

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

FEB 18 2000

OKLAHOMA DEPARTMENT OF SECURITIES
ex rel. IRVING L. FAUGHT, ADMINISTRATOR

Plaintiff,

vs.

GREATER MIDWEST AGENCY, INC., an
Oklahoma corporation, GREATER MIDWEST
INVESTMENT TRUST, SPECIAL CARE
MARKETING, INC., an Oklahoma corporation,
JERRY THAYNE DAVIS, an individual, and
MAX O. DAVIS, an individual,

Defendants.

PATRICIA PRESLEY, COURT CLERK
By _____
Deputy

Case No. CJ-99-9293

ANSWER

Defendants, GREATER MIDWEST AGENCY, INC., an Oklahoma corporation, ("Agency"), GREATER MIDWEST INVESTMENT TRUST, ("Trust") and MAX O. DAVIS, individually, ("Davis") (collectively "Defendants") for their Answer to the Plaintiff's ("ODS" or "Plaintiff") Petition for Permanent Injunction and Other Equitable Relief would state as follows:

1. Defendants deny the material allegations set forth in paragraph number one (1) of Plaintiff's Petition filed herein.

2. Defendants deny the material allegations set forth in paragraph number two (2) of Plaintiff's Petition filed herein.

3. Defendants admit that they are subject to the jurisdiction of this Court but are without sufficient information to either admit or deny the remaining material allegations set forth in paragraph number three (3) of Plaintiff's Petition filed herein, and, therefore deny same.

4. Defendants deny the material allegations set forth in paragraph number four (4) of Plaintiff's Petition filed herein.

5. Defendant, Greater Midwest Agency, denies having offered and/or sold securities but admits the remaining material allegations set forth in paragraph number five (5) of Plaintiff's Petition filed herein.

6. Defendants deny the material allegations set forth in paragraph number six (6) of Plaintiff's Petition filed herein.

7. Defendants are without sufficient information to either admit or deny and, therefore, deny the material allegations set forth in paragraph number seven (7) of Plaintiff's Petition filed herein.

8. Defendants are without sufficient information to either admit or deny and, therefore, deny the material allegations set forth in paragraph number eight (8) of Plaintiff's Petition filed herein.

9. Defendants admit Max O. Davis is a resident of Oklahoma doing business in the name of Greater Midwest Agency and Greater Midwest Trust, but deny the remaining material allegations set forth in paragraph number nine (9) of Plaintiff's Petition filed herein.

10. Defendants deny the material allegations set forth in paragraph number ten (10) of Plaintiff's Petition filed herein.

11. Defendants deny material allegations set forth in paragraph number eleven (11) of Plaintiff's Petition filed herein.

12. Defendants deny the material allegations set forth in paragraph number twelve (12) of Plaintiff's Petition filed herein.

13. Defendants deny the material allegations set forth in paragraph number thirteen (13) of Plaintiff's Petition filed herein.

14. Defendants deny the material allegations set forth in paragraph number fourteen (14) of Plaintiff's Petition filed herein.

15. Defendants deny offering or selling securities and are without sufficient information to either admit or deny the remaining material allegations set forth in paragraph number fifteen (15) of Plaintiff's Petition filed herein, and, therefore, deny same.

16. Defendant, Greater Midwest Trust admits the issuance of instruments devoted as "Certificates of Deposit" but Defendants deny all the remaining material allegations set forth in paragraph number sixteen (16) of Plaintiff's Petition filed herein.

17. Defendants deny the material allegations set forth in paragraph number seventeen (17) of Plaintiff's Petition filed herein.

18. Defendants deny the material allegations set forth in paragraph number eighteen (18) of Plaintiff's Petition filed herein, except insofar and only insofar as such allegations have been previously been admitted.

19. Defendants are without sufficient information to either admit or deny and, therefore, deny the material allegations set forth in paragraph number nineteen (19) of Plaintiff's Petition filed herein.

20. Defendants deny the material allegations set forth in paragraph number twenty (20) of Plaintiff's Petition filed herein.

21. Defendants deny the material allegations set forth in paragraph number twenty-one (21) of Plaintiff's Petition filed herein.

22. Defendants deny the material allegations set forth in paragraph number twenty-two (22) of Plaintiff's Petition filed herein, except insofar and only insofar as such allegations have previously been admitted.

23. Defendants are without sufficient information to either admit or deny and, therefore, deny the material allegations set forth in paragraph number twenty-three (23) of Plaintiff's Petition filed herein. Further, the Defendants specifically deny that

any of the Defendants were ever acting as agents for either Special Care Marketing, Inc., or Jerry Davis.

24. Defendants deny the material allegations set forth in paragraph number twenty-four (24) of Plaintiff's Petition filed herein.

25. Defendants deny the material allegations set forth in paragraph number twenty-five (25) of Plaintiff's Petition filed herein, except insofar and only insofar as such allegations have previously been admitted.

26. Defendants deny the material allegations set forth in paragraph number twenty-six (26) of Plaintiff's Petition filed herein.

27. Defendants deny the material allegations set forth in paragraph number twenty-seven (27) of Plaintiff's Petition filed herein.

28. Defendants deny the material allegations set forth in paragraph number twenty-eight (28) of Plaintiff's Petition filed herein.

29. Defendants deny the material allegations set forth in paragraph number twenty-nine (29) of Plaintiff's Petition filed herein.

30. Defendants deny the material allegations set forth in paragraph number thirty (30) of Plaintiff's Petition filed herein, except insofar and only insofar as such allegations have previously been admitted.

31. Defendants deny the material allegations set forth in paragraph number thirty-one (31) of Plaintiff's Petition filed herein.

32. Defendants deny the material allegations set forth in paragraph number thirty-two (32) of Plaintiff's Petition filed herein.

AFFIRMATIVE DEFENSES

Defendants state that the causes of action set forth in Plaintiff's Petition are subject to the following affirmative defenses:

1. Plaintiff's causes of action fail to state a claim upon which relief may be granted for the reasons that: [text to be inserted.]

2. Defendant's assert that the acts and/or omissions which are the subject of Plaintiff's causes of action either were not securities or were exempt from registration.

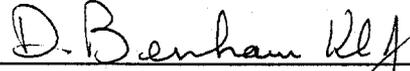
3. Defendants assert, in the alternative, to the extent of any determination that Mr. Davis violated any state or federal laws, that Defendants were, at all times pertinent to Plaintiff's claim, acting in good faith.

4. Defendants reserve the right to plead additional defenses and/or assert cross claim, counterclaim and/or third party claims upon completion of discovery in this case.

WHEREFORE, having fully answered the allegations of the Plaintiffs set forth in its Petition filed herein, Defendants, **GREATER MIDWEST AGENCY, INC., an Oklahoma corporation, ("Agency"), GREATER MIDWEST INVESTMENT TRUST, ("Trust")** and **MAX O. DAVIS**, individually, pray that Plaintiff take nothing by way of its Petition. Further, Defendants pray that the Court award them reasonable attorneys fees and costs incurred in the defense of this action and such other and further relief as this Court deems just and proper under the circumstances.

Respectfully submitted,

**RIGGS, ABNEY, NEAL, TURPEN,
ORBISON & LEWIS**



**Richard A. Mildren, OBA No. 6182
D. Benham Kirk, Jr., OBA No. 5044
5801 Broadway Extension, Suite 101
Oklahoma City, Oklahoma 73118
Telephone: (405) 843-9909
Facsimile: (405) 842-2913**

**ATTORNEYS FOR DEFENDANTS
GREATER MIDWEST AGENCY, INC.,
GREATER MIDWEST INVESTMENT TRUST,
and MAX O. DAVIS**

CERTIFICATE OF MAILING

This is to certify that on the 18th day of February, 2000, a true and correct copy of the above and foregoing document was mailed by United States mail, postage prepaid thereon, to:

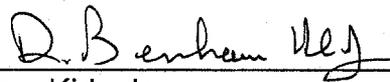
Patricia A. Labarthe
Mark S. Edmondson
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102

and

Peter B. Bradford
Connor & Winters
One Leadership Square
211 North Robinson, Suite 1700
Oklahoma City, Oklahoma 73102-7101
(405) 272-5711
Attorney for Defendant, Jerry T. Davis

and

Robert H. Gilliland
McAfee & Taft
Two Leadership Square, 10th Floor
211 North Robinson
Oklahoma City, Oklahoma 73102-7103
(405) 235-9621
Receiver



D. Benham Kirk, Jr.