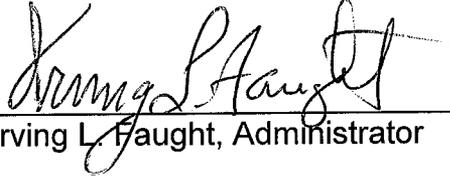




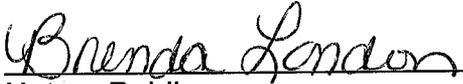
FURTHER AFFIANT SAYETH NOT.

Dated this 29th day of June, 2005.

(SEAL)

  
Irving L. Faught, Administrator

Subscribed and sworn to before me this 29th day of June, 2005.

  
Notary Public

My Commission Expires: August 26, 2005  
My Commission Number: 01013792  
Notarial Seal

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



In the Matter of:

Albert T. Carazolez  
CRD No. 2204105,

Respondent.

File No. ODS 05-072

**NOTICE OF INTENT TO REVOKE REGISTRATION  
AND OPPORTUNITY FOR HEARING**

1. Albert T. Carazolez (Carazolez) became registered under the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003), as an agent of Back Bay Capital, Inc. (Back Bay), CRD No. 22824, effective September 13, 2000.
2. On February 17, 2005, the Department received notice from the NASD, Inc. that Carazolez has been barred from association with any member of the NASD in any capacity, effective February 1, 2005, in NASD Case No. CMS040049.
3. On the 27th day of June, 2005, the attached Enforcement Division Recommendation (Recommendation) was left in the office of the Administrator.
4. Pursuant to Section 1-411.G of the Act, the Administrator hereby gives notice to Respondent of his right to request a hearing to show why an order based on the Recommendation should not be issued.
5. The Administrator must receive a request for a hearing on the Recommendation within twenty (20) days after service of this Notice of Opportunity for Hearing (Notice). Pursuant to Section 1-411.G of the Act, failure to request a hearing as provided for herein shall result in the issuance of an order to revoke Respondent's registration as an agent of Back Bay.
6. The request for hearing shall be in writing and Respondent shall specifically admit or deny each allegation in said request as required by 660:2-9-2(a) of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities (Rules).

7. Upon timely receipt of a written request, a hearing on this matter shall be set within ninety (90) days or a written order denying hearing shall be issued pursuant to 660:2-9-2(b) of the Rules.

8. Notice of the date, time and location of the hearing shall be given to Respondent not less than forty-five (45) days in advance thereof pursuant to 660:2-9-2(c) 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 29th day of June, 2005.

(SEAL)



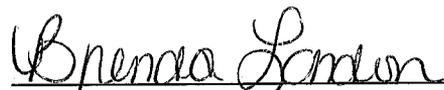
IRVING L. FAUGHT, ADMINISTRATOR OF THE  
OKLAHOMA DEPARTMENT OF SECURITIES

#### CERTIFICATE OF MAILING

The undersigned hereby certifies that on the 29th day of June, 2005, a true and correct copy of the above and foregoing Notice of Intent to Revoke Registration and Opportunity for Hearing and attached Enforcement Division Recommendation was mailed by certified mail, return receipt requested, delivery restricted, with postage prepaid thereon, addressed to:

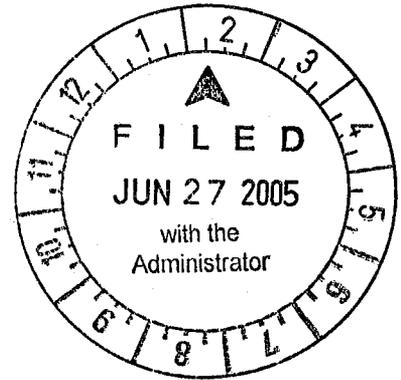
Albert T. Carazolez  
1092 Pacific Hill St.  
Chula Vista, CA 91911

Back Bay Capital, Inc.  
Attn: Albert Carazolez, President  
2801 Camino Del Rio South, Suite 310  
San Diego, CA 92108



Brenda London  
Paralegal

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



In the Matter of:

Albert T. Carazolez  
CRD No. 2204105,

Respondent.

File No. ODS 05-072

**ENFORCEMENT DIVISION RECOMMENDATION**

Information has come to the attention of the Administrator of the Oklahoma Department of Securities (Department) in connection with the registration of Albert T. Carazolez (Carazolez) as an agent of Back Bay Capital, Inc. (Back Bay), CRD No. 22824. Based upon an examination of the records of the Department, 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 revoke the registration of Carazolez as an agent pursuant to Section 1-411 of the Oklahoma Uniform Securities Act of 2004 (Act), Okla. Stat. tit. 71, §§ 1-101 through 1-701 (Supp. 2003).

**Findings of Fact**

1. Back Bay became registered under the Act as a broker-dealer, effective July 3, 1998.
2. Carazolez became registered under the Act as an agent of Back Bay, effective September 13, 2000.
3. On February 17, 2005, the Department received notice from the NASD, Inc. that Carazolez has been barred from association with any member of the NASD in any capacity, effective February 1, 2005, in NASD Case No. CMS040049.
4. The NASD is a self-regulatory organization.

Based upon the foregoing, it is in the public interest to revoke the registration of Carazolez as an agent of Back Bay under the Act.

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

Authorities

Section 1-411 of the Act provides in pertinent part:

B. If the Administrator finds that the order issued is in the public interest and subsection D of this section authorizes the action an order issued under this act may revoke, suspend, condition, or limit the registration of a registrant and if the registrant is a broker-dealer or investment adviser, any partner, officer, or director, any person having a similar status or performing similar functions, or any person directly or indirectly controlling the broker-dealer or investment adviser.

\* \* \*

D. A person may be disciplined under subsections A through C of this section if the person:

\* \* \*

5. Is the subject of an order, issued after notice and opportunity for hearing by:

\* \* \*

c. the Securities and Exchange Commission or by a self-regulatory organization suspending, barring, canceling or expelling the registrant from membership in a self-regulatory organization,

\* \* \*

G. An order may not be issued under this section, except under subsection F of this section, without:

1. Appropriate notice to the applicant or registrant;
2. Opportunity for hearing; and
3. Findings of fact and conclusions of law in a record in accordance with the Administrative Procedures Act. If the person to whom the notice is addressed does not request a hearing within fifteen (15) days after the service of notice is effective, a final order as provided in subsection A, B or C of this section may be issued.

Conclusions of Law

1. It is in the public interest to revoke the registration under the Act of Carazolez as an agent of Back Bay.

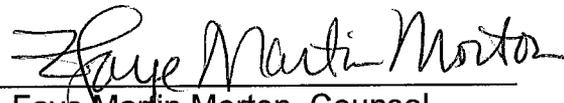
2. The Administrator is authorized pursuant to Section 1-411 of the Act to institute a proceeding to revoke the registration under the Act of Carazolez as an agent of Back Bay.

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

WHEREFORE, it is recommended that the Administrator issue an order revoking the registration of Carazolez under the Act as an agent of Back Bay.

Dated this 15<sup>th</sup> day of June, 2005.

Respectfully submitted,



Z. Faye Martin Morton, Counsel  
Oklahoma Department of Securities  
120 North Robinson, Suite 860  
Oklahoma City, OK 73102  
(405) 280-7700