

-
- (5) Username, unique identifier or electronic mail address in combination with a password, access code, security questions or other authentication information that would permit access to an online account.
- H. “Confidential Personal Information” does not include publicly available information that is lawfully made available to the general public from federal, state, or local government records or widely distributed media.
- I. “CRD” means the Central Registration Depository of the Financial Industry Regulatory Authority, Inc. and the North American Securities Administrators Association, Inc. The CRD address is P.O. Box 9401, Gaithersburg, MD 20898-9401.
- J. “Division” means the Colorado Division of Securities, 1560 Broadway, Suite 900, Denver, CO 80202.
- K. “EFD” means the Electronic Filing Depository System.
- L. “FINRA” means the Financial Industry Regulatory Authority.
- M. “IARD” means the Investment Adviser Registration Depository of the federal Securities and Exchange Commission and the North American Securities Administrators Association, Inc., as maintained by the Financial Industry Regulatory Authority, Inc. The IARD address is 9509 Key West Avenue, Rockville, Maryland 20850.
- N. “Mortgage broker-dealer” means a “broker-dealer” other than a broker-dealer registered under the 34 Act whose business is limited exclusively to effecting transactions in notes, bonds or evidences of indebtedness secured by mortgages or deeds of trust upon real estate.
- O. “Mortgage sales representative” means a “sales representative” who represents a mortgage broker-dealer.
- P. “NASAA” means the North American Securities Administrators Association, Inc.
- Q. “SEC” means the federal Securities and Exchange Commission.

51-2.1.1 Pursuant to the authority of the Securities Commissioner provided at section 11- 51-201(2)(d), C.R.S., “broker-dealer” as defined at section 11-51-201(2), C.R.S., does not include:

- A. A person who is resident in Canada, has no office or other physical presence in this state, and complies with the following conditions:
1. Only effects or attempts to effect transactions in securities
 - a. 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 federal Investment Company Act of 1940), pension or profit-sharing trusts, or other financial institutions or institutional buyers, whether acting for themselves or as trustees;
 - b. With or for a person from Canada who is present temporarily in this state, with whom the Canadian person had a bona fide business relationship before the person entered this state, or
 - c. With or for a person from Canada who is present in this state, whose transactions are in a self-directed tax advantaged retirement plan in Canada of which the person is the holder or contributor; and

-
2. Files a notice in the form of their current application required by the jurisdiction in which the head office of such person is located and a consent to service of process;
 3. Is a member of a self-regulatory organization or stock exchange in Canada;
 4. Maintains the provincial or territorial registration and membership in a self-regulatory organization or stock exchange of such person in good standing;
 5. Discloses to the clients of such person in this state that such person is not subject to the full regulatory requirements of the Colorado Securities Act; and
 6. Is not in violation of section 11-51-501(1), C.R.S.
- B. A person who acts as a business broker with respect to a transaction involving the offer or sale of all of the stock or other equity interests in any closely held corporation or limited liability company provided that such stock or other equity interest is sold to no more than one person, as that term is defined in the Act.

51-2.2 SEC Amendments Coordinated

- A. If any SEC Rule or regulation incorporated in these Rules is amended by the SEC subsequent to the date the Colorado Rule was adopted, pursuant to section 11-51-202, C.R.S., such subsequent amendment may apply to the Rule provided that the Securities Commissioner does not commence Rule making proceedings within ninety (90) days of the effective date of any such amendment.
- B. Information concerning any SEC Rule or regulation incorporated in these Rules may be obtained from:

Deputy Securities Commissioner 1560 Broadway, Suite 900 Denver CO 80202

CHAPTER 3 REGISTRATION OF SECURITIES AND EXEMPTIONS

51-3.1 Registration by Coordination.

Preliminary Note: Securities for which a registration statement has been filed under the federal "Securities Act of 1933" or any securities for which filings have been made pursuant to the SEC's regulation A may be registered by coordination in Colorado. Various sections of the Colorado Securities Act, these Rules, and certain NASAA forms require a person seeking registration by coordination to file with the Securities Commissioner certain documents that are submitted to the SEC. The Division finds that the duplicative filing of such documents increases offering costs and harms the environment, and, therefore, not requiring these paper filings is in the public interest.

- A. Filing Information
1. When securities are registered by coordination under Section 11-51-303, C.R.S., any document filed with the SEC in connection with such offering shall be considered filed with the Securities Commissioner when such document is received by the SEC.
 2. Application for registration by coordination in the State of Colorado is made by filing the NASAA Form U-1 and the documents required by it, along with the information required for registration by coordination under section 11-51-303(1)(a) and (b)(I)-(III), C.R.S.
 3. The application for registration by coordination shall also include a specimen, copy, or detailed description of the security to be offered and sold. The description shall include details of all terms and conditions to which the security, or its holder, are subject.
 4. A person seeking registration by coordination shall also file a Consent to Service of Process on the NASAA Form U-2 (see Rule 51-7.1) with the Securities Commissioner, along with a filing fee as specified by the Securities Commissioner.