

**OFFICE OF THE MISSISSIPPI SECRETARY OF STATE  
BUSINESS REGULATION AND ENFORCEMENT DIVISION**

<b>IN THE MATTER OF :</b>	)	
	)	<b>Administrative Proceeding</b>
	)	<b>Number S-03-0032</b>
<b>Brixon Group</b>	)	
<b>1245 West Guadalupe Road</b>	)	
<b>Mesa, AZ 85202</b>	)	
	)	
<b>Cameron Campbell</b>	)	
<b>7825 Fay Avenue, Suite 200</b>	)	
<b>La Jolla, CA 92307</b>	)	
	)	
<b>Alvin J. McCool</b>	)	
<b>1616 East Main, Suite 206</b>	)	
<b>Mesa, AZ 85203</b>	)	
	)	
<b>Don Manning</b>	)	
<b>1616 East Main, Suite 206</b>	)	
<b>Mesa, AZ 85203</b>	)	
	)	
<i>Respondents</i>	)	

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**SUMMARY CEASE AND DESIST ORDER AND  
NOTICE OF INTENT TO IMPOSE ADMINISTRATIVE PENALTY**

**I. JURISDICTION**

COMES NOW, James O. Nelson, II, Assistant Secretary of State, Business Regulation and Enforcement Division (hereinafter "Division"), on behalf of Eric Clark, Secretary of State for the State of Mississippi, and states it appears that Respondents, Brixon Group, Cameron Campbell, Alvin J. McCool, and Don Manning, have promoted, offered and sold securities in violation of the Mississippi Securities Act, Miss. Code Ann. §75-71-101, et seq. (1991) (hereinafter "Act").

The Secretary of State, therefore, finds that he has jurisdiction over the subject matter and the parties herein.

## II. FINDINGS OF FACT

The previous paragraphs are incorporated herein by reference.

1. Respondent Brixon Group (hereinafter “Brixon”) is a business corporation whose last known business address is 1616 East Main, Suite 206, Mesa, AZ 85203.

2. Respondent Cameron Campbell (hereinafter “Campbell”) is an adult natural person whose last known address is 7825 Fay Avenue, Suite 200, La Jolla, CA 92307, and who was at all times relevant herein an Investment Representative of Brixon.

3. Respondent Alvin J. McCool (hereinafter “McCool”) is an adult natural person whose last known address is 1616 East Main, Suite 206, Mesa, AZ 85203, and who was at all times relevant herein an Investment Representative of Brixon.

4. Respondent Don Manning (hereinafter “Manning”) is an adult natural person whose last known address is 1616 East Main, Suite 206, Mesa, AZ 85203, and who was at all times relevant herein an Investment Representative of Brixon.

5. Respondents sold investments to Mississippi residents in the form of Capital Private Placements (hereinafter “CPP”).

6. A check of the records required to be maintained by the Division reveals that Respondents are not registered to sell securities in the State of Mississippi.

7. A check of the records required to be maintained by the Division reveals no registration for CPPs offered, sold or issued by Brixon in the State of Mississippi.

## III. APPLICABLE LAW

The previous paragraphs are incorporated herein by reference.

8. §75-71-401 of the Act states in part:

...it is unlawful for any person to offer or sell any security in the State of Mississippi unless (1) it is registered under this chapter or (2) the security or transaction is exempted under Article 3 of this chapter....

9. §75-71-301 of the Act states in part:

...it is unlawful for any ... issuer to employ an agent unless the agent is registered... [and] it is unlawful for any person to transact business in this state as a[n] agent unless he is registered under this chapter.

10. §75-71-105(k) of the Act states in part:

“Person” means an individual,...corporation [or] partnership....

11. §75-71-105(n) of the Act states:

"Security" means any note; stock; treasury stock; bond; debenture; evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement; collateral-trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting-trust certificate; certificate of deposit for a security; certificate of interest or participation in an oil, gas or mining title or lease or in payments out of production under such a title or lease; interest in a limited partnership; viatical settlement investment contract or a fractionalized or pooled interest therein; or, in general, any interest or instrument commonly known as a "security," or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing.

12. §75-71-119 of the Act states in part:

(a) ...Section ...75-71-401...appl[ies] to persons who sell or offer to sell when (1) an offer to sell is made in this state....

(b) an offer to sell is made in this state, whether or not either party is then present in this state, when the offer (1) originates from this state or (2) is directed by the offeror to this state...

### III. CONCLUSIONS OF LAW

The previous paragraphs are incorporated herein by reference.

13. The CPPs offered and sold by Respondents are securities as that term is defined in §75-71-105(n) of the Act.

14. These securities are not eligible for exemption from registration under the Act.

15. These securities were offered and sold to residents of the State of Mississippi as defined in §75-71-119 of the Act.

16. These securities have not been duly registered in violation of §75-71-401 of the Act.

#### **IV. NOTICE OF INTENDED ACTION**

Please note that the Secretary of State intends to take the following:

17. Issue a Final Cease and Desist Order within thirty (30) days of the Summary Cease and Desist Order being issued.

18. Impose an administrative penalty of up to Twenty-five Thousand Dollars (\$25,000.00) for each violation of the Act.

#### **V. RIGHT TO ADMINISTRATIVE HEARING**

19. An administrative hearing may be requested in this matter. Any such request shall be made in writing to the Secretary of State, James O. Nelson, II, Assistant Secretary of State, Post Office Box 136, Jackson, Mississippi 39205, within thirty (30) days from the date of receipt of this Administrative Order.

20. If an administrative hearing is requested, written notice of the date, time, and place will be given to all parties by certified mail, return receipt requested. Said notice will also designate a Hearing Officer.

21. Failure to request a hearing will result in the entry of a Final Cease and Desist Order against Respondents.

#### **VI. PUBLIC INTEREST**

22. The actions taken and proposed to be taken herein by the Secretary of State are in the public interest and are consistent with the purposes set out in the Act.

**VII. RIGHT TO AMEND**

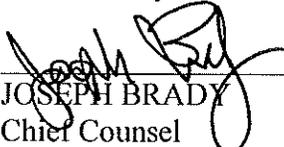
23. The Secretary of State hereby reserves the right to amend this Administrative Order.

ENTERED, this the 28<sup>th</sup> day of September 2004.

ERIC CLARK  
Secretary of State  
State of Mississippi

BY: James O. Nelson, II / by: JTB  
JAMES O. NELSON, II  
Assistant Secretary of State  
Business Regulation and Enforcement

Submitted by:

  
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JOSEPH BRADY  
Chief Counsel

Division of Business Regulation and Enforcement  
Mississippi Secretary of State's Office  
Post Office Box 136  
Jackson, Mississippi 39205  
(601) 359-1650

CERTIFICATE OF SERVICE

I, Joseph Brady, do hereby certify that I have this day mailed via United States Certified Mail, postage pre-paid, a true and correct copy of the SUMMARY CEASE AND DESIST ORDER AND NOTICE OF INTENT TO IMPOSE ADMINISTRATIVE PENALTY to the following:

Brixon Group
1245 West Guadalupe Road
Mesa, AZ 85202

Cameron Campbell
7825 Fay Avenue, Suite 200
La Jolla, CA 92307

Alvin J. McCool
1616 East Main, Suite 206
Mesa, AZ 85203

Don Manning
1616 East Main, Suite 206
Mesa, AZ 85203

This the 30th day of September 2004.

JOSEPH BRADY
Chief Counsel

Form with fields: 1. Article Addressed to: Cameron Campbell, 7825 Fay Avenue, Suite 200, La Jolla, California 92307; 2. Article Number; COMPLETE THIS SECTION ON DELIVERY; A. Signature; B. Received by (Printed Name); C. Date of Delivery; D. Is delivery address different from item 1?; 3. Service Type: Certified; 4. Restricted Delivery? (Extra Fee): Yes.