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Attorneys for Frank Gillen

**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

CITY LIPPS COSMETICS, LLC;
CITY LIPPS MARKETING, LLC;
JORY C. ALLEN;
CHAD D. WRIGHT; and
FRANK J. GILLEN;

Respondents.

**ANSWER TO ORDER TO SHOW
CAUSE**

Docket No. SD.06.0068
Docket No. SD.06.0069
Docket No. SD.06.0070
Docket No. SD.06.0071
Docket No. SD.06.0072

The Respondent, Frank J. Gillen, by and through his attorney, Gregory G. Skordas, hereby responds to the Order to Show Cause. With respect to each of the named paragraphs, Frank Gillen responds as follows:

1. Admit.
2. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
3. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.

4. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
5. Admit.
6. Admit.
7. Deny.
8. Admit.
9. Admit.
10. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
11. Admit.
12. Admit.
13. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
14. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
15. Deny.
16. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
17. Admit.
18. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.

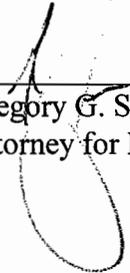
19. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
20. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
21. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
22. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
23. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
24. Deny.
25. Deny.
26. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
27. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
28. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
29. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
30. Deny.

31. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
32. Admit.
33. Deny.
34. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
35. Deny.
36. Deny.
37. Admit.
38. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
39. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
40. Admit.
41. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
42. Deny.
43. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
44. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.

45. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
46. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.
47. The Respondent has no information upon which to either admit or deny the allegations, and thereby denies the same.

DATED this 2 day of May, 2007.

SKORDAS, CASTON & HYDE, LLC

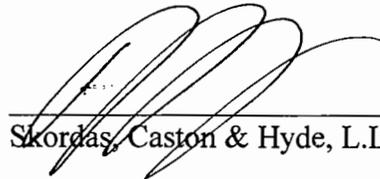


Gregory G. Skordas
Attorney for Respondent Frank Gillen

CERTIFICATE OF SERVICE

I hereby certify that on the 2 day of May, 2007, I mailed a true and correct copy of the foregoing ANSWER TO ORDER TO SHWO CAUSE, by United States first class mail, postage pre-paid, to the following:

Division of Securities
Utah Department of Commerce
160 East 300 South
P.O. Box 146760
Salt Lake City, Utah 84114-6760


Skordas, Caston & Hyde, L.L.C.