

STATE OF NORTH DAKOTA
SECURITIES DEPARTMENT

In the Matter of:)	
)	
Electronic Filing of Notice of Limited)	ORDER RELATING TO LIMITED
Registration of Canadian Broker-Dealers.))	REGISTRATION OF
)	CANADIAN BROKER-DEALERS
)	

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WHEREAS, the North Dakota Securities Commissioner (Commissioner) is charged with the administration of the North Dakota Securities Act, Chapter 10-04 of the North Dakota Century Code, (the "Act"); and

WHEREAS, Section 10-04-03(2) of the Act provides that the Commissioner may issue an order necessary or appropriate to carry out the provisions of the Act, including rules and forms governing registration statements, applications, notice filings and other records; and

WHEREAS, Section 10-04-10(1) of the Act provides that "It is unlawful for a person to transact business in this state as a broker-dealer unless the person is registered under this chapter as a broker-dealer or is exempt."; and

WHEREAS, the Commissioner finds that the issuance of this Order is necessary and appropriate in the public interest and is issued with a view toward achieving uniformity.

NOW THEREFORE, IT IS HEREBY ORDERED, pursuant to Section 10-04-03(2) of the Act, that the following persons are exempt from the registration requirements of Section 10-04-10 of the Act:

A broker-dealer that is registered in good standing in Canada and that does not have a place of business in this state and complies with the following conditions:

- (a) Only effects or attempts to effect transactions in securities:
 - (1) With or through the issuers of securities involved in the transactions, broker-dealers, banks, savings institutions, trust companies, insurance companies, investment companies (as defined in the Investment Company Act of 1940), pension or profit-sharing trusts, or other financial institutions or institutional buyers, whether acting for themselves or as trustees;
 - (2) With or for a person from Canada who is temporarily present in this state, with whom the Canadian broker-dealer had a bona fide business-client relationship before the person entered this state; or
 - (3) With or for a person from Canada who is present in this state, whose transactions are in a self-directed tax advantage retirement plan in Canada of which the person is the holder or contributor;
- (b) Electronically files a notice in the form of its current application required by the jurisdiction in which its primary office is located and a consent to service of process;
- (c) Is a member of a self-regulatory organization or stock exchange in Canada;
- (d) Maintains its provincial or territorial registration and its membership in a self regulatory organization or stock exchange in good standing;
- (e) Provides the Commissioner upon request with its books and records relating to its business in this state as a broker-dealer;
- (f) Discloses to its clients in this state that such person is not subject to the full regulatory requirements of the Act and the rules promulgated thereunder; and

(g) Is not in violation of any provisions of the Act or any rules promulgated thereunder.

IT IS HEREBY FURTHER ORDERED that any offer, sale or purchase of a security effected by a broker-dealer exempt from the broker-dealer registration requirements pursuant to this Order shall be exempt from the registration requirements of the Act.

This Order shall remain in effect until amended or rescinded by the Commissioner.

The Commissioner's Order entitled "Limited Registration of Canadian Broker-Dealers and Agents" dated July 1, 1999 is hereby rescinded and superseded by this Order. Any Orders previously entered by the Commissioner which are inconsistent, in whole or in part, with this order are hereby superseded by this Order.

IN TESTIMONY WHEREOF, witness my hand and seal this 15th day of June, 2021.





Karen J. Tyler, Securities Commissioner
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