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CAUSE NO. 2006-52676

H. DEAN CUBLEY
Plaintiff,

v.

EAGLE BROADBAND, INC.,
Defendant.

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IN THE DISTRICT COURT OF

HARRIS COUNTY, TEXAS

333RD JUDICIAL DISTRICT

FILED
MARLENE BACARDO
DISTRICT CLERK
HARRIS COUNTY, TEXAS

2006 SEP 15 PM 12:24

BY _____ DEPUTY

DEFENDANT'S ORIGINAL ANSWER

COMES NOW, Eagle Broadband, Inc. ("Defendant"), Defendant in the above-entitled and numbered cause, and file this its Original Answer, and would show unto the Court as follows:

GENERAL DENIAL

1. As authorized by Rule 92 of the Texas Rules of Civil Procedure, Defendant enters a general denial of the matters alleged by Plaintiff, and requests that the Court require Plaintiff to prove his allegations by a preponderance of the evidence, as required by the Constitution and laws of the State of Texas.

AFFIRMATIVE DEFENSES

2. By way of further defense, if such be needed, Defendant would show that the contract sued upon (the "Cubley Note") was induced by fraud.

3. Plaintiff induced the Board of Directors (the "Board") of Eagle Broadband, Inc. ("Eagle") to approve Defendant's execution of the Cubley Note, by falsely representing to the Defendant, and its Board (and its various directors), that Eagle had no other options than to enter into the Cubley Note, and further represented that Eagle was obligated to enter into the Cubley Note on the grounds that there were insufficient authorized shares of Eagle to facilitate the exercise of stock options then held by Plaintiff.

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4. When these material representations were made by Plaintiff to the Defendant, Plaintiff knew they were false, or Plaintiff made the material representations recklessly, as positive assertions, and without knowledge of their truth. Plaintiff made these material representations with the intent that the Defendant act on them. The Defendant, through its Board (and its various directors), relied on the Plaintiff's material representations, and Plaintiff's material representations proximately caused injury to the Defendant.

5. The Defendant, through its Board, would not have approved the execution of, or executed, the Cubley Note, but for Plaintiff's false material representations, as described above, which were material facts related to the contract or transaction contemplated for approval by the Board.

6. As a result of the fraud practiced by Plaintiff in the inducement of Defendant's agreement to enter into the Cubley Note, Defendant seeks an order of the Court setting aside the Cubley Note as unenforceable. Alternatively, Defendant seeks an order of the Court setting aside the Cubley Note in order to avoid unjust enrichment to Plaintiff, as the inducement of the execution by Defendant of the Cubley Note is marred by fraud.

PRAYER

Defendant prays that the Court, after notice and hearing or trial, enter judgment in favor of Defendant, that Plaintiff take nothing on his claims, and award Defendant the costs of court, attorneys' fees, and such other and further relief to which Defendant may be justly entitled.

Respectfully submitted,

GORDON & REES, L.L.P.

By: 

GLENN R. LEMAY

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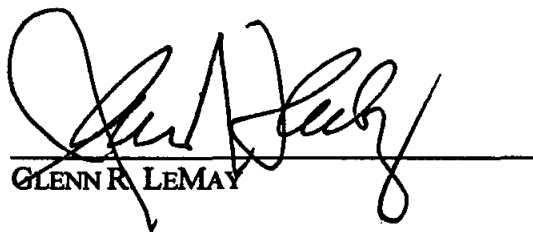
(713) 961-3938 - Facsimile

ATTORNEYS FOR DEFENDANT
EAGLE BROADBAND, INC.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Defendant's Original Answer was duly served upon the following, via certified mail, return receipt requested, hand delivery and/or facsimile, on this the 15th day of September, 2006, as follows:

J. Michael Jordan
Gardere Wynne Sewell LLP
1000 Louisiana, Suite 3400
Houston, Texas 77002-5011
Facsimile: 713.276.5555


GLENN R. LEMAY

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September 15, 2006

Mr. Charles Bacarisse
Harris County District Clerk
201 Caroline
Houston, Texas 77002

Via Hand Delivery

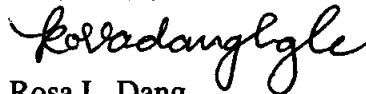
RE: Cause No. 2006-52676; *H. Dean Cubley v. Eagle Broadband, Inc.*; In the 333rd
Judicial District Court of Harris County, Texas

Dear Mr. Bacarisse:

Enclosed please find an original and one (1) copy of Defendant's Original Answer in connection with the above-referenced matter.

Please file this document and return a file-stamped copy with our courier. Thank you for your assistance.

Very truly yours,



Rosa L. Dang
Assistant to Glenn R. LeMay

Enclosures

FILED
CHARLES BACARISSE
DISTRICT CLERK
HARRIS COUNTY, TEXAS

2006 SEP 15 PH12:24

BY _____
DEPUTY



I, Charles Bacarisse, District Clerk of Harris County, Texas, certify that this is a true and correct copy of the original record filed and or recorded in my office, electronically or hard copy, as it appears on this date
Witness my official hand and seal of office
this _____

Certified Document Number: _____

CHARLES BACARISSE, DISTRICT CLERK
HARRIS COUNTY, TEXAS

In accordance with Texas Government Code 406.013 electronically transmitted authenticated documents are valid. If there is a question regarding the validity of this document and or seal please e-mail support@dco.co.harris.tx.us