

FILED IN DISTRICT COURT
OKLAHOMA COUNTY

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FEB 14 2014

TIM RHODES
COURT CLERK
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Oklahoma Department of Securities)
ex. rel. Irving L. Faught,)
Administrator,)

Plaintiff,)

v.)

Timothy P. Hamilton, Jr.)
a/k/a T.J. Hamilton, an individual;)
Timothy P. Hamilton, an individual; and)
Gena C. Hamilton, an individual,)

Defendants.)

Case No. CJ-2013-6974

Judge Lisa T. Davis

DEFENDANT'S ANSWER & COUNTERCLAIMS

Come now Timothy P. Hamilton Jr. (hereinafter "TJ"), Timothy P. Hamilton (hereinafter "Tim"), and Gena C. Hamilton ("Gena"), and for their Answer to the Plaintiff's Petition, allege and state as follows:

Answer to Overview

1. Defendants deny that they were involved or committed any of the acts set forth in the first paragraph of Plaintiff's Petition.

Answer to Jurisdictional Allegations

2. Defendants admit the authority of the Plaintiff to bring such an action, but deny that the facts of this case justify such an action.

3. Defendants do not deny the jurisdiction of the State of Oklahoma, or that summons was properly served.
4. Defendants do not contest venue.

Answer to Allegations regarding Defendants as Parties

5. TJ Hamilton admits that he lived in Oklahoma during the times material to the allegations of the Plaintiff. TJ admits that he was an officer and member of the The Clean Athlete, LLC and Complete Athlete Nutrition, LLC which were Oklahoma limited liability companies. TJ denies that he was an initial member of Clean Athlete Nutrition, LLC or that he offered or sold securities in Oklahoma.
6. Tim Hamilton admits that he was and is a resident of Oklahoma. Tim admits that he was registered service agent and an initial member of the limited liability companies named. Tim denies that he ever offered or sold securities in or from Oklahoma.
7. Gena Hamilton admits that she was and is a resident of Oklahoma. Gena admits that she was an initial member of the limited liability companies named. Gena denies that she ever offered or sold securities in or from Oklahoma.

Answer to Allegations regarding Relevant Entities

8. Defendants admit that the principal place of business of The Clean Athlete, LLC was Beggs, Oklahoma, but deny that the Defendants issued securities. The Clean Athlete, LLC, through its Financial Advisor, solicited investors to purchase membership interests, but no membership interests were issued until after Jason

Ward and Curtis Branch had taken over control, changed the name of the company to Clean Technologies, LLC, and excluded TJ Hamilton and his family from the operations and ownership of the business.

9. Defendants admit that Clean Athlete Nutrition, LLC is an Oklahoma limited liability company ("CAN") with its principal place of business in Broken Arrow, Oklahoma. Clean Athlete Nutrition issued Certificates to the those persons who purchased membership unit interests, but denies receiving any Investor proceeds as defined in paragraph 8 of the Plaintiff's Petition.
10. Defendants admit that Complete Athlete Nutrition, LLC is an Oklahoma limited liability company ("CAN") with its principal place of business in Broken Arrow, Oklahoma. Complete Athlete Nutrition allowed individuals to purchase membership unit interests, but denies receiving any Investor proceeds as defined in paragraph 8 of the Plaintiff's Petition.
11. Defendants admit that Hamilton Family Holdings, LLC is an Oklahoma Limited Liability Company, but deny that TJ was a member of Hamilton Family Holdings, and deny that Hamilton Family Holdings received Investor Proceeds as defined in paragraph 8 of Plaintiffs Petition.

Answer to Allegations mil "The Clean Athlete Scheme"

12. TJ Hamilton denies the allegations in paragraph 12 of the Plaintiff's Petition.
13. Defendants admit that a checking account was opened in the name of The Clean Athlete, LLC and that Defendants Tim and Gena Hamilton were signatories on said account in their corporate capacity.
14. Defendants deny that they solicited and sold to "the Clean Athlete Investors."

15. Defendants deny paragraph 15 of Plaintiff's Petition.
16. Defendants deny paragraph 16 of Plaintiffs' Petition.

Answer to Allegations about "The Nutritional Supplement Scheme"

17. Defendants deny that TJ was an initial member of Clean Athlete Nutrition, LLC which was indeed a company that developed a nutritional supplement.
Defendants admit that a checking account was opened at Chase for Clean Athlete Nutrition and that they were signators on the account, along with Mr. Michael Nelson.
18. Defendants admit the allegations of paragraph 18 of Plaintiff's Petition.
19. Defendants admit the allegations of paragraph 19 of Plaintiff's Petition.
20. Defendants deny the allegations of paragraph 20 of Plaintiff's Petition.
21. Defendants deny the allegations of paragraph 21 of Plaintiff's Petition.
22. Defendants deny the allegations of paragraph 22 of Plaintiff's Petition.
23. Defendants deny the allegations of paragraph 23 of Plaintiff's Petition.

Answer to Allegations of "The Defendants' Deceit"

24. Defendants deny the allegations of paragraph 24 of Plaintiff's Petition.
25. Defendants deny the allegations in the first sentence of paragraph 25 of Plaintiff's Petition, but admit the allegations in second sentence of paragraph 25 of Plaintiff's Petition.
26. Defendants deny the allegations in paragraph 26 of the Plaintiff's Petition.
27. Defendants deny the allegations in paragraph 27 of the Plaintiff's Petition.

**ANSWER TO FIRST CAUSE OF ACTION – VIOLATION OF SECTION 1-301 OF THE ACT:
OFFER AND/OR SALE OF UNREGISTERED SECURITIES**

28. Defendants alleges and restates its responses and answers above.
29. Defendants admit that some of the interests of The Clean Athlete, LLC may have been securities as defined by Section 1-102 of the Act, but certainly not all.
30. Defendants admit the allegations in paragraph 30 of the Plaintiff's Petition.
31. Defendants deny the allegations in paragraph 31 of the Plaintiff's Petition.
32. Defendants deny the allegations in paragraph 32 of the Plaintiff's Petition.

**ANSWER TO SECOND CAUSE OF ACTION – VIOLATION OF SECTION 1-402 OF THE ACT:
FAILURE TO REGISTER AS AGENTS AND EMPLOYING UNREGISTERED AGENTS**

33. Defendants realleges its responses and answers above.
34. Defendants admit the allegations in paragraph 34 of the Plaintiff's Petition.
35. Defendants deny the allegations in paragraph 35 of the Plaintiff's Petition.
36. Defendants admit the allegations in paragraph 36 of the Plaintiff's Petition.
37. Defendants deny the allegations in paragraph 37 of the Plaintiff's Petition.

**ANSWER TO THIRD CAUSE OF ACTION – VIOLATION OF SECTION 1-501 OF THE ACT:
UNTRUE STATEMENT OF MATERIAL FACT AND OMISSIONS OF MATERIAL FACT IN
CONNECTION WITH OFFER, SALE OR PURCHASE OF SECURITIES**

38. Defendants reallege and restate their responses and answers above.
39. Defendant denies the allegations in paragraph 39 of the Plaintiff's Petition.
40. Defendants deny the allegations in paragraph 40 of the Plaintiff's Petition.
41. Defendants deny the allegations in paragraph 41 of the Plaintiff's Petition.

**ANSWER TO FOURTH CAUSE OF ACTION – VIOLATION OF SECTION 1-501 OF THE ACT:
ENGAGING IN ANY ACT, PRACTICE, OR COURSE OF BUSINESS THAT OPERATES
OR WOULD OPERATE AS A FRAUD OR DECEIT UPON ANY PERSON**

42. Defendants reallege and restate the responses and answers set forth above.
43. Defendants deny the allegations in paragraph 43 of the Plaintiff's Petition.
44. Defendants deny the allegations in paragraph 44 of the Plaintiff's Petition.

DEFENSES, COUNTERCLAIMS AND AFFIRMATIVE DEFENSES OF DEFENDANTS

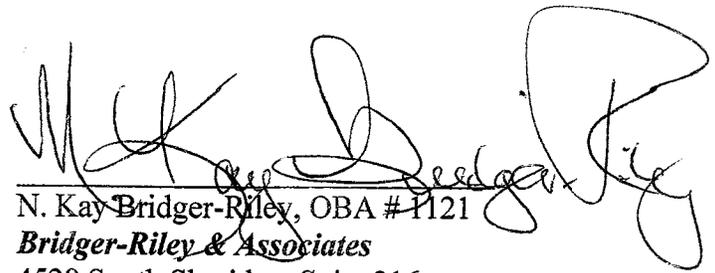
**ALLEGATIONS AGAINST GENA AND TIM HAMILTON ARE FRIVOLOUS AND ENTITLE THEM TO
ATTORNEY FEES AND COSTS EXPENDED IN THEIR DEFENSE**

45. Defendants Gena and Tim did not engage in any activity with either The Clean Athlete or either of the CAN entities that could be considered solicitation, sale, issuance, offer or sale of securities.
46. Defendants Gena and Tim did not make any representations to any person who purchased membership units in the CAN entities prior to said purchase.
47. Defendants Gena and Tim were not ever issued ownership interest in any of the entities involved.
48. There was no situation in which Gena and Tim were involved that would have called for disclosure of information, and no one ever requested any financial or other information from Gena or Tim Hamilton.
49. The suit against Gena and Tim Hamilton is frivolous and without foundation, and they are entitled to recover the full costs and attorney fees expended in defending the same, in accordance with Title 12 OKLA. STAT§941(A).

50. The Plaintiffs Petition fails to state a claim upon which relief can be granted.
51. The Plaintiffs has failed to join necessary parties who the Plaintiffs are well aware were the ones that solicited investors in The Clean Athlete (Michael Nelson and Lee Jenkins) and the CAN entities (Ron Rollins, Carl McKittrick, Jason Ward, Securian Financial and others).
52. The Plaintiffs has failed to join necessary parties who the Plaintiffs are the now the owners, through fraud and deceit upon the Defendants, and were the ones who solicited and made any representations to potential CAN investors and misrepresentations to CAN member unit owners.
53. The Plaintiffs have intentionally misrepresented the facts in this matter to the Court.
54. Defendant TJ Hamilton performed all of the duties that he was purposed by TCA investors to perform.
55. Defendant TJ Hamilton, with the help and assistance of Gena and Tim, performed all of the duties that he was purposed by CAN investors and founders to perform.
56. Any losses suffered by investors is a direct result of the slander and misrepresentations and fraud perpetrated upon them at the hand of Mr. Robb Winn and Mr. Lee Jenkins, with the cooperation of the Plaintiff herein.

Wherefore, Defendants pray that this matter be dismissed, and that if it proceeds that upon the inevitable failure of the Plaintiffs to prove their case, that the Defendants be awarded all of their costs and fees for the defense of the same.

Respectfully Submitted,

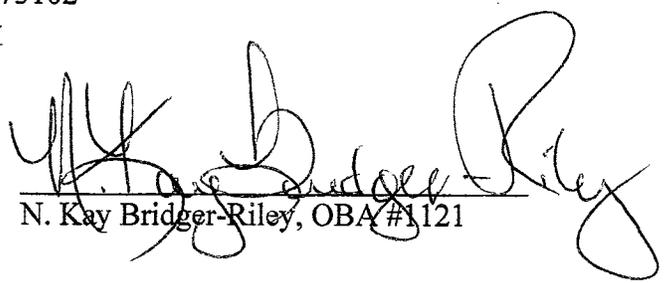


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ATTORNEY FOR DEFENDANTS

CERTIFICATE OF MAILING

The undersigned, does hereby certify that on the ^{Feb} 17th day of January, 2014, I emailed/mailed a true and correct copy of the above and foregoing *Answer and Counterclaims*, with proper postage, prepaid, to the following:

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