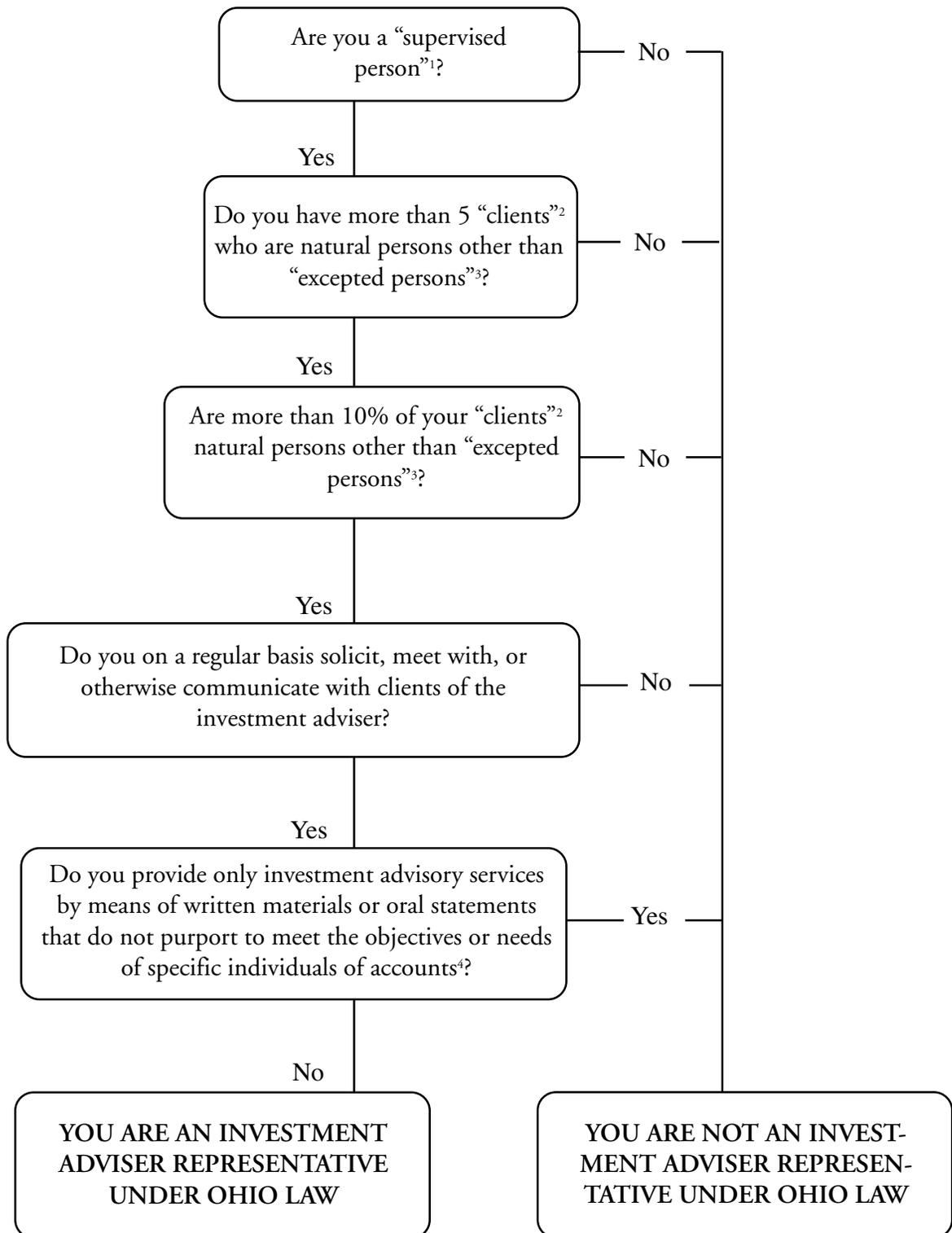


ARE YOU AN INVESTMENT ADVISER REPRESENTATIVE UNDER OHIO LAW?
(R.C. 1707.01(CC))

(The accompanying notes are an integral part of this flowchart.)



NOTES TO “ARE YOU AN INVESTMENT ADVISER REPRESENTATIVE UNDER OHIO LAW”?

1. “Supervised person” is defined in R.C. 1707.01(DD) to mean a natural person who is any of the following:

- (1) a partner, officer, or director of an investment adviser, or other person occupying a similar status or performing similar functions with respect to an investment adviser; or
- (2) an employee of an investment adviser; or
- (3) a person who provides investment advisory services on behalf of the investment adviser and is subject to the supervision and control of the investment adviser.

This definition of “supervised person” matches the federal definition of “supervised person” contained in section 202(a)(25) of the Investment Adviser Act of 1940. The definition of “investment adviser representative” contained in R.C. 1707.01(CC) tracks the definition of that term set out in SEC Rule 203A-3(a) promulgated under the Investment Advisers Act of 1940.

2. R.C. 1707.01(CC)(2) lists certain persons who are deemed to be a single client for purposes of this definition. R.C. 1707.01(CC)(2) tracks SEC Rule 203(b)(3)-1 promulgated under the Investment Advisers Act of 1940.

3. “Excepted person” is defined in R.C. 1707.01(EE), and generally means a person who has: (i) at least \$750,000 under the management of the adviser; or (ii) has a net worth (jointly with spouse) of more than \$1,500,000; or (iii) is a “qualified purchaser” as defined in R.C. 1707.01(FF); or (iv) is an executive officer, director, trustee, general partner, or person serving in a similar capacity of the investment adviser; or (v) is a non-clerical employee of the investment adviser who participates in the investment activities of the adviser, and has so participated for at least 12 months. This definition of “excepted person” tracks the SEC’s definition of “excepted person” contained in SEC Rule 203A-3(a)(3)(i) promulgated under the Investment Advisers Act of 1940, which in turn is based on SEC Rule 205-3(d)(1) promulgated under the Investment Advisers Act of 1940.

“Qualified purchaser” is defined in R.C. 1707.01(FF), and generally means a natural person who owns not less than \$5,000,000 in “investments” or who owns and invests on a discretionary basis not less than \$25,000,000 in “investments.” This definition of “qualified purchaser” is based on the SEC’s definition of “qualified purchaser” set out in SEC Rule 205-3(d)(1)(ii)(B) promulgated under the Investment Advisers Act of 1940. For purposes of this definition of “qualified purchaser,” the Division defines “investments” to mean “investments” as defined in section 2(a)(51)(A) of the Investment Company Act of 1940.

4. This is defined as “impersonal investment advice” by the SEC. See SEC Rule 203A-3(a)(3)(ii) promulgated under the Investment Advisers Act of 1940.