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Department of Commerce
Division of Securities

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Attorneys for Respondents

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

IN THE MATTER OF:	**ANSWER**
PROCESSING PROGRAMS and BRADLEY R. KEYSER,	Case Nos. SD-06-0073 SD-06-0074
Respondents.	

Respondents Processing Programs and Bradley R. Keyser ("Keyser") hereby appear through counsel and Answer the Order to Show Cause as follows:

FIRST DEFENSE

The Order fails to state a claim against Keyser upon which the Utah Division of Securities (the "Division") would be entitled to relief.

SECOND DEFENSE

Keyser answers the specific allegations of the Order to Show Cause as follows:

1. Respondents admit the allegations of paragraphs 1, 5, 7, 8, 9, 10, 11, 12, 13, 14, 21, 22, 26, 30, and 32.a.

2. Respondents deny the allegations of paragraphs 20, 27, 28, 31, 32.b., 32.c., 32.d., 32.e., and 33.

3. Respondents do not have sufficient knowledge to form a belief as to the veracity of the allegations of paragraphs 2, 3, and 18 of the Order to Show Cause, and therefore deny the same.

4. Regarding paragraph 4, Respondents admit that they solicited investments from investors totalling $130,000.00, but denies the balance of the allegations of this paragraph.

5. Regarding paragraph 6 Respondents admit that Keyser did not disclose certain of the information alleged in the paragraph, but affirmatively states that such information was either not material to the investment or that he was under no duty to make a disclosure.

6. Regarding paragraph 9, Respondents admit that Keyser made certain of the representations described in the paragraph, but states that such representations were true and correct at the time they were made. Respondents state that it was Herbalife, and not USANA, that had already signed up for Processing Programs' services.

7. Regarding paragraph 15, Respondents state that Keyser does not recall the specifics of this request, but acknowledges that J.W. asked to withdraw his investment.

8. Regarding paragraph 16, Respondents state that Keyser did indicate that he would request a return of the investment and forwarded the request to Cybacom, but Cybacom's business had not materialized as intended, and it was unable to repay the investment.

9. Regarding paragraph 17, Respondents admit that the investment has not been repaid, and deny the balance of the allegations.

10. Regarding paragraph 19, Respondents admit that a portion of the investments went to the payment of his expenses, but affirmatively states that the intent of the investment was to enable him to meet personal expenses while serving the interests of the business.

11. Regarding paragraph 23, Respondents admit that Keyser told J.H. that he was in the process of securing the two valuable accounts, but deny the balance of the allegations.

12. Regarding paragraphs 24 and 25, Respondents admit that the representations were made to J.H., but deny that such allegations were false when made.

13. Respondents answer the allegations of paragraph 29 by incorporating their responses to the respective paragraphs herein.

THIRD DEFENSE

Respondents did not misrepresent or omit to disclose any material issues of fact, but provided full and fair disclosure of such facts to the investors.

FOURTH DEFENSE

Respondents performed all material terms of the investment contract.

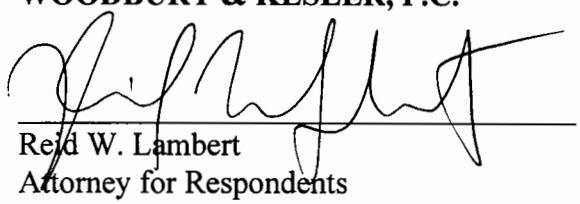
FIFTH DEFENSE

Respondents acted at all times in good faith.

WHEREFORE, Respondents request that the Order to Show Cause be denied, and that the matter be dismissed in full, with such additional relief to the Respondents and the Director of the Division may deem appropriate.

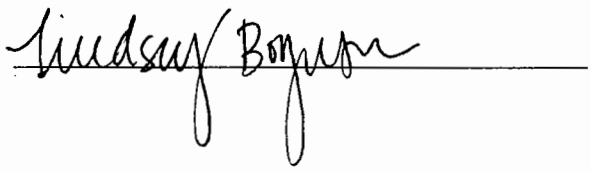
DATED this 20th day of November, 2006.

WOODBURY & KESLER, P.C.



Reid W. Lambert
Attorney for Respondents

CERTIFICATE OF DELIVERY

This certifies that I did deliver a true and correct copy of the above Answer to the following by first class U.S. mail this 20th day of November, 2006:

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