

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

_____)
IN THE MATTER OF: SANDPOINT CAPITAL, L.L.C.)
_____)

FILE NO. 0400149

NOTICE OF HEARING

TO THE RESPONDENT: Sandpoint Capital, L.L.C.
(CRD #123528)
1320 Tower Road
Schaumburg, Illinois 60173

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, 12th Floor, Chicago, Illinois 60602, on the 17th day of November 2004, at the hour of 10:00 a.m., or as soon as possible thereafter, before James G. Athas, Esq. 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 revoking Sandpoint Capital L.L.C.'s (the "Respondent"), registration as an investment advisor 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 Order.

The grounds for such proposed action are as follows:

1. That at all relevant times, the Respondent was registered with the Secretary of State as an investment advisor 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 advisor registered in the State of Illinois file a "Designated Principal(s) and Branch Office Form" (Form) with the Secretary of State by December 31 of the current year, for the next calendar year.

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3. That the Respondent failed to file the Form by December 31, 2003.
4. That on February 18, 2004, the Department, sent a letter with a second copy of the Form by regular mail, reminding the Respondent to file the Form along with a late fee of \$50.00 (Fee).
5. That on May 27, 2004, the Department sent a second letter to the Respondent by means of certified mail, return receipt requested, reminding the Respondent of it's failure to file the Form and the Fee.
6. That the Respondent received the above-referenced letter on June 1, 2004.
7. That the Respondent has failed and refused and continues to fail and refuse to file the Form and pay the Fee.
8. 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.
9. That by virtue of the foregoing, the Respondent has committed a violation of Section 12.D of the Act.
10. That Section 8.E(1)(g) of the Act provides that the registration of an investment advisor may be revoked if it has violated any of the provisions of this Act.
11. That by virtue of the foregoing, the Respondent's registration as an investment advisor in the State of Illinois is subject to revocation pursuant to Section 8.E(1)(g) of the Act.

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 requested 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 28th day of September 2004.



JESSE WHITE
Secretary of State
State of Illinois

Attorney for the Secretary of State:

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Hearing Officer:

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