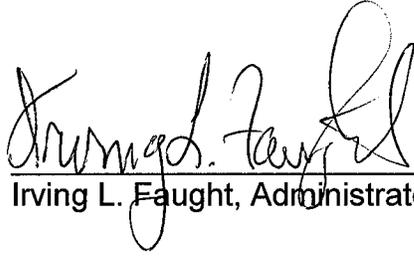


FURTHER AFFIANT SAYETH NOT.

Dated this 6th day of April, 2004.

(SEAL)


Irving L. Faught, Administrator

Subscribed and sworn to before me this 6th day of April, 2004.

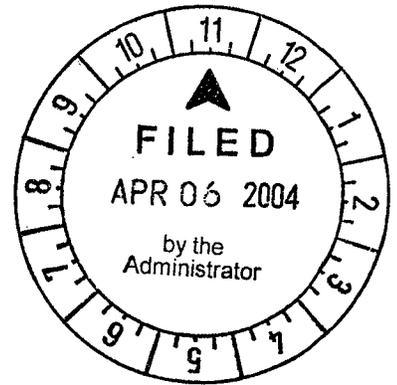
(NOTARY SEAL)


Notary Public

My Commission Expires: August 26, 2005

My Commission Number: 01013792

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Belinda Calabro,

Respondent.

ODS File No. 03-086

NOTICE OF OPPORTUNITY FOR HEARING

1. Pursuant to his authority under Section 405 of the Oklahoma Securities (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), the Administrator of the Oklahoma Department of Securities (Department) authorized an investigation into the activities of Belinda Calabro (Respondent), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

2. On the 5th day of April, 2004, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.

3. Pursuant to Section 406(b) of the Act, the Administrator hereby gives notice to Respondent of her right to request a hearing to show why an order based on the Recommendation should not be issued.

4. The request for a hearing on the Recommendation must be received by the Administrator within fifteen (15) days after service of this Notice. Pursuant to Section 406(b) of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order to cease and desist against Respondent.

5. The request for hearing shall be in writing and Respondent shall specifically admit or deny each allegation in said request as required by 660:2-9-1(c) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

6. Upon receipt of a written request, pursuant to 660:2-9-2 of the Rules, a hearing on this Notice shall be set within sixty (60) days or a written order denying hearing shall be issued.

7. Notice of the date, time and location of the hearing shall be given to Respondents not less than ten (10) days in advance thereof pursuant to 660:2-9-3(a) of the Rules. Additionally, the notice may contain matters to supplement this Notice and the Recommendation attached hereto.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 6th day of April, 2004.

(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 6th day of April, 2004, a true and correct copy of the above and foregoing Notice of Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon addressed to:

Belinda Calabro
P.O. Box 262
Duncan, OK 73534

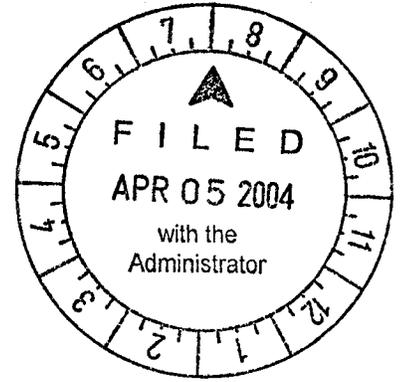
and

P.O. Box 1267
Nashville, TN 37135



Brenda London Smith
Paralegal

STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER
120 N. ROBINSON, SUITE 860
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

Belinda Calabro,

Respondent.

ODS File No. 03-086

ENFORCEMENT DIVISION RECOMMENDATION

Pursuant to Section 405 of the Oklahoma Securities Act (Act), Okla. Stat. tit. 71, §§ 1-413, 501, 701-703 (2001 & Supp. 2003), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of Belinda Calabro (Calabro), in connection with the offer and/or sale of certain promissory notes in the state of Oklahoma.

Based thereon, the following Findings of Fact, Authorities, and Conclusions of Law are submitted to the Administrator of the Department (Administrator), or his designee, in support of the issuance of an order to cease and desist.

Findings of Fact

1. Allstate Finance, Inc. d/b/a McCarn's Allstate Finance Co. (Allstate Finance) is a Florida corporation with its principal place of business at 1915 North Dale Mabry, Suite 300, Tampa, Florida 33607.
2. James H. McCarn (McCarn) is an individual who, at all times relevant hereto, was a resident of the state of Florida and the president of Allstate Finance.
3. Calabro is an individual who, at all times relevant hereto, was a resident of the state of Oklahoma.
4. Beginning in or about January 1996, Allstate Finance offered and sold nine month promissory notes (the "Notes") in the state of Oklahoma. The Notes were marketed as an investment and were primarily purchased by individuals. Allstate Finance used the proceeds of the Notes to finance its general business operations.
5. Beginning in or about November 1997, Calabro began to offer and sell the Notes in the state of Oklahoma on behalf of Allstate Finance.

6. At all times material hereto, the Notes offered and sold by Allstate Finance, McCarn and Calabro were not registered pursuant to Section 301 of the Act.

7. At all times material hereto, Calabro was not registered under the Act as a broker-dealer or agent.

8. On February 19, 1998, the Administrator ordered that Allstate Finance and McCarn cease and desist from offering or selling securities in this state without registration of such securities under the Act (the "Allstate Order"). The Allstate Order was mailed to the attorney for Allstate Finance and McCarn, providing notice to them of its entry.

9. On March 25, 1998, just more than one month after entry of the Allstate Order and notice to Allstate Finance and McCarn, Calabro offered and sold in excess of Two Hundred Thousand Dollars (\$200,000) in principal amount of the Notes to the trust estate of an elderly Oklahoma investor.

To the extent any of these Findings of Fact should be considered Conclusions of Law, they should be so considered.

Authorities

1. Section 2 of the Act provides in pertinent part:

(d) "*Agent*" means any individual other than a broker-dealer who represents a broker-dealer or issuer in effecting or attempting to effect purchases or sales of securities

* * *

(v) "*Security*" means any:

(1) note;

* * *

(11) investment contract

2. Section 201 of the Act provides in part:

(a)(1) it is unlawful for any person to transact business in this state as a broker-dealer or agent unless the person is so registered under this act or

unless the person is exempt from registration as provided in paragraph (2) or (3) of this subsection.

3. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in this state unless:

(1) it is registered under this act or the security or transaction is exempted under Section 401 of this title; or

(2) it is a federal covered security.

4. Section 405 of the Act provides in part:

(a) The Administrator in his discretion:

(1) may make such public or private investigations within or outside of this state as he deems necessary to determine whether any person has violated or is about to violate any provision of this act or any rule or order hereunder, or to aid in the enforcement of this act or in the prescribing of rules and forms hereunder[.]

5. Section 406 of the Act provides in pertinent part:

(a) If the Administrator reasonably believes, whether or not based upon an investigation conducted under Section 405 of this title, that a person has violated the Oklahoma Securities Act, except under the provisions of Section 202.1 or 305.2 of this title, or a rule or order of the Administrator under the Oklahoma Securities Act or has engaged in dishonest or unethical practices in the securities business, the Administrator, in addition to any specific power granted by any other section of the Oklahoma Securities Act, may impose one or more of the following sanctions:

(1) issue an order against the person to cease and desist from engaging in such violation or dishonest or unethical practices or doing any act in furtherance thereof[.]

Conclusions of Law

1. The Notes are securities as defined by subsection (v) of Section 2 of the Act.

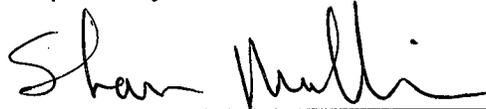
2. Calabro offered and sold securities in the state of Oklahoma.
3. Calabro offered and sold unregistered securities in the state of Oklahoma, in violation of Section 301 of the Act.
4. Calabro transacted business in the state of Oklahoma as an agent without being registered under the Act, in violation of Section 201 of the Act.
5. The Administrator has the authority pursuant to Section 406 of the Act to issue an order to cease and desist.
6. It is in the public interest to order Calabro to cease and desist from violations of Sections 201 and 301 of the Act.

To the extent any of these Conclusions of Law should be considered Findings of Fact, they should be so considered.

WHEREFORE, it is recommended that the Administrator issue an order directing Calabro to cease and desist from engaging in violations of Sections 201 and 301 of the Act or doing any act in furtherance thereof.

Dated this 5th day of April, 2004.

Respectfully submitted,



Shaun Mullins
Enforcement Attorney
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700