Mark W. Pugsley (8253)
RAY QUINNEY & NEBEKER
36 South State Street, 14th Floor
Salt Lake City, Utah 84145-0385
Telephone: (801) 532-1500
Facsimile: (801) 532-7543
mpugsley@rqn.com

Attorneys for Respondents VYSN Capital, LLC and Shawn B. Smart

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

IN THE MATTER OF: RIDGELAND WYOMING, INC., VYSN CAPITAL, LLC, BRYAN R. FARRIS, SHAWN BLAINE SMART, AND GARY FRANK LAWYER, Respondents.	**ANSWER TO ORDER TO SHOW CAUSE** Docket No. SD-11-0052 Docket No. SD-11-0053 Docket No. SD-11-0054 Docket No. SD-11-0055 Docket No. SD-11-0056

Respondents Vysn Capital, LLC ("Vysn") and Shawn Blaine Smart ("Smart") (collectively referred to herein as "Respondents"), by and through their undersigned counsel of record, hereby respond to the Order to Show Cause filed by the Utah Department of Commerce, Division of Securities ("Division") and allege as follows:

STATEMENT OF JURISDICTION

1. Denied.

STATEMENT OF FACTS

2. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

3. Respondents deny that Vysn Capital LLC is a Utah Corporation; in fact it is a Delaware Corporation. Respondents admit that Smart and Jim McGregor were managers of Vysn and that Vysn has never been registered to sell securities.

4. Respondents are informed and believe that Bryan Farris ("Farris") is a Utah resident, and records of the Utah State Bar show that he is an attorney licensed to practice law in Utah. Respondents lack information and belief sufficient to either admit or deny the remaining allegations in this paragraph and therefore deny the same.

5. Admitted.

6. Respondents are informed and believe that Gary Lawyer ("Lawyer") is a Utah resident. Respondents lack information and belief sufficient to either admit or deny the remaining allegations in this paragraph and therefore deny the same.

General Allegations

7. Denied with respect to these Respondents. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph with respect to the other respondents and therefore deny the same.

8. Denied.

9. Denied. Upon information and belief both of the purported "victims" in this case, which are referred to as investors RJ and MG, have received most or all of their money back and have also received substantial tax benefits from this investment.

Investor R. J.

10. Denied. In fact, in February of 2007 RJ contacted Lance Schiffman about an opportunity to invest in his Real Estate development in Hawaii. The managers of Vysn met with RJ in Utah County at Thanksgiving Point and received RJ's presentation on his Hawaii investment. Following RJ's presentation, RJ asked what Vysn was working on. They said they were working with a group called Ridgeland and if RJ was interested Vysn would put him in direct contact with Ridgeland. RJ said he was interested, so Vysn made a call to Bryan Farris (President of Ridgeland) who drove over and presented Ridgeland's Moorcroft Project to RJ. That was the only time Vysn met with RJ.

11. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

12. Denied. Smart did not make any presentation at the meeting and did not make any of the statements he is alleged to have made in subparagraphs a through m. This was Ridgeland's investment and Smart does not work for Ridgeland. In fact it was Farris who made the presentation to RJ.

13. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same. Respondents further aver that any and all documents, disclosures and agreements that were provided to RJ were given to him by Ridgeland, not Smart or Vysn.

14. Denied, Smart did not make these statements. Moreover, RJ signed a Subscription Booklet stating that he only relied on the information in the disclosure documents to make his investment.

15. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

16. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

17. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

18. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

Investor M.G.

19. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

20. Denied. Smart never had any discussions regarding any oil and gas deal whatsoever with MG.

21. Denied. In April 2007 MG called Smart, MG asked Smart if he could come by his office sometime. McGregor and Smart came by his office and after a tour MG asked Vysn to deliver a *sealed envelope* of documents to Ridgeland. Smart and Vysn did not provide these documents to MG and did not solicit any funds from him. MG said he was investing only because his friend RJ was investing with Ridgeland.

22. Denied. Smart did not make any presentation to MG and did not make any statements to him at this meeting. Smart and Vysn also did not give him an operating agreement or subscription agreement. Whatever information MG had would have been delivered to him by Ridgeland in advance of this meeting.

23. Denied. Moreover, in connection with his investment MG signed a Subscription Booklet stating that he only relied on the information in the documents to make his investment.

24. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same. Respondents further aver that MG could not have received a subscription agreement at this time in exchange for his funds since Ridgeland would have had to sign and accept the subscription agreement and indicate MG's percentage of ownership.

25. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny the same.

26. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph, including the sub paragraphs, and therefore deny the same.

CAUSES OF ACTION

Securities Fraud under § 61-1-1 of the Act
(Investor R.J.)
(Respondents Ridgeland, Vysn, Farris and Smart)

27. Respondents incorporate their responses to the preceding paragraphs as if fully set forth herein.

28. Denied.

29. Denied.

30. Denied.

Securities Fraud under § 61-1-1 of the Act
(Investor M.G.)
(Respondents Ridgeland, Vysn, Farris and Smart)

31. Respondents incorporate their responses to the preceding paragraphs as if fully set forth herein.

32. Denied.

33. Denied.

34. Denied.

Unlicensed Agents under § 61-1-3 of the Act
(Respondents Ridgeland, Vysn, Farris and Lawyer)

35. Respondents incorporate their responses to the preceding paragraphs as if fully set forth herein.

36. Denied.

37. Admitted.

38. Denied.

39. Respondents lack information and belief sufficient to either admit or deny the allegations in this paragraph, including the sub paragraphs, and therefore deny the same.

False Statements to the Division under § 61-1-16 of the Act

40. Admitted.

41. Denied and aver that Vysn did not know and still does not know what documents were eventually provided in the offering to investors. Moreover, in the meeting it was respondents' counsel who made these statements, not Respondents.

42. Admitted, but the quote in the referenced email is taken out of context. In his response to this email Farris confirmed that the documents had not been completed yet.

AFFIRMATIVE DEFENSES

Respondents Vysn and Smart assert the following affirmative defenses:

1. The Order to Show Cause fails to state facts sufficient to constitute causes of action and/or claims for relief;

2. The claims are barred by the doctrines of waiver, ratification, laches, and estoppel;

3. The offering materials were not prepared by Respondents and they had no control of the disclosures that were or were not made;

4. Respondents acted in good faith,

5. Investors MG and RJ exercised independent due diligence and were fully informed of the risks in each of the investment products at issue;

6. The alleged causes of action may be barred by applicable statues of limitations;

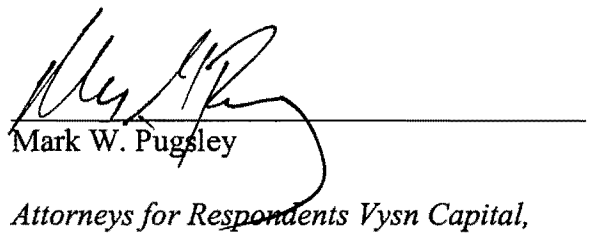
7. Investors RJ and MG did not suffer any losses with respect to the investment described in the Order to Show Cause;

8. Investors RJ and MG were accredited, sophisticated investors who met all of the requisite investor requirements for the investments at issue herein.

9. Respondents reserve the right to amend this answer and raise additional Affirmative Defenses if, during the course of discovery, information comes to their attention that would, in good faith, allow for the raising of such affirmative defenses.

DATED this 10th day of October 2011.

RAY QUINNEY & NEBEKER P.C.



Mark W. Pugsley

Attorneys for Respondents Vysn Capital, LLC and Shawn Smart

1155063

CERTIFICATE OF SERVICE

I hereby certify on this 10th day of October 2011, a true and correct copy of the **ANSWER TO ORDER TO SHOW CAUSE** was served by U.S. First Class Mail, postage prepaid, to the following:

Keith Woodwell
Director
DIVISION OF SECURITIES
UTAH DEPARTMENT OF COMMERCE
160 East 300 South, 2nd Floor
Post Office Box 146760
Salt Lake City, Utah 84114-6760

Jeffrey S. Buckner
Assistant Attorney General
UTAH ATTORNEY GENERAL'S OFFICE
160 East 300 South, 5th Floor
Post Office Box 140872
Salt Lake City, Utah 84111

Joseph M. Hepworth
FILLMORE SPENCER LLC
3301 North University Avenue
Provo, Utah 84604

1155063