledge or information sufficient to form a belief as to the truth of the allegations of Paragraph 9, and therefore deny same.

7. Admit the allegations of Paragraphs 10 and 11.

1           8.     Deny the allegations of paragraph 12, and thereon allege that at no time did  
2 Respondents confirm to any investors that there had occurred a meeting of the minds as to any  
3 contracts or contractual relationships between Respondents and casinos or other interested  
4 persons or legal entities, and Respondents reported only that a certain "interest" in the project  
5 had been expressed by some potential buyers of the patent pending, including the Seminoles  
6 who subsequently stole Respondents' ideas and had unlawfully infringed on Respondents'  
7 patent pending ideas.

8           9.     Deny the allegations of paragraph 13 in that Respondents do not have information  
9 or knowledge sufficient to form a belief as to the truth of said allegations, and thereon deny  
10 same and allege that Respondents never disclosed to any potential investor that Respondents'  
11 vault system of money display had ever been actually sold to anyone as no agreements had ever  
12 been signed and no money had ever been exchanged, all of which was in fact disclosed to all  
13 investors.

14           10.    Deny the allegations of paragraph 14 in that Respondents do not have information  
15 or knowledge sufficient to form a belief as to the truth of said allegations, and thereon deny  
16 same and allege that no agreements were backdated as there were no written agreements in  
17 existence to backdate.

18           11.    Respondents do not have information or knowledge sufficient to form a belief as  
19 to the truth of the allegations of paragraph 15 and thereon deny same and allege that all  
20 investors were well aware of Respondents' inadequate financial situation and knew and agreed  
21 that Respondents intended to use investors' money to pay for the expenses of both Weldon,  
22 LLC as well as the concomitant living expenses of Weldon Beall in order to complete the sale  
23 of the pending patent to a suitable third party buyer, namely a casino in Las Vegas, Nevada, or  
24 Atlantic City, New Jersey.

25           12.    Admit the allegations of paragraphs 16 and 17.

26           13.    Deny the allegations of Paragraphs 18, 19, 20, 21, 22, 23 and 24.

27           14.    Respondents deny any and all allegations as to which no response is given.  
28

1 **AFFIRMATIVE DEFENSES**

2 Pursuant to A.C.C. Rule 14-4-305 (F), Respondents set forth the following affirmative  
3 defenses.

4 a) Unconstitutionality under Article XV, Arizona Constitution, and failure to  
5 provide for a statute of limitations;

6 b) Lack of subject matter jurisdiction;

7 c) Respondents have not sold securities in violation of the Arizona Securities  
8 Act;

9 d) Respondents have not sold securities in a public offering that would subject  
10 them to the jurisdiction of the Arizona Securities Act or the Arizona Corporation Commission  
11 or its Division of Securities;

12 e) If Respondents sold securities, they were sold in a private offering, exempt  
13 from the requirements of ARS §§44-1941 and 44-1942 et seq. and exempt from registration  
14 under Section 4(2) of the Securities Act of 1933, and ARS §44-1844(1);

15 f) No securities were sold by Respondents in violation of ARS §44-1991;

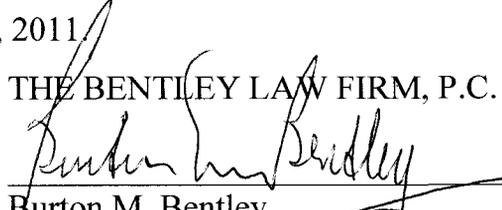
16 g) No Cease and Desist Order is necessary and the issuance of a Cease and  
17 Desist Order is also superfluous as Respondents have not taken any money from investors nor  
18 solicited investors since December 2008, more than 2 years ago, nor do Respondents intend to  
19 solicit funds from investors without full compliance with the Arizona Securities Act and the  
20 Securities Act of 1933, as amended;

21 h) Concurrently with the filing of this Answer, Respondents are filing their  
22 Request For Hearing pursuant to A.C.C Rules 14-4-305 and 14-4-306.

23 WHEREFORE having answered the allegations set forth, Respondents ask that the  
24 Commission take nothing by its allegations, that all requested relief be denied in toto, and that  
25 the Hearing as requested by Respondents be heard as and when scheduled by the Commission.

26 DATED this 26<sup>th</sup> day of April, 2011.

27 THE BENTLEY LAW FIRM, P.C.

28   
Burton M. Bentley  
Attorney for Respondents

1 Original and thirteen (13) copies  
2 hand-delivered this 21 day of  
3 April, 2011, to:

4 Docket Control  
5 Arizona Corporation Commission  
6 1200 West Washington  
7 Phoenix, Arizona 85007

8 Copy of the foregoing mailed  
9 this 21 day of April, 2011, to:

10 Wendy Coy  
11 Staff Attorney  
12 Arizona Corporation Commission  
13 Securities Division  
14 1300 W. Washington, 3rdFloor  
15 Phoenix, AZ 85007

16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
