

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

IN THE MATTER OF: RHOADS LUCCA CAPITAL  
MANAGEMENT

FILE NO. C1200151

**AMENDED NOTICE OF HEARING**

TO THE RESPONDENT: Rhoads Lucca Capital Management  
(CRD# 105214)  
ATTN: John Rhoads  
14911 Quorum Drive, Ste 380  
Dallas, Texas 75254-7058

c/o Cary S. Kvitka, Esq.  
Stark & Stark  
P.O. Box 5315  
Princeton, NJ 08543

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 18<sup>th</sup> day of March 2013 at the hour of 10:00 a.m. or as soon as possible thereafter, before George Berbas, 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 denying Rhoads Lucca Capital Management (the "Respondent") registration as a Federal Covered Investment Adviser 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(4) 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. The Respondent is a Texas based Federal Covered Investment Adviser (FCIA) since September 4, 1986. The Respondent engages in the business of providing investment advisory services to the general public.
2. During the period of September 12, 2011 through January 26, 2012, Respondent provided investment advisory services to residents of the State of Illinois without

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prior thereto having filed documents of "Notice" ("notification of filing") with Secretary of State.

- 3 That Section 8.C-5 of the Act, provides, inter alia, a federal covered investment adviser shall file with the Secretary of State, prior to acting as a federal covered investment adviser in this State, such documents as have been filed with the Securities and Exchange Commission as the Secretary of State by rule or order may prescribe. The notification filing of a federal covered investment adviser shall be accompanied by a notification filing fee established pursuant to Section 11.a of this Act, which shall be returnable in any event. Every person acting as a federal covered investment adviser in this State shall file a notification filing and pay an annual notification filing fee established pursuant to Section 11.a of this Act, which is not returnable in any event. The failure to file any such notification shall constitute a violation of Section 12.D of this Act.
- 4 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.
5. That by virtue of the foregoing, the Respondent has committed a violation of Section 12.D of the Act
6. That Section 11.E(3) of the Act provides, inter alia, that if the Secretary of State shall find that any person is acting or has acted as a federal covered investment adviser, without prior thereto and at the time thereof having complied with the registration or notice filing requirements of this Act, the Secretary of State may by written order prohibit or suspend the person from acting as a Federal Covered Investment Adviser in this State.
7. That by virtue of the foregoing, the Respondent is subject to the entry of an order prohibiting or suspending it from acting as a Federal Covered Investment Adviser in the State of Illinois.

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.

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

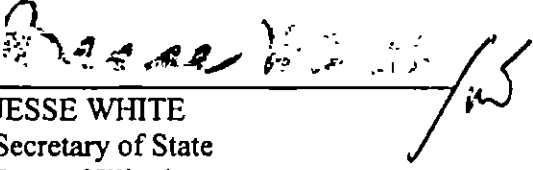
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A copy of the Rules, promulgated under the Act and pertaining to hearings held by the Office of the Secretary of State, Securities Department, is included with this Notice.

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

Dated: This 28<sup>th</sup> day of February 2013.

  
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JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:  
Felicia H. Simmons-Stovall  
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Illinois Securities Department  
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Hearing Officer:  
George Berbas  
180 N. LaSalle Street, Suite 3700  
Chicago, Illinois 60601  
(312) 263-2250