

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

Oklahoma Department of Securities,)
ex rel. Melanie Hall, Administrator,)
)
Plaintiff,)
)
v.)
)
Rabih Kalidy, individually,)
)
Defendant.)

FILED
DISTRICT COURT
OKLAHOMA COUNTY, OKLAHOMA
September 19, 2024 4:02 PM
RICK WARREN, COURT CLERK
Case Number CJ-2024-3782

Case No. CJ-2024-3782
Judge Richard Ogden

DEFENDANT’S UNOPPOSED MOTION FOR LEAVE TO FILE ANSWER OUT OF TIME

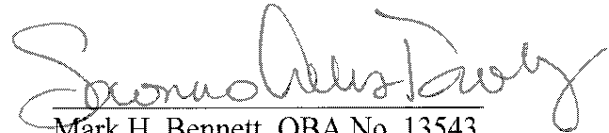
Defendant, Rabih Kalidy (“Defendant”), respectfully requests that this Court grant Defendant leave to file an Answer to Plaintiff’s Petition out of time pursuant to 12 O.S. § 2006(B)(2). Defendant’s proposed Answer is attached hereto as Exhibit A. In support thereof, Defendant submits the following to the Court:

1. Plaintiff, Oklahoma Department of Securities, filed its Petition on June 10, 2024.
2. Defendant was served with the Petition on June 13, 2024.
3. Due to excusable neglect, no Answer to Plaintiff’s Petition was filed in a timely manner. 12 O.S. 2006(B); *Humphries v. Lewis*, 2003 OK 12, ¶¶ 13 – 15, 67 P.3d 333, 337 (citing *Pioneer Iv. Servs. Co. v. Brunswick Assocs. Ltd. Partnerships*, 507 U.S. 380 (1993)).
4. Plaintiff has no objection to Defendant filing his Answer to Plaintiff’s Petition out of time.

5. It is in the best interest of justice that Defendant be given leave to file his Answer to Plaintiff's Petition so that this matter can be adjudicated on its merits or by mutual resolution by the parties.

WHEREFORE, pursuant to 12 O.S. § 2006(B), Defendant, Rabih Kalidy, respectfully requests this Court grant him leave to file its Answer to Plaintiff's Petition out of time.

Respectfully submitted,

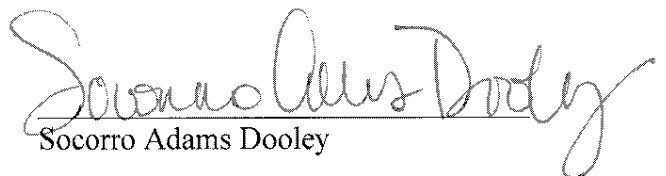


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Attorney for Defendant Rabih Kalidy

CERTIFICATE OF SERVICE

I hereby certify that on the 19th day of September, 2024, a true and correct copy of the foregoing was delivered via U.S. Mail, postage prepaid, to the following:

Amanda Cornmesser
Bradley E. Davenport
Oklahoma Department of Securities
204 N. Robinson, Suite 400
Oklahoma City, OK 73102
Attorneys for Plaintiff



Socorro Adams Dooley

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ANSWER OF DEFENDANT RABIH KALIDY

Defendant, Rabih Kalidy, hereby responds to and answers Plaintiff, Oklahoma Department of Securities *ex rel.* Melanie Hall, Administrator’s Petition (the “Petition”) by generally denying all allegations of the Petition, except those specifically admitted. Defendant further responds as follows:

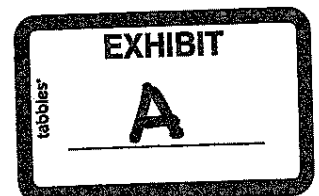
OVERVIEW

1. The allegations contained in paragraph 1 of the Petition do not require a response by Defendant. To the extent paragraph 1 contains allegations that require a response, Defendant denies the allegations contained in paragraph 1 of the Petition and demands strict proof thereof.

JURISDICTION

2. The allegations contained in paragraph 2 of the Petition are legal conclusions and do not require a response from Defendant. To the extent paragraph 2 contains allegations that require a response, Defendant denies the allegations contained in paragraph 2 of the Petition and demands strict proof thereof.

3. The allegations contained in paragraph 3 of the Petition are legal conclusions and do not require a response from Defendant. To the extent paragraph 3 contains allegations that



require a response, Defendant denies the allegations contained in paragraph 3 of the Petition and demands strict proof thereof.

4. The allegations contained in paragraph 4 of the Petition are legal conclusions and do not require a response from Defendant. To the extent paragraph 4 contains allegations that require a response, Defendant admits venue is proper.

DEFENDANT

5. Defendant admits the allegations contained in paragraph 5 of the Petition.

NATURE OF THE CASE

6. Defendant denies the allegations contained in paragraph 6 of the Petition and demands strict proof thereof.

Trillium Medical Spas

7. Defendant is without sufficient knowledge to admit or deny the allegations contained in paragraph 7 of the Petition, and therefore, denies the same.

8. Defendant admits the allegations contained in paragraph 8 of the Petition.

9. Defendant admits the allegations contained in paragraph 9 of the Petition.

10. Defendant denies the allegations contained in paragraph 10 of the Petition and demands strict proof thereof.

11. Defendant admits that Trillium Medical Spa was not opened in 2023. Defendant denies the remaining allegations contained in paragraph 11 of the Petition and demands strict proof thereof.

12. Defendant admits that the cost of the buildout of Trillium Medical Spa was more than anticipated and that materials and supplies were unavailable or delayed. Defendant denies

the remaining allegations contained in paragraph 12 of the Petition and demands strict proof thereof.

13. Defendant admits the allegations contained in paragraph 13 of the Petition.

14. Defendant admits that the Trillium Medical Spa was completed and opened in February 2024. Defendant is without sufficient knowledge to admit or deny the remaining allegations contained in paragraph 14 of the Petition, and therefore, denies the same.

15. Defendant is without sufficient knowledge to admit or deny the allegations contained in paragraph 15 of the Petition, and therefore, denies the same.

16. Defendant denies the allegations contained in paragraph 16 of the Petition and demands strict proof thereof.

17. Defendant denies the allegations contained in paragraph 17 of the Petition and demands strict proof thereof.

Trillium Supreme Wash Plus LLC

18. Defendant admits that Trillium Supreme Wash Plus LLC was going to build and operate a car wash in Pontotoc County, Oklahoma. Defendant denies the remaining allegations contained in paragraph 18 of the Petition.

19. Defendant is without sufficient knowledge to admit or deny the allegations contained in paragraph 19 of the Petition, and therefore, denies the same.

20. Defendant admits that he sold a parcel of property in Pontotoc County, Oklahoma to Ironwood Finance, Inc. Defendant denies the remaining allegations contained in paragraph 20 of the Petition and demands strict proof thereof.

21. Defendant denies the allegations contained in paragraph 21 of the Petition and demands strict proof thereof.

New Businesses

22. Defendant admits that he inadvertently formed five (5) Oklahoma limited liability companies that identified Defendant's wife as the registered agent. Defendant denies the remaining allegations contained in paragraph 22 of the Petition.

23. Defendant denies the allegations contained in paragraph 23 of the Petition and demands strict proof thereof.

COUNT I

Violation of Section 1-402(A) of the Act – Offering and Selling Securities as Unregistered Issuer Agent

24. The statements contained in paragraph 24 of the Petition do not require a response from Defendant. To the extent a response is required, Defendant denies the allegations contained in paragraph 24 and demands strict proof thereof.

25. Defendant denies the allegations contained in paragraphs 25 – 27 and demands strict proof thereof.

26. Defendant denies that Plaintiff is entitled to the relief set forth in paragraph 28 of the Petition.

COUNT II

Violation of Section 1-301 of the Act – Sale of Unregistered Securities

27. The statements contained in paragraph 29 of the Petition do not require a response from Defendant. To the extent a response is required, Defendant denies the allegations contained in paragraph 29 and demands strict proof thereof.

28. Defendant denies the allegations contained in paragraph 30 of the Petition and demands strict proof thereof.

29. The allegations contained in paragraphs 31 – 36 are legal conclusions that do not require a response from Defendant. To the extent a response is required, Defendant denies the allegations contained in paragraphs 31 – 36 and demands strict proof thereof.

30. Defendant denies that Plaintiff is entitled to the relief set forth in paragraph 37 of the Petition.

COUNT III

Violations of Section 1-501 of the Act – Misrepresentations and Omissions in Connection with the Offer and Sale of Securities and Engaging in an Act, Practice, or Course of Business that Operates as a Fraud or Deceit Upon Another Person.

31. The statements contained in paragraph 38 of the Petition do not require a response from Defendant. To the extent a response is required, Defendant denies the allegations contained in paragraph 38 and demands strict proof thereof.

32. Defendant admits the allegations contained in paragraph 39 of the Petition.

33. Defendant denies the allegations contained in paragraph 40 of the Petition and demands strict proof thereof.

34. Defendant admits the allegations contained in paragraph 41 of the Petition.

35. Defendant is without sufficient knowledge to admit or deny the allegations contained in paragraph 42 of the Petition, and therefore, denies the same.

36. Defendant admits that he was going to begin construction on a second spa. Defendant denies the remaining allegations contained in paragraph 43 of the Petition.

37. Defendant denies the allegations contained in paragraph 44 of the Petition and demands strict proof thereof.

38. Defendant admits that he was going to build and operate a car wash in Pontotoc County, Oklahoma. Defendant denies the remaining allegations contained in paragraph 45 of the Petition.

39. Defendant is without sufficient knowledge to admit or deny the allegations contained in paragraph 46 of the Petition, and therefore, denies the same.

40. Defendant admits that he sold a parcel of property in Pontotoc County, Oklahoma to Ironwood Finance, Inc. Defendant denies the remaining allegations contained in paragraphs 47 of the Petition and demands strict proof thereof.

41. Defendant denies the allegations contained in paragraphs 48 – 53 of the Petition and demands strict proof thereof.

42. Defendant denies that Plaintiff is entitled to the relief set forth in paragraph 54 of the Petition.

PRAYER FOR RELIEF

Defendant denies Plaintiff is entitled to any relief for its claims, and requests this Court deny the claims asserted by Plaintiff and enter judgment in his favor.

AFFIRMATIVE DEFENSES

1. Plaintiff's claims fail to state a claim upon which relief can be granted.
2. Plaintiff's claims may be barred, in whole or in part, by the statute of limitations, laches or other time bar defenses.
3. Plaintiff's claims may be barred, in whole or in part, by failure of condition precedent.
4. Plaintiff's claims may be barred, in whole or in part, by the acts and conduct of third parties, or by the acts and/or conduct of third parties' agents, representatives or consultants.
5. Defendant denies any alleged violation of the Oklahoma Uniform Securities Act of 2002 (the "Act").
6. Defendant has acted in good faith and with clean hands at all relevant times.

7. Discovery has not yet commenced, and Defendant reserves the right to raise other affirmative defenses as this case progresses.

WHEREFORE, Defendant prays that this Court deny Plaintiffs' requested relief in its entirety and enter judgment in favor of Defendant, and for such other relief this Court deems just and proper.

Respectfully submitted,

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mhbennett@perridunn.com
Attorney for Defendant Rabih Kalidy

CERTIFICATE OF SERVICE

I hereby certify that on the ___ day of September, 2024, a true and correct copy of the foregoing was delivered via U.S. Mail, postage prepaid, to the following:

Amanda Cornmesser
Bradley E. Davenport
Oklahoma Department of Securities
204 N. Robinson, Suite 400
Oklahoma City, OK 73102
Attorneys for Plaintiff

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