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9
10 **UNITED STATES DISTRICT COURT**

11 **DISTRICT OF NEVADA**

12 SECURITIES AND EXCHANGE
COMMISSION,
13 Plaintiff,

Case No.: 3:22-cv-00269

14 v.

[JURY TRIAL DEMANDED]

15 LORAL L. LANGEMEIER and
16 LIVE OUT LOUD, INC.,
Defendants.

17
18 **ANSWER OF DEFENDANTS LORAL L. LANGEMEIER**
AND LIVE OUT LOUD, INC.

19
20 Defendants Loral L. Langemeier (hereinafter "Langemeier") and Live Out Loud, Inc.
21 ("LOL," and, together, "Defendants") by and through undersigned counsel, for their Answer to
22 the Complaint filed by the Plaintiff Securities and Exchange Commission in the above-
23 captioned action, hereby answer and allege as follows, based upon knowledge and information,
24 with each answer corresponding to a numbered allegation in the Complaint:

25 **SUMMARY**

26 1. Paragraph 1 states conclusions of law as to which no response is required, and
27 to the extent a response is required, Defendants deny Paragraph 1. The case involves
28 Langemeier, a self-supporting, self-made, single mom. She is a best-selling author of five

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1 personal betterment books wherein CNBC financial commentator Jim Cramer raved of
2 Langemeier’s book insights:¹ “You want to keep up with the Jones, be my guest. You want to
3 trounce the Jones, don’t just read this book, act on it.” She is working on her sixth book titled
4 “Make Your Kids Millionaires,” which is scheduled to be released this fall, 2022. Langemeier
5 and LOL are booksellers with a coordinate financial educational seminar business. They do not
6 sell or provide securities advice that would require their registration as a broker-dealer or
7 investment adviser. An unaffiliated fund and its manager (disclosed later in this Answer) were
8 the issuer of the securities and were solely responsible for any disclosure obligations relating to
9 their use of finders.

10 2. Paragraph 2 states conclusions of law as to which no response is required, and to
11 the extent a response is required, Defendants deny Paragraph 2. Defendants’ clients are
12 worldwide with few being Nevada residents. Defendants’ financial education seminar business
13 can be compared to those engaged in by Tony Robbins, Robert Kiyosaki and Suze Orman, the
14 latter being another female author of best-selling wealth creation books, blogs and seminars.
15 These authors have thousands of loyal followers attesting to their sound wealth creation
16 insights. However, Orman can be contrasted as she started on Wall Street as a Series 7 licensed
17 broker with Merrill Lynch and Prudential-Bache Securities before she moved on to her wealth
18 consulting business that focuses heavily on securities investing but does not require securities
19 industry registration or licensure. In contrast, Langemeier has no Wall Street experience and
20 never has been securities licensed. Accordingly, Langemeier’s focus is on estate and tax
21 strategies, interpersonal team skills and introduction to professionals in these areas. She has not
22 acted in the capacity of an investment adviser to seminar audiences.

23 3. Denied, except that admit that “[t]he Oil and Gas Securities were a series of
24 unregistered securities offerings sponsored by Resolute Capital Partners, LLC (“RCP”) and
25 Homebound Resources, LLC (“Homebound”).” On further information and belief, Thomas J.
26 Powell, through RCP and Resolute Capital Advisors (“RCA”), created the fund companies

27 _____
28 ¹ See LORAL LANGEMEIER, MILLIONAIRE MAKER’S GUIDE TO CREATING A CASH MACHINE FOR LIFE (2007).

1 (“Funds”) that issued the unregistered securities. Powell also created and controlled the
2 distribution and sales network for raising capital for the Funds. Thus, Powell was the
3 penultimate control person of the Fund issuers through his ownership and control of RCA and
4 RCP. On information and belief, Powell shifted control of RCP to Candace Powell after he and
5 RCP settled a Commission enforcement action cited in the Complaint regarding alleged
6 securities law violations in connection with Fund equity and debt offerings. See In the Matter
7 of Resolute Capital Partners, Ltd., LLC, et al., AP File No. 3-20597 (Sept. 24, 2021) (the
8 “Powell Settlement”).² The Powell Settlement permits RCP to continue in its business so long
9 as it retains an independent compliance consultant and leaves unscathed RCA and Candace
10 Powell, and others who worked under Powell on the problematic Fund transactions before
11 Powell was barred from being associated with RCA for which the settlement allows him to
12 reapply to the Commission to be associated with RCA or any other RIA after two years.³

13 4. Denied, except that RCP and Homebound’s representatives appeared as guest
14 speakers at LOL seminars to educate attendees as to the characteristics of Oil and Gas as an
15 alternative investment class as opposed to soliciting RCP Funds. In Defendants’ educational
16 seminars like “Big Table”⁴ subject matter professionals are invited to speak about their
17 expertise and experiences. They are forbidden to pitch their products and/or services and are
18 required to focus on educational presentations. No capital raising is permitted or done during
19 seminar events. On the topic of Oil and Gas, Powell, whom is a veteran alternative investment
20 and oil and gas expert,⁵ was a speaker and was required to abide by the seminar rules of no

21 _____
22 ² The other charged and settling “respondents” were Stefan Toth who sourced oil and gas wells for RCP and its fund issuers, and
Toth’s company, Home. Powell was also an owner of Homebound and its acting Chief Financial Officer.

23 ³ Powell has not been required to disclose the Settlement on his own personal social media accounts such as LinkedIn and
Twitter and he is still actively engaged with RCP and RCA in non-oil and gas deals.

24 ⁴ LOL charges a fixed \$25,000 membership fee for the public to attend Big Table seminars. Tony Robbins charges an \$85,000
25 membership fee for similar “Platinum Partnership Program” seminars See <https://www.tonyrobbins.com/terms-and-conditions-platinum-partnership-program/>.

26 ⁵ Powell authored a White Paper entitled “Tax Benefits of U.S. Oil & Gas Investments,” covering the following topics: (i)
27 Overview of Tax Benefits, (ii) Intangible Drilling and Development Costs, (iii) Alternative Minimum Tax, (iv) Depreciation of
Equipment Costs, (v) Depletion Allowance, and (vi) Sale of O&G Interests. His White Paper bio highlights his “investment
28 manager and banker” expertise:

1 promotion of RCP Funds. Powell also had securities industry experience with a Series 65
 2 license (Uniform Investment Adviser Law Examination; CRD #5573929), which qualified
 3 Powell to provide investing and financial advice to his clients and to function as an Investment
 4 Adviser Representative (“IAR”). Powell had been an IAR since 2008 and in 2017 founded and
 5 was owner of RCA,⁶ an SEC RIA.

6 5. Paragraph 5 states conclusions of law as to which no response is required, and to
 7 the extent a response is required, Defendants deny Paragraph 5. To offset the major cost of
 8 hosting physical seminars in a multiplicity of venues, Powell recognized the opportunity to
 9 speak before Defendants’ seminar audience on subjects he was uniquely qualified to lecture and
 10 sought to fairly compensate LOL for its major recurrent expenses in hosting a multiplicity of
 11 physical seminars in a variety of venues. Towards this end, Powell and his counsel determined
 12 the proper compensation structures to offset the significant seminar hosting costs borne by
 13 Defendants. Powell and RCP alone determined the legal efficacy of these compensation
 14 structures, which they structured in part as finder’s fees, which did not require Defendants to be
 15 broker-dealer registered. On information and belief, RCP raised over \$254 million in sale of
 16 Fund securities, for which Defendants received finder’s credit for a small fraction of this
 17 amount over the Relevant Period. The Complaint speaks as those in receipt of “commissions”
 18 (success-based fees on securities sales) require per se to be broker-dealer registered. This is
 19 inconsistent with current and past Commission policy guidance. Indeed, the Commission is
 20 proposing an extremely liberal “finders exemptive order” that would cover the alleged activities
 21 of Defendants. See Notice of Proposed Exemptive Order Granting Conditional Exemption
 22

23 Tom is now an innovative investment manager and banker with expertise in raising capital, investment risk
 24 analysis, distressed debt recovery, and deal structure. Tom’s focus in on the art and science of raising,
 25 deploying, and managing investment capital across various spectrums from commercial real estate, to oil and
 26 gas, to venture startups - working with entrepreneurs to bring ideas to fruition.

25 ⁶ Powell also founded ELP Capital, Inc. (“ECI”), a mortgage banking investment company, and in 2008 was Series 65 licensed to
 26 serve as the Senior Managing Director for ELP Capital Advisors (“ECA”), a registered investment adviser (“RIA”) affiliated with
 27 ECI. On Powell’s personal website he discloses that ECA was the adviser to “the ELP Capital Family of Funds, institutional
 28 investors, and qualified individuals.” See <https://thepowellperspective.com>.

1 from the Broker Registration Requirements of Section 15(a) of the Securities Exchange Act of
2 1934 for Certain Activities of Finders, Exchange Act Release No. 90112 (Oct. 7, 2020). A
3 plethora of comment letters have been submitted supporting the codified express exemption for
4 finders to receive commissions or success-based fees for their essential efforts in the securities
5 sales chain. Indeed, Langemeier and LOL have submitted a comment letter to the Commission
6 regarding this open exemptive proceeding. See letter from Langemeier, President, LOL, to
7 Vanessa Countryman, Secretary, Commission, re File No. S7-13-20, dated January 28, 2022
8 (“LOL Comment Letter”). In the LOL Comment Letter, Langemeier ironically applauds the
9 Commission for seeking to codify broad finders exemptive relief at a time the Commission’s
10 Enforcement staff is aggressively taking steps to skewer her for allegedly being a finder.
11 Langemeier writes:

12 LOL applauds the Commission for expressing its views on the important role of finders
13 in capital raising in private placements, which role is critically necessary for small, non-public
14 companies in their growth phase. LOL supports the Commission’s selection of the broad array
15 of permissible finders’ activities reflected in the Tier 1 and Tier 2 approaches and the Order’s
16 clear articulation that finders may receive transaction-based compensation in connection with
17 performing these activities. The Order is tantamount to Commission rulemaking and, if
18 promulgated, would ameliorate the pervasive chilling effect of the Commission’s enforcement
19 staff legacy of castigating issuers and finders that receipt of transaction-based compensation
20 triggers broker-dealer registration. We have read the comment letters filed to date on this
21 important Order, and find several exceptionally noteworthy.

22 A copy of the LOL Comment Letter is attached as **EXHIBIT A** to Defendants’ Answer.
23 Finally, Langemeier received distributions from HBR VI and SEA III in large part because she
24 invested her personal capital in both funds.

25 6. Paragraph 6 states conclusions of law as to which no response is required, and to
26 the extent a response is required, Defendants deny Paragraph 6.

27 7. Paragraph 7 states conclusions of law as to which no response is required, and to
28 the extent a response is required, Defendants deny Paragraph 7. Powell and RCP were the

1 advisers and solicitors of Fund investors. They served in these functions outside of Defendants’
2 educational seminars.

3 8. Defendants lack sufficient knowledge or information sufficient to form a belief
4 about the truth of Paragraph 8, and to the extent a response is required, Defendants deny
5 Paragraph 8. On information and belief, Powell, RCP and RCA and their respective staff and
6 attorneys were responsible for all offers and sales of Fund unregistered securities and for the
7 terms and conditions of Fund distributions and repayments of principal. Defendants had no say
8 whatsoever in these aforementioned matters.

9 9. Paragraph 9 states conclusions of law as to which no response is required, and to
10 the extent a response is required, Defendants deny Paragraph 9.

11 **VIOLATIONS AND RELIEF SOUGHT**

12 10. Paragraph 10 states conclusions of law as to which no response is required, and
13 to the extent a response is required, Defendants deny Paragraph 10.

14 11. Paragraph 11 states conclusions of law as to which no response is required, and
15 to the extent a response is required, Defendants deny Paragraph 11.

16 **JURISDICTION AND VENUE**

17 12. Paragraph 12 states conclusions of law as to which no response is required, and
18 to the extent a response is required, Defendants deny Paragraph 12.

19 13. Paragraph 13 states conclusions of law as to which no response is required, and
20 to the extent a response is required, Defendants deny Paragraph 13.

21 14. Paragraph 14 states conclusions of law as to which no response is required, and
22 to the extent a response is required, Defendants admit that they sent emails to clients around the
23 country advertising LOL seminars, otherwise Defendants deny Paragraph 14.

24 15. Paragraph 15 states conclusions of law as to which no response is required, and
25 to the extent a response is required, Defendants admit that they maintain a principal place of
26 business in Zephyr Cove, Nevada, otherwise Defendants deny Paragraph 15.

27 16. Admitted, except to note that the Commission Enforcement staff who drafted
28 the last executed tolling agreement provided that the applicable statute of limitation deadline

1 was “July 1, 2021” not July 1, 2022. Before the Commission filed the Complaint, Defendants,
2 in response to an Enforcement staff inquiry pointing out the passage of the “July 1, 2021”
3 tolling date, did not object to this date being deemed to be a scrivener’s error.

4 **DEFENDANTS**

5 17. Admitted, except that Defendants object to the term “advising” and would
6 replace such term with “educating” which more accurately portrays Defendants’ roles in the
7 financial coaching and seminar industry that is dominated by such unregistered individuals as
8 Tony Robbins, Robert Kiyosaki and Suze Orman. Also deny that “Langemeier has not been
9 associated with a registered broker-dealer since 2006” because this incorrectly implies that she
10 was associated with a registered broker-dealer prior to 2006.

11 18. Admitted, except that Defendants object to the term “advising” and would
12 replace such term with “educating” which more accurately portrays Defendants’ roles in the
13 financial coaching and seminar industry that is dominated by such unregistered individuals as
14 Tony Robbins, Robert Kiyosaki and Suze Orman and their respective companies.

15 **OTHER RELEVANT ENTITIES AND INDIVIDUALS**

16 19. Admitted.

17 20. Admitted.

18 21. Admitted.

19 22. Admitted.

20 23. Defendants aver that the Commission Order speaks for itself and publicly
21 discloses settled alleged violations of Powell, RCP, Toth and Homebound that Defendants
22 disclaim being a part of or responsible for.

23 24. Defendants aver that the Commission Order speaks for itself, but publicly
24 discloses settled alleged violations of Powell, RCP, Toth and Homebound that Defendants
25 disclaim being a part of or responsible for.

26 ...

27 ...

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FACTS

I. Defendants Marketed Business and Financial Advisory Services to a Large Client Base

25. Admitted, these facts highlight Defendants’ role in the financial education seminar industry.

26. Admitted, these facts highlight Defendants’ role in the financial education seminar industry, except that the fee covered lifetime coverage not a “three-month” period.

27. Admitted, these facts highlight Defendants’ role in the financial educational seminar industry, except that Defendants provided “education” and not “investment advice.”

28. Admitted, these facts highlight Defendants’ role in the financial coaching and seminar industry.

29. Defendants lack information or belief sufficient to admit or deny Paragraph 29.

30. Admitted that during the Relevant Period, Defendants had more than one hundred Big Table clients. Defendants lack information or belief sufficient to admit or deny the remainder of Paragraph 30.

31. Admitted, except Defendants object to the term “promised” which gives rise to a possible legal conclusion.

II. Defendants Acted as Unregistered Broker-Dealers

32. Paragraph 32 states conclusions of law as to which no response is required, and to the extent a response is required, Defendants deny Paragraph 32.

33. Paragraph 33 states conclusions of law as to which no response is required, and to the extent a response is required, Defendants deny Paragraph 33. Admit that Powell and RCP were directly responsible for advising and soliciting RCP Fund investors on their purchase of Oil and Gas Securities offered by RCP.

34. Paragraph 34 states conclusions of law as to which no response is required, and to the extent a response is required, Defendants deny Paragraph 34. Defendants’ answer in Paragraph 5 should be reread in further response to Paragraph 34.

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1 35. Admitted. Defendants’ answer in Paragraph 4 should be reread in further
2 response to Paragraph 35.

3 36. Defendants lack information or belief sufficient to admit or deny the
4 allegations in Paragraph 36.

5 37. Admitted, however, Defendants aver that it was not the business practice
6 of Langemeier to personally send out emails to seminar attendees, and her “team” included
7 mostly third party speakers not affiliated with Defendants.

8 38. Denied that “[a]t LOL seminars, Defendants introduced representatives of the
9 issues who proceeded to make presentations on the offerings.” Admit that Powell was an
10 educational speaker on Oil and Gas as an alternative investment class at LOL seminars.
11 Defendants’ answer in Paragraph 4 should be reread in further response to Paragraph 38.

12 39. Denied. During LOL seminars, Langemeier would speak of her personal
13 experience in Oil and Gas investments strictly in the context of educating the audience of this
14 alternative investment class. She did not solicit or promote RCP Fund investments or any other
15 specific Oil and Gas offering in any LOL seminar.

16 40. Denied.

17 41. Admitted that RCP had its own independent website to provide RCP
18 investment paperwork. Defendants lack information or belief sufficient to admit or deny
19 any further allegations in Paragraph 41. Defendants’ answer in Paragraph 5 should be reread
20 in further response to Paragraph 41.

21 42. Defendants lack information or belief sufficient to admit or deny the
22 allegations in Paragraph 42. Defendants’ answer in Paragraph 4 should be reread in further
23 response to Paragraph 42.

24 43. Paragraph 43 states conclusions of law as to which no response is required, and
25 to the extent a response is required, Defendants deny Paragraph 43. Defendants’ answer in
26 Paragraph 5 should be reread in further response to Paragraph 43.

27 44. Admitted.

28 ...

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1 **III. Defendants Were Active Participants in the Offer and Sale of Unregistered**
2 **Securities**

3 45. Paragraph 45 states conclusions of law as to which no response is required, and
4 to the extent a response is required, Defendants aver that the securities offerings were totally
5 structured by Powell and RCP.

6 46. Paragraph 46 states conclusions of law as to which no response is required, and
7 to the extent a response is required, Defendants aver that the securities offerings were totally
8 structured by Powell and RCP.

9 47. Paragraph 47 states conclusions of law as to which no response is required, and
10 to the extent a response is required, Defendants aver that the securities offerings were totally
11 structured by Powell and RCP.

12 48. Paragraph 48 states conclusions of law as to which no response is required, and
13 to the extent a response is required, Defendants aver that the securities offerings were totally
14 structured by Powell and RCP. Defendants' answer in Paragraph 3 should be reread in further
15 response to Paragraph 48.

16 49. Paragraph 49 states conclusions of law as to which no response is required, and
17 to the extent a response is required, Defendants aver that the securities offerings were totally
18 structured and promoted by Powell and RCP. Defendants' answer in Paragraph 4 should be
19 reread in further response to Paragraph 49.

20 50. Paragraph 50 states conclusions of law as to which no response is required, and
21 to the extent a response is required, Defendants deny Paragraph 50. Defendants' answer in
22 Paragraph 5 should be reread in further response to Paragraph 50.

23 **IV. Through Their Actions, Defendants Acted as Investment Advisers**

24 51. Paragraph 51 states conclusions of law as to which no response is required, and
25 to the extent a response is required, Defendants deny Paragraph 51. Defendants' answer in
26 Paragraph 2 should be reread in further response to Paragraph 51.

27 52. Paragraph 51 states conclusions of law as to which no response is required, and
28 to the extent a response is required, Defendants deny Paragraph 51. Defendants' answer in

1 Paragraph 2 should be reread in further response to Paragraph 51 and Defendants' Sixth,
2 Seventh and Eighth Defenses.

3 53. Denied. See Defendants' Sixth Defense.

4 54. Paragraph 54 states conclusions of law as to which no response is required, and
5 to the extent a response is required, Defendants deny Paragraph 54. Disclaimers that
6 Defendants were acting in any capacity of an investment adviser to any seminar attendee were
7 signed by seminar attendees well in advance of seminar dates and concurrently at the time
8 tuition is pre-paid. Additionally, the disclaimer that Defendants do not act as investment
9 advisor to seminar attendees is signed by each attendee again at the inception of the seminar.

10 55. Paragraph 55 states conclusions of law as to which no response is required, and
11 to the extent a response is required, Defendants deny Paragraph 55. Langemeier and LOL, like
12 Tony Robbins, Robert Kiyosaki and Suze Orman and their respective seminar companies, are
13 not required to be registered as investment advisers under the Advisers Act. Therefore, seminar
14 hosts have no fiduciary duties to their clients.

15 **V. Defendants Had Material, Undisclosed Conflicts of Interest**

16 56. Paragraph 56 states conclusions of law as to which no response is required and
17 the partnership agreement speaks for itself. Defendants' answer in Paragraph 5 should be
18 reread in further response to Paragraph 56.

19 57. Paragraph 57 states conclusions of law as to which no response is required and
20 such transactions speak for themselves. Defendants' answer in Paragraph 5 should be reread in
21 further response to Paragraph 57.

22 58. Paragraph 58 states conclusions of law as to which no response is required, and
23 to the extent a response is required, Defendants aver that RCP and Powell who constituted the
24 securities issuer had such disclosure obligations to their investors. Defendants' answer in
25 Paragraph 5 should be reread in further response to Paragraph 58.

26 59. Paragraph 59 states conclusions of law as to which no response is required, and
27 to the extent a response is required, Defendants aver that RCP and Powell who constituted the
28 securities issuer had such disclosure obligations to their investors.

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SECOND DEFENSE

The Complaint's claims are barred by the applicable statute of limitations to the extent that the Relevant Period exceeds five years after consideration of the tolling agreements from the activity giving rise to the alleged securities law violation[s]. There is no fraud and/or scienter-based claims alleged in the Complaint so the pertinent statutes of limitations will be limited.

THIRD DEFENSE

All alleged consideration received by Defendants was properly received for seminar expense reimbursements, or for compensation that was intended to compensate Defendants for their services based under court precedent, Commission no-action relief, interpretive guidance and current rulemaking proceedings dispositive that Defendants were no more than finders not required to be registered as a broker-dealer or in any other registration capacity to carry out their educational seminar hosting functions. Further, such compensation arrangements were established and structured by Powell and RCP with advice of their competent securities counsel. Defendants provided no material input on the structure of their compensation.

FOURTH DEFENSE

Any such compensation was adequately disclosed to investors, and to the extent not disclosed, this was an obligation of the issuer of the securities or RCP the advisor to the issuer rather than of the Defendants.

FIFTH DEFENSE

The offerings and sales at issue in this action did not require registration and/or were eligible for an applicable exemption to registration such as Rule 144, Reg. D and Rules 505 and 506 thereunder, and/or Sections 4(1), 4(2) or 4(1/2), which were solely the responsibility of RCP and Powell to assure the existence of an appropriate registration exemption. And, to the extent such offerings did not qualify for such exemptions, Defendants operated under a good-faith belief that such exemptions from registration did apply by relying on the work, oversight and representations of Powell and RCP staff and attorneys. Defendants were not control

1 persons of RCP, Home Bound or the issuer of securities.

2 **SIXTH DEFENSE**

3 Clients signed in advance of LOL seminars express disclosure/disclaimer
4 attestations that neither Langemeier nor LOL act as investment advisers to any attending
5 participants.

6 **SEVENTH DEFENSE**

7 The Defendants through the publication of books and other written materials are
8 excluded from being an investment advisor under Section 202(a)(11)(D) of the Advisers Act.

9 **EIGHTH DEFENSE**

10 Langemeier is a respected seminar speaker and author of a multiplicity of
11 financial educational books and publications. She is protected by the First Amendment
12 from Commission (governmental) prior restraint on her free speech which is ostensibly
13 occurring through the instant Complaint.

14 **NINTH DEFENSE**

15 The purported claims against Defendants and the allegations upon which they are
16 based are improperly vague, ambiguous and confusing, and omit critical facts.

17 **TENTH DEFENSE**

18 Defendants hereby reserve and assert all affirmative and other defenses available
19 under any applicable law. Defendants presently have insufficient knowledge or
20 information upon which to form a belief as to whether they may have other, as yet unstated,
21 affirmative defenses available. Therefore, the Defendants reserve their right to assert
22 additional defenses in the event discovery reveals such additional defenses.

23 **DEFENDANTS' PRAYER FOR RELIEF**

24 **WHEREFORE**, Defendants respectfully request a Final Judgment:

- 25 (a) Ruling in Defendants' favor, denying the relief sought by the
26 Commission, and dismissing the Complaint with prejudice;
- 27 (b) Awarding Defendants' reasonable costs and expenses, including attorney's
28

1 fees, incurred in defending this action; and

2 (c) Granting Defendants such further relief as the Court deems just and proper.

3 DATED this 2nd day of August, 2022

4 **BLACK & WADHAMS**

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6 Allison R. Schmidt, Esq.
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11 William W. Uchimoto, Esq.
12 Pennsylvania Bar No. 92565
13 WILLIAM W. UCHIMOTO LAW
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16 *Pro Hac Vice Application Pending*

17 **INDEX OF EXHIBITS**

18 A - LOL Comment Letter

19 **CERTIFICATE OF SERVICE**

20 I certify, pursuant to FRCP 5, that I served a copy of the foregoing ANSWER upon all
21 parties entitled to notice, via this Court’s electronic filing and service system (“CM/ECF”) on
22 August 2, 2022.

23 s/ Diane Meeter
24 An Employee of Black & Wadhams

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