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Attorney for Respondent

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

IN THE MATTER OF:

BRADLEY GRANT KITCHEN

Respondent.

**RESPONSE TO ORDER TO SHOW
CAUSE**

Docket No. SE-08-0022

The Respondent, Bradley Grant Kitchen, hereby responds to the Order to Show Cause issued by the Division of Securities, Utah Department of Commerce (here and after "Division"). Respondent answers as follows:

FIRST AFFIRMATIVE DEFENSE

The Division fails to state a claim for which relief can be granted.

ANSWERS TO SPECIFIC ALLEGATIONS

1. Respondent admits that the Division has subject matter jurisdiction over violations of § 61-1-1(securities fraud) of the Utah Uniform Securities Act but denies he violated the Act in connection with the offer and sale of a security as alleged in Paragraphs 2-12 of the Order to Show Cause.

2. Admit.
3. Deny.
4. Admit.
5. Admit.
6. Respondent neither admits nor denies as the document speaks for itself.
7. Respondent admits the portion of the allegation that DL sent \$283,051.02 to Alliance Title Company and \$316, 948.98 to Respondent's bank account via wire transfer. Respondent neither admits nor denies the Division's characterization of the transaction as an investment and affirmatively alleges this allegation calls for a legal conclusion.
8. Admit.
9. Admit.
10. Admit.
11. Admit.
12. Admit in so far as DL was given the opportunity to elect which property would be used to secure the loan and made no election.

CAUSES OF ACTION

COUNT 1

Securities Fraud under § 61-1-1 of the Act

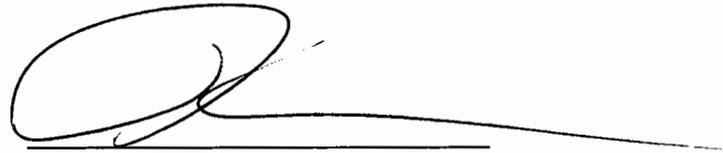
13. Respondent incorporates and re-alleges Paragraphs 1-12.
14. Respondent neither admits nor denies and affirmatively alleges that this allegation calls for a legal conclusion.
15. Respondent denies the allegation in so far as it states that he made false

statements.

- a. Respondent neither admits nor denies the allegation as the document speaks for itself
 - b. Respondent neither admits nor denies the allegation as the document speaks for itself
16. Respondent denies in so far as the allegation states that sub paragraphs (a) through (b) are material omissions that Respondent had a legal duty to disclose.
- a. Deny.
 - b. Admit.
 - c. Admit.
 - d. Deny.
17. Respondent neither admits nor denies the allegation and affirmatively alleges that this allegation calls for a legal conclusion.

DATED this 31st day of March 2008.

SKORDAS, CASTON & HYDE

A handwritten signature in black ink, appearing to read 'Rebecca C. Hyde', is written over a horizontal line. The signature is stylized with a large loop at the beginning and a long, thin tail extending to the right.

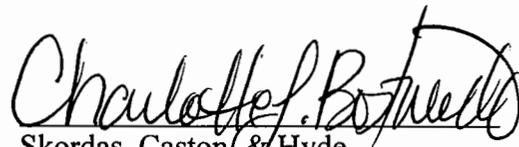
Rebecca C. Hyde

CERTIFICATE OF SERVICE

I hereby certify that on the 31st day of March, 2008, a true and correct copy of the foregoing RESPONSE TO ORDER TO SHOW CAUSE, by Hand Delivery to the following:

Jeff Buckner
Assistant Attorney General
160 East 300 South, Fifth Floor
Salt Lake City, Utah 84114

Administrative Court Clerk
c/o Pam Radzinski
Division of Securities
160 East 300 South, Second Floor
Salt Lake City, Utah 84114


Skordas, Caston & Hyde