

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

IN THE MATTER OF: GOLD CAPITAL MANAGEMENT, INC.)

FILE NO. 0300092

NOTICE OF HEARING

TO THE RESPONDENT:           Gold Capital Management, Inc.  
  10975 El Monte  
  Suite 225  
  Overland Park, Kansas 66211

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act") and 14 Ill. Adm. Code 130, Subpart K, a public hearing will be held at 69 West Washington Street, Suite 1220, Chicago, Illinois 60602, on the 1<sup>st</sup> day of October, 2003 at the hour of 10:00 a.m., or as soon as possible thereafter, before Soula J. Spyropoulos, Esq. or such other duly designated Hearing Officer of the Secretary of State.

Said hearing will be held to determine whether an Order shall be entered which would deny Gold Capital Management, Inc.'s (the "Respondent"), registration as a dealer in the State of Illinois and/or granting such other relief as may be authorized under the Act including but not limited to the imposition of a monetary fine in the maximum amount pursuant to Section 11.E of the Act, payable within ten (10) business days of the entry of the Order.

The grounds for such proposed action are as follows:

1. That on January 29, 2003 the Respondent filed a Form U-4 application for registration as a dealer in the State of Illinois.
2. That on July 16, 2003, a Summary Order of Denial (the "Order") was issued by the Secretary of State denying this application. Pursuant to the terms of the Order, the Respondent requested a hearing on July 29, 2003.
3. That the Respondent is a corporation which engages in the business of acting as a dealer in the offer and sale of securities to the general public.
4. That the Respondent effected the following purchase transactions in Illinois customer accounts:

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- a. Thomas L. Keavney Trust - between 12/2001 and 7/2002 four (4) purchases for \$59,267.25 with commissions of \$1,007.36;
  - b. Edith K. Koehler Trust - 7/1997 and 11/2000 twenty-two (22) purchases for \$1,434,208 with commissions of \$4,474.79;
  - c. J. Michael and Patricia F. Langham - between 11/1998 and 11/2002 thirty-four (34) purchases for \$6,749,112 with commissions of \$7,008.85;
  - d. Nancy Hubbs - between 6/2000 and 5/2003 fifteen (15) purchases for \$82,123.00 with commissions of \$551.00 and;
  - e. William Hubbs - between 6/2000 and 1/2002 four (4) purchases for \$15,311.00 with commissions of \$149.00.
5. That Section 8.A of the Act provides, in pertinent part, except as otherwise provided, every dealer shall be registered as such with the Secretary of State.
  6. That the activity described in paragraph two (2) above constitutes the activity of a dealer as defined in Section 2.7 of the Act.
  7. That during all relevant times, the Respondent was not registered with the Secretary of State as a dealer pursuant to Section 8 of the Act.
  8. That Section 12.A of the Act provides, *inter alia*, that it shall be a violation of the provisions of the Act for any person to offer or sell any security except in accordance with the provisions of the Act.
  9. That Section 12.C of the Act provides, *inter alia*, that it is a violation of the provisions of the Act for any person to act as a dealer, unless registered as such where registration is required under the provisions of the Act.
  10. That by virtue of the foregoing, the Respondent has committed a violation of Sections 12.A and 12.C of the Act.
  11. That Section 8.E(1)(g) of the Act provides that the registration of a dealer may be denied if it has violated any of the provisions of this Act.
  12. That by virtue of the foregoing, the Respondent's registration as a dealer in the State of Illinois is subject to denial pursuant to Section 8.E(1)(g) of the Act.

You are further notified that you are required pursuant to Section 130.1104 of the Rules and Regulations (14 Ill. Adm. Code 130) (the "Rules"), to file an answer to the allegations outlined above within thirty (30) days of the receipt of this notice. A failure to file an answer within the prescribed time shall be construed as an admission of the allegations contained in the Notice of Hearing.

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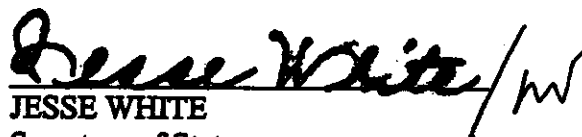
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Furthermore, you may be represented by legal counsel; may present evidence; may cross-examine witness and otherwise participate. A failure to so appear shall constitute default, unless any Respondent has upon due notice for and obtained a continuance.

A copy of the Rules, promulgated under the Act and pertaining to Hearings held by the Office of the Secretary of State, Securities Department, is included with this Notice.

Delivery of notice to the designated representative of any Respondent constitutes service upon such Respondent.

ENTERED: This 11<sup>th</sup> day of, August 2003

Handwritten signature of Jesse White in cursive script, followed by a horizontal line and the initials "JW".

JESSE WHITE  
Secretary of State  
State of Illinois

**Attorney for the Secretary of State:**

**Daniel A. Tunick**

**Office of the Secretary of State**

**Illinois Securities Department**

**69 West Washington Street, Suite 1220**

**Chicago, Illinois 60602**

**Telephone: (312) 793-4433**

**Hearing Officer:**

**Soula J. Spyropoulos, Esq.**

**6348 N. Cicero Ave**

**Chicago, Illinois 60646**

**Telephone: (773) 282-3400**