

5. Defendant admits the allegations of paragraph 5.

Background Facts

6. Defendant is without knowledge or information sufficient to form a belief as to the truth of the averments in paragraph 6.

7. Defendant admits the allegations in the first sentence of paragraph 7. Defendant admits that the "Complaint alleged that the Defendants received fraudulent transfers totaling at least \$167,316.00" but denies that the allegation is true.

8. Defendant admits the allegations in paragraph 8.

9. Defendant admits the allegations in paragraph 9.

10. Defendant admits the allegations in paragraph 10.

11. Defendant admits the allegations in the first 4 sentences of paragraph 11. Defendant is without knowledge or information sufficient to form a belief as to the truth of the averments in last sentence of paragraph 11.

COUNT ONE
Breach of Contract

12. Defendant incorporates herein and realleges in full its answers to Paragraphs 1 through 11 of Plaintiff's Original Complaint.

13. Defendant admits that Plaintiff purports to seek the relief requested in paragraph 13 but denies that it is entitled to the relief it seeks.

COUNT TWO
Declaratory Judgment and Disgorgement

14. Defendant incorporates herein and realleges in full its answers to Paragraphs 1 through 13 of Plaintiff's Original Complaint.

15. Defendant admits that Plaintiff purports to seek the relief requested in paragraph 15 but denies that it is entitled to the relief it seeks.

COUNT THREE
Fees, Expenses, Costs and Interest

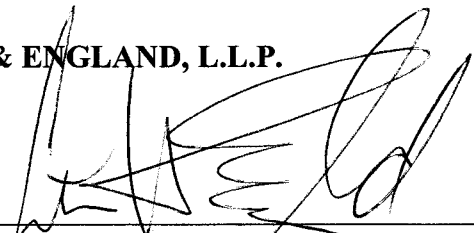
16. Defendant incorporates herein and realleges in full its answers to Paragraphs 1 through 15 of Plaintiff's Original Complaint.

17. Defendant admits that Plaintiff purports to seek the relief requested in paragraph 17 but denies that it is entitled to the relief it seeks.

WHEREFORE PREMISE CONSIDERED, Defendant respectfully prays that the Court grant judgment in his favor denying all claims asserted by Plaintiff, awarding costs and attorney's fees to Defendant, and awarding such other and further relief, both at law and in equity, to which he may show himself to be justly entitled.

Respectfully submitted,

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ATTORNEYS FOR ALLAN CLARK

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the above and foregoing instrument has this day been served upon all counsel of record, via Fax on this the 18th day of June, 2007, as follows:

Brent J. Rodine, Esq.
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Austin H. England