

2. Equitable admits that Marsha Schubert was a registered representative of Equitable for the time period from 1992 to 2000. Equitable denies all other allegations contained in ¶ 2 of the Third Party Petition.

3. Denied.

4. Denied.

5. Equitable admits that in 1993, the Pollards and/or their entity applied for and entered into certain variable life insurance contracts with Equitable, which were signed by Marsha Schubert. Equitable is without information or knowledge sufficient to form a belief as to the remaining allegations contained in ¶ 5 of the Third Party Petition and therefore denies the same.

6. Denied.

7. Equitable denies that the Pollards purchased variable life insurance policy number 48 253 032 in 1994. For further response, Equitable alleges that Barry Pollard purchased variable life insurance policy number 48 253 032 in 1998. For further response, Equitable alleges that the Pollards and/or entities with which they are affiliated purchased the remaining policies listed in the years listed. To the extent the allegations in ¶ 7 of the Third Party Petition are inconsistent with these allegations they are denied.

8. Equitable admits that the Pollards paid premiums to Equitable for life insurance. Equitable denies all other allegations contained in ¶ 8 of the Third Party Petition.

9. Denied.

10. Equitable admits that the Pollards paid premiums to Equitable for life insurance. Equitable denies all other allegations contained in ¶ 10 of the Third Party Petition.

11. Equitable denies that any alleged material representations made by Schubert were made within the scope of any authority she had with Equitable. For further response, Equitable alleges that it is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 11 of the Third Party Petition and therefore denies the same.

12. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 12 of the Third Party Petition and therefore denies the same.

13. Denied.

14. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 14 of the Third Party Petition and therefore denies the same.

15. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 15 of the Third Party Petition and therefore denies the same.

16. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 16 of the Third Party Petition and therefore denies the same.

17. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 17 of the Third Party Petition and therefore denies the same.

18. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 18 of the Third Party Petition and therefore denies the same.

19. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 19 of the Third Party Petition and therefore denies the same.

20. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 20 of the Third Party Petition and therefore denies the same.

21. Denied.

22. Equitable admits that the Plaintiff Oklahoma Department of Securities ex.rel Irving L. Faught, Administrator (the "Department") has filed a Petition in this case against the Pollards. Equitable alleges that the Petition speaks for itself. Equitable denies the allegations of ¶ 22 of the Third Party Petition to the extent they are inconsistent with the allegations of the Department as stated in its Petition.

23. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 23 of the Third Party Petition and therefore denies the same.

24. Denied.

25. Denied.

26. Denied.

27. Equitable admits that it did not contact the Pollards with regard to the conduct of Schubert because Equitable was not aware of any circumstance warranting such contact. Equitable denies all further allegations contained in ¶ 27 of the Third Party Petition.

28. The allegations of ¶ 28 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied.

29. The allegations of ¶ 29 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied.

30. The allegations of ¶ 30 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied.

31. Denied.

32. Denied.

33. Denied.

34. The allegations of ¶ 34 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied.

35. Denied.

36. The allegations of ¶ 36 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied.

37. Denied.

38. Denied.

39. Denied.

40. Denied.

COUNT I: ACTUAL FRAUD

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-40 of its Answer and further alleges and states as follows:

41. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 41 and therefore denies the same.

42. Equitable is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 42 and therefore denies the same.

43. Denied.

44. Equitable denies that any alleged material representations made by Schubert were made within the scope of any authority she had with Equitable. For further response, Equitable alleges that it is without sufficient knowledge or information to form a belief as to the allegations contained in ¶ 44 and therefore denies the same.

COUNT II: AGENCY

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-44 of its Answer and further alleges and states as follows:

45. Admitted in part and denied in part. Equitable admits that Schubert was a registered representative of Equitable from May 1992 until January 2000. Equitable denies all further allegations contained in ¶ 45 of the Third Party Petition and specifically denies that any illegal actions take by Schubert were taken within the scope of authority granted to Schubert by Equitable.

46. Denied.

47. The allegations of ¶ 47 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied. Equitable expressly denies that it breached any duty to the Pollards.

48. Denied.

COUNT III: NEGLIGENT SUPERVISION/RESPONDEAT SUPERIOR

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-48 of its Answer and further alleges and states as follows:

49. The allegations of ¶ 49 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied

50. The allegations of ¶ 50 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied

51. Denied.

52. Denied.

53. Denied.

54. Denied.

COUNT IV: CONSTRUCTIVE FRAUD

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-54 of its Answer and further alleges and states as follows:

55. The allegations of ¶ 55 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied

56. Denied.

57. Denied.

58. Denied.

COUNT V: NEGLIGENCE

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-58 of its Answer and further alleges and states as follows:

59. The allegations of ¶ 59 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied.

60. Denied.

61. Denied.

COUNT VI: BAD FAITH

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-61 of its Answer and further alleges and states as follows:

62. The allegations of ¶ 62 of the Third Party Petition are legal conclusions to which no response is required. To the extent such allegations are deemed to be factual they are denied.

63. Denied.

64. Denied.

COUNT VII: BREACH OF CONTRACT

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-64 of its Answer and further alleges and states as follows:

65. Equitable admits that the Pollards and/or entities with which they were associated entered into four variable life insurance policy contracts with Equitable. To the extent inconsistent with this admission the allegations of ¶ 65 are denied.

66. Denied.

67. Denied.

COUNT VIII: UNJUST ENRICHMENT

Equitable realleges and incorporates by reference the allegations contained in Paragraphs 1-67 of its Answer and further alleges and states as follows:

68. Denied.

69. Denied.

70. Denied.

AFFIRMATIVE DEFENSES

71. The claims asserted against Equitable by the Pollards are subject to mandatory arbitration.

72. The Pollards have failed to state a claim for which relief can be granted under 12 O.S. § 2012(b).

73. The Pollards' claims against Equitable are barred by the doctrine of laches.

74. The actions and/or inactions of other third parties caused any loss that the Pollards allege to have incurred, and none of the Pollards' alleged loss was caused or contributed to by Equitable.

75. All or part of the Pollards' claims against Equitable in this action fail as a matter of law.

76. Equitable reserves the right to amend its Answer to the Pollard's Third Party Petition and add additional affirmative defenses as such may become known during the course of this lawsuit.

Respectfully submitted,



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ATTORNEYS FOR AXA ADVISORS, LLC and
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CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 17th day of July, 2007, a true and correct copy of the foregoing document was mailed, postage pre-paid to:

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