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DIVISION OF MARKET REGULATION

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

NO ACT  
P.E 12-18-01  
8-45487

January 18, 2002

Mr. George Fink  
President  
Geocapital Securities, Inc.  
2800 N. Lake Shore Drive  
Suite 3609  
Chicago, IL 60657

Act	37
Section	17
Rule	17a-5
Public Availability	2-1-02

Re: Exemption from Annual Audited Financial Statement Filing Requirements Under Rule 17a-5

Dear Mr. Fink:

We have received your letter dated December 18, 2001, in which you request on behalf of Geocapital Securities, Inc. ("Firm"), an exemption from the requirement that the Firm file a certified annual report of financial statements pursuant to Rule 17a-5 of the Securities Exchange Act of 1934 (17 CFR 240.17a-5) for the fiscal year ending December 31, 2001.

I understand the following facts to be pertinent to the Firm's request. The Firm is a registered broker-dealer required, pursuant to paragraph (d) of Rule 17a-5, to file a certified annual report of financial statements on a calendar or fiscal year basis. The report must be as of the same fixed or determinable date each year unless a change is approved by the Firm's designated examining authority. The Firm chose December 31 as its year end. Accordingly, an audited report of the Firm's financial statements must be prepared as of December 31, 2001. On December 18, 2001, the Firm filed a Form BDW with the Securities and Exchange Commission ("Commission"), which was accepted by the Commission. In addition, the Firm represents that it has ceased conducting a securities business, that it has no liabilities to any customers or to other broker-dealers, and that it has no outstanding customer claims or complaints.

Based on the foregoing facts and representations, the Division of Market Regulation ("Division") will not recommend enforcement action to the Commission if the Firm does not file audited financial statements as of December 31, 2001. This position is taken on the condition that the Firm's Form BDW becomes effective not later than sixty days after December 18, 2001, the date it was filed with the Commission.

PROCESSED  
FEB 06 2002  
THOMSON FINANCIAL P

Mr. George Fink  
January 18, 2002  
Page 2

You should understand that this letter expresses a staff position with respect to enforcement only and does not purport to state any legal conclusion on this matter. The Division's position is confined to the facts as described herein. Any material change in circumstances may warrant a different conclusion and should be brought immediately to the Division's attention.

Sincerely,

A handwritten signature in cursive script, appearing to read "E. David Hwa".

E. David Hwa  
Special Counsel

cc: Susan Demando, NASDR



Geocapital, Inc.  
SEC Registered  
Member NASD/SIPC

2800 N. Lake Shore Drive  
Suite 3609, Chicago, IL 60657  
Tel (773) 525-2800  
Fax (773) 525-2841  
gocapital@hotmail.com

December 18, 2001

Mr. Tom Mc Gowen  
Division of Market Regulations  
US SEC  
450 5<sup>th</sup> St. NW  
Washington DC 20549

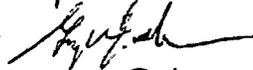
RE: Geocapital Securities, Inc. CRD# 31307

We hereby request exemption from SEC Rule 174-5, which requires certified audited financial statements for our fiscal year ending 12/31/01. We request this waiver for the following reasons:

1. We filed form BDW today, withdrawing registration in the SEC and membership in the NASD because of inactivity.
2. We did not do any new securities business during the years 2000 and 2001. Our only revenue was from continuing fees from past transactions (limited to direct private placements to accredited investors).
3. We have no liabilities to NASD broker dealers or to any customers.
4. We have no claims or complaints from anyone or any entity.

Our local NASDR examiner is Mr. William Bell, 55 Monroe St., Suite 2700, Chicago IL 60603-5001; tel: 312 899 4611

Thanks for your consideration, Geocapital Securities, Inc.

by   
George Fink  
its president

cc Wm. Bell, NASDR

\*\*\*\*\*  
\*\*\* RX REPORT \*\*\*  
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RECEPTION OK

TX/RX NO	5942	
CONNECTION TEL		773 525 2841
CONNECTION ID		
ST. TIME	01/10 14:37	
USAGE T	00'50	
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RESULT	OK	



**GEOCAPITAL, INC.**

Member NASD/SIPC  
SEC Registered

2800 N. Lake Shore Drive  
Suite 3609, Chicago, IL 60657  
Tel (773) 525-2800  
Fax (773) 525-2841  
geocapital@hotmail.com

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**FACSIMILE TRANSMISSION**

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**DATE:** Jan 10  
**TO:** John Ehinger  
**FAX#** 202 942 9553  
**FROM:** George Fink

**NUMBER OF PAGES TO FOLLOW: |**

RE: Audit Exemption

John,

Thanks for the fax number. Next page is the letter we wrote on Dec 18 to Tom McGowan.

We greatly appreciate your help in this matter.

USE 4 DIGIT YEAR IN DATES!

MKT. REG. CORRESPONDENCE LOG 1.1

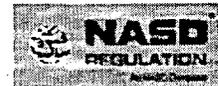
CHAIRMAN'S CORRESPONDENCE SECTION (IF APPLICABLE) (SEP. CHRMAN LOG MAINTAINED)		
CONTROL #:	CHAIRMANS (Y/N):	
RECDV FROM CHAIRMAN:	TO CHAIRMAN:	
INSTRUCTIONS:		
FROM (PERSON): GEORGE FINK	LETTER DATED: 12/18/2001	
FROM (ORG.): GEOCAPITAL, INC		
CONST./CLIENT:		
SUBJECT: GEOCAPITAL SECURITIES, INC. CRD# 31307		
ISSUES:		
RULES:		
CONTACTS:		
MR OFFICE: ORMC-FINRESP	LEAD SES: MACCHIAROLI	TYPE: LTR
ASST DIRECTOR GROUP: MCGOWAN		
TEAM LEADER:	STAFF: DAVID HWA	
NRN:	DATE RECDV: 01/10/2002	CLOSED (DATE):
STATUS (O/P/C): 0	DISPOSITION:	AGED:
DATE SENT:	JOINT WITH (eg CF):	PREV. BOUNCED (Y/N):
DUE DATE:	PUB. REF. STATUS:	
SUPP.1 DATE:	SUPP.2 DATE:	SUPP.3 DATE:
IF MULTIPLE MR GROUPS ARE WORKING ON THIS CORRESPONDENCE, USE THIS AREA		
OFFICE #2:	STAFF #2:	STATUS2 (O/P/C):
DATE CLOSED#2:		
TPTS SPECIAL FIELDS		
TPTS #:	TPTSX:	CHRONX:
		SUBJX:
*** FINANCIAL RESPONSIBILITY SPECIAL FIELDS ***		
FIN RESP LETTER NUMBER#:		
TYPE OF LETTER (INDICATE BY TYPING "Y")		
CONTROL LOCATION:	AUDIT WAIVER:	
3-1 NO ACTION:	3-3 NO ACTION:	

TEST: NEW:

NOTE- COMMENTS FIELD NOW ON PAGE 3



CRD Main Individual **Organization** Reports



LOG OFF Web IARD

View Org Non-Filing Info

Quick Search




## Organization Registration Status

### View Organization

Applicant Information

Organization CRD#: 31307	Organization Name: GEOCAPITAL SECURITIES, INC.
Organization SEC#: 8-45487	Applicant Name: GEOCAPITAL SECURITIES, INC.

Registration Status

Legal Status

Answers to Questions

SEC / Jurisdiction / NASD	Registration Status	Status Effective Date
SEC	Pending Withdrawal -	01/02/2002 <i>Filed</i>
NASD	Termination Requested -	12/18/2001

Types of Business

Direct

Owners/Executive Officers

Indirect Owners

Other Business Names

SEC / SRO / Jurisdiction	Registration Status	Status Effective Date
SEC	Pending Withdrawal -	01/02/2002
NASD	Termination Requested -	12/18/2001
IL	Withdrawn - APPLICATION FILED IN ERROR	12/08/2000

Other Business Description

Succession

Introducing Arrangements

Custody and Clearing Arrangements

Financial and Control Arrangements

Affiliates

Branch Offices

Disclosures

Filing History

Document Listing

Deficiencies

Regulatory Notes

Legacy Information

Request Snapshot

*2-18-01  
checked*