

SENATE SUBSTITUTE FOR
HOUSE BILL NO. 5273

A bill to amend 2008 PA 551, entitled
"Uniform securities act (2002),"
by amending the title and sections 202, 401, and 501 (MCL 451.2202,
451.2401, and 451.2501), section 202 as amended by 2013 PA 264, and
by adding article 4A.

THE PEOPLE OF THE STATE OF MICHIGAN ENACT:

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TITLE

An act to enact the uniform securities act (2002) relating to
the issuance, offer, sale, or purchase of securities; to prohibit
fraudulent practices in relation to securities; to establish civil
and criminal sanctions for violations of the act and civil
sanctions for violation of the rules promulgated pursuant to the
act; to require the registration of broker-dealers, agents,

1 investment advisers, and securities; **TO REGULATE MICHIGAN**
2 **INVESTMENT MARKETS**; to make uniform the law with reference to
3 securities; and to repeal acts and parts of acts.

4 Sec. 202. (1) The following transactions are exempt from the
5 requirements of sections 301 to 306 and 504:

6 (a) An isolated nonissuer transaction, whether effected by or
7 through a broker-dealer or not.

8 (b) A nonissuer transaction by or through a broker-dealer
9 registered or exempt from registration under this act, and a resale
10 transaction by a sponsor of a unit investment trust registered
11 under the investment company act of 1940, in a security of a class
12 that has been outstanding in the hands of the public for at least
13 90 days, if all of the following are met at the date of the
14 transaction:

15 (i) The issuer of the security is engaged in business, the
16 issuer is not in the organizational stage or in bankruptcy or
17 receivership, and the issuer is not a blank check, blind pool, or
18 shell company that has no specific business plan or purpose or has
19 indicated that its primary business plan is to engage in a merger
20 or combination of the business with, or an acquisition of, an
21 unidentified person.

22 (ii) The security is sold at a price reasonably related to its
23 current market price.

24 (iii) The security does not constitute the whole or part of an
25 unsold allotment to, or a subscription or participation by, the
26 broker-dealer as an underwriter of the security or a
27 redistribution.

1 (iv) A nationally recognized securities manual or its
2 electronic equivalent designated by rule or order under this act or
3 a record filed with the securities and exchange commission that is
4 publicly available contains all of the following:

5 (A) A description of the business and operations of the
6 issuer.

7 (B) The names of the issuer's executive officers and the names
8 of the issuer's directors, if any.

9 (C) An audited balance sheet of the issuer as of a date within
10 18 months before the date of the transaction or, in the case of a
11 reorganization or merger, and when the parties to the
12 reorganization or merger each had an audited balance sheet, a pro
13 forma balance sheet for the combined entity.

14 (D) An audited income statement for each of the issuer's 2
15 immediately previous fiscal years or for the period of existence of
16 the issuer, whichever is shorter, or, in the case of a
17 reorganization or merger when each party to the reorganization or
18 merger had audited income statements, a pro forma income statement.

19 (v) Any of the following requirements are met:

20 (A) The issuer of the security has a class of equity
21 securities listed on a national securities exchange registered
22 under section 6 of the securities exchange act of 1934, 15 USC 78f,
23 or designated for trading on the national association of securities
24 dealers automated quotation system.

25 (B) The issuer of the security is a unit investment trust
26 registered under the investment company act of 1940.

27 (C) The issuer of the security, including its predecessors,

1 has been engaged in continuous business for at least 3 years.

2 (D) The issuer of the security has total assets of at least
3 \$2,000,000.00 based on an audited balance sheet as of a date within
4 18 months before the date of the transaction or, in the case of a
5 reorganization or merger when the parties to the reorganization or
6 merger each had an audited balance sheet as of a date within 18
7 months before the date of the transaction, a pro forma balance
8 sheet for the combined entity.

9 (c) A nonissuer transaction by or through a broker-dealer
10 registered or exempt from registration under this act in a security
11 of a foreign issuer that is a margin security defined in
12 regulations or rules adopted by the board of governors of the
13 federal reserve system.

14 (d) A nonissuer transaction by or through a broker-dealer
15 registered or exempt from registration under this act in an
16 outstanding security if the guarantor of the security files reports
17 with the securities and exchange commission under the reporting
18 requirements of section 13 or 15(d) of the securities exchange act
19 of 1934, 15 USC 78m or 78o.

20 (e) A nonissuer transaction by or through a broker-dealer
21 registered or exempt from registration under this act in a security
22 that meets 1 or more of the following:

23 (i) Is rated at the time of the transaction by a nationally
24 recognized statistical rating organization in 1 of its 4 highest
25 rating categories.

26 (ii) Has a fixed maturity or a fixed interest or dividend, if
27 both of the following are met:

1 (A) A default has not occurred during the current fiscal year
2 or within the 3 previous fiscal years or during the existence of
3 the issuer and any predecessor if less than 3 fiscal years, in the
4 payment of principal, interest, or dividends on the security.

5 (B) The issuer is engaged in business, is not in the
6 organizational stage or in bankruptcy or receivership, and is not
7 and has not been within the previous 12 months a blank check, blind
8 pool, or shell company that has no specific business plan or
9 purpose or has indicated that its primary business plan is to
10 engage in a merger or combination of the business with, or an
11 acquisition of, an unidentified person.

12 (f) A nonissuer transaction by or through a broker-dealer
13 registered or exempt from registration under this act effecting an
14 unsolicited order or offer to purchase.

15 (g) A nonissuer transaction executed by a bona fide pledgee
16 without any purpose of evading this act.

17 (h) A nonissuer transaction by a federal covered investment
18 adviser with investments under management in excess of
19 \$100,000,000.00 acting in the exercise of discretionary authority
20 in a signed record for the account of others.

21 (i) A transaction in a security, whether or not the security
22 or transaction is otherwise exempt, in exchange for 1 or more bona
23 fide outstanding securities, claims, or property interests, or
24 partly in exchange and partly for cash, if the terms and conditions
25 of the issuance and exchange or the delivery and exchange and the
26 fairness of the terms and conditions have been approved by the
27 administrator at a hearing.

1 (j) A transaction between the issuer or other person on whose
2 behalf the offering is made and an underwriter, or among
3 underwriters.

4 (k) A transaction in a note, bond, debenture, or other
5 evidence of indebtedness secured by a mortgage or other security
6 agreement if all of the following are met:

7 (i) The note, bond, debenture, or other evidence of
8 indebtedness is offered and sold with the mortgage or other
9 security agreement as a unit.

10 (ii) A general solicitation or general advertisement of the
11 transaction is not made.

12 (iii) A commission or other remuneration is not paid or given,
13 directly or indirectly, to a person not registered under this act
14 as a broker-dealer or as an agent.

15 (l) A transaction by an executor, administrator of an estate,
16 sheriff, marshal, receiver, trustee in bankruptcy, guardian, or
17 conservator.

18 (m) A sale or offer to sell to any of the following:

19 (i) An institutional investor.

20 (ii) A federal covered investment adviser.

21 (iii) Any other person exempted by rule or order under this act.

22 (n) A sale or an offer to sell securities by or on behalf of
23 an issuer, if the transaction is part of a single issue in which
24 all of the following are met:

25 (i) There are not more than 50 purchasers in this state during
26 any 12 consecutive months, other than those designated in
27 subdivision (m).

1 (ii) There is no general solicitation or general advertising
2 used in connection with the offer to sell or sale of the
3 securities.

4 (iii) A commission or other remuneration is not paid or given,
5 directly or indirectly, to a person other than a broker-dealer
6 registered under this act or an agent registered under this act for
7 soliciting a prospective purchaser in this state.

8 (iv) The issuer reasonably believes that all the purchasers in
9 this state other than those designated in subdivision (m) are
10 purchasing for investment.

11 (o) A transaction under an offer to existing security holders
12 of the issuer, including persons that at the date of the
13 transaction are holders of convertible securities, options, or
14 warrants, if a commission or other remuneration, other than a
15 standby commission, is not paid or given, directly or indirectly,
16 for soliciting a security holder in this state.

17 (p) An offer to sell, but not a sale, of a security not exempt
18 from registration under the securities act of 1933 if both of the
19 following are met:

20 (i) A registration or offering statement or similar record as
21 required under the securities act of 1933 has been filed, but is
22 not effective, or the offer is made in compliance with rule 165
23 adopted under the securities act of 1933, 17 CFR 230.165.

24 (ii) A stop order of which the offeror is aware has not been
25 issued against the offeror by the administrator or the securities
26 and exchange commission, and an audit, inspection, or proceeding
27 that is public and may culminate in a stop order is not known by

1 the offeror to be pending.

2 (q) An offer to sell, but not a sale, of a security exempt
3 from registration under the securities act of 1933 if all of the
4 following are met:

5 (i) A registration statement has been filed under this act, but
6 is not effective.

7 (ii) A solicitation of interest is provided in a record to
8 offerees in compliance with a rule adopted by the administrator
9 under this act.

10 (iii) A stop order of which the offeror is aware has not been
11 issued by the administrator under this act, and an audit,
12 inspection, or proceeding that may culminate in a stop order is not
13 known by the offeror to be pending.

14 (r) A transaction involving the distribution of the securities
15 of an issuer to the security holders of another person in
16 connection with a merger, consolidation, exchange of securities,
17 sale of assets, or other reorganization to which the issuer, or its
18 parent or subsidiary, and the other person, or its parent or
19 subsidiary, are parties.

20 (s) A rescission offer, sale, or purchase under section 510.

21 (t) An offer or sale of a security to a person not resident in
22 this state and not present in this state if the offer or sale does
23 not constitute a violation of the laws of the state or foreign
24 jurisdiction in which the offeree or purchaser is present and is
25 not part of an unlawful plan or scheme to evade this act.

26 (u) An offer or sale of a security pursuant to an employee's
27 stock purchase, savings, option, profit-sharing, pension, or

1 similar employees' benefit plan, including any securities, plan
2 interests, and guarantees issued under a compensatory benefit plan
3 or compensation contract, contained in a record, established by the
4 issuer, its parents, its majority-owned subsidiaries, or the
5 majority-owned subsidiaries of the issuer's parent for the
6 participation of their employees including any of the following:

7 (i) Offers or sales of those securities to directors; general
8 partners; trustees, if the issuer is a business trust; officers; or
9 consultants and advisors.

10 (ii) Family members who acquire those securities from those
11 persons through gifts or domestic relations orders.

12 (iii) Former employees, directors, general partners, trustees,
13 officers, consultants, and advisors if those individuals were
14 employed by or providing services to the issuer when the securities
15 were offered.

16 (iv) Insurance agents who are exclusive insurance agents of the
17 issuer, its subsidiaries or parents, or who derive more than 50% of
18 their annual income from those organizations.

19 (v) A transaction involving any of the following:

20 (i) A stock dividend or equivalent equity distribution, whether
21 the corporation or other business organization distributing the
22 dividend or equivalent equity distribution is the issuer or not, if
23 nothing of value is given by stockholders or other equity holders
24 for the dividend or equivalent equity distribution other than the
25 surrender of a right to a cash or property dividend if each
26 stockholder or other equity holder may elect to take the dividend
27 or equivalent equity distribution in cash, property, or stock.

1 (ii) An act incident to a judicially approved reorganization in
2 which a security is issued in exchange for 1 or more outstanding
3 securities, claims, or property interests, or partly in exchange
4 and partly for cash.

5 (iii) The solicitation of tenders of securities by an offeror in
6 a tender offer in compliance with rule 162 adopted under the
7 securities act of 1933, 17 CFR 230.162.

8 (w) Subject to subsection (2), a nonissuer transaction in an
9 outstanding security by or through a broker-dealer registered or
10 exempt from registration under this act, if both of the following
11 are met:

12 (i) The issuer is a reporting issuer in a foreign jurisdiction
13 designated in subsection (2)(a), or by rule or order of the
14 administrator, and has been subject to continuous reporting
15 requirements in the foreign jurisdiction for not less than 180 days
16 before the transaction.

17 (ii) The security is listed on the foreign jurisdiction's
18 securities exchange that has been designated in subsection (2)(a),
19 or by rule or order under this act, or is a security of the same
20 issuer that is of senior or substantially equal rank to the listed
21 security or is a warrant or right to purchase or subscribe to any
22 of the foregoing.

23 (x) Any offer or sale of a security by an issuer under section
24 202a.

25 (y) Any offer or sale of a security that meets the
26 requirements for the federal exemption for a regulation A offering
27 under section 3(b) of the securities act of 1933, 15 USC 77c(b),

1 and SEC rule 251, 17 CFR 230.251, if the offer or sale meets all of
2 the following requirements:

3 (i) The issuer has filed SEC form 1A with the securities and
4 exchange commission with respect to the regulation A offering, in a
5 manner acceptable to the securities and exchange commission, and in
6 that filing the issuer has satisfied all of the requirements of 17
7 CFR 230.251 to 230.263 inclusively, including the filing of the
8 regulation A offering circular required under 17 CFR 230.253.

9 (ii) At least 10 days before commencing an offering of
10 securities in reliance on this exemption or the use of any publicly
11 available website in connection with an offering of securities in
12 reliance on this exemption, the issuer files a notice with the
13 administrator, in writing or in electronic form as specified by the
14 administrator, that contains all of the following:

15 (A) A notice of claim of exemption from registration,
16 specifying that the issuer intends to conduct an offering in
17 reliance on a regulation A exemption, accompanied by a
18 nonrefundable filing fee of \$100.00 for filing the exemption
19 notice. The fees paid to the administrator under this sub-
20 subparagraph shall be used to pay the costs incurred in
21 administering and enforcing this act.

22 (B) A copy of the completed SEC form 1A and all of the
23 accompanying documents filed with the securities and exchange
24 commission, including the final regulation A offering circular to
25 be provided to prospective purchasers in connection with the
26 offering. Before filing SEC form 1A with the administrator, the
27 issuer may advertise its intent to make a regulation A offering

1 within the state and to solicit interest from prospective
2 purchasers under 17 CFR 230.254.

3 (iii) The sum of all cash and other consideration to be received
4 for all sales of the security in reliance on this exemption does
5 not exceed the amount set forth in subsection (b) of 17 CFR
6 230.251, less the aggregate amount received for all sales of
7 securities by the issuer within the 12 months before the first
8 offer or sale made in reliance on this exemption.

9 (iv) The issuer does not accept more than \$10,000.00 from any
10 single purchaser unless the purchaser is an accredited investor as
11 defined by rule 501 of SEC regulation D, 17 CFR 230.501. The issuer
12 may rely on confirmation that the purchaser is an accredited
13 investor from a licensed broker-dealer or another third party in
14 making a determination that the purchaser is an accredited
15 investor. Every fifth year, the administrator shall cumulatively
16 adjust the \$10,000.00 limitation amount described in this
17 subparagraph to reflect the change in the consumer price index for
18 all urban consumers published by the federal bureau of labor
19 statistics, rounding the dollar limitation to the nearest \$100.00.

20 **(Z) ANY SECONDARY OFFER, SALE, PURCHASE, OR TRADE OF**
21 **SECURITIES FACILITATED BY A MICHIGAN INVESTMENT MARKET, IF THE**
22 **MICHIGAN INVESTMENT MARKET EFFECTS THAT TRANSACTION IN ACCORDANCE**
23 **WITH ARTICLE 4A AND HAS MADE AVAILABLE TO ANY SECONDARY PURCHASER,**
24 **WITHIN A REASONABLE PERIOD BEFORE EFFECTING THE TRANSACTION,**
25 **GENERAL MANAGEMENT AND FINANCIAL INFORMATION CONCERNING THE ISSUER**
26 **OF THE SECURITIES, INCLUDING THE ISSUER'S FINANCIAL DOCUMENTS FOR**
27 **THE PRECEDING CALENDAR OR FISCAL YEAR AND INTERIM FINANCIAL**

1 INFORMATION AS OF THE END OF THE ISSUER'S MOST RECENT CALENDAR OR
2 FISCAL QUARTER.

3 (2) For purposes of subsection (1)(w), both of the following
4 apply:

5 (a) Canada, together with its provinces and territories, is a
6 designated foreign jurisdiction and the Toronto stock exchange,
7 inc., is a designated securities exchange.

8 (b) After an administrative hearing in compliance with
9 applicable state law, the administrator, by rule or order under
10 this act, may revoke the designation of a securities exchange under
11 subsection (1)(w) or this subsection if the administrator finds
12 that revocation is necessary or appropriate in the public interest
13 and for the protection of investors.

14 (3) An issuer that sells securities in this state in reliance
15 on this exemption described in subsection (1)(y) may advertise the
16 offering in any manner, including advertising on website platforms
17 that may be owned and controlled by nonissuer third parties, if no
18 commissions are paid to either employees of the issuer for the sale
19 of the securities or to third parties that facilitate the sale of
20 the securities, unless those third parties are licensed broker-
21 dealers authorized to conduct transactions described in subsection
22 (1)(y).

23 Sec. 401. (1) A person shall not transact business in this
24 state as a broker-dealer unless the person is registered under this
25 act as a broker-dealer or is exempt from registration as a broker-
26 dealer under subsection (2) or (4).

27 (2) The following persons are exempt from the registration

1 requirement of subsection (1):

2 (a) A broker-dealer if the broker-dealer does not have a place
3 of business in this state and if the broker-dealer's only
4 transactions effected in this state are with any of the following:

5 (i) The issuer of the securities involved in the transactions.

6 (ii) A broker-dealer registered as a broker-dealer under this
7 act or not required to be registered as a broker-dealer under this
8 act.

9 (iii) An institutional investor.

10 (iv) A nonaffiliated federal covered investment adviser with
11 investments under management in excess of \$100,000,000.00 acting
12 for the account of others pursuant to discretionary authority in a
13 signed record.

14 (v) A bona fide preexisting customer whose principal place of
15 residence is not in this state and the broker-dealer is registered
16 as a broker-dealer under the securities exchange act of 1934 or not
17 required to be registered under the securities exchange act of 1934
18 and is registered under the securities act of the state in which
19 the customer maintains a principal place of residence.

20 (vi) A bona fide preexisting customer whose principal place of
21 residence is in this state but who was not present in this state
22 when the customer relationship was established, if both of the
23 following are met:

24 (A) The broker-dealer is registered under the securities
25 exchange act of 1934 or not required to be registered under the
26 securities exchange act of 1934 and is registered under the
27 securities laws of the state in which the customer relationship was

1 established and where the customer had maintained a principal place
2 of residence.

3 (B) Within 45 days after the customer's first transaction in
4 this state, the person files an application for registration as a
5 broker-dealer in this state and a further transaction is not
6 effected more than 75 days after the date on which the application
7 is filed, or, if earlier, the date on which the administrator
8 notifies the person that the administrator has denied the
9 application for registration or has stayed the pendency of the
10 application for good cause.

11 (vii) Not more than 3 customers in this state during the
12 previous 12 months, in addition to those specified in subparagraphs
13 (i) to (vi) and under subparagraph (viii), if the broker-dealer is
14 registered under the securities exchange act of 1934 or not
15 required to be registered under the securities exchange act of 1934
16 and is registered under the securities act of the state in which
17 the broker-dealer has its principal place of business.

18 (viii) Any other person exempted by rule or order under this
19 act.

20 (b) A person that deals solely in United States government
21 securities and is supervised as a dealer in government securities
22 by the board of governors of the federal reserve system, the
23 comptroller of the currency, the federal deposit insurance
24 corporation, or the office of thrift supervision.

25 (c) A person licensed or registered as a mortgage broker,
26 mortgage lender, or mortgage servicer under the mortgage brokers,
27 lenders, and servicers licensing act, 1987 PA 173, MCL 445.1651 to

1 445.1684, in the offer or sale of mortgage loans as defined in
2 section 1a of the mortgage brokers, lenders, and servicers
3 licensing act, 1987 PA 173, MCL 445.1651a.

4 **(D) A PERSON THAT IS REGISTERED AS A MICHIGAN INVESTMENT**
5 **MARKET UNDER ARTICLE 4A AND THAT DEALS IN SECURITIES SOLELY IN ITS**
6 **CAPACITY AS A MICHIGAN INVESTMENT MARKET.**

7 (3) A broker-dealer, or an issuer engaged in offering,
8 offering to purchase, purchasing, or selling securities in this
9 state, shall not directly or indirectly employ or associate with an
10 individual to engage in an activity related to securities
11 transactions in this state if the registration of the individual is
12 suspended or revoked or the individual is barred from employment or
13 association with a broker-dealer, an issuer, an investment adviser,
14 or a federal covered investment adviser by an order of the
15 administrator under this act, the securities and exchange
16 commission, a securities regulator of another state, or a self-
17 regulatory organization. A broker-dealer or issuer does not violate
18 this subsection if the broker-dealer or issuer did not know and in
19 the exercise of reasonable care could not have known of the
20 suspension, revocation, or bar. If requested by a broker-dealer or
21 issuer and if good cause is shown, an order under this act may
22 modify or waive, in whole or in part, the application of the
23 prohibitions of this subsection.

24 (4) A rule or order under this act may permit any of the
25 following:

26 (a) A broker-dealer that is registered in Canada or other
27 foreign jurisdiction and that does not have a place of business in

1 this state to effect transactions in securities with or for, or
2 attempt to effect the purchase or sale of any securities by, any of
3 the following:

4 (i) An individual from Canada or other foreign jurisdiction who
5 is temporarily present in this state and with whom the broker-
6 dealer had a bona fide customer relationship before the individual
7 entered the United States.

8 (ii) An individual from Canada or other foreign jurisdiction
9 who is present in this state and whose transactions are in a self-
10 directed tax advantaged retirement plan of which the individual is
11 the holder or contributor in that foreign jurisdiction.

12 (iii) An individual who is present in this state, with whom the
13 broker-dealer customer relationship arose while the individual was
14 temporarily or permanently resident in Canada or the other foreign
15 jurisdiction.

16 (b) An agent who represents a broker-dealer that is exempt
17 under this subsection to effect transactions in securities or
18 attempt to effect the purchase or sale of any securities in this
19 state as permitted for a broker-dealer described in ~~subsection~~
20 ~~(4)(a)~~. **SUBDIVISION (A)**.

21 **ARTICLE 4A**

22 **MICHIGAN INVESTMENT MARKETS**

23 **SEC. 451. AS USED IN THIS ARTICLE:**

24 (A) "INTRASTATE OFFERING EXEMPTION" MEANS THE EXEMPTION
25 DESCRIBED IN SECTION 202A OR ANY OTHER EXEMPTION FROM FEDERAL
26 SECURITIES REGULATION UNDER SECTION 3(A)(11) OF THE SECURITIES ACT
27 OF 1933, 15 USC 77C(A)(11), AND SEC RULE 147, 17 CFR 230.147.

1 (B) "MICHIGAN INVESTMENT MARKET" MEANS A PERSON THAT IS A
2 BROKER-DEALER, IS EXEMPT FROM FEDERAL REGISTRATION UNDER SECTION
3 15(A) (1) OF THE SECURITIES EXCHANGE ACT OF 1934, 15 USC 780, AND
4 PROVIDES A MARKET OR EXCHANGE AT WHICH TRANSACTIONS IN SECURITIES
5 THAT ARE SOLD OR OFFERED FOR SALE IN THIS STATE UNDER AN INTRASTATE
6 OFFERING EXEMPTION TAKE PLACE. AS USED IN THIS SUBDIVISION, "MARKET
7 OR EXCHANGE" INCLUDES AN ONLINE MARKET OR EXCHANGE OR ANY OTHER
8 MARKET OR EXCHANGE OPERATED THROUGH A WEB PORTAL.

9 (C) "ONLINE" MEANS FUNCTIONING ON OR OVER THE INTERNET.

10 (D) "PERSONAL IDENTIFYING INFORMATION" MEANS ANY INFORMATION
11 USED TO LOCATE OR ACCURATELY CATEGORIZE AN INDIVIDUAL, HOUSEHOLD,
12 OR BUSINESS.

13 (E) "RESIDENT OF THIS STATE" MEANS 1 OF THE FOLLOWING, AS
14 APPLICABLE:

15 (i) IF A PERSON IS AN INDIVIDUAL, HIS OR HER PRINCIPAL
16 RESIDENCE IS LOCATED IN THIS STATE.

17 (ii) IF A PERSON IS A BUSINESS THAT IS A GENERAL PARTNERSHIP OR
18 OTHER FORM OF ORGANIZATION THAT IS NOT INCORPORATED OR ORGANIZED
19 UNDER THE LAWS OF THIS STATE, THAT PERSON'S PRINCIPAL OFFICE IS
20 LOCATED IN THIS STATE.

21 (iii) IF THE PERSON IS A BUSINESS THAT IS A CORPORATION, LIMITED
22 LIABILITY COMPANY, LIMITED PARTNERSHIP, TRUST, OR OTHER FORM OF
23 LEGAL ENTITY THAT IS INCORPORATED OR ORGANIZED UNDER STATE LAW,
24 THAT PERSON IS INCORPORATED OR ORGANIZED UNDER THE LAWS OF THIS
25 STATE.

26 (F) "SERVICE" MEANS TO INCLUDE SECURITIES ISSUED BY A PERSON
27 IN OR ON A MARKET OR EXCHANGE FOR SALE OR TO ASSIST IN FACILITATING

1 SECURITIES TRANSACTIONS IN OR ON A MARKET OR EXCHANGE.

2 (G) "WEB PORTAL" MEANS AN ONLINE ENTITY THROUGH WHICH PERSONS
3 ARE ABLE TO EFFECT TRANSACTIONS IN SECURITIES.

4 SEC. 453. A PERSON SHALL NOT TRANSACT BUSINESS IN THIS STATE
5 AS A MICHIGAN INVESTMENT MARKET UNLESS THE PERSON IS REGISTERED
6 UNDER THIS ARTICLE AS A MICHIGAN INVESTMENT MARKET.

7 SEC. 455. (1) A PERSON SHALL REGISTER AS A MICHIGAN INVESTMENT
8 MARKET BY FILING A WRITTEN APPLICATION, FILING A CONSENT TO SERVICE
9 OF PROCESS THAT COMPLIES WITH SECTION 611, AND PAYING THE FEE
10 SPECIFIED IN SECTION 457. SUBJECT TO SECTION 461, IF A PERSON
11 COMPLIES WITH THIS ARTICLE AND DEMONSTRATES BY CLEAR AND CONVINCING
12 EVIDENCE THAT THE PERSON MEETS THE REQUIREMENTS FOR REGISTRATION
13 UNDER THIS ARTICLE, THE ADMINISTRATOR SHALL REGISTER THAT PERSON AS
14 A MICHIGAN INVESTMENT MARKET. IF A PERSON FAILS TO PROVIDE CLEAR
15 AND CONVINCING EVIDENCE THAT THE PERSON MEETS THE REQUIREMENTS FOR
16 REGISTRATION, THE REGISTRATION OF THE PERSON SHALL REMAIN AT THE
17 DISCRETION OF THE ADMINISTRATOR.

18 (2) AN APPLICATION FOR REGISTRATION AS A MICHIGAN INVESTMENT
19 MARKET MUST CONTAIN ALL OF THE FOLLOWING:

20 (A) THE NAMES, MAILING ADDRESSES, AND TELEPHONE NUMBERS OF ALL
21 INDIVIDUALS WHO SERVE AS EXECUTIVE OFFICERS OF THE MICHIGAN
22 INVESTMENT MARKET OR WHO ARE DIRECT OR INDIRECT OWNERS OF AT LEAST
23 A 10% OWNERSHIP INTEREST IN THE MICHIGAN INVESTMENT MARKET.

24 (B) THE UNIFORM RESOURCE LOCATOR (URL), IF APPLICABLE, USED
25 PRIMARILY BY THE MICHIGAN INVESTMENT MARKET TO EFFECT TRANSACTIONS
26 ONLINE.

27 (C) ANY OTHER INFORMATION REQUESTED BY THE ADMINISTRATOR AS

1 NECESSARY TO MAKE A DETERMINATION REGARDING REGISTRATION OF THE
2 MICHIGAN INVESTMENT MARKET UNDER SECTION 461.

3 (3) IF THE INFORMATION CONTAINED IN AN APPLICATION THAT IS
4 FILED UNDER SUBSECTION (1) IS OR BECOMES INACCURATE OR INCOMPLETE
5 IN ANY MATERIAL RESPECT, THE REGISTRANT SHALL PROMPTLY FILE A
6 CORRECTING AMENDMENT.

7 (4) A REGISTRATION IS EFFECTIVE UNTIL 12 MIDNIGHT ON DECEMBER
8 31 OF THE YEAR FOR WHICH THE APPLICATION FOR REGISTRATION IS FILED.

9 SEC. 457. (1) A PERSON SHALL PAY A FEE OF \$500.00 WHEN
10 INITIALLY FILING AN APPLICATION FOR REGISTRATION AS A MICHIGAN
11 INVESTMENT MARKET AND A FEE OF \$250.00 WHEN FILING A RENEWAL OF
12 REGISTRATION AS A MICHIGAN INVESTMENT MARKET.

13 (2) IF AN INITIAL OR RENEWAL REGISTRATION APPLICATION IS
14 DENIED OR WITHDRAWN, THE ADMINISTRATOR SHALL RETAIN ALL OF THE
15 FILING FEE FOR THAT APPLICATION.

16 SEC. 459. (1) A MICHIGAN INVESTMENT MARKET THAT IS REGISTERED
17 OR IS REQUIRED TO REGISTER UNDER THIS ARTICLE MUST MAKE A WRITTEN
18 OR ELECTRONIC RECORD OF EACH TRANSACTION CONDUCTED BETWEEN USERS
19 THROUGH THE MICHIGAN INVESTMENT MARKET, MAINTAIN THAT RECORD FOR AT
20 LEAST 7 YEARS AFTER THE DATE OF THE TRANSACTION, AND PROVIDE A
21 WRITTEN OR ELECTRONIC COPY OF THE RECORD FOR A PARTICULAR
22 TRANSACTION TO EACH USER INVOLVED IN THAT TRANSACTION.

23 (2) IN ADDITION TO THE RECORDS DESCRIBED IN SUBSECTION (1), A
24 MICHIGAN INVESTMENT MARKET THAT IS REGISTERED OR IS REQUIRED TO
25 REGISTER UNDER THIS ARTICLE SHALL MAKE AND MAINTAIN THE ACCOUNTS,
26 CORRESPONDENCE, MEMORANDA, PAPERS, BOOKS, AND OTHER RECORDS
27 REQUIRED BY RULE OR ORDER OF THE ADMINISTRATOR AND SHALL MAINTAIN

1 THOSE RECORDS IN A FORM OF DATA STORAGE ESTABLISHED BY THE
2 ADMINISTRATOR BY RULE OR ORDER.

3 (3) THE RECORDS OF A MICHIGAN INVESTMENT MARKET THAT IS
4 REGISTERED OR IS REQUIRED TO REGISTER UNDER THIS ARTICLE ARE
5 SUBJECT TO REASONABLE PERIODIC, SPECIAL, OR OTHER EXAMINATIONS OR
6 INSPECTIONS BY A REPRESENTATIVE OF THE ADMINISTRATOR, IN OR OUTSIDE
7 OF THIS STATE, AS THE ADMINISTRATOR CONSIDERS NECESSARY OR
8 APPROPRIATE IN THE PUBLIC INTEREST AND FOR THE PROTECTION OF
9 INVESTORS. AN EXAMINATION OR INSPECTION MAY BE MADE AT ANY TIME AND
10 WITHOUT PRIOR NOTICE. THE ADMINISTRATOR MAY REASONABLY REQUEST
11 PAPER OR ELECTRONIC COPIES AND REMOVE FOR EXAMINATION OR INSPECTION
12 COPIES OF ALL RECORDS THE ADMINISTRATOR REASONABLY CONSIDERS
13 NECESSARY OR APPROPRIATE TO CONDUCT THE EXAMINATION OR INSPECTION.
14 THE ADMINISTRATOR MAY ASSESS A REASONABLE CHARGE FOR CONDUCTING AN
15 EXAMINATION OR INSPECTION UNDER THIS SUBSECTION.

16 (4) IN JANUARY OF EACH YEAR, THE MICHIGAN INVESTMENT MARKET
17 MUST FILE A REPORT WITH THE ADMINISTRATOR THAT INCLUDES A RECORD OF
18 EACH TRANSACTION THE MICHIGAN INVESTMENT MARKET EFFECTED IN THE
19 PRECEDING CALENDAR YEAR.

20 SEC. 461. (1) WHEN THE ADMINISTRATOR RECEIVES AN APPLICATION
21 FOR REGISTRATION AS A MICHIGAN INVESTMENT MARKET, THE ADMINISTRATOR
22 SHALL PUBLISH NOTICE OF THE FILING ON A WEBSITE MANAGED BY THE
23 ADMINISTRATOR, WHERE INTERESTED PERSONS ARE PROVIDED AN OPPORTUNITY
24 TO SUBMIT WRITTEN INFORMATION CONCERNING THE APPLICATION. WITHIN 60
25 DAYS AFTER THE DATE OF PUBLICATION OF THE NOTICE, OR WITHIN ANY
26 LONGER PERIOD TO WHICH THE ADMINISTRATOR AND APPLICANT AGREE, THE
27 ADMINISTRATOR SHALL DO 1 OF THE FOLLOWING:

1 (A) IF THE ADMINISTRATOR FINDS THAT THE REQUIREMENTS OF THIS
2 ARTICLE AND RULES PROMULGATED UNDER THIS ARTICLE ARE SATISFIED,
3 ISSUE AN ORDER GRANTING REGISTRATION.

4 (B) IF SUBDIVISION (A) IS NOT MET, ISSUE AN ORDER DENYING
5 REGISTRATION, OR GRANTING A CONDITIONAL OR LIMITED REGISTRATION.

6 (2) IN CONSIDERING AN APPLICATION FOR REGISTRATION FOR
7 PURPOSES OF SUBSECTION (1), THE ADMINISTRATOR SHALL CONSIDER ALL OF
8 THE FOLLOWING:

9 (A) WHETHER THE MICHIGAN INVESTMENT MARKET HAS THE CAPACITY TO
10 FACILITATE THE TRANSACTIONS CONTEMPLATED IN THIS ARTICLE AND
11 COMPLIES WITH THE PROVISIONS OF THIS ARTICLE, THE RULES AND ORDERS
12 OF THE ADMINISTRATOR UNDER THIS ARTICLE, AND THE RULES ESTABLISHED
13 BY THE MICHIGAN INVESTMENT MARKET.

14 (B) WHETHER THE RULES ESTABLISHED BY THE MICHIGAN INVESTMENT
15 MARKET PROVIDE FOR THE EQUITABLE ALLOCATION OF REASONABLE DUES,
16 FEES, AND OTHER CHARGES AMONG ITS ISSUERS AND OTHER PERSONS USING
17 ITS FACILITIES.

18 (C) WHETHER THE STRUCTURE ESTABLISHED BY THE MICHIGAN
19 INVESTMENT MARKET IS DESIGNED TO PROTECT AGAINST FRAUD AND
20 MANIPULATIVE BEHAVIOR; IS, IN GENERAL, DESIGNED TO PROTECT
21 INVESTORS AND THE PUBLIC INTEREST BY NOT ATTEMPTING TO REGULATE OR
22 ADMINISTER ACTIONS, PRACTICES, OR PERSONS THAT ARE NOT PLACED UNDER
23 THE PURVIEW OF THE MICHIGAN INVESTMENT MARKET BY THIS ARTICLE; AND
24 ENSURES THAT THE OPERATIONS OF THE MICHIGAN INVESTMENT MARKET DO
25 NOT FOSTER UNFAIR DISCRIMINATION BETWEEN USERS, ISSUERS, OR OTHER
26 PERSONS THAT INTERACT WITH THE MICHIGAN INVESTMENT MARKET.

27 (D) WHETHER THE RULES ESTABLISHED BY THE MICHIGAN INVESTMENT

1 MARKET PROVIDE FOR APPROPRIATE DISCIPLINE OF USERS AND PERSONS
2 ASSOCIATED WITH ITS USERS FOR A VIOLATION OF THE PROVISIONS OF THIS
3 ARTICLE, THE RULES AND ORDERS OF THE ADMINISTRATOR UNDER THIS
4 ARTICLE, OR THE RULES ESTABLISHED BY THE MICHIGAN INVESTMENT
5 MARKET.

6 (E) WHETHER THE RULES ESTABLISHED BY THE MICHIGAN INVESTMENT
7 MARKET IMPOSE ANY BURDEN ON COMPETITION OR OBSTRUCTION TO A LIQUID
8 INTRASTATE SECURITIES MARKET THAT IS NOT NECESSARY OR APPROPRIATE
9 TO FURTHER THE PURPOSES OF THIS ARTICLE.

10 (3) IF THE ADMINISTRATOR FINDS THAT THE ORDER IS IN THE PUBLIC
11 INTEREST AND SUBSECTION (4) AUTHORIZES THE ACTION, THE
12 ADMINISTRATOR MAY ISSUE AN ORDER TO REVOKE, SUSPEND, CONDITION, OR
13 LIMIT THE REGISTRATION OF A REGISTRANT OR CENSURE, IMPOSE A BAR, OR
14 IMPOSE A CIVIL FINE IN AN AMOUNT THAT DOES NOT EXCEED \$10,000.00
15 FOR A SINGLE VIOLATION OF THIS ACT OR RULES PROMULGATED UNDER THIS
16 ACT, OR \$500,000.00 FOR MULTIPLE VIOLATIONS, ON A REGISTRANT OR
17 OTHER PERSON.

18 (4) THE ADMINISTRATOR MAY IMPOSE A SANCTION DESCRIBED IN
19 SUBSECTION (3) IF ANY OF THE FOLLOWING APPLY TO THE MICHIGAN
20 INVESTMENT MARKET OR OTHER PERSON THAT IS THE SUBJECT OF THE
21 ADMINISTRATOR'S ORDER:

22 (A) THE PERSON FILED AN APPLICATION FOR REGISTRATION IN THIS
23 STATE UNDER THIS ACT WITHIN THE PREVIOUS 5 YEARS, THAT, AS OF THE
24 EFFECTIVE DATE OF REGISTRATION OR AS OF ANY DATE AFTER FILING IN
25 THE CASE OF AN ORDER DENYING EFFECTIVENESS, WAS INCOMPLETE IN ANY
26 MATERIAL RESPECT OR CONTAINED A STATEMENT THAT, IN LIGHT OF THE
27 CIRCUMSTANCES UNDER WHICH IT WAS MADE, WAS FALSE OR MISLEADING WITH

1 RESPECT TO A MATERIAL FACT.

2 (B) THE PERSON WILLFULLY VIOLATED OR WILLFULLY FAILED TO
3 COMPLY WITH THIS ACT, OR A RULE OR ORDER ISSUED BY THE
4 ADMINISTRATOR UNDER THIS ACT, WITHIN THE PREVIOUS 10 YEARS.

5 (C) THE PERSON WAS CONVICTED OF ANY FELONY OR WITHIN THE
6 PREVIOUS 10 YEARS WAS CONVICTED OF A MISDEMEANOR INVOLVING A
7 SECURITY, A COMMODITY FUTURES OR OPTION CONTRACT, OR AN ASPECT OF A
8 BUSINESS INVOLVING SECURITIES, COMMODITIES, INVESTMENTS,
9 FRANCHISES, INSURANCE, BANKING, OR FINANCE.

10 (D) THE PERSON IS ENJOINED OR RESTRAINED BY A COURT OF
11 COMPETENT JURISDICTION IN AN ACTION INSTITUTED BY THE ADMINISTRATOR
12 UNDER THIS ACT, A STATE, THE SECURITIES AND EXCHANGE COMMISSION, OR
13 THE UNITED STATES FROM ENGAGING IN OR CONTINUING AN ACT, PRACTICE,
14 OR COURSE OF BUSINESS INVOLVING AN ASPECT OF A BUSINESS INVOLVING
15 SECURITIES, COMMODITIES, INVESTMENTS, FRANCHISES, INSURANCE,
16 BANKING, OR FINANCE.

17 (E) THE PERSON IS THE SUBJECT OF AN ORDER, ISSUED AFTER NOTICE
18 AND OPPORTUNITY FOR HEARING BY ANY OF THE FOLLOWING:

19 (i) THE SECURITIES OR OTHER FINANCIAL SERVICES REGULATOR OF A
20 STATE, OR THE SECURITIES AND EXCHANGE COMMISSION OR OTHER FEDERAL
21 AGENCY DENYING, REVOKING, BARRING, OR SUSPENDING REGISTRATION AS A
22 BROKER-DEALER, AGENT, INVESTMENT ADVISER, FEDERAL COVERED
23 INVESTMENT ADVISER, OR INVESTMENT ADVISER REPRESENTATIVE.

24 (ii) THE SECURITIES REGULATOR OF A STATE OR THE SECURITIES AND
25 EXCHANGE COMMISSION AGAINST A BROKER-DEALER, AGENT, INVESTMENT
26 ADVISER, INVESTMENT ADVISER REPRESENTATIVE, OR FEDERAL COVERED
27 INVESTMENT ADVISER.

1 (iii) THE SECURITIES AND EXCHANGE COMMISSION OR A SELF-
2 REGULATORY ORGANIZATION SUSPENDING OR EXPELLING THE REGISTRANT FROM
3 MEMBERSHIP IN A SELF-REGULATORY ORGANIZATION.

4 (iv) A COURT ADJUDICATING A UNITED STATES POSTAL SERVICE FRAUD.

5 (v) THE INSURANCE REGULATOR OF A STATE DENYING, SUSPENDING, OR
6 REVOKING THE LICENSE OR REGISTRATION OF AN INSURANCE AGENT.

7 (vi) A DEPOSITORY INSTITUTION OR FINANCIAL SERVICES REGULATOR
8 SUSPENDING OR BARRING THE PERSON FROM THE DEPOSITORY INSTITUTION OR
9 OTHER FINANCIAL SERVICES BUSINESS.

10 (F) THE PERSON IS THE SUBJECT OF AN ADJUDICATION OR
11 DETERMINATION, AFTER NOTICE AND OPPORTUNITY FOR HEARING, BY THE
12 SECURITIES AND EXCHANGE COMMISSION, THE COMMODITY FUTURES TRADING
13 COMMISSION, THE FEDERAL TRADE COMMISSION, A FEDERAL DEPOSITORY
14 INSTITUTION REGULATOR, OR A DEPOSITORY INSTITUTION, INSURANCE, OR
15 OTHER FINANCIAL SERVICES REGULATOR OF A STATE THAT THE PERSON
16 WILLFULLY VIOLATED THE SECURITIES ACT OF 1933, THE SECURITIES
17 EXCHANGE ACT OF 1934, THE INVESTMENT ADVISERS ACT OF 1940, THE
18 INVESTMENT COMPANY ACT OF 1940, OR THE COMMODITY EXCHANGE ACT, THE
19 SECURITIES OR COMMODITIES LAW OF A STATE, OR A FEDERAL OR STATE LAW
20 UNDER WHICH A BUSINESS INVOLVING INVESTMENTS, FRANCHISES,
21 INSURANCE, BANKING, OR FINANCE IS REGULATED.

22 (G) THE PERSON IS INSOLVENT, EITHER BECAUSE THE PERSON'S
23 LIABILITIES EXCEED THE PERSON'S ASSETS OR BECAUSE THE PERSON CANNOT
24 MEET THE PERSON'S OBLIGATIONS AS THEY MATURE. THE ADMINISTRATOR
25 SHALL NOT ENTER AN ORDER AGAINST AN APPLICANT OR REGISTRANT UNDER
26 THIS SUBDIVISION WITHOUT A FINDING OF INSOLVENCY AS TO THE
27 APPLICANT OR REGISTRANT.

1 (H) THE PERSON REFUSES TO ALLOW OR OTHERWISE IMPEDES THE
2 ADMINISTRATOR FROM CONDUCTING AN EXAMINATION OR INSPECTION UNDER
3 SECTION 459(3) OR REFUSES ACCESS TO A REGISTRANT'S OFFICE TO
4 CONDUCT AN EXAMINATION OR INSPECTION UNDER SECTION 459(3).

5 (I) THE PERSON HAS FAILED TO REASONABLY SUPERVISE AN EMPLOYEE
6 OR OTHER INDIVIDUAL IF HE OR SHE WAS SUBJECT TO THE PERSON'S
7 SUPERVISION AND COMMITTED A VIOLATION OF THIS ACT, OR A RULE OR
8 ORDER OF THE ADMINISTRATOR UNDER THIS ACT, WITHIN THE PREVIOUS 5
9 YEARS.

10 (J) THE PERSON HAS NOT PAID A PROPER FILING FEE WITHIN 30 DAYS
11 AFTER HAVING BEEN NOTIFIED BY THE ADMINISTRATOR OF A DEFICIENCY.
12 THE ADMINISTRATOR SHALL VACATE AN ORDER UNDER THIS SUBDIVISION IF
13 THE DEFICIENCY IS CORRECTED.

14 (K) AFTER NOTICE AND OPPORTUNITY FOR A HEARING, 1 OR MORE OF
15 THE FOLLOWING HAVE OCCURRED WITHIN THE PREVIOUS 10 YEARS:

16 (i) A COURT OF COMPETENT JURISDICTION HAS FOUND THE PERSON TO
17 HAVE WILLFULLY VIOLATED THE LAWS OF A FOREIGN JURISDICTION UNDER
18 WHICH THE BUSINESS OF SECURITIES, COMMODITIES, INVESTMENT,
19 FRANCHISES, INSURANCE, BANKING, OR FINANCE IS REGULATED.

20 (ii) THE PERSON WAS FOUND TO HAVE BEEN THE SUBJECT OF AN ORDER
21 OF A SECURITIES REGULATOR OF A FOREIGN JURISDICTION DENYING,
22 REVOKING, OR SUSPENDING THE RIGHT TO ENGAGE IN THE BUSINESS OF
23 SECURITIES AS A BROKER-DEALER, AGENT, INVESTMENT ADVISER,
24 INVESTMENT ADVISER REPRESENTATIVE, OR SIMILAR PERSON.

25 (iii) THE PERSON WAS FOUND TO HAVE BEEN SUSPENDED OR EXPELLED
26 FROM MEMBERSHIP BY OR PARTICIPATION IN A SELF-REGULATORY
27 ORGANIZATION OPERATING UNDER THE SECURITIES LAWS OF A FOREIGN

1 JURISDICTION.

2 (I) THE PERSON IS THE SUBJECT OF A CEASE AND DESIST ORDER
3 ISSUED BY THE SECURITIES AND EXCHANGE COMMISSION OR ISSUED UNDER
4 THE SECURITIES, COMMODITIES, INVESTMENT, FRANCHISE, BANKING,
5 FINANCE, OR INSURANCE LAWS OF A STATE.

6 (M) THE PERSON HAS ENGAGED IN DISHONEST OR UNETHICAL PRACTICES
7 IN THE SECURITIES, COMMODITIES, INVESTMENT, FRANCHISE, BANKING,
8 FINANCE, OR INSURANCE BUSINESS WITHIN THE PREVIOUS 10 YEARS.

9 (N) THE PERSON IS NOT QUALIFIED ON THE BASIS OF FACTORS SUCH
10 AS TRAINING, EXPERIENCE, AND KNOWLEDGE OF THE SECURITIES BUSINESS,
11 AS INDICATED BY EVIDENCE PRESENTED AT A HEARING CONDUCTED FOR THE
12 PURPOSE OF REVIEWING THE APPLICANT'S QUALIFICATIONS FOR
13 REGISTRATION.

14 (5) THE ADMINISTRATOR MAY SUSPEND OR DENY AN APPLICATION
15 SUMMARILY, MAY RESTRICT, CONDITION, LIMIT, OR SUSPEND A
16 REGISTRATION, OR CENSURE, BAR, OR MAY IMPOSE A CIVIL FINE ON A
17 REGISTRANT, PENDING FINAL DETERMINATION OF AN ADMINISTRATIVE
18 PROCEEDING. WHEN AN ORDER UNDER THIS SUBSECTION IS ISSUED, THE
19 ADMINISTRATOR SHALL PROMPTLY NOTIFY EACH PERSON THAT IS SUBJECT TO
20 THE ORDER THAT THE ORDER HAS BEEN ISSUED, THE REASONS FOR THE
21 ACTION, AND THAT, WITHIN 15 DAYS AFTER THE RECEIPT OF A REQUEST IN
22 A RECORD FROM THE PERSON, THE MATTER WILL BE SCHEDULED FOR A
23 HEARING. IF A HEARING IS NOT REQUESTED BY A PERSON THAT IS SUBJECT
24 TO THE ORDER OR IS NOT ORDERED BY THE ADMINISTRATOR WITHIN 30 DAYS
25 AFTER THE DATE OF SERVICE OF THE ORDER, THE ORDER IS FINAL. IF A
26 HEARING IS REQUESTED OR ORDERED, THE ADMINISTRATOR, AFTER NOTICE OF
27 AND OPPORTUNITY FOR HEARING TO EACH PERSON SUBJECT TO THE ORDER,

1 MAY MODIFY OR VACATE THE ORDER OR EXTEND THE ORDER UNTIL FINAL
2 DETERMINATION.

3 (6) EXCEPT UNDER SUBSECTION (5), THE ADMINISTRATOR SHALL NOT
4 ISSUE AN ORDER UNDER THIS SECTION UNLESS THE ADMINISTRATOR HAS MET
5 ALL OF THE FOLLOWING:

6 (A) GIVEN APPROPRIATE NOTICE TO THE APPLICANT OR REGISTRANT.

7 (B) PROVIDED AN OPPORTUNITY FOR HEARING TO THE APPLICANT OR
8 REGISTRANT.

9 (C) MADE FINDINGS OF FACT AND CONCLUSIONS OF LAW ON THE RECORD
10 PURSUANT TO THE ADMINISTRATIVE PROCEDURES ACT OF 1969, 1969 PA 306,
11 MCL 24.201 TO 24.328.

12 (7) THE ADMINISTRATOR BY ORDER MAY DISCIPLINE A PERSON THAT
13 CONTROLS, DIRECTLY OR INDIRECTLY, A PERSON THAT IS NOT IN
14 COMPLIANCE WITH THIS SECTION TO THE SAME EXTENT AS THE NONCOMPLYING
15 PERSON, UNLESS THE CONTROLLING PERSON DID NOT KNOW, AND IN THE
16 EXERCISE OF REASONABLE CARE COULD NOT HAVE KNOWN, OF THE EXISTENCE
17 OF CONDUCT THAT IS A BASIS FOR DISCIPLINE UNDER THIS SECTION.

18 (8) THE ADMINISTRATOR SHALL NOT INSTITUTE A PROCEEDING UNDER
19 SUBSECTION (3) SOLELY BASED ON MATERIAL FACTS ACTUALLY KNOWN BY THE
20 ADMINISTRATOR UNLESS AN INVESTIGATION OR THE PROCEEDING IS
21 INSTITUTED WITHIN 1 YEAR AFTER THE ADMINISTRATOR FIRST BECAME AWARE
22 OF THE MATERIAL FACTS.

23 SEC. 463. (1) A MICHIGAN INVESTMENT MARKET MAY NOT SERVICE A
24 BUSINESS IF THE BUSINESS HAS ALREADY UTILIZED THE SERVICES OF A
25 PORTAL, MARKET, OR EXCHANGE THAT FACILITATES A SECONDARY MARKET FOR
26 INTRASTATE SECURITIES, RATHER THAN FACILITATES SECURITIES
27 TRANSACTIONS FOR ORIGINAL PURCHASERS OF THE BUSINESS'S INTRASTATE

1 SECURITIES OF THOSE PURCHASERS' OWN SECURITIES. THE BUSINESS MAY
2 NOT BE OR REQUEST TO BE SERVICED ON 2 OR MORE OF THOSE PORTALS,
3 MARKETS, OR EXCHANGES AT ANY GIVEN TIME.

4 (2) A MICHIGAN INVESTMENT MARKET SHALL ONLY SERVICE A BUSINESS
5 IF THAT BUSINESS MEETS, AND THE MICHIGAN INVESTMENT MARKET VERIFIES
6 THAT THE BUSINESS MEETS, ALL OF THE FOLLOWING AT THE TIME THE
7 BUSINESS CONDUCTS ANY OFFERS, SALES, OR RESELLING OF ITS INTRASTATE
8 SECURITIES:

9 (A) IS A RESIDENT OF THIS STATE.

10 (B) IS DOING BUSINESS IN THIS STATE AT THE TIME THE BUSINESS
11 CONDUCTS ANY OFFERS, SALES, OR RESELLING OF ITS INTRASTATE
12 SECURITIES. FOR PURPOSES OF THIS SUBDIVISION, A BUSINESS IS
13 CONSIDERED TO BE DOING BUSINESS IN THIS STATE IF ALL OF THE
14 FOLLOWING ARE MET:

15 (i) IF THE BUSINESS HAD GROSS REVENUES OF MORE THAN \$5,000.00
16 FROM THE SALE OF PRODUCTS OR SERVICES OR OTHER CONDUCT OF ITS
17 BUSINESS FOR ITS MOST RECENT 12-MONTH FISCAL PERIOD, IT DERIVED AT
18 LEAST 80% OF ITS GROSS REVENUES, AND THOSE OF ITS SUBSIDIARIES ON A
19 CONSOLIDATED BASIS, FROM THE OPERATION OF A BUSINESS OR OF REAL
20 PROPERTY LOCATED IN OR FROM THE RENDERING OF SERVICES IN THIS STATE
21 DURING 1 OF THE FOLLOWING TIME PERIODS:

22 (A) IN ITS MOST RECENT FISCAL YEAR, IF THE FIRST OFFER OF ANY
23 PART OF THE ISSUE IS MADE DURING THE FIRST 6 MONTHS OF THE ISSUER'S
24 CURRENT FISCAL YEAR.

25 (B) IN THE FIRST 6 MONTHS OF ITS CURRENT FISCAL YEAR, OR
26 DURING THE 12-MONTH FISCAL PERIOD ENDING WITH THAT 6-MONTH PERIOD,
27 IF THE FIRST OFFER OF ANY PART OF THE BUSINESS'S INTRASTATE

1 OFFERING IS MADE DURING THE LAST 6 MONTHS OF THE BUSINESS'S CURRENT
2 FISCAL YEAR.

3 (ii) AT THE END OF ITS MOST RECENT SEMIANNUAL FISCAL PERIOD
4 BEFORE THE FIRST OFFER OF ANY PART OF THE ISSUE, THE BUSINESS HAD
5 AT LEAST 80% OF ITS ASSETS AND THOSE OF ITS SUBSIDIARIES ON A
6 CONSOLIDATED BASIS LOCATED IN THIS STATE.

7 (iii) THE BUSINESS INTENDS TO USE AND USES AT LEAST 80% OF THE
8 NET PROCEEDS TO THE BUSINESS FROM THE SALE OR RESALE OF INTRASTATE
9 SECURITIES IN CONNECTION WITH THE OPERATION OF A BUSINESS OR OF
10 REAL PROPERTY IN, THE PURCHASE OF REAL PROPERTY LOCATED IN, OR THE
11 RENDERING OF SERVICES IN THIS STATE.

12 (iv) THE PRINCIPAL OFFICE OF THE BUSINESS IS LOCATED WITHIN
13 THIS STATE.

14 (C) IS NOT INSOLVENT. AS USED IN THIS SUBDIVISION, "INSOLVENT"
15 MEANS ANY OF THE FOLLOWING:

16 (i) THE LIABILITIES OF THE BUSINESS EXCEED ITS ASSETS.

17 (ii) THE BUSINESS IS UNABLE TO PAY ITS DEBTS AS THEY MATURE.

18 (iii) THE BUSINESS HAS FILED FOR BANKRUPTCY OR MADE AN
19 ASSIGNMENT FOR THE BENEFIT OF CREDITORS.

20 (D) IS NOT SUBJECT TO A CURRENT OR PENDING DISCIPLINARY COURT
21 ORDER OR INJUNCTIONS.

22 (E) IS NOT A DEFENDANT IN A PENDING COURT PROCEEDING.

23 (F) COMPLIES WITH THE LAWS OF THIS STATE APPLICABLE TO THE
24 CONDUCT OF ITS BUSINESS.

25 SEC. 465. (1) A MICHIGAN INVESTMENT MARKET SHALL NOT DO ANY OF
26 THE FOLLOWING:

27 (A) SELL OR OTHERWISE DISTRIBUTE TO ANY THIRD PARTY PERSONAL

1 IDENTIFYING INFORMATION OF AN INDIVIDUAL WITHOUT HIS OR HER WRITTEN
2 CONSENT.

3 (B) IN CONFIRMING WHETHER AN INDIVIDUAL IS A RESIDENT OF THIS
4 STATE OR MEETS ANY OTHER REQUIREMENT OF RELEVANT STATE OR FEDERAL
5 LAW, REQUIRE AN INDIVIDUAL TO PROVIDE ANY PERSONAL INFORMATION
6 EXCEPT FOR 1 OR MORE OF THE FOLLOWING:

7 (i) THE ADDRESS OF HIS OR HER PRIMARY RESIDENCE.

8 (ii) THE NUMBER OF A VALID OPERATOR'S LICENSE, CHAUFFEUR'S
9 LICENSE, OR OFFICIAL PERSONAL IDENTIFICATION CARD ISSUED BY THIS
10 STATE.

11 (iii) A CURRENT MICHIGAN VOTER REGISTRATION.

12 (iv) AN OPERATOR'S OR CHAUFFEUR'S LICENSE, MILITARY
13 IDENTIFICATION CARD, MICHIGAN IDENTIFICATION CARD, PASSPORT, OR
14 OTHER GOVERNMENT-ISSUED IDENTIFICATION DOCUMENT THAT INCLUDES A
15 PHOTOGRAPH OF THE INDIVIDUAL.

16 (C) CHARGE A FEE FOR A SECURITIES TRANSACTION CONDUCTED
17 THROUGH THE MICHIGAN INVESTMENT MARKET THAT EXCEEDS 5% OF THE VALUE
18 OF THE TRANSACTION, AS DETERMINED BY THE VALUE PASSED FROM 1 USER
19 OF THE MICHIGAN INVESTMENT MARKET TO ANOTHER IN EXCHANGE FOR THAT
20 SECURITY.

21 (D) DEAL IN SECURITIES OPTIONS, OR INCLUDE SECURITIES FROM
22 MORE THAN 1 CLASS IN AN OFFERING, WITHOUT OBTAINING WRITTEN
23 ACKNOWLEDGMENT FROM EACH PERSON INVOLVED IN THAT TRANSACTION OF THE
24 NATURE OF THE SECURITIES TRANSACTED.

25 (2) A MICHIGAN INVESTMENT MARKET MUST PROVIDE DISCLAIMERS AND
26 RESTRICTIVE LEGENDS THAT CONSPICUOUSLY STATE THAT ITS TRANSACTIONS
27 ARE LIMITED TO RESIDENTS OF THIS STATE UNDER SECTION 3(A)(11) OF

1 THE SECURITIES ACT OF 1933, 15 USC 77C, AND MUST LIMIT ACCESS TO
2 INFORMATION ABOUT SPECIFIC INVESTMENT OPPORTUNITIES TO INDIVIDUALS
3 WHO CONFIRM THEY ARE RESIDENTS OF THIS STATE, SUCH AS BY PROVIDING
4 A RECORD OR DOCUMENT DESCRIBED IN SECTION 202A(1)(B)(i)(A) TO (D).

5 (3) THE MICHIGAN INVESTMENT MARKET MAY NOT USE ESTABLISHED,
6 NONDISCRETIONARY METHODS, WHETHER BY PROVIDING A TRADING FACILITY
7 OR BY SETTING RULES, IN BRINGING TOGETHER THE ORDERS FOR SECURITIES
8 OF MULTIPLE BUYERS AND SELLERS.

9 (4) THE MICHIGAN INVESTMENT MARKET MAY, IN EXERCISING ITS
10 DISCRETION, ELECT TO NOT EFFECT ANY TRANSACTION THAT, IN THE
11 OPINION OF THE MICHIGAN INVESTMENT MARKET, WOULD BE SEVERELY
12 ADVERSE OR UNCONSCIONABLE AS IT RELATES TO A PARTY INVOLVED IN THE
13 TRANSACTION OR TO A PARTY INVOLVED IN A TRANSACTION PREVIOUSLY
14 EFFECTED BY THE MICHIGAN INVESTMENT MARKET.

15 SEC. 467. (1) AN INDIVIDUAL'S PARTICIPATION IN A MICHIGAN
16 INVESTMENT MARKET IN THIS STATE IS CONSIDERED A REPRESENTATION THAT
17 HE OR SHE IS A RESIDENT OF THIS STATE. IF IT IS SUBSEQUENTLY SHOWN
18 THAT AN INDIVIDUAL WAS NOT A RESIDENT OF THIS STATE AT THE TIME OF
19 HIS OR HER PARTICIPATION IN A MICHIGAN INVESTMENT MARKET, ANY
20 TRANSACTION CONDUCTED BY THAT INDIVIDUAL WHILE HE OR SHE WAS NOT A
21 RESIDENT IS VOID.

22 (2) A PERSON THAT IS NOT A RESIDENT OF THIS STATE SHALL NOT
23 SECONDARILY PURCHASE AN INTRASTATE SECURITY WITHIN 9 MONTHS OF THE
24 COMPLETION OF THE OFFERING THROUGH WHICH THE SECURITY WAS SOLD
25 ORIGINALLY. FOR PURPOSES OF THIS SECTION, EACH OF THE FOLLOWING IS
26 PRIMA FACIE EVIDENCE THAT AN INDIVIDUAL IS A RESIDENT OF THIS
27 STATE:

1 (A) A VALID OPERATOR'S LICENSE, CHAUFFEUR'S LICENSE, OR
2 OFFICIAL PERSONAL IDENTIFICATION CARD ISSUED BY THIS STATE.

3 (B) A CURRENT MICHIGAN VOTER REGISTRATION.

4 (C) A SIGNED AFFIDAVIT AS DESCRIBED IN SECTION 7CC(2) OF THE
5 GENERAL PROPERTY TAX ACT, 1893 PA 206, MCL 211.7CC, THAT INDICATES
6 THAT THE INDIVIDUAL OWNS AND OCCUPIES PROPERTY IN THIS STATE AS HIS
7 OR HER PRINCIPAL RESIDENCE.

8 SEC. 469. (1) THE DEPARTMENT MAY PROMULGATE ANY RULES THAT THE
9 ADMINISTRATOR CONSIDERS NECESSARY TO ADMINISTER THIS ARTICLE IF
10 THOSE RULES ARE CONSISTENT WITH THE PROVISIONS OF THIS ACT.

11 (2) NOTHING IN THIS ARTICLE EXEMPTS ANY PERSON TO WHICH THIS
12 ARTICLE IS SUBJECT FROM COMPLYING WITH ANY APPLICABLE STATE OR
13 FEDERAL STATUTE, RULE, OR REGULATION THAT APPLIES TO THAT PERSON OR
14 THE CONDUCT OF THAT PERSON'S BUSINESS.

15 Sec. 501. It is unlawful for a person, in connection with the
16 offer, sale, or purchase of a security OR THE ORGANIZATION OR
17 OPERATION OF A MICHIGAN INVESTMENT MARKET UNDER ARTICLE 4A, to
18 directly or indirectly do any of the following:

19 (a) Employ a device, scheme, or artifice to defraud.

20 (b) Make an untrue statement of a material fact or omit to
21 state a material fact necessary in order to make the statements
22 made, in the light of the circumstances under which they were made,
23 not misleading.

24 (c) Engage in an act, practice, or course of business that
25 operates or would operate as a fraud or deceit on another person.

26 Enacting section 1. It is the intent of the legislature by
27 enacting this amendatory act to regulate a class of intrastate

1 broker-dealers that is exempt under section 15(a)(1) of the
2 securities exchange act of 1934, 15 USC 78o, and that will
3 facilitate intrastate securities transactions among persons of this
4 state.