

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF : Layline Capital Management LLC.)
_____)

FILE NO. 1000130

CONSENT ORDER OF REVOCATION

TO THE RESPONDENT: Layline Capital Management LLC
c/o Stuart Johnstone
(CRD #: 142848
557 Thames Street
Newport, Rhode Island 02840

WHEREAS, Respondent on the day of 2010 executed a certain Stipulation to Enter Consent Order of Revocation (the "Stipulation"), which hereby is in corporate by reference herein.

WHEREAS, by means of the Stipulation, Respondent has admitted to the jurisdiction of the Secretary of State and service of the Notice of Hearing of the Secretary of State, Securities Department, dated April 5, 2010, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Revocation "Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, without admitting or denying the truth thereof, that the following allegations contained in the Notice of Hearing shall be adopted as the Secretary of State's Findings of Fact:

1. That at all relevant times, the Respondent was registered with the Secretary of State as an investment adviser in the State of Illinois pursuant to Section 8 of the Act.
2. That Section 8.D(9) of the Act requires that each investment adviser registered in the State of Illinois file a "Designated Principal(s) and Branch Office re-registration Form ("8.D(9)Form") with the Secretary of State by December 31 of the current year, for the next calendar year.

Consent Order of Revocation

2

3. That the Respondent failed to file the 8.D(9) Form by December 31, 2009.
4. That The Office of the Secretary of State, Illinois Securities Department (the "Department") attempted to contact the Respondent by letter to remind them of their obligation to file the 8.D(9) Form and pay the required late filing fee, without any response by the Respondent.
5. That the Respondent has refused and continues to refuse to file the 8.D(9) Form and pay the late filing fee.
6. That Section 12.D of the Act provides, inter alia, that it shall be a violation of the provisions of the Act for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
7. That by virtue of the foregoing, the Respondent has committed a violation of Section 12.D of the Act.
8. That Section 8.E(1)(g) of the Act provides that the registration of an investment adviser may be revoked if it has violated any of the provisions of this Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting nor denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

The Respondent's registration as an investment adviser in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(g) of the Act.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that their registration as an investment adviser in the State of Illinois shall be revoked.

Consent Order of Revocation

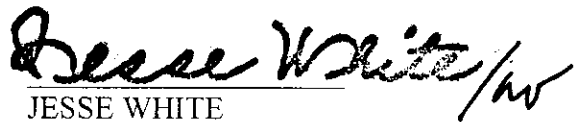
3

WHEREAS, the Secretary of State, by and through his duly authorized representative, has determined that the matter related to the aforesaid formal hearing may be dismissed without further proceedings.

NOW THEREFORE IT SHALL BE AND IS HEREBY ORDERED THAT:

1. The Respondent's registration as an investment adviser in the State of Illinois shall be revoked.
2. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED- This 11th day of May 2010.



JESSE WHITE
Secretary of State
State of Illinois

Daniel A. Tunick
Enforcement Attorney
Illinois Securities Department
Office of Secretary of State
69 West Washington St. Suite 1220
Chicago, IL 60602
Telephone: 312.793.4433
Facsimile: 312.793.1202