

6. Paragraph 6 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

7. As to Paragraph 7, the Storybook Defendants admit that Storybook Properties, LLC ("Storybook Properties") is a California limited liability company. Any remaining allegations of paragraph 7 are denied.

8. As to Paragraph 8, the Storybook Defendants admit that Storybook Investments WA, LLC ("Storybook Investments") is a Washington limited liability company. Any remaining allegations of paragraph 8 are denied.

9. As to Paragraph 9, the Storybook Defendants admit that Matthew G. Story, an individual and California resident, is the registered agent and Managing Member of Storybook Properties. Any remaining allegations of paragraph 9 are denied.

10. Paragraph 10 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

11. Paragraph 11 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

12. Paragraph 12 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

13. Denied.

14. As to Paragraph 14, the Storybook Defendants admit that the investment return is to be paid in monthly payments or compounded. The Storybook Defendants further admit that the sales material of Storybook Properties requests that investors give a specified notice to withdraw their funds early. Any remaining allegations of paragraph 14 are denied.

15. Denied.

16. The Storybook Defendants incorporate their responses to paragraphs 1-15.

17. Denied.

18. Denied.

19. Denied.

20. Paragraph 20 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

21. Paragraph 21 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

22. Paragraph 22 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

23. Paragraph 23 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

24. The Storybook Defendants incorporate their responses to paragraphs 1-23.

25. The Storybook Defendants admit that Matthew G. Story individually is not registered in any capacity under the Oklahoma Uniform Securities Act of 2004.

26. Denied.

27. Denied.

28. Denied.

29. The Storybook Defendants incorporate their responses to paragraphs 1-28.

30. Paragraph 30 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

31. Paragraph 31 does not relate to the Storybook Defendants, and therefore no response is required. To the extent any response is required, the Storybook Defendants deny same.

32. Denied.

33. Denied.

34. Denied.

35. The Storybook Defendants incorporate their responses to paragraphs 1-34.

36. Denied.

37. Denied.

DEFENSES

38. Contrary to Plaintiff's assertions, the Storybook Defendants are not operating a ponzi scheme. Both Storybook Properties and Storybook Investments hold valid and sufficient assets that more than cover the investments made into those entities.

39. The Storybook Defendants were wrongfully joined in this lawsuit.

40. The Storybook Defendants should be severed from this lawsuit.

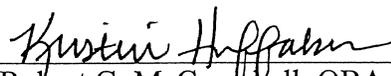
41. Plaintiff has failed to state a claim upon which relief may be granted.

42. The Storybook Defendants will assert any and all additional defenses, which become available or appear during discovery. The Storybook Defendants specifically reserve the right to amend their Answer for the purpose of asserting such additional defenses.

CONCLUSION

WHEREFORE, the Storybook Defendants pray that the Court deny Plaintiff's Amended Petition, and for all costs and attorneys' fees, and all other relief which is just and proper.

Respectfully submitted,



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CERTIFICATE OF SERVICE

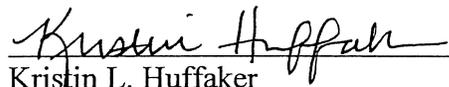
This is to certify that a true and correct copy of the above and foregoing Answer was mailed, postage pre-paid, this 26th day of May, 2009 to:

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