



BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS:

JEFF HATCH-MILLER, Chairman
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES

2005 SEP -8 P 4: 39
AZ CORP COMMISSION
DOCUMENT CONTROL

In the matter of:

Brixon Group Ltd.
1515 East Main, Suite 128
Mesa, Arizona 85203

Joseph Wayne McCool a.k.a. Joe McCool and
Jane Doe McCool, husband and wife
5306 East Boise Street or 5304 East Boise Street
Mesa, Arizona 85205

Donald John Manning a.k.a. Don Manning and
Jane Doe Manning, husband and wife
8260 East Keates Avenue, #502
Mesa, Arizona 85208

Cameron Guy Campbell and Nanette Campbell,
husband and wife
2375 Terraza Salvo
Carlsbad, CA 92009-6623

Respondents.

DOCKET NO. S-20402A-05-0569

**RESPONDENT CAMERON G.
CAMPBELL'S ANSWER TO THE
ARIZONA CORPORATION
COMMISSION'S NOTICE OF
OPPORTUNITY FOR HEARING**

Respondent Cameron G. Campbell (hereinafter "Respondent") answers the Notice of Opportunity for Hearing (the "Notice"), by admitting, denying and alleging as follows:¹

**I.
JURISDICTION**

1. Answering Paragraph 1 of the Notice, Respondent denies each and every allegation of Paragraph 1.

¹ Respondent Cameron G. Campbell is filing this Answer strictly to comply with the requirements of Arizona Administrative Code R14-4-305. By filing this Answer, Respondent is not consenting to the Commission's jurisdiction nor is he waiving any right to assert that the Commission lacks personal jurisdiction over him.

**II.
RESPONDENTS**

- 1
- 2 2. Answering Paragraph 2 of the Notice, Respondent admits the allegations therein.
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- 4 3. Answering Paragraph 3 of the Notice, Respondent is without information sufficient
5 to form a belief as to the allegations of Paragraph 3 and, on that basis, denies same.
- 6 4. Answering Paragraph 4 of the Notice, Respondent is without information sufficient
7 to form a belief as to the allegations of Paragraph 4 and, on that basis, denies same.
- 8 5. Answering Paragraph 5 of the Notice, Respondent is without information sufficient
9 to form a belief as to the allegations of Paragraph 5 and, on that basis, denies same.
- 10 6. Answering Paragraph 6 of the Notice, Respondent is without information sufficient
11 to form a belief as to the allegations of Paragraph 6 and, on that basis, denies same.
- 12 7. Answering Paragraph 7 of the Notice, Respondent admits the allegations therein.
- 13
- 14 8. Respondent admits that Respondent Nanette Campbell resides at 2375 Terraza
15 Salvo, Carlsbad, California 92009-6623. Respondent denies the remaining allegations contained
16 in Paragraph 8 of the Notice.
- 17 9. Respondent denies each and every allegation contained in Paragraph 9 of the
18 Notice.
- 19
- 20 10. Respondent denies each and every allegation contained in Paragraph 10 of the
21 Notice.

**III.
FACTS**

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- 24 11. Respondent denies the allegations contained in Paragraph 11 of the Notice insofar
25 as they are directed at him.
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12. Answering Paragraph 12 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 12 and, on that basis, denies same.

13. Answering Paragraph 13 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 13 and, on that basis, denies same.

14. Answering Paragraph 14 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 14 and, on that basis, denies same.

15. Answering Paragraph 15 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 15 and, on that basis, denies same.

16. Answering Paragraph 16 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 16 and, on that basis, denies same.

17. Answering Paragraph 17 of the Notice, Respondent states that the Capital Private Placement Agreement speaks for itself. Respondent is without information sufficient to form a belief as to the remaining allegations of Paragraph 17 and, on that basis, denies same.

18. Answering Paragraph 18 of the Notice, Respondent states that the Capital Private Placement Agreement speaks for itself. Respondent is without information sufficient to form a belief as to the remaining allegations of Paragraph 18 and, on that basis, denies same.

19. Answering Paragraph 19 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 19 and, on that basis, denies same.

20. Answering Paragraph 20 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 20 and, on that basis, denies same.

21. Answering Paragraph 21 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 21 and, on that basis, denies same.

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22. Answering Paragraph 22 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 22 and, on that basis, denies same.

23. Answering Paragraph 23 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 23 and, on that basis, denies same.

24. Answering Paragraph 24 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 24 and, on that basis, denies same.

25. Answering Paragraph 25 of the Notice, Respondent admits the allegations therein.

26. Answering Paragraph 26 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 26 and, on that basis, denies same.

27. Answering Paragraph 27 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 27 and, on that basis, denies same.

28. Answering Paragraph 28 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 28 and, on that basis, denies same.

29. Answering Paragraph 29 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 29 and, on that basis, denies same.

30. Answering Paragraph 30 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 30 and, on that basis, denies same.

31. Answering Paragraph 31 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 31 and, on that basis, denies same.

32. Answering Paragraph 32 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 32 and, on that basis, denies same.

33. Answering Paragraph 33 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 33 and, on that basis, denies same.

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34. Answering Paragraph 34 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 34 and, on that basis, denies same.

35. Answering Paragraph 35 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 35 and, on that basis, denies same.

36. Answering Paragraph 36 of the Notice, Respondent is without information sufficient to form a belief as to the allegations of Paragraph 36 and, on that basis, denies same.

37. Answering Paragraph 37 of the Notice, Respondent admits he is licensed as an attorney in California. Respondent is without information sufficient to form a belief as to the remaining allegations of Paragraph 37 and, on that basis, denies same.

38. Answering Paragraph 38 of the Notice, Respondent admits that he was not licensed as an attorney in Arizona and denies that he was required to be so licensed.

39. Answering Paragraph 39 of the Notice, Respondent is unsure what the term "held himself out" means and on that basis denies the allegations therein.

40. Answering Paragraph 40 of the Notice, Respondent states that the Capital Private Placement Agreement speaks for itself. Respondent is without information sufficient to form a belief as to the remaining allegations of Paragraph 40 and, on that basis, denies same.

41. Respondent denies each and every allegation contained in Paragraph 41 of the Notice.

42. Answering Paragraph 42 of the Notice, Respondent alleges that the paragraph is too vague to answer with respect to meeting investors because it fails to identify who those investors were. Respondent denies that he solicited investors at any time.

43. Answering Paragraph 43 of the Notice, Respondent states that the paragraph is too vague to answer because it fails to identify who the investors were. Respondent is without

1 information sufficient to form a belief as to the remaining allegations of Paragraph 43 and, on that
2 basis, denies same.

3 44. Answering Paragraph 44 of the Notice, Respondent states that the account
4 statements speak for themselves. **Paul, is this what you want to say?**

5 45. Answering Paragraph 45 of the Notice, Respondent states that the account
6 statements speak for themselves. **Paul, is this what you want to say?**

7 46. Answering Paragraph 46 of the Notice, Respondent is without information
8 sufficient to form a belief as to the allegations of Paragraph 46 and, on that basis, denies same.

9 47. Answering Paragraph 47 of the Notice, Respondent admits that funds were
10 transferred from the Campbell Attorney Client Trust Account. Respondent is unsure what the term
11 "for their own use" means in Paragraph 47 of the Notice and, on that basis, denies the remaining
12 allegations contained therein. Respondent further states that the account statements speak for
13 themselves.

14 48. Answering Paragraph 48 of the Notice, Respondent admits the allegations therein.

15 49. Answer Paragraph 49 of the Notice, Respondent denies receiving more than his
16 attorneys' fees.

17 50. Answering Paragraph 50 of the Notice, Respondent alleges that he was under no
18 duty to disclose said information.

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21 **IV.**
22 **VIOLATION OF A.R.S. § 44-1841**
23 **(Offer or Sale of Unregistered Securities)**

24 51. Answering Paragraph 51 of the Notice, Respondent is without information
25 sufficient to form a belief as to the allegations of Paragraph 51 and, on that basis, denies same.

ROSHKA HEYMAN & DEWULF, PLC
ONE ARIZONA CENTER
400 EAST VAN BUREN - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 52. Answering Paragraph 52 of the Notice, Respondent is without information
2 sufficient to form a belief as to the allegations of Paragraph 52 and, on that basis, denies same.

3 53. Answering Paragraph 53 of the Notice, Respondent is without information
4 sufficient to form a belief as to the allegations of Paragraph 53 and, on that basis, denies same..

5 **V.**
6 **VIOLATION OF A.R.S. § 44-1842**
7 **(Transactions by Unregistered Dealers or Salesmen)**

8 54. Answering Paragraph 54 of the Notice, Respondent is without information
9 sufficient to form a belief as to the allegations of Paragraph 54 and, on that basis, denies same.

10 55. Answering Paragraph 55 of the Notice, Respondent is without information
11 sufficient to form a belief as to the allegations of Paragraph 55 and, on that basis, denies same.

12 **VI.**
13 **VIOLATION OF A.R.S. § 44-1991**
14 **(Fraud in Connection with the Offer or Sale of Securities)**

15 1. (sic) Respondent denies each and every allegation contained in Paragraph 1 of this
16 Count.

17 2. (sic) Answering Paragraph 2 of this Count, Respondent states that A.R.S. § 44-1991
18 speaks for itself. Respondent denies each and every remaining allegation contained in this
19 Paragraph of the Notice.

20 56. Respondent denies each and every allegation of the Notice not specifically admitted
21 herein.

22 **VII.**
23 **SECURITIES DIVISION'S REQUESTED RELIEF**

24 With regard to the Securities Division's Requested Relief, Respondent asks the
25 Commission to deny the Request for a Cease and Desist Order and dismiss this proceeding, deny
26
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1 the Request for restitution because there have been no violations of law, deny the request for
2 administrative penalties, and deny any request that the marital assets of Respondent and Nanette
3 Campbell be subject to any order of restitution, rescission, administrative penalties or other
4 affirmative action. Nanette Campbell and Cameron Campbell are not residents of the State of
5 Arizona and, thus, are not subject to Arizona's community property laws. Respondent requests
6 that the Commission deny the Requested Relief as identified in Paragraphs 1, 2, 3, 4, and 5 of
7 Section VII of the Notice.
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10 **VIII.**
11 **HEARING OPPORTUNITY**

12 Respondent has requested a hearing pursuant to A.R.S. § 44-1972.

13 **AFFIRMATIVE DEFENSES**

14 57. For his first affirmative defense, Respondent alleges that the Notice fails to state a
15 claim upon which relief can be granted.

16 58. For his second affirmative defense, Respondent alleges that no security is involved
17 in these alleged transactions and, therefore, there is no proper application of the Arizona securities
18 laws, or jurisdiction of this administrative tribunal.

19 59. For his third affirmative defense, Respondent alleges that the Commission lacks
20 personal jurisdiction over Respondent and his spouse, Respondent Nanette Campbell.

21 60. For his fourth affirmative defense, Respondent alleges that there is a lack of subject
22 matter jurisdiction.

23 61. For his fifth affirmative defense, Respondent alleges that any ruling in this action
24 would be unconstitutional under the laws of the State of Arizona and under the laws of the United
25 States of America for, *inter alia*, failing to provide due process, among other provisions.
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1 62. For his sixth affirmative defense, Respondent alleges that application of A.R.S. §
2 44-2031(C) in this case exceeds the authority granted to the Commission by the Arizona
3 Constitution.

4 63. For his seventh affirmative defense, Respondent alleges that application of A.R.S. §
5 44-2031(C) does not convey personal jurisdiction over Respondent's spouse, as a non-resident of
6 Arizona.

7 64. For his eighth affirmative defense, Respondent alleges that all of his actions were
8 taken for a proper purpose.

9 65. For his ninth affirmative defense, Respondent alleges that he has not taken any
10 improper action within or from the State of Arizona.

11 66. For his tenth affirmative defense, Respondent alleges that Respondent and his
12 spouse, Nanette Campbell, are not residents of the State of Arizona and, thus, are not subject to
13 Arizona's community property laws.

14 67. For his eleventh affirmative defense, Respondent alleges that the Commission's
15 claims are barred by the applicable statute(s) of limitations.

16 68. For his twelfth affirmative defense, Respondent states that he did not sell
17 investment contracts under Arizona law.

18 69. For his thirteenth affirmative defense, Respondent alleges the claims in the Notice
19 are barred by estoppel.

20 70. For his fourteenth affirmative defense, Respondent alleges the claims in the Notice
21 are barred by laches.

22 71. For his fifteenth affirmative defense, Respondent alleges that the claims in the
23 Notice are barred by waiver.

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72. For his sixteenth affirmative defense, Respondent alleges that the claims in the Notice are barred by assumption of risk.

73. For his seventeenth affirmative defense, Respondent alleges that the Division has failed to allege securities fraud with reasonable particularity as required by Rule 9(b) of the Arizona Rules of Civil Procedure.

74. For his eighteenth affirmative defense, Respondent alleges that he did not know, and in the exercise of reasonable care could not have known, of any alleged untrue statements or material omissions as set forth in the Notice.

75. For his nineteenth affirmative defense, Respondent states that he has not acted with the requisite scienter.

76. For his twentieth affirmative defense, Respondent states that he has not employed a deceptive or manipulative device in connection with the purchase or sale of any security.

77. For his twenty-first affirmative defense, Respondent states that the investors have suffered no injuries or damages as a result of Respondent's acts or the alleged acts of any of the other Respondents named in this action.

78. For his twenty-second affirmative defense, Respondent states that he never made any misrepresentations or omissions, material or otherwise.

79. For his twenty-third affirmative defense, Respondent alleges that he acted in good faith and did not directly or indirectly induce the conduct at issue.

80. For his twenty-fourth affirmative defense, Respondent states that he has caused no damages.

ROSHKA HEYMAN & DEWULF, PLC

ONE ARIZONA CENTER
400 EAST VAN BUREN - SUITE 800
PHOENIX, ARIZONA 85004
TELEPHONE NO 602-256-6100
FACSIMILE 602-256-6800

1 ORIGINAL and thirteen copies of the foregoing
hand-delivered this 8th day of September, 2005 to:

2 Docket Control
3 Arizona Corporation Commission
1200 West Washington Street
4 Phoenix, Arizona 85007

5 COPY of the foregoing hand-delivered
6 this 8th day of September, 2005 to:

7 Hearing Division
8 Arizona Corporation Commission
1200 West Washington Street
9 Phoenix, Arizona 85007

10 Ella G. Johnson, Esq.
Securities Division
11 Arizona Corporation Commission
1300 West Washington Street, 3rd Floor
12 Phoenix, Arizona 85007

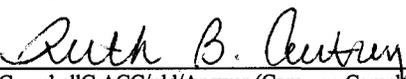
13 COPY of the foregoing mailed
14 this 8th day of September, 2005 to:

15 Brixon Group, Ltd.
1616 East Main, Suite 128
16 Mesa, Arizona 85203
17 Respondent

18 Joseph Wayne McCool a.k.a. Joe McCool
and Jane Doe McCool
19 5306 East Boise Street
Mesa, Arizona 85205

20 or
21 5304 East Boise Street
Mesa, Arizona 85203
22 Respondents

23 Donald John Manning a.k.a. Don Manning
and Jane Doe Manning
24 8260 East Keates Avenue, #502
25 Mesa, Arizona 85208
Respondents

26 
27 CampbellC.ACC/pld/Answer (Cameron Campbell).doc