

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:

**AUDIO-EX INC
MORESON CONFERENCING INC
DANA BRUTTIG SIMONS
MARK BYRON JACKSON**

RESPONDENTS

**ADMINISTRATIVE ORDER
NO. CO-2006-0022**

LIMITED CONSENT ORDER FOR MARK BYRON JACKSON

The Alabama Securities Commission ("Commission"), having the authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act, upon due consideration of the subject matter hereof, has determined as follows.

RESPONDENTS

1. During all times relevant to the transactions referenced in this order, AUDIO-EX INC (AUDIO-EX) was a California Corporation with a principal business address of 629 Fourth Street, Suite B, Santa Rosa, California 95404; as of the date this Order, AUDIO-EX is no longer in existence after having been dissolved upon the adjudication of a Chapter 7 bankruptcy.

2. During all times relevant to the transactions referenced in this order, DANA BRUTTIG SIMONS (SIMONS) was the Chief Executive Office of AUDIO-EX. Upon knowledge and belief, SIMONS currently resides at 991 Linda View Drive, Healdsburg, California 95448.

3. MARK BYRON JACKSON (JACKSON) is the CEO of MORESON CONFERENCING INC (MORESON). JACKSON has a current address of 4108 Ashington Drive, Birmingham, Alabama 35242.

STATEMENT OF FACTS

4. The Commission received information that in February and March of 2005, AUDIO-EX, MORESON¹, SIMONS and JACKSON offered and sold shares of Series B Preferred Stock in AUDIO-EX to six Alabama residents. Some, but not all, of the investors received a "Series B Preferred Stock Subscription Agreement." The Agreement stated that "each Investor agrees to purchase and the Company (AUDIO-EX) agrees to issue and sell to such Investor that number of shares of Series B Preferred Stock as set forth opposite such Investor's name on Schedule 1 hereto at a purchase price of \$0.08 per share."

5. A review of the files of the Registration Division of the Alabama Securities Commission was conducted on March 16, 2006 disclosing no record of registration or any perfected exemption from registration for the security, to wit: the Series B Preferred Stock for AUDIO-EX, in the state of Alabama.

6. A review of the files of the Registration Division of the Alabama Securities Commission was conducted on March 16, 2006 disclosing no record of registration for SIMONS or JACKSON as a broker dealer agent, investment advisor, or investment advisor representative in the state of Alabama.

7. A review of the files of the Registration Division of the Alabama Securities Commission was conducted on March 16, 2006 disclosing no record of registration for AUDIO-EX as a broker dealer in the state of Alabama.

¹ While MORESON was initially included in the Cease and Desist Order CD-2006-0022 dated May 15, 2006, the Commission has found and concluded upon review of all the evidence and testimony presented that MORESON did not play a material role in the offer and sales of securities described herein, and the Commission has formally dismissed MORESON from such Order.

CONCLUSIONS OF LAW

8. Pursuant to Section 8-6-2(10), Code of Alabama 1975, stock is included in the list of financial instruments defined as a security under the Act. The Series B Preferred Stock of AUDIO-EX is a security under the Act.

9. Section 8-6-2(2), Code of Alabama 1975, defines an agent as any individual other than a dealer who represents a dealer or issuer in effecting or attempting to effect sales of securities. SIMONS and JACKSON acted as agents for AUDIO-EX by effecting sales of securities in AUDIO-EX within Alabama and are agents under the Act.

10. Neither SIMONS nor JACKSON were registered as broker dealer agents, investment advisors, or investment advisor representatives in the state of Alabama. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for a person to transact business in this state as a dealer or agent for securities unless such person is registered under the Act. SIMONS and JACKSON unlawfully effected transactions in securities while not registered under the Act.

11. The securities offered and sold by AUDIO-EX, SIMONS and JACKSON, to wit: the Series B Preferred Stock of AUDIO-EX, were not registered in the state of Alabama. Pursuant to Section 8-6-4, Code of Alabama 1975, it is unlawful to offer or sell any security unless it is registered under the Act, the security is exempt from registration pursuant to Section 8-6-10 or the transaction is exempt under section 8-6-11. AUDIO-EX, SIMONS and JACKSON unlawfully offered and sold securities of AUDIO-EX which were neither registered nor subject to any perfected exemption under the Act.

INFORMAL HEARING

12. On October 31, 2007, JACKSON and his legal counsel participated in an informal hearing with the Commission staff. During this hearing testimony was provided that JACKSON sold MORESON to AUDIO-EX on July 30, 2004. JACKSON stated that he remained as the Chairman and CEO of MORESON, which was then a subsidiary of

AUDIO-EX from July 31, 2004 to November 5, 2005. During such period of time, JACKSON was neither an officer nor a director of AUDIO-EX. Due to events precipitated by SIMONS and AUDIO-EX, MORESON was forced to file for Chapter 13 bankruptcy, which became final on July 16, 2006, upon such time JACKSON purchased the assets of MORESON out of such bankruptcy. JACKSON incorporated a new entity by the same name, Moreson Conferencing, Inc., and contributed such assets to it. JACKSON admitted receiving checks by U.S. Mail from certain prospective investors in the sales described herein residing in the state of Alabama, and which he promptly forwarded such checks to SIMONS and AUDIO-EX at the company's principal office in California. At all times while MORESON was a subsidiary of AUDIO-EX, JACKSON received a salary out of the revenues of MORESON and did not receive any salary or monies from AUDIO-EX. JACKSON also testified that he had suffered substantial losses as a result of the activities and misrepresentations of SIMONS. Subsequent, examination of financial records support JACKSON's testimony in this matter.

ORDER

WHEREAS, JACKSON admits that without benefit of his registration as a broker-dealer agent in Alabama, he attended a meeting in which securities of AUDIO-EX were offered and sold to Alabama residents which were neither registered nor subject to a perfected exemption from registration in the state of Alabama, and

WHEREAS, this Order is appropriate in the public interest for the protection of investors and consistent with the purposes of the Alabama Securities Act, and

WHEREAS, considering the aforementioned findings, the Commission believes it to be in the public interest that this Order not be construed as to deny JACKSON the ability to sell securities in the state of Alabama upon entry of this Order, and this Order should not be construed as a disqualifying event under Section 8-6-11, Code of Alabama 1975, or Rule 830-X-6-.12 thereunder, and

WHEREAS, the Commission and JACKSON are desirous of settling this matter as hereafter set forth and agree to the entry of this Order,

ACCORDINGLY, IT IS HEREBY ORDERED:

1. That RESPONDENT JACKSON ensures that he follows proper procedures to preclude any future non-compliance with the Act.

2. That in accordance with Section 8-6-19(j)(1), Code of Alabama, 1975, JACKSON shall pay to the State of Alabama an administrative assessment of One Thousand Two Hundred Fifty Dollars (\$1,250.00), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

3. That in accordance with Section 8-6-19(k)(1), Code of Alabama, 1975, JACKSON shall pay to the Alabama Securities Commission, as partial reimbursement for the Commission's cost of investigating this matter One Thousand Two Hundred Fifty Dollars (\$1,250.00), said funds to be tendered in certified funds contemporaneously with the entry of this Order.

4. That the entry of this Order will resolve the Cease and Desist Order CD-2006-0022 only as it pertains to RESPONDENT JACKSON, and the entry of this Order is resolution of all known and outstanding issues between Jackson and the Commission as of the date hereof. After the entry of this Order and as of the date hereof, JACKSON will no longer be subject to the Cease and Desist Order CD-2006-0022, dated May 15, 2006.

AGREED AND CONSENTED to on date indicated:

RESPONDENTS


MARK BYRON JACKSON

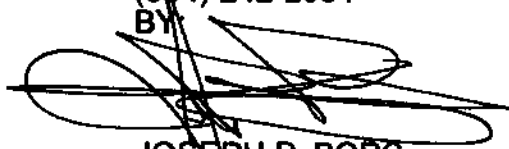
DATE: 9/12/08

APPROVED AND AGREED this 1st day of October, 2008.



ALABAMA SECURITIES COMMISSION
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BY:


JOSEPH P. BORG
Director