SEB Legal
Sam Bell (10791)
Jalyn Peterson (12624)
2225 East Murray Holladay Rd., Suite 111
Salt Lake City, UT 84117
(801) 449-9749
(801) 274-0049 Fax
jalyn@seblegal.com
Attorneys for Respondent

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

IN THE MATTER OF: **JARED BRENT MUIR,** **Respondent.**	**RESPONSE TO ORDER TO SHOW CAUSE** **Docket No. SD-13-0008**

Respondent, by and through counsel, hereby submits his response to the Division of Securities Order to Show and requests relief from the tribunal of a full dismissal, with prejudice, all of the Division's claims against him.

STATEMENT OF FACTS

1. Respondent is a resident of Utah.

2. Respondent has never been licensed in any State in any capacity in the securities industry.

3. Respondent is a former employee of the Armando Montelongo Companies ("AMC") in Fontana, California where he mentored real estate investors.

4. One of Respondent's co-workers at AMC was Calvin Leffler ("Leffler"), who owns a company called U.S. Tiger, Inc.

5. Respondent also lived with Leffler and they spent time together socially.

6. As a result of their friendship, Respondent knew that Leffler was looking for $80,000 in capital for U.S. Tiger Inc.'s production of medical spoons.

7. Respondent is not now, nor has he ever been, an employee, member, shareholder, manager, director, agent, contractor, partner, or any type of principal of U.S. Tiger, Inc.

8. In August 2011, one of Respondent's mentees at AMC was complainant, L.G.

9. The mentoring program at AMC consisted of 2 phone calls and a 3-day training session.

10. At no time during the initial 2 phone calls or the 3-day training program with L.G. did Respondent ever mention U.S. Tiger, Inc. or Leffler's search for capital.

11. After the mentoring program was complete, L.G. continued to initiate contact with Respondent and they spent time together socially, usually going out for drinks and a meal. Leffler was present at some of their social interactions. Between the end of their relationship as formal mentor/mentee through AMC in August 2011 and October 2011 Respondent and L.G. became friends and had several social interactions.

12. Because Respondent knew that L.G. had a career in the medical profession, at some point during their social interactions, Respondent mentioned to L.G, that Leffler's company, U.S. Tiger, Inc., was going to start producing medical spoons and Leffler needed a loan for $80,000 in order to start the spoon production.

13. L.G. expressed interest in Leffler's business and Respondent suggested to L.G. that she should contact Leffler directly and should carefully perform due diligence prior to lending U.S. Tiger, Inc., money.

14. Sometime in October 2011, Respondent facilitated a phone call between his friends, L.G. and Leffler, so the two of them could talk more about L.G.'s interest in loaning Leffler money for U.S. Tiger, Inc.

15. Respondent was not involved in any part of the transactions between Leffler, U.S. Tiger, Inc., or the complainants and had no knowledge of any of the terms they discussed amongst themselves.

16. L.G. solicited S.S. about investing funds with U.S. Tiger, Inc. Respondent did not know S.S. until meeting Lefler, L.G., and S.S. for drinks and dinner in November 2011.

17. Respondent did not negotiate, and is not a party to any alleged promissory notes in this matter.

18. Respondent does not have knowledge of the terms of any alleged promissory notes between Leffler, U.S. Tiger, and complainants.

19. Respondent does not have knowledge of U.S. Tiger, Inc.'s operations, financial condition, production schedules, number of investors, or the market in which it competes.

20. At no time in his interactions with complainants did Respondent employ any device, scheme or artifice with the intent to defraud complainants.

21. At no time in his interactions with complainants did Respondent make any untrue statement of material fact regarding Leffler or U.S Tiger, Inc.

22. At no time during his interactions with complainants did Respondent make misleading statements by failing to state a material fact regarding Leffler or U.S. Tiger, Inc.

23. At no time has Respondent engaged in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

RESPONSE TO DIVISION'S ALLEGATIONS

24. Respondent admits paragraphs 2, 11, 16, and 17(a) of the Division's Order to Show Cause.

25. Respondent denies paragraphs 5, 9, 12, 17(b-f), 28(a-b), 29(a-p), 30, 31.

26. Respondent does not have knowledge regarding the truthfulness of the allegations made paragraphs 3, 4, 6, 7, 8, 10, 13, 14, 15, 18, 19(a-p), 20, 22, 23, 24, 25, 26(a-m), and 27, and therefore denies the same.

27. Respondent admits part of paragraph 21 in that he and Leffler met complainants on November 1, 2011 to go out to dinner. Respondent lacks knowledge regarding the truthfulness of the remainder of paragraph 21 and therefore denies the same.

DEFENSES

28. Respondent was not a party to any agreement(s) that may have taken place between the Complainants and Leffler and/or U.S. Tiger, Inc. Therefore, the Division's Order to Show Cause fails to state a claim against Respondent upon which relief can be granted.

29. Plaintiff's act of bringing together two of his friends who could mutually benefit from a business transaction between themselves does not amount to the offer, sale or purchase of securities either directly or indirectly, and most certainly does not amount to securities fraud under Utah Code § 61-1-1.

30. Plaintiff lacked knowledge of any of the material facts regarding Leffler's agreement with Complainants and therefore could not have made any misrepresentations or omissions regarding those material facts.

31. Plaintiff was not involved with U.S. Tiger, Inc., and lacked knowledge as to any of the material facts supporting the investment with U.S. Tiger, Inc.

32. Any funds lost by Complainants as a result of their business dealings with Leffler and/or U.S. Tiger, Inc. are a result of Complainants' failure to perform sufficient due diligence regarding Leffler and U.S. Tiger, Inc. and are not a result of any alleged misrepresentation of material fact by Respondent.

33. Complainants' damages are the result of the acts or omissions of third parties not under the control of Respondent.

34. S.S. damages are the result of her being solicited by her co-complainant L.G.

THEREFORE, Respondent prays for the following relief:

A. For the Division's Order to Show Cause be dismissed, with prejudice, as to Respondent;

B. That Respondent be awarded attorney's fees incurred in defending this action;

C. For Respondent's costs and disbursements in defending this action;

D. For such other relief as the tribunal deems just and equitable.

DATED this 10th day of June, 2013.

SEB Legal

/s/ Sam Bell
Sam Bell, signed electronically
Attorney for Respondent

CERTIFICATE OF SERVICE

I hereby certify that on the 10th day of June, 2013, the undersigned served a true and correct copy of the foregoing document on the parties in this proceeding by e-mailing and mailing, postage prepaid, to:

Paul Amann, Assistant Attorney General
Office of the Attorney General of Utah
160 East 300 South, Fifth Floor
P.O. Box 140872
Salt Lake City, UT 84114-0872
pamann@utah.gov

Utah Division of Securities
160 East 300 South, Fifth Floor
P.O. Box 146741
Salt Lake City, UT 84114-6711

Ann Skaggs and Jennie Jonsson
Utah Department of Commerce
160 East 300 South, Second Floor
Salt Lake City, UT 84114
askaggs@utah.gov
jjonsson@utah.gov

SEB Legal

/s/ Jalyn Peterson
Jalyn Peterson, signed electronically