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

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IN THE MATTER OF:	)	RESPONSE TO ORDER TO SHOW CAUSE
D.L. JOHNSON CO., LLC	)	Docket No. SD-08-0067
DAVID LYNN JOHNSON	)	SD-08-0068
Respondents.	)	
	)	

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Come now the respondents above by and through counsel, and in response to the order to show cause filed in the above matter, answer and reply as follows:

1. Respondents admit the jurisdiction of the Division as alleged in paragraph 1 but deny that they have violated Section 61-1-1 of the Securities Act.

2. Respondents admit paragraph 2.

3. Respondents admit paragraph 3.

4. Respondents admit paragraph 4.

5. Respondents admit that David Johnson attended a meeting on or about March 12, 2008 as alleged in paragraph 5 but alleges that the meeting was organized by Xtra Source and deny the remaining allegations.

6. Respondents admit paragraph 6.

7. Respondents admit that David Johnson made a number of statements of the nature or type alleged in paragraph 7 that described his investment activities but alleges that many of the exact statements set forth in paragraph 7 are taken out of the context in which they were made

and deny the remaining allegations of paragraph 7.

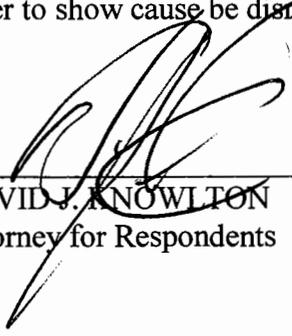
8. Respondents admit paragraph 8.
9. Respondents admit paragraph 9.
10. Respondents admit paragraph 10.
11. Respondents admit paragraph 11.
12. Respondents deny paragraph 12.
13. Respondents deny paragraph 13.
14. Respondents deny paragraph 14.
15. Respondents deny paragraph 15.
16. No answer is required to paragraph 16.
17. Defendants deny paragraph 17.
18. Defendants deny paragraph 18.
19. Defendants deny paragraph 19.
20. Defendants deny paragraph 20.

#### FIRST AFFIRMATIVE DEFENSE

That any investment or securities offered by respondents, if any, were made on behalf of Xtra Source and constituted a private placement to accredited investors exempt from registration under the Utah Securities Act.

Wherefore, respondents pray that the order to show cause be dismissed.

Dated this 22<sup>nd</sup> day of July, 2008.

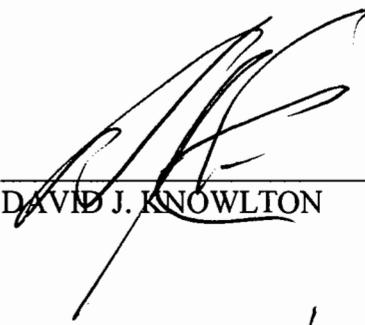
  
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DAVID J. KNOWLTON  
Attorney for Respondents

CERTIFICATE OF MAILING

Certify mailing a true and correct copy of the foregoing to counsel for the Securities

Division this 22<sup>nd</sup> day of July, 2008, postage prepaid, as follows:

Jeff Buckner  
Assistant Attorney General  
160 East 300 South, 5<sup>th</sup> floor  
Box 140872  
Salt Lake City, Utah 84114-0872



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DAVID J. KNOWLTON