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

IN THE MATTER OF:)	RESPONSE TO ORDER TO SHOW
)	CAUSE
)	
INDIAN OIL, INC., and MICHAEL)	
LES KESLER,)	Docket N. SD-09-0008
)	Docket N. SD-09-0009
Respondents.)	
)	

The Respondent, Michael Les Kesler, by and through his counsel, Matthew P. Jube, Esq., of Young, Kester and Petro, submits the following Answer and Response to the Order to Show Cause filed by the Division in this matter.

FIRST AFFIRMATIVE DEFENSE

The Order to Show Cause fails to state a cause of action upon which relief can be granted.

SECOND DEFENSE

Answering the specific allegations contained in the Order to Show Cause, the Respondent, Michael Les Kesler, admits and denies as follows:

1. The Respondent denies the allegations of Paragraph 1.
2. With regard to Paragraph 2, the Respondent admits that Indian Oil was registered on November 28, 1986, that its corporate status expired on February 24, 2005. Further, Respondent admits that the corporate status of Indian Oil was reinstated in 2005 and that it expired again on February 28, 2008. Further, Respondent admits that the principal place of business of Indian Oil has been Utah County, State of Utah. Otherwise the all allegations contained in the paragraph are denied.
3. Respondent admits the allegations of Paragraph 3.
4. Respondent denies the allegations of Paragraphs 4 and 5.
5. Respondent admits, with regard to paragraph 6, that he was conversant in a process to convert crude oil and used motor oil into a low grade diesel fuel, but otherwise denies the allegations contained in Paragraph 6.
6. Respondent denies the allegations of Paragraph 7.
7. The Respondent is without sufficient information at this time to admit or deny the allegations of Paragraph 8 of the Order to Show Cause and therefore the allegations are denied.
8. The Respondent denies the allegations of Paragraphs 9, 10, 11, 12, 13, 14, 15, 16 and 17. Respondent claims without a clear identification of the alleged investor, that the Respondent cannot specifically respond to the allegations relating thereon.
9. The Respondent denies the allegations of Paragraphs 18, 19, 20, 21, 22, 23, 24, 25,

26, 27 and 28. Respondent claims without a clear identification of the alleged investor, that the Respondent cannot specifically respond to the allegations relating thereon.

10. The Respondent denies the allegations of Paragraphs 29, 30, 31, 32, 33, 34, 35, 36, 37 and 38. Respondent claims without a clear identification of the alleged investor, that the Respondent cannot specifically respond to the allegations relating thereon.

11. Respondent denies the allegations of Paragraphs 39, 40, 41, 42, 43.

12. Respondent denies the allegations of Paragraphs 44, 45, 46, 47 and 48.

SECOND AFFIRMATIVE DEFENSE

The Respondent, Michael Kesler, never issued any Indian Oil Stock to any investor.

THIRD AFFIRMATIVE DEFENSE

The Respondent specifically did not offer any investment to the number of persons required to invoke the jurisdiction of the Division under the statute relied upon in the Order to Show Cause.

FOURTH AFFIRMATIVE DEFENSE

The Respondent should be relieved of any further response to the Order to Show Cause until the information upon which the Order to Show Cause is based, is provided to Respondent and his counsel. The failure of the Division to use names and specific allegations of time and place frustrates any effort to respond specifically to the allegations in this case.

FIFTH AFFIRMATIVE DEFENSE

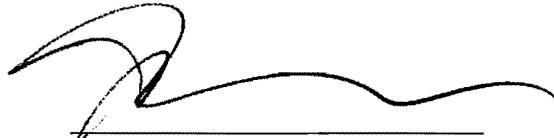
The Respondent was not an officer of Indian Oil and/or was not in control thereof at the

critical times outlined in the Order to Show Cause.

WHEREFORE, the Respondent prays that the Order to Show Cause be dismissed and the Respondent relieved of any further obligation to respond thereto.

Dated this 9th day of March, 2009.

YOUNG, KESTER & PETRO



MATTHEW P. JUBE, ESQ.

Attorneys for Respondent Michael Kesler

MAILING CERTIFICATE

I certify that a copy of the foregoing was mailed, postage prepaid, to the following, on the 10 day of March, 2009.

Administrative Court Clerk
c/o Pam Radzinski
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