

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

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

FILE NO. 0300092

CONSENT ORDER OF CENSURE

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

WHEREAS, Respondent on the 22nd day of August, 2003 executed a certain Stipulation to Enter a Consent Order of Censure ("Stipulation"), which hereby is incorporated 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 August 11, 2003, in this proceeding (the "Notice") and Respondent has consented to the entry of this Consent Order of Censure ("Consent Order").

WHEREAS, by means of the Stipulation, the Respondent acknowledged, while neither admitting nor 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 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.

WHEREAS, by means of the Stipulation Respondent has acknowledged, without admitting or denying the averments, that the following shall be adopted as the Secretary of State's Conclusion of Law:

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.

WHEREAS, by means of the Stipulation Respondent has acknowledged and agreed that:

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1. It shall be censured; and
2. It shall pay the sum of Seven Thousand Five Hundred dollars (\$7,500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of the Consent Order.

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 HEREBY ORDERED:

1. That Gold Capital Management, Inc. shall be censured.
2. That Gold Capital Management, Inc. shall pay the sum of Seven Thousand Five Hundred dollars (\$7,500.00) to the Office of the Secretary of State, Investors Education Fund as reimbursement to cover the cost of investigation of this matter. Said sum shall be payable by means of certified cashier's check and made to the order of the Secretary of State, Investors Education Fund and shall be due within thirty (30) days from the entry of the Consent Order.
3. The Summary Order of Denial entered on July 16, 2003 is hereby vacated.
4. The formal hearing scheduled on this matter is hereby dismissed without further proceedings.

ENTERED: This 25th day of, August 2003



JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D of the Illinois Securities Law of 1953 [815 ILCS 5] (the Act). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 4 felony.