

KOPPER INVESTMENT MANAGEMENT, INC.

Investment Counsel

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W. BRUCE KOPPER

January 17, 2012

The Honorable Gerald R. Rome
Deputy Commissioner
Colorado Division of Securities
1560 Broadway, Suite 900
Denver, CO 80202

RE: Request for Order of Exemption for Kopper Investment Management, Inc.
FCA155 and William Bruce Kopper #IAR1862 from the Investment
Adviser Licensing Requirements of 11-51-401 CRS et al

Dear Mr. Rome:

We, the undersigned represent that:

1. Kopper Investment Management, Inc., a corporation organized and existing under the laws of the State of Colorado with offices at 102 North Cascade Avenue, Suite 220, Colorado Springs, CO 80903, has since 1987 conducted investment advisory services pursuant to registration with the Securities and Exchange Commission, SEC Registration CRD# 2569260 and IARD #107019, William Bruce Kopper is the duly authorized President & CEO thereof,
2. Kopper Investment Management, Inc. is in the process of transitioning to regulation by the State of Colorado because of a change in the jurisdictional requirements for supervision by the SEC.
3. Since January 1, 1999 Kopper Investment Management, Inc. and William Bruce Kopper, have been registered with the Colorado Division of Securities, Registration #FCA155 and #IAR1862 and have been providing investment advisory services to the public within the State of Colorado.
4. Kopper Investment Management, Inc. is a private corporation owned by Mr. Kopper; and managed and operated by Mr. Kopper as its President

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& CEO who is and continues to be its sole investment advisor representative.

5. Although to date Mr. Kopper and Kopper Investment Management, Inc. have held themselves out to provide investment management services to the public, they and each of them is desirous of limiting themselves and their investment advisory practice in the future solely to investment advisory services for Mr. Kopper's family, that is to say to Mr. Kopper, Mrs. Kopper and their children, grandchildren, great grandchildren and a variety of other family entities and accounts wholly owned or controlled by family members; to-wit:
 - A. family charitable remainder trusts
 - B. family charitable trusts
 - C. family limited partnerships
 - E. accounts for such other family members and entities as may be created or established in the future so long as they are established solely for the benefit of members of Mr. and Mrs. Kopper's family.
6. Mr. Kopper, an attorney licensed to practice law, may continue to provide legal services to family members and others under the authority granted him to do so by the State of Colorado, but will not provide nor hold himself out to the public to provide investment advisory services except those services which are solely incidental to the practice of law, [as provided for in Section (11-51-201(9.5)(b)(VIII)] for which he will not accept or receive additional compensation.
7. Kopper Investment Management, Inc. may continue to provide various accounting, secretarial and administrative services to Mr. Kopper.
8. Mr. Kopper and Kopper Investment Management, Inc. will not in the future advertise or hold themselves out to the public as an investment advisor or investment advisor representative nor will they in the future conduct any marketing activities or attend any investment related conferences as a vendor. Family members, entities and descendants will be required to enter into written Investment Advisory contracts which provide for reasonable fees and costs for services, custody of accounts with qualified financial institutions and regular periodic reporting of assets.
9. Current listings in telephone directories under the heading "Investment Advisors" or "Investment Advisory Services" will be discontinued as soon as possible.

10. Neither Kopper Investment Management, Inc. nor William Bruce Kopper is subject to any statutory disqualification from registration as an investment advisor or investment advisor representative within the State of Colorado.


Based on the foregoing, it is the opinion of the undersigned that the licensing of Kopper Investment Management, Inc as an Investment Advisor, and William Bruce Kopper as an Investment Advisor Representative is no longer required by the public interest in Colorado, that the issuance of an exemption is consistent with the protection of investors in this state and with the purposes of the Colorado Securities Act; and that an Order of Exemption may be issued accordingly.

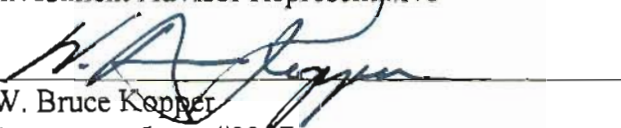
I am enclosing a check for the non-fundable opinion fee of \$100 and a proposed Order, and remain available for questions from the Division of Securities at any time.

Respectfully submitted

Kopper Investment Management, Inc

By: 
William Bruce Kopper, President & CEO


William Bruce Kopper
Investment Advisor Representative


W. Bruce Kopper
Attorney at Law, #3357

Please carefully compare the account information you receive from Kopper Investment Management, Inc. with the account information you receive from your bank, Trust Department, or other depository, to assure the accuracy of your account balances.