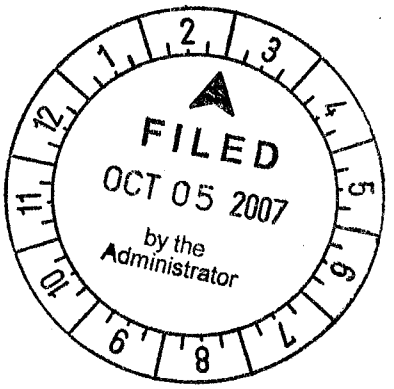
STATE OF OKLAHOMA
DEPARTMENT OF SECURITIES
FIRST NATIONAL CENTER, SUITE 860
120 NORTH ROBINSON
OKLAHOMA CITY, OKLAHOMA 73102



In the Matter of:

XXI st Century Group, L.L.C.,
Sheldon Mitchell,
Marlissa Camerer, and
Kevin Blackburn,

Respondents.

ODS File No. 05-073

NOTICE OF SERVICE ON THE ADMINISTRATOR
AND
AFFIDAVIT OF COMPLIANCE

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

The undersigned affiant, of lawful age, being first duly sworn upon oath deposes and states:

1. That he is the Administrator of the Oklahoma Department of Securities ("Department").

2. That a copy of the *Order to Cease and Desist and Notice of Opportunity for Hearing* ("*Order and Notice*") was delivered to Affiant in the office of the Administrator of the Department ("Administrator") pursuant to Section 1-611 of the Oklahoma Uniform Securities Act ("Act"), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

3. That the Administrator has received service of process on behalf of Respondents pursuant to Section 1-611 of the Act.

4. That a copy of the *Order and Notice*, and a copy of this *Notice of Service on the Administrator and Affidavit of Compliance* are being sent this 5th day of October, 2007, by certified mail, return receipt requested, to the last known address of Respondents, in compliance with Section 1-611 of the Act.

5. That this Affidavit of Compliance is declared filed of record as of the date set forth below in compliance with Section 1-611 of the Act.

FURTHER AFFIANT SAYETH NOT.

Dated this 5th day of October, 2007.

(SEAL)

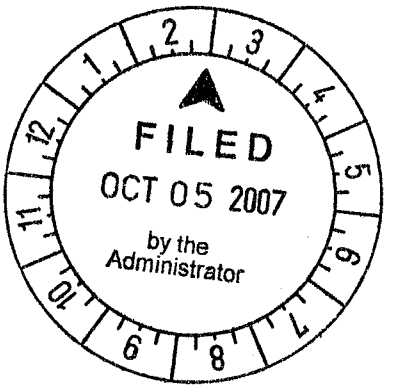
Irving L. Haught, Administrator

Subscribed and sworn to before me this 5th day of October, 2007.

BRENDA LONDON
Notary Public
State of Oklahoma
Commission # 05009046 Expires 09/28/09

Notary Public

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



In the Matter of:

XXI st Century Group, L.L.C.,
Sheldon Mitchell,
Marlissa Camerer, and
Kevin Blackburn,

Respondents.

ODS File No. 05-073

ORDER TO CEASE AND DESIST
AND
NOTICE OF OPPORTUNITY FOR HEARING

CEASE AND DESIST ORDER

Pursuant to the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), an investigation was conducted by the Oklahoma Department of Securities (Department) into the activities of XXI st Century Group, L.L.C. (XXIst Century), Sheldon Mitchell (Mitchell), Marlissa Camerer (Camerer), and Kevin Blackburn (Blackburn) (collectively, "Respondents"), in connection with the offer and/or sale of securities in and/or from the state of Oklahoma. The Administrator of the Department (Administrator) hereby adopts the following Findings of Fact and Conclusions of Law.

Findings of Fact

1. XXIst Century, an Oklahoma limited liability company, was formed in October 2004 to facilitate the offer and/or sale of promissory notes (Notes). At all times material hereto, the Notes were not registered under the Act. The company filed articles of dissolution in March 2006.

2. Mitchell, an Oklahoma resident, was a manager and member of XXIst Century. Mitchell offered estate planning and prepaid funeral services through SMI, Inc., an Oklahoma corporation. At all times material hereto, Mitchell was not registered in any capacity under the Act.

3. Camerer, an Oklahoma resident, was a manager and member of XXIst Century. Camerer offered estate planning and prepaid funeral services through SMI, Inc. At all times material hereto, Camerer was not registered in any capacity under the Act.

4. Blackburn, an Oklahoma resident, was a manager and member of XXIst Century. At all times material hereto, Blackburn was employed as business manager for the local International Brotherhood of Electrical Workers (IBEW) union in Tulsa, Oklahoma. Blackburn was not registered in any capacity under the Act.

5. Upon Blackburn's request, Mitchell and Camerer gave presentations to IBEW members regarding estate planning and prepaid funeral services on behalf of SMI, Inc.

6. Subsequently, Mitchell contacted Blackburn to ask for his assistance in the offer and/or sale of the Notes to IBEW members.

7. Beginning in approximately November 2004, Blackburn offered and sold the Notes to the IBEW members. The IBEW members were guaranteed a 10% return on the investment within six months. The Notes were prepared by Camerer and signed by Mitchell on behalf of XXIst Century.

8. Blackburn, relying on conversations with Mitchell, represented to IBEW members that the proceeds from the notes would remain in an account at Midfirst Bank in Tulsa, Oklahoma.

9. Potential purchasers of the Notes were also told that profits would come from investments in war bonds and that the Respondents were investing personally in the Notes.

10. The representations made to potential purchasers referenced in paragraphs 8 and 9 above were false.

11. In November 2004, Camerer offered and sold a promissory note issued by XXIst Century in the amount of $50,000 to a Tulsa resident (Tulsa Resident Note). Pursuant to the terms of the Tulsa Resident Note, the purchaser would receive a $10,000 return per week over a period of ninety days. Mitchell, on behalf of XXIst Century, signed the Tulsa Resident Note on November 23, 2004.

12. The proceeds from the Notes and the Tulsa Resident Note, sold prior to December 15, 2004, were deposited into a XXIst Century bank account at Midfirst Bank in Tulsa, Oklahoma (Midfirst Bank Account). The proceeds from the sale of the Notes and the Tulsa Resident Note deposited into the account totaled $336,100.

13. The Midfirst Bank Account was closed by the bank on December 15, 2004, with an ending balance of $336,204.83.

14. Subsequently, the $336,100 in proceeds was invested by Mitchell with an entity outside of the state of Oklahoma. This investment was promoted as having the ability to provide $12,000,000 over a 120 day period. This return was to be shared by XXIst Century and the entity outside the state of Oklahoma. The funds were deposited in a New York bank account. The New York account was subsequently seized by federal authorities on April 14, 2005 (Federal Seizure).

15. Respondents, with knowledge of the Federal Seizure, continued to offer Notes to the IBEW members. In addition, XXIst Century created an option that would allow the IBEW members to renew their Notes at maturity.

16. The sources of the funds to repay an IBEW member who chose not to renew his/her Note after the Federal Seizure were from the IBEW members who invested in the Notes after the seizure or loans from family members of Blackburn.

17. Respondents did not inform the IBEW members, who subsequently purchased or renewed a Note, about the Federal Seizure.

18. Accounts at five other Oklahoma banks were opened in the name of XXIst Century after the closure of the Midfirst Bank Account. These accounts were opened to facilitate the continued sale of the Notes. Approximately $135,000 of the sales proceeds were directly disbursed to the Respondents from these accounts.

To the extent any of the Findings of Fact should be considered conclusions of law, they should be so construed.

Authorities

1. Section 1-102 of the Act provides in pertinent part:

> 2. "Agent" means an individual, other than a broker-dealer, who represents a broker-dealer in effecting or attempting to effect purchases or sales of securities or represents an issuer in effecting or attempting to effect purchases or sales of the issuer's securities. A partner, officer, or director of a broker-dealer or issuer, or an individual having a similar status or performing similar functions is an agent only if the individual otherwise comes within the term. The term does not include an individual excluded by rule adopted or order issued under the act;
>
> * * *
>
> 19. "Issuer" means a person that issues or proposes to issue a security[.]
>
> * * *

32. "Security" means a note; stock; treasury stock; security future; bond; debenture; evidence of indebtedness; certificate of interest or participation in a profit-sharing agreement; collateral trust certificate; certificate of deposit for a security; fractional undivided interest in oil, gas, or other mineral rights; put, call, straddle, option, or privilege on a security, certificate of deposit, or group or index of securities, including an interest therein or based on the value thereof; put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency; or, in general, an interest or instrument commonly known as a "security," or a 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.

* * *

d. includes as an "investment contract" an investment in a common enterprise with the expectation of profits to be derived primarily from the efforts of a person other than the investor and a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with those of either the person offering the investment, a third party, or other investors.

2. Section 1-301 of the Act provides:

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

1. The security is a federal covered security;

2. The security, transaction, or offer is exempted from registration under Sections 6 through 8 of this act [Section 1-201 through 1-203 of this title]; or

3. The security is registered under this act.

3. Section 1-402 of the Act provides in pertinent part:

A. It is unlawful for an individual to transact business in this state as an agent unless the individual is registered under this act as an agent or is exempt from registration as an agent under subsection B of this section.

* * *

D. It is unlawful for a broker-dealer, or an issuer engaged in offering, selling, or purchasing securities in this state, to employ or associate with an agent who transacts business in this state on behalf of broker-dealers or issuers unless the

agent is registered under subsection A of this section or exempt from registration under subsection B of this section.

4. Section 1-501 of the Act provides:

It is unlawful for a person, in connection with the offer, sale or purchase of a security, directly or indirectly:

1. To employ a device, scheme, or artifice to defraud;

2. To make an untrue statement of material fact or to omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it is made, not misleading; or,

3. To engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

5. Section 1-604 of the Act provides in pertinent part:

A. If the Administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act or constituting a dishonest or unethical practice, the Administrator may:

1. Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or take other action necessary or appropriate to comply with the act[.]

* * *

B. An order under subsection A of this section is effective on the date of issuance. Upon issuance of the order, the Administrator shall promptly serve each person subject to the order with a copy of the order and a notice that the order has been entered. The order must include a statement whether the Administrator will seek a civil penalty or costs of the investigation, a statement of the reasons for the order, and notice that, within fifteen (15) days after receipt of a request in a record from the person, the matter will be scheduled for a hearing and the hearing shall be commenced within fifteen (15) days of the matter being set for hearing. If a person subject to the order does not request a hearing and none is ordered by the Administrator, within thirty (30) days after the date of

service of the order, the order, that may include a civil penalty or costs of the investigation if a civil penalty or costs were sought in the statement accompanying the order, becomes final as to that person by operation of law. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing to each person subject to the order, may modify or vacate the order or extend it until final determination.

* * *

D. In a final order under subsection C of this section, the Administrator may impose a civil penalty up to a maximum of Five Thousand Dollars ($5,000.00) for a single violation or up to Two Hundred Fifty Thousand Dollars ($250,000.00) for multiple violations in a single proceeding or a series of related proceedings.

E. In a final order, the Administrator may charge the actual cost of an investigation or proceeding for a violation of this act or a rule adopted or order issued under this act.

Conclusions of Law

1. The Notes are securities as defined by the Act.

2. Respondents offered and/or sold unregistered securities, in violation of the Act.

3. Camerer, Mitchell and Blackburn acted as agents, as defined by the Act, while representing XXIst Century in effecting or attempting to effect sales of securities.

4. XXIst Century employed unregistered agents, as defined in the Act, in violation of the Act.

5. Respondents made untrue statements of material fact and/or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma, in violation of the Act.

6. Respondents engaged in an act, practice, or course of business that operated as a fraud or deceit upon other persons.

7. The Administrator has the authority to order Respondents to cease and desist from engaging in any act, practice, or course of business constituting a violation of the Act.

8. It is in the public interest to order Camerer, Mitchell, and Black to cease and desist from effecting or attempting to effect purchases or sales of securities in and/or from the state of Oklahoma without the benefit of registration as an agent.

9. It is in the public interest to order XXIst Century to cease and desist from employing or associating with an agent who transacts business in and/or from the state of Oklahoma on behalf of the issuer unless the agent is registered under the Act.

10. It is in the public interest to order Respondents to cease and desist from offering and selling unregistered securities in and/or from the state of Oklahoma.

11. It is in the public interest to order Respondents to cease and desist from making untrue statements of material fact and/or omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, and/or engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma.

To the extent any of these Conclusions of Law are more properly characterized as Findings of Fact, they should be so considered.

Order

Based on Section 1-604 of the Act, and the Findings of Fact and Conclusions of Law set forth above, IT IS HEREBY ORDERED that Respondents cease and desist from engaging in the following: the offer and sale of unregistered securities in and/or from the state of Oklahoma; transacting business in this state as an agent without the benefit of registration under the Act; employing an unregistered agent; making untrue statements of material fact and/or omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading; and/or engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person, in connection with the offer and/or sale of securities in and/or from the state of Oklahoma. The Administrator shall seek a civil penalty in the sum of Five Thousand Dollars ($5,000) against each Respondent.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 5th day of October, 2007.

(SEAL)

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

NOTICE OF OPPORTUNITY FOR HEARING

Pursuant to Section 1-604 of the Act, the Administrator hereby gives notice to Respondents of their right to request a hearing. The request for hearing must be received by the Administrator within thirty (30) days after service of this Order. The request for hearing must be in writing and Respondents shall specifically admit or deny each allegation against Respondents that is contained in the Recommendation.

Within fifteen (15) days after receipt of a request for hearing from Respondents, this matter will be scheduled for hearing. The hearing shall commence within fifteen (15) days of the matter being set for hearing. Notice of the date, time and location of the hearing shall be given to Respondents. If a hearing is requested or ordered, the Administrator, after notice of and opportunity for hearing to each Respondent, may modify or vacate this Order or extend it until final determination.

If any Respondent does not request a hearing within thirty (30) days after the date of service of this Order and none is ordered by the Administrator, the Order becomes final as to that Respondent by operation of law.

Witness my Hand and the Official Seal of the Oklahoma Department of Securities this 5th day of October, 2007.

(SEAL)

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

CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 5th day of October, 2007, a true and correct copy of the above and foregoing Order to Cease and Desist and Notice of Opportunity for Hearing was mailed by certified mail, return receipt requested, with postage prepaid thereon, addressed to:

XXI st Century Group, L.L.C.
7005 S. Louisville Ave.
Tulsa, OK 74136

Sheldon Mitchell
8444 S. 69th East Ave.
Tulsa, OK 74133-5091

Marlissa Camerer
8510 E. 97th St.
Tulsa, OK 74133-6421

Kevin Blackburn
1013 W. Quinton St.
Broken Arrow, OK 74011-8242

Brenda London

Brenda London, Paralegal