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ARIZONA CORPORATION COMMISSION
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Arizona Corporation Commission

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SEP 14 2012

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Counsel for Respondents

BEFORE THE ARIZONA CORPORATION COMMISSION

In the matter of:

Docket No. S-20854A-12-0367

13 TRUE NORTH BUSINESS VENTURES LLC, a
 14 Wyoming limited liability company; and
 15 MARVIN QUINTON WILSON and KRISTA
 16 DIANNE WILSON, husband and wife,

**RESPONDENTS' ANSWER TO
NOTICE OF OPPORTUNITY
FOR HEARING**

Respondents.

18 Respondents True North Business Ventures LLC ("TNBV"), a Wyoming limited liability
 19 company, and Marvin Quinton Wilson ("Wilson") and Krista Dianne Wilson, husband and wife
 20 (collectively "Respondents") herein answer or otherwise respond to the allegations of the Securities
 21 Division of the Arizona Corporation Commission ("Commission") set forth in the August 15, 2012
 22 Notice of Opportunity for Hearing Regarding Proposed Order to Cease and Desist, Order for
 23 Restitution, Order for Administrative Penalties, and Order for Other Affirmative Action ("NOH").

25 Respondents herein specifically deny that they have engaged in any acts, practices, or
 26 transactions that constitute violations of the Securities Act of Arizona, A.R.S. § 44-1801, *et seq.*
 27 ("Securities Act"), and deny all allegations not expressly admitted herein.

1 16. Answering paragraph 16 of the NOH, Respondents deny said paragraph. The charge
2 back ratio didn't grow to 15 to 20% until late 3rd quarter 2011 and was never deemed to be
3 considered for "unauthorized activity".

4 17. Answering paragraph 17 of the NOH, Respondents deny said paragraph.

5 18. Answering paragraph 18 of the NOH, Respondents deny said paragraph.

6 19. Answering paragraph 19 of the NOH, Respondents deny said paragraph.

7 20. Answering paragraph 20 of the NOH, Respondents admit that TNBV hired in-house
8 legal counsel Paul Lycos for the purposes of maintaining state and federal compliance; as well as
9 revamping the company's new hire handbook/HR issues; deny each and every other allegation of
10 said paragraph.

11 21. Answering paragraph 21 of the NOH, Respondents admit that TNBV sent the
12 "FRAUD UPDATE" letter to clients but allege that the contents of the "FRAUD UPDATE" letter
13 speaks for itself and deny any characterization of the "FRAUD UPDATE" letter.

14 22. Answering paragraph 22 of the NOH, Respondents admit that TNBV sent the
15 "FRAUD UPDATE" letter to clients but allege that the contents of the "FRAUD UPDATE" letter
16 speaks for itself and deny any characterization of the "FRAUD UPDATE" letter.

17 23. Answering paragraph 23 of the NOH, Respondents deny said paragraph.

18 24. Answering paragraph 24 of the NOH, Respondents admit the existence of the TNBV
19 Bond Prospectus, which was drafted by legal counsel, but allege that the contents of the TNBV
20 Bond Prospectus speaks for itself and deny any characterization of the TNBV Bond Prospectus.

21 25. Answering paragraph 25 of the NOH, Respondents admit said paragraph.

VII. AFFIRMATIVE DEFENSES.

38. Respondents allege that the Commission lacks personal jurisdiction over Respondents.

39. Respondents allege that the Commission lacks subject matter jurisdiction over this matter.

40. Respondents allege that the NOH fails to state a claim upon which relief can be granted, and that this matter should be dismissed in its entirety with prejudice.

41. Respondents allege that no securities are involved in the alleged transactions.

42. Respondents allege that to the extent the bonds are determined to be securities, Respondents and the bonds are exempt or except from the registration and/or licensing provisions of the Securities Act.

43. Respondents allege that all of their actions were taken for a proper purpose and that they have not taken any improper actions within or from the State of Arizona.

44. Respondents allege that the claims in the NOH are barred by the applicable statute of limitations.

45. Respondents allege that the claims in the NOH are barred by the doctrines of waiver, estoppel, laches, unclean hands, and contributory negligence.

46. Respondents allege that the claims in the NOH are barred by assumption of risk.

47. Respondents allege that the Commission has failed to allege securities fraud with reasonable particularity as required by Rule 9(b) of the Arizona Rules of Civil Procedure.

48. Respondents allege that they did not know, nor could they have known through the exercise of reasonable care, of any alleged untrue statements or material omissions as alleged in the NOH.

1 49. Respondents allege that they have not acted with the requisite scienter.

2 50. Respondents allege that they have not employed a device, scheme or artifice to
3 defraud in connection with the offer, purchase, or sale of any security.

4 51. Respondents allege that they have not made any misrepresentations or omissions,
5 material or otherwise.

6 52. Respondents allege that they have acted in good faith and did not directly or
7 indirectly induce the conduct at issue.

8 53. Respondents allege that the alleged investors have suffered no injuries or damages as
9 a result of Respondents' acts

10 54. Respondents allege that they have caused no damages.

11 55. Respondents allege that the investors relied on other culpable parties in connection
12 with the matters at issue in this NOH.

13 56. Respondents allege that restitution is barred because the damages, if any, were
14 caused by the investors' own acts or omissions and/or by the investors' failure to mitigate their
15 damages.

16 57. Respondents allege that the claims in the NOH are barred, in whole or in part,
17 because investors' damages, if any, were caused by the intervening and superseding acts of others
18 over whom Respondents have no control, and for whose acts Respondents are not legally
19 answerable.

20 58. Respondents allege that the claims in the NOH are barred, in whole or in part,
21 because of mutual mistake.

22 59. Respondents allege that the claims in the NOH are barred, in whole or in part,
23 because of payment, accord, and satisfaction.

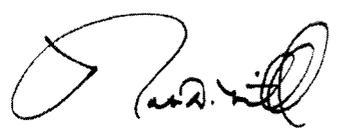
1 ORIGINAL of the foregoing filed on or
2 about this 14th day of September, 2012 with:

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

7 COPIES of the foregoing mailed
8 on or about 14th day of September, 2012 to:

9 Honorable Marc E. Stern
10 Administrative Law Judge
11 Arizona Corporation Commission
12 Hearing Division
13 1200 West Washington Street
14 Phoenix, Arizona 85007

15 Steven Briggs, Esq.
16 Arizona Corporation Commission
17 Securities Division
18 1300 West Washington Street, Third Floor
19 Phoenix, Arizona 85007-2996



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true north/pldgs/answer to noh