

IN THE CIRCUIT COURT OF COUNTY, MISSISSIPPI

PLAINTIFF

VS.

NO.

AND DEFENDANTS

ANSWER AND DEFENSES TO COMPLAINT

COMES NOW the Defendant, , through counsel, and files this his/her Answer and Defenses to the Complaint filed herein against him/her as follows, to-wit:

FIRST DEFENSE

The complaint fails to state a cause of action against this defendant upon which relief may be granted.

SECOND DEFENSE

And now, answering the complaint, paragraph by paragraph, this defendant answers and alleges as follows, to-wit:

1. The allegations of paragraph numbered 1 are admitted.
2. The allegations of paragraph numbered 2 are admitted.
3. The allegations of paragraph numbered 3 are admitted.
4. The allegations found in paragraph numbered 4 are not directed at this defendant such that no response is required. Should these allegations be construed adversely to this defendant said allegations are denied in that is without sufficient information to form a belief as to the truth of the allegations.
5. The allegations found in paragraph numbered 5 are not directed at this defendant such that no response is required. Should these allegations be construed adversely to this defendant said allegations are denied in that is without sufficient information to form a belief as to the truth of the allegations.
6. The allegations found in paragraph numbered 6 are not directed at this defendant such that no response is required. Should these allegations be construed adversely to this defendant said allegations are denied in that is without sufficient information to form a belief as to the truth of the allegations.
7. The allegations of paragraph numbered 7 which are directed to this defendant are denied. Those allegations which are directed at parties other than this defendant require no response. However, should said allegations be construed adversely to this defendant, then said

allegations are denied in that [redacted] is without sufficient information to form a belief as to the truth of the allegations.

8. The allegations of paragraph numbered 8 which are directed to this defendant are denied. Those allegations which are directed at parties other than this defendant require no response. However, should said allegations be construed adversely to this defendant, then said allegations are denied.

9. The allegations of paragraph numbered 9 which are directed to this defendant are denied. Those allegations which are directed at parties other than this defendant require no response. However, should said allegations be construed adversely to this defendant, then said allegations are denied in that [redacted] is without sufficient information to form a belief as to the truth of the allegations.

10. The allegations of paragraph numbered 10 which are directed to this defendant are denied. Those allegations which are directed at parties other than this defendant require no response. However, should said allegations be construed adversely to this defendant, then said allegations are denied in that [redacted] is without sufficient information to form a belief as to the truth of the allegations.

11. The allegations of paragraph numbered 11 which are directed to this defendant are denied. Those allegations which are directed at parties other than this defendant require no response. However, should said allegations be construed adversely to this defendant, then said allegations are denied in that [redacted] is without sufficient information to form a belief as to the truth of the allegations.

12. The allegations of paragraph numbered 12 which are directed to this defendant are denied. Those allegations which are directed at parties other than this defendant require no response. However, should said allegations be construed adversely to this defendant, then said allegations are denied.

13. The allegations of paragraph numbered 13 which are directed to this defendant are denied. Those allegations which are directed at parties other than this defendant require no response. However, should said allegations be construed adversely to this defendant, then said allegations are denied as are the allegations found in the unnumbered paragraph following paragraph numbered 13.

## AFFIRMATIVE DEFENSES

The defendant would set forth the following affirmative defenses.

14. Defendant would raise the statute of limitations to those allegations of the Complaint concerning actions before , .

15. Defendant alleges that the plaintiff was negligent in failing to sell the security in a commercially reasonable manner and in failing to properly apply all proceeds therefore to the account of .

16. Defendant alleges that all damages for which the plaintiffs have sued were caused by the acts and/or omissions of other persons for whom this defendant has and can have no liability and which acts, omissions and/or conduct constituted the sole or contributing, efficient, intervening proximate cause of said damages.

17. Defendant raises the principles of waiver and estoppel applicable to Exhibits "A" and "B".

18. Defendant denies each and every material allegation of the complaint by which plaintiff seeks to impose liability upon it and denies that it has been guilty of any actionable conduct in the premises.

19. Defendant alleges he/she did not receive any notice of any sale of the security whatsoever and therefore cannot be liable for any deficiency.

20. Plaintiff has failed to mitigate its damages in failing to promptly recover all security and to properly liquidate and apply all proceeds from the sale of the security to the payment of the note.

21. Upon information, alleges that the note sued on does not constitute an authorized corporate debt of , and therefore cannot be held liable for same.

22. terminated his/her business relationship with in , . At that time ceased being an , and of . All of this was made known to the plaintiff through its agents and employees and at that time any and all guarantees had theretofore signed to the plaintiff were terminated.

23. Upon information, alleges that the debt of was extinguished and discharged in bankruptcy and therefore there exists no debt for which can be held liable.

24. The Plaintiff has acted in bad faith in suing on Exhibit "B" in that it knew that was no longer associated with but yet it is attempting to utilize an old guaranty to collect a debt of made several weeks after Plaintiff knew was no longer associated with and made with full knowledge that had terminated all existing guarantees made by him/her. The guaranty sued on was not a factor in plaintiff's decision to extend credit to on , , and plaintiff is estopped now from utilizing same.

Respectfully submitted,

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Attorney for