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June 30, 2004

Fred Joseph
Securities Commissioner
Colorado Securities Division
1580 Lincoln Street, Suite 420
Denver, CO 80203

Re: Request for Order of Exemption from
Broker-Dealer Licensing for CTEK

Dear Commissioner Joseph:

Under separate cover, we have submitted to you for your consideration our request that you grant to CTEK, a non-profit Colorado corporation, an order exempting CTEK and its people from broker-dealer and sales representative licensing.

As described more fully in the draft order, CTEK assists capital hungry, embryonic businesses in the Boulder area through a network of volunteer advisors. If and when the companies have matured their business plans to the point they are ready to make a presentation, CTEK informs "angels," accredited investors who have expressed an interest in listening to such presentations, and those interested in fact attend. No one at CTEK has any role in making the presentation or dealing with the angels in making their decisions. If angels decide to invest, per CTEK's agreement with the business, CTEK is paid a fee composed of warrants and cash. The cash is poured back into CTEK to fund its operations. No one at CTEK is paid any kind of transactional compensation.

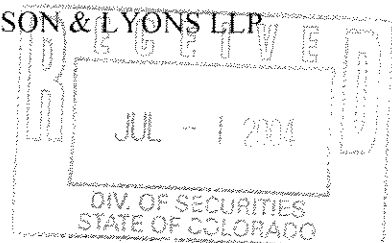
The CTEK Board of Directors expressed a concern that its operations might be construed as those of a broker-dealer under Colorado law. Although we believe there are commanding arguments to the contrary, certainty is a blessing in any such circumstance. Therefore, we advised CTEK that an order of exemption would be an ideal option to pursue, and they authorized us to seek one.

Should you have any questions, please do not hesitate to contact me.

Respectfully,

ROTHGERBER JOHNSON & LYONS LLP


Philip A. Feigin



BEFORE THE SECURITIES COMMISSIONER
STATE OF COLORADO

Order No. 04-RX-003
Division File No. B-004-010

**ORDER OF EXEMPTION FROM BROKER-DEALER AND SALES
REPRESENTATIVE LICENSING**

IN THE MATTER OF CTEK

WHEREAS, on June 22, 2004, CTEK, a Colorado non-profit corporation, caused to be filed with the Securities Commissioner of the State of Colorado (the "Commissioner") a request that the Commissioner by order exempt CTEK from licensure as a broker-dealer and its agents, servants and employees from licensure as sales representatives under the Colorado Securities Act (the "Act");

WHEREAS, in connection with said request, CTEK has represented as follows:

1. CTEK is a non-profit Colorado corporation doing business at 4750 Walnut Street, Suite 106, Boulder, CO 80301;
2. CTEK's business objective is to provide services such as business plan reviews, investor presentation reviews and other services for community-based entrepreneurs and new companies seeking expert advice and industry connections related to business development and capital formation;
3. CTEK offers a "Finance Track Program" service in which expert volunteers from the business community evaluate the business concepts of entrepreneurs and assist them in preparing materials for presentation in the process of seeking funding. If and when the entrepreneur is sufficiently prepared, CTEK arranges a presentation by the entrepreneur to a group of experienced investors (the "Angels"). After the presentation, the Angels provide comments to the entrepreneur and may choose to provide capital funding for the enterprise;
4. The Angels, who have no legal relationship with CTEK, are made up of experienced individual investors with interest in providing capital to promising new companies. CTEK screens the Angels to ensure that all are "accredited investors" as defined in Rule 501 of Regulation D under the Securities Act of 1933. CTEK plays no part in negotiating funding deals with the Angels, nor does CTEK provide any recommendations as to the decision to provide funding;

5. CTEK supports its continued operation as a non-profit company by charging an initial fee to entrepreneurs seeking services, and a success fee based upon the amount of funding received by the entrepreneur, if any. The initial fee is \$3,000, of which \$1,000 is refunded if, after evaluation and assistance in preparation, an entrepreneur fails to merit a funding presentation. If the Angels elect to provide capital to the enterprise, CTEK collects a success fee from the entrepreneur's company based upon the amount of funding provided. This success fee consists of 3% of the total funding amount in cash and 3% in warrants to purchase company stock;
6. As a non-profit corporation, CTEK's only business objective is to assist and encourage growth of innovative, community-based companies. Minimal fees are charged so as to support CTEK's continued operation without presenting an undue burden to the newly formed companies. The use of warrants as part of CTEK's fee structure is desirable to these companies as a means of minimizing their initial cash expenses. If a company does not wish to issue warrants to CTEK, CTEK provides an option whereby the company may choose instead to tender the cash value of their warrant obligation;
7. All fees are utilized to support CTEK's operations. Aside from salaries paid to CTEK employees, no compensation or commission is paid to any CTEK employee or anyone else; and
8. Consistent with its status as a non-profit corporation, CTEK's investment policy is not to hold shares of stock if there is a liquidity choice available at a fair price. CTEK only acquires security interests in companies that receive capital as a result of the CTEK process, and does not seek acquisition of security interests from other sources. The warrants are a fee fixed at 3% of the capital received, regardless of the company involved. CTEK does not base its decision to receive warrants on the basis of future profit potential.

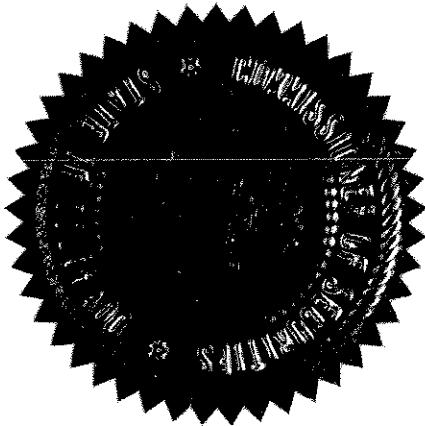
WHEREAS, on the basis of the aforementioned representations, the Securities Commissioner finds that the application of § 11-51-401, C.R.S. (2003), to CTEK and its agents, servants and employees is not necessary in the public interest or for the protection of investors, and that pursuant to § 11-51-704, C.R.S. (2003), the issuance of this Order is appropriate in the public interest and is consistent with the purposes and provisions of the Act, Title 11, Article 51, C.R.S. (2003);

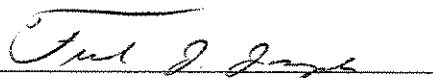
NOW, THEREFORE, IT IS HEREBY ORDERED that, in connection with the conduct described herein, CTEK and any successor to CTEK whose business is limited to, and that engages in, the business as described herein, is exempted from licensure as a broker-dealer under the Act, pursuant to §11-51-402(1)(b), C.R.S. (2003), and CTEK's agents, servants and employees, as well as those of any successor to CTEK, who engage

in the business described herein, are exempted from licensure as sales representatives under the Act, pursuant to §11-51-402(2)(d), C.R.S. (2003), provided that:

- a. No commissions are paid to any individual based upon the services provided or otherwise;
- b. The Angels are required to be “accredited investors;”
- c. The identities of the Angels are withheld from the entrepreneurs seeking funding until such time as the Angels choose to reveal their identities;
- d. Fees are utilized only to support future CTEK operations;
- e. CTEK plays no role in negotiating any agreements between entrepreneurs and the Angels; and
- f. The terms of CTEK’s fee structure are disclosed to the Angels involved.

DATED at Denver, Colorado this 29th day of July, 2004.




Fred J. Joseph
Securities Commissioner