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Utah Department of Commerce
Division of Securities

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Attorneys for Ridgeland Wyoming, Inc. and Bryan R. Farris

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, and
SHAWN BLAINE SMART**

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 Ridgeland Wyoming, Inc. ("Ridgeland") and Bryan R. Farris ("Farris") (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.
2. Admitted.
3. Respondents lack information and belief sufficient to either admit or deny the

allegations in this paragraph and therefore deny the same.

4. Admitted.

5. Respondents are informed and believe that Shawn Blaine Smart was, at all relevant times, a resident of Utah. Respondents lack information and belief sufficient to either admit or deny the remaining allegations in this paragraph and therefore deny the same.

General Allegations

6. Denied.

7. Denied.

8. Denied.

Investor R.J.

9. Admitted.

10. Admitted.

11. Admitted with respect to the fact that Farris was the primary presenter at the meeting.

Partly admitted and partly denied with respect to the other part:

a. Denied.

b. Denied.

c. Denied.

d. Admitted.

e. Denied.

f. Admitted.

g. Denied.

h. Admitted.

i. Admitted.

j. Admitted.

k. Denied.

12. Denied.

13. Denied.

14. Admitted.

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

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

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

Investor M.G.

18. Denied.

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

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

21. Respondents lack personal information and belief sufficient to either admit or deny the allegations in this paragraph and therefore deny all of them.

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

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

24. Admitted.

CAUSES OF ACTION

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

(Investor R.J.)

(Respondents Ridgeland, VYSN, Farris and Smart)

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

26. Denied.

27. Denied.

28. Denied.

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

(Investor M.G.)

(Respondents Ridgeland, VYSN, Farris and Smart)

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

30. Denied.

31. Denied.

32. Denied.

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

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

34. Denied.

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

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

37. Denied.

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

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

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

40. Respondents deny allegations in this paragraph and affirmatively assert that the document speaks for itself.

AFFIRMATIVE DEFENSES

Respondents Ridgeland and Farris 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;
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2. A sale of an interest in the oil wells was not a sale of a security but a real property.
3. The claims are barred by the doctrines of waiver, ratification, laches and estoppel;
4. The offering materials were not prepared by Respondents and they had no control of the disclosures that were or were not made by VYSN.
5. Respondents acted in good faith.
6. Investors MG and RJ exercised independent due diligence and were fully informed of the risks in each of the investment products at issue;
7. The alleged causes of action may be barred by applicable statutes of limitations;
8. Investors RJ and MG did not suffer any losses with respect to the investment described in the Order to Show Cause. They received their investment back as well as tax benefits.
9. Investors RJ and MG were accredited, sophisticated investors who met all of the requisite investor requirements for the investments at issue herein.
10. Respondents relied on representations of VYSN that it was going to provide funding for the whole project.

DATED this 22nd day of March, 2012.

FILLMORE SPENCER, LLC



Mark D. Stubbs
Attorneys for Ridgeland Wyoming, Inc.
and Bryan R. Farris

CERTIFICATE OF SERVICE

I certify that I served a true and correct copy of the **ANSWER TO ODER TO SHOW**
CAUSE via U.S. Mail, postage prepaid, on March ^{22nd} __, 2012 upon the following:

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