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December 18, 2001

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

Public Avail. Date: 2/1/02 0204200202
Act Section Rule
1934 17(a) 17a-5

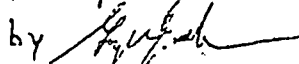
RE: Geocapital Securities, Inc. CRD# 31307

We hereby request exemption from SEC Rule 17a-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



DIVISION OF
MARKET REGULATION

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

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January 18, 2002

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

Act	34
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.

Public Reference Copy

Mr. George Fink
January 18, 2002
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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,



E. David Hwa
Special Counsel

cc: Susan Demando, NASDR