

# ACE-Net

Angel Capital Electronic Network<sup>SM</sup>

## Entrepreneur Application (Part 1)

This is Part 1 of the two-part Entrepreneur Application. This must be completed in full by all entrepreneurs interested in having their securities offerings listed on ACE-Net. (See the Entrepreneur Step-By-Step, for detailed information on preparing the complete Entrepreneur Application.)

**All entrepreneur applicants must complete the following three steps:**

**I. Please Provide the Following Entrepreneur Information.** *(Please type or print neatly.)*

Name _____	Title _____
Name of Business _____	Phone _____
Mailing Address _____	Fax _____
City _____ State _____	Zip _____
E-Mail Address _____	

**II. Read the Following Legal Disclaimer and Certification. Acknowledge, Sign, and Provide Information Where Required.**

### Legal Disclaimer

1. ACE-Net provides only a listing service for small corporate stock offerings. It does not function as a securities broker-dealer, securities exchange, or investment adviser and is not registered as such with the United States Securities and Exchange Commission.
2. There can be no assurance that particular entrepreneur-applicants will be contacted by any prospective investors.
3. Neither ACE-Net nor any of its affiliated Network Operators has made any investigation to verify the information provided by prospective investors and they make no representations or warranties regarding the truth, accuracy, or completeness of information provided by prospective investors. Furthermore, neither ACE-Net nor any of its affiliated Network Operators has solicited any character or credit references respecting the prospective investors.
4. Each entrepreneur must negotiate his/her own transaction with any prospective investor(s) and should make his/her own investigation into each investor's financial condition and integrity.
5. All entrepreneur applicants are encouraged to seek legal and other professional counsel prior to entering into any transactions with prospective investors.

6. This application does not constitute an undertaking by ACE-Net or any of its affiliated Network Operators to offer for sale or sell any securities or other interests in any entrepreneur applicant.

7. This application does not constitute an undertaking to sell any investment interests in entrepreneur applicant's venture. Any investment in entrepreneur applicant's venture resulting from a listing on ACE-Net shall be on a negotiated basis between the entrepreneur applicant and the prospective investor(s) without any participating by or remuneration to ACE-Net or its affiliated Network Operators.

8. ACE-Net and its affiliated Network Operators reserve the right to deactivate any entrepreneur's listing for just cause, including, but not limited to, receipt of notice to do so from any authorized federal or state securities regulator.

**I acknowledge that I have read, understand, and agree to the above disclaimer.**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

### Certification

A company is prohibited from listing on ACE-Net if the issuer, any of its officers, directors, ten percent or greater stockholders, promoters, or selling agents or, any officer, director or partner of any selling agent:

- has filed an application for registration which is subject to a currently effective stop order entered pursuant to any state securities laws within five years prior to the filing of this application;
- has been convicted, within five years prior to the filing of this application of any felony involving fraud or deceit, including, but not limited to, forgery, embezzlement, obtaining money under false pretenses, larceny, or conspiracy to defraud;
- is currently subject to any state administrative enforcement order or judgment entered by that state's securities administrator within five years prior to the filing of this application;
- is subject to any state administrative enforcement order or judgment in which fraud or deceit, including, but not limited to, making untrue statements of material facts and omitting to state material facts, was found, and the order or judgment was entered within five years prior to the filing of this application;
- is subject to any state administrative enforcement order or judgment which prohibits, denies, or revokes the use of any exemption from registration in connection with the offer, purchase, or sale of securities;
- is currently subject to any order, judgment, or decree of any court of competent jurisdiction that temporarily, preliminarily, or permanently restrains or enjoins such party from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security, or involving the making of any false filing with the state, entered within five years prior to the filing of this application;
- has violated the law of a foreign jurisdiction governing or regulating any aspect of the business of securities or banking or, within the past five years, has been the subject of an action of a securities regulator of a foreign jurisdiction denying, revoking, or suspending the right to engage in the business of securities as a broker-dealer, agent, or investment adviser or is the subject of an action of any securities exchange or self-regulatory organization operating under the authority of the securities regulator of a foreign jurisdiction suspending or expelling such person from membership in such exchange or self-regulatory organization.

I agree to hold harmless ACE-Net and its affiliated Network Operators, their officers, directors, employees, and affiliated employees from any and all claims of any kind arising out of participation with or investment in any company listed on ACE-Net, or use of ACE-Net services in general.

I have read, understand, and agree to the above information. I certify that I am not disqualified from participating in ACE-Net based upon the above criteria.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**III. Mail or Deliver This Completed Part 1 And A Check for \$400.**

- A. Registration fees-free to CONNECT members  
Others- Make check payable to : UC Regents**

**PLEASE NOTE THAT THE \$450 REGISTRATION FEE IS BEING  
WAIVED FOR APPLICANTS SIGNING UP EARLY. CONTACT  
YOUR NETWORK OPERATOR TO DETERMINE WHETHER  
YOU ARE ELIGIBLE FOR THIS FEE WAIVER.**

- B. Mail or deliver this completed Part 1 and the registration fee to:**

CONNECT InVest  
A Division of Extended Studies & Public Service  
UNIVERSITY OF CALIFORNIA, SAN DIEGO  
La Jolla, CA 92093-0176  
Phone (619) 534-6114  
Fax (619) 552-0649