THE SECURITIES ACT
STATE OF TEXAS

Effective August 22, 1957

As Amended, Including All Amendments
Effective as of September 1, 2021

Italic faced type indicates amendments
by the 87th Legislature

TEXAS STATE SECURITIES BOARD

E. Wally Kinney - Chair
Comfort, Texas

Kenny Koncaba - Member
Friendswood, Texas

Robert Belt - Member
Houston, Texas

Melissa Tyroch - Member
Belton, Texas

Ejike E. Okpa II - Member
Dallas, Texas

Travis J. Iles
Securities Commissioner

Clinton Edgar
Deputy Commissioner
This page intentionally left blank.
THE SECURITIES ACT

STATE OF TEXAS

As Amended, Including All Amendments
Effective as of September 1, 2021


AMENDMENTS

Senate Bill No. 15, Chapter 78, Acts of the 64th Legislature, Regular Session, 1975.
TEXAS STATE SECURITIES BOARD
AUSTIN, TEXAS

I, TRAVIS J. ILES, Securities Commissioner of the State of Texas, certify that the following pages constitute a copy of The Securities Act of the State of Texas which was effective August 22, 1957, as amended, including amendments effective September 1, 2021.

IN TESTIMONY WHEREOF, I have hereunto signed my name at Austin, Texas, this 1st day of September, 2021.

[Signature]

SECURITIES COMMISSIONER
THE STATE OF TEXAS
### TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Section</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sec. 1.</td>
<td>Short Title of Act. .................................................................</td>
</tr>
<tr>
<td>Sec. 2.</td>
<td>Creating the State Securities Board and Providing for Appointment of Securities Commissioner...</td>
</tr>
<tr>
<td>Sec. 2-1.</td>
<td>Conflict of Interest. ..............................................................</td>
</tr>
<tr>
<td>Sec. 2-2.</td>
<td>Information about Standards of Conduct. ................................................</td>
</tr>
<tr>
<td>Sec. 2-3.</td>
<td>Training. ...............................................................................</td>
</tr>
<tr>
<td>Sec. 2-4.</td>
<td>Division of Policy and Management Responsibilities. ........................</td>
</tr>
<tr>
<td>Sec. 2-5.</td>
<td>Public Testimony. ................................................................</td>
</tr>
<tr>
<td>Sec. 2-6.</td>
<td>Complaints Information. ............................................................</td>
</tr>
<tr>
<td>Sec. 2-7.</td>
<td>Equal Employment Opportunity Policy Statement. ...........................</td>
</tr>
<tr>
<td>Sec. 2-8.</td>
<td>Alternative Rulemaking and Dispute Resolution. .............................</td>
</tr>
<tr>
<td>Sec. 2.</td>
<td>Administration and Enforcement by the Securities Commissioner and the Attorney General and Local Law Enforcement Officials. .....................................................</td>
</tr>
<tr>
<td>Sec. 3-1.</td>
<td>Nonexclusivity of Means of Enforcement. ........................................</td>
</tr>
<tr>
<td>Sec. 4.</td>
<td>Definitions. ..............................................................................</td>
</tr>
<tr>
<td>Sec. 5.</td>
<td>Exempt Transactions. .................................................................</td>
</tr>
<tr>
<td>Sec. 6.</td>
<td>Exempt Securities. .....................................................................</td>
</tr>
<tr>
<td>Sec. 7.</td>
<td>Permit or Registration for Issue by Commissioner; Information for Issuance of Permit or Registration. .................................................................</td>
</tr>
<tr>
<td>Sec. 8.</td>
<td>Consent to Service. ...................................................................</td>
</tr>
<tr>
<td>Sec. 9.</td>
<td>Protection to Purchasers of Securities. ............................................</td>
</tr>
<tr>
<td>Sec. 10.</td>
<td>Examination of Application; Permit. .............................................</td>
</tr>
<tr>
<td>Sec. 10-1.</td>
<td>Purposes. .................................................................................</td>
</tr>
<tr>
<td>Sec. 11.</td>
<td>Papers Filed with Commissioner; Records Open to Inspection. ..........</td>
</tr>
<tr>
<td>Sec. 12.</td>
<td>Registration of Persons Selling Securities or Rendering Investment Advice. ..................................................................................</td>
</tr>
<tr>
<td>Sec. 12-1.</td>
<td>Notice Filing for Federal Covered Investment Advisers and Representatives of Federal Covered Investment Advisers. .....................................</td>
</tr>
<tr>
<td>Sec. 13.</td>
<td>Method and Condition of Registration Required for Dealer, Agent, Investment Adviser, or Investment Adviser Representative. .....................................................</td>
</tr>
<tr>
<td>Sec. 13-1.</td>
<td>Inspection. ..............................................................................</td>
</tr>
<tr>
<td>Sec. 14.</td>
<td>Denial, Suspension or Revocation of Registration as Dealer, Agent, Investment Adviser, or Investment Adviser Representative. .....................................................</td>
</tr>
<tr>
<td>Sec. 15.</td>
<td>Issuance of Registration Certificates to Dealers and Investment Advisers. ..................................................................................</td>
</tr>
<tr>
<td>Sec. 16.</td>
<td>Repealed. .................................................................................</td>
</tr>
<tr>
<td>Sec. 17.</td>
<td>Form of Certificates to Dealers and Investment Advisers. ...................</td>
</tr>
<tr>
<td>Sec. 18.</td>
<td>Registration of Agents of Dealers or of Representatives of Investment Advisers. ..................................................................................</td>
</tr>
<tr>
<td>Sec. 19.</td>
<td>Annual Registration; Renewals. ....................................................</td>
</tr>
<tr>
<td>Sec. 20.</td>
<td>Display or Advertisement of Fact of Registration Unlawful. ...............</td>
</tr>
<tr>
<td>Sec. 21.</td>
<td>Posting Registration Certificates. ..................................................</td>
</tr>
<tr>
<td>Sec. 22.</td>
<td>Regulation of Offers. .................................................................</td>
</tr>
<tr>
<td>Sec. 23.</td>
<td>Cease and Desist Orders; Cease Publication Orders; List of Securities Offered..</td>
</tr>
<tr>
<td>Sec. 23-1.</td>
<td>Assessment of Administrative Fines. .............................................</td>
</tr>
<tr>
<td>Sec. 23-2.</td>
<td>Emergency Cease and Desist Order. ..............................................</td>
</tr>
<tr>
<td>Sec. 24.</td>
<td>Hearings upon Exception to Actions of Commissioner. ........................</td>
</tr>
<tr>
<td>Sec. 25.</td>
<td>Revocation of Registration of Any Dealer, Agent, Investment Adviser, or Investment Adviser Representative. .....................................................</td>
</tr>
<tr>
<td>Sec. 25-1.</td>
<td>Receiverships of Persons or Assets. ...............................................</td>
</tr>
<tr>
<td>Sec. 26.</td>
<td>Notices by Registered Mail. ..........................................................</td>
</tr>
<tr>
<td>Sec. 27.</td>
<td>Judicial Review. .......................................................................</td>
</tr>
<tr>
<td>Sec. 28.</td>
<td>Investigations, Investigatory Materials, and Registration Related Materials. ..................................................................................</td>
</tr>
<tr>
<td>Sec. 28-1.</td>
<td>Adoption of Rules and Regulations. ................................................</td>
</tr>
<tr>
<td>Sec. 29.</td>
<td>Penal Provisions. .......................................................................</td>
</tr>
<tr>
<td>Sec. 29-1.</td>
<td>Limitation. ................................................................................</td>
</tr>
<tr>
<td>Sec. 29-2.</td>
<td>Aggregation of Amounts Involved in Securities Fraud. ........................</td>
</tr>
<tr>
<td>Sec. 29-3.</td>
<td>Criminal Responsibility of Corporation or Association. ......................</td>
</tr>
<tr>
<td>Sec. 30.</td>
<td>Certified Copies of Papers Filed with Commissioner as Evidence. ........</td>
</tr>
<tr>
<td>Sec. 31.</td>
<td>Construction. ..........................................................................</td>
</tr>
</tbody>
</table>
THE SECURITIES ACT OF TEXAS

Sec. 1. Short Title of Act. This Act shall be known and may be cited as “The Securities Act.”

Sec. 2. Creating the State Securities Board and Providing for Appointment of Securities Commissioner.

A. The State Securities Board is hereby created. The Board shall consist of five citizens of the state appointed by the governor with the advice and consent of the Senate. Members of the Board serve for staggered terms of six years, with as near as possible to one-third of the members’ terms expiring January 20 of each odd-numbered year. Vacancies shall be filled by the Governor for the unexpired term. Members shall be eligible for reappointment. Appointments to the Board shall be made without regard to the race, color, disability, sex, religion, age, or national origin of the appointees.

B. Board members must be members of the general public. A person is not eligible for appointment as a member if the person or the person's spouse:

1. is registered as a dealer, agent, investment adviser, or investment adviser representative;
2. has an active notice filing under this Act to engage in business in this state as an investment adviser or investment adviser representative;
3. is employed by or participates in the management of a business entity engaged in business as a securities dealer or investment adviser; or
4. has, other than as a consumer, a financial interest in a business entity engaged in business as a securities dealer or investment adviser.


D. Each member of the Board is entitled to per diem as set by legislative appropriation for each day that the member engages in the business of the Board. The Governor shall designate a member of the Board as the presiding officer of the Board to serve in that capacity at the will of the Governor. A majority of the members shall constitute a quorum for the transaction of any business.

E. It is a ground for removal from the Board that a member:

1. does not have at the time of taking office the qualifications required by Subsection A or B of this section for appointment to the Board;
2. does not maintain during service on the Board the qualifications required by Subsection A or B of this section for appointment to the Board;
3. is ineligible for membership under Subsection B of this section or Subsection B or C of Section 2-1 of this Act;
4. cannot, because of illness or disability, discharge the member’s duties for a substantial part of the member’s term; or
5. is absent from more than half of the regularly scheduled Board meetings that the member is eligible to attend during a calendar year without an excuse approved by a majority vote of the Board.

F. The validity of an action of the Board is not affected by the fact that it is taken when a ground for removal of a Board member exists. If the Commissioner has knowledge that a potential ground for removal exists, the Commissioner shall notify the presiding officer of the Board of the potential ground. The presiding officer shall then notify the Governor and the Attorney General that a potential ground for removal exists. If the potential ground for removal involves the presiding officer, the Commissioner shall notify the next highest ranking officer of the Board, who shall then notify the Governor and the Attorney General that a potential ground for removal exists.

G. The Board shall appoint a Securities Commissioner who serves at the pleasure of the Board and who shall, under the supervision of the Board, administer the provisions of this Act. Each member of the Board shall have access to all offices and records under his supervision, and the Board, or a majority thereof, may exercise any power or perform any act authorized to the Securities Commissioner by the provisions of this Act.

H. The Commissioner, with the consent of the Board, may designate a Deputy Securities Commissioner who shall perform all the duties required by law to be performed by the Securities Commissioner when the said Commissioner is absent or unable to act for any reason. The Commissioner shall appoint other persons as necessary to carry out the powers and duties of the Commissioner under this Act and other laws granting jurisdiction or applicable to the Board or the Commissioner. The Commissioner may delegate to the other persons appointed under this subsection powers and duties of the Commissioner as the Commissioner considers necessary.


J. On or before January 1 of each year, the Board, with the advice of the Commissioner, shall report to the Governor and the presiding officer of each house of the Legislature as to its administration of this Act, as well as plans and needs for future securities regulation. The report must include:

1. a detailed accounting of all funds received and disbursed by the Board during the preceding year, including the amount spent by the Board assisting in the criminal prosecution of cases under Subsection B of Section 3 of this Act; and
2. with respect to cases referred during the preceding year by the Board under Subsection A of Section 3 of this Act, a breakdown by county and district attorney of the number of cases where:

   A. criminal charges were filed;
   B. prosecution is ongoing; or
K. The Commissioner or his designee shall develop an intraagency career ladder program, one part of which shall be the intraagency posting of all nonentry level positions for at least ten (10) days before any public posting. The Commissioner or his designee shall develop a system of annual performance evaluations based on measurable job tasks. All merit pay for Board employees must be based on the system established under this section.

L. The Board shall prepare information of consumer interest describing the regulatory functions of the Board and Commissioner and describing the Board’s and Commissioner’s procedures by which consumer complaints are filed with and resolved by the Board or Commissioner. The Board shall make the information available to the general public and appropriate state agencies. There shall be prominently displayed at all times in the place of business of each dealer, agent, investment adviser, or investment adviser representative regulated under this Act, a sign containing the name, mailing address, and telephone number of the Board and a statement informing consumers that complaints against a dealer, agent, investment adviser, or investment adviser representative may be directed to the Board.

M. The financial transactions of the Board are subject to audit by the state auditor in accordance with Chapter 321, Government Code.


O. The State Securities Board is subject to Chapter 325, Government Code (Texas Sunset Act). Unless continued in existence as provided by that chapter, the Board is abolished and this Act expires September 1, 2031.

Sec. 2-2. Information about Standards of Conduct. 

A. In this section, “Texas trade association” means a cooperative and voluntarily joined association of business or professional competitors in this state designed to assist its members and its industry or profession in dealing with mutual business or professional problems and in promoting their common interest.

B. A person may not be a member of the Board and may not be a Board employee employed in a “bona fide executive, administrative, or professional capacity,” as that phrase is used for purposes of establishing an exemption to the overtime provisions of the federal Fair Labor Standards Act of 1938 (29 U.S.C. Section 201 et seq.) and its subsequent amendments, if:

1. the person is an officer, employee, or paid consultant of a Texas trade association in a field regulated by the Board; or

2. the person’s spouse is an officer, manager, or paid consultant of a Texas trade association in a field regulated by the Board.

C. A person may not be a member of the Board or act as the general counsel to the Board if the person is required to register as a lobbyist under Chapter 305, Government Code, because of the person’s activities for compensation on behalf of a profession related to the operation of the Board.

Sec. 2-3. Training.

A. A person who is appointed to and qualifies for office as a member of the Board may not vote, deliberate, or be counted as a member in attendance at a meeting of the Board until the person completes a training program that complies with this section.

B. The training program must provide the person with information regarding:

1. the law governing Board operations;

2. the programs, functions, rules, and budget of the Board;

3. the scope of and limitations on the rulemaking authority of the Board;

4. the types of Board rules, interpretations, and enforcement actions that may implicate federal antitrust law by limiting competition or impacting prices charged by persons engaged in a profession or business the Board regulates, including any rule, interpretation, or enforcement action that:

   A. regulates the scope of practice of persons in a profession or business the Board regulates;

   B. restricts advertising by persons in a profession or business the Board regulates;

   C. affects the price of goods or services provided by persons in a profession or business the Board regulates; or

   D. restricts participation in a profession or business the Board regulates;

5. the results of the most recent formal audit of the Board;

6. the requirements of:

   A. laws relating to open meetings, public information, administrative procedure, and disclosing conflicts-of-interest; and

   B. other laws applicable to members of a state policymaking body in performing their duties; and

7. any applicable ethics policies adopted by the Board or the Texas Ethics Commission.

C. A person appointed to the Board is entitled to reimbursement, as provided by the General Appropriations Act, for the travel expenses incurred in attending the training program regardless of whether the
attendance at the program occurs before or after the person qualifies for office.

D. The Commissioner shall create a training manual that includes the information required by Subsection B of this section. The Commissioner shall distribute a copy of the training manual annually to each member of the Board. Each member of the Board shall sign and submit to the Commissioner a statement acknowledging that the member received and has reviewed the training manual.

Sec. 2-4. Division of Policy and Management Responsibilities. The Board shall develop and implement policies that clearly separate the policymaking responsibilities of the Board and the management responsibilities of the Commissioner and employees of the Board.

Sec. 2-5. Public Testimony. The Board by rule shall develop and implement policies that provide the public with a reasonable opportunity to appear before the Board and to speak on any issue under the jurisdiction of the Board.

Sec. 2-6. Complaints Information.

A. The Commissioner or the Commissioner's designee shall maintain a system to promptly and efficiently act on complaints filed with the Commissioner or Board. The Commissioner or the Commissioner's designee shall maintain information about parties to the complaint, the subject matter of the complaint, a summary of the results of the review or investigation of the complaint, and its disposition.

B. The Commissioner or the Commissioner's designee shall make information available describing the Board's procedures for complaint investigation and resolution.

C. The Commissioner or the Commissioner's designee shall periodically notify the complaint parties of the status of the complaint until final disposition unless the notice would jeopardize a law enforcement investigation.


A. The Commissioner or the Commissioner's designee shall prepare and maintain a written policy statement that implements a program of equal employment opportunity to ensure that all personnel decisions are made without regard to race, color, disability, sex, religion, age, or national origin.

B. The policy statement must include:

1. personnel policies, including policies relating to recruitment, evaluation, selection, training, and promotion of personnel, that show the intent of the Board to avoid unlawful employment practices described by Chapter 21, Labor Code; and

2. an analysis of the extent to which the composition of the Board's personnel is in accordance with state and federal law and a description of reasonable methods to achieve compliance with state and federal law.

C. The policy statement must:

1. be updated annually;

2. be reviewed by the state Commission on Human Rights for compliance with Subsection B(1) of this section; and

3. be filed with the Governor's office.

Sec. 2-8. Alternative Rulemaking and Dispute Resolution.

A. The Board shall develop a policy to encourage the use of:

1. negotiated rulemaking procedures under Chapter 2008, Government Code, for the adoption of Board rules; and

2. appropriate alternative dispute resolution procedures under Chapter 2009, Government Code, to assist in the resolution of internal and external disputes under the Board's jurisdiction.

B. The Board's procedures relating to alternative dispute resolution must conform, to the extent possible, to any model guidelines issued by the State Office of Administrative Hearings for the use of alternative dispute resolution by state agencies.

C. The Board shall:

1. coordinate the implementation of the policy adopted under Subsection A of this section;

2. provide training as needed to implement the procedures for negotiated rulemaking or alternative dispute resolutions; and

3. collect data concerning the effectiveness of those procedures.

Sec. 3. Administration and Enforcement by the Securities Commissioner and the Attorney General and Local Law Enforcement Officials.

A. The administration of the provisions of this Act shall be vested in the Securities Commissioner. It shall be the duty of the Securities Commissioner and the Attorney General to see that its provisions are at all times obeyed and to take such measures and to make such investigations as will prevent or detect the violation of any provision thereof. The Commissioner shall at once lay before the District or County Attorney of the proper county any evidence which shall come to his knowledge of criminality under this Act. In the event of the neglect or refusal of such attorney to institute and prosecute such violation, the Commissioner shall submit such evidence to the Attorney General, who is hereby authorized to proceed therein with all the rights, privileges and powers conferred by law upon district or county attorneys, including the power to appear before grand juries and to interrogate witnesses before such grand juries.

B. Subject to Subsection E of this section, the Board may provide assistance to a county or district
Sec. 3-1. Nonexclusivity of Means of Enforcement. The Commissioner may utilize any or all penalties, sanctions, remedies, or relief as the Commissioner deems necessary.

Sec. 4. Definitions. The following terms shall, unless the context otherwise indicates, have the following respective meanings:

A. The term “security” or “securities” shall include any limited partner interest in a limited partnership, share, stock, treasury stock, stock certificate under a voting trust agreement, collateral trust certificate, equipment trust certificate, preorganization certificate or receipt, subscription or reorganization certificate, note, bond, debenture, mortgage certificate or other evidence of indebtedness, any form of commercial paper, certificate in or under a profit sharing or participation agreement, certificate or any instrument representing any interest in or under an oil, gas or mining lease, fee or title, or any certificate or instrument representing or secured by an interest in any or all of the capital, property, assets, profits or earnings of any company, investment contract, or any other instrument commonly known as a security, whether similar to those herein referred to or not. The term applies regardless of whether the “security” or “securities” are evidenced by a written instrument. Provided, however, that this definition shall not apply to any insurance policy, endowment policy, annuity contract, optional annuity contract, or any contract or agreement in relation to and in consequence of any such policy or contract, issued by an insurance company subject to the supervision or control of the Texas Department of Insurance when the form of such policy or contract has been duly filed with the Department as now or hereafter required by law.

B. The terms “person” and “company” shall include a corporation, person, joint stock company, partnership, limited partnership, association, company, firm, syndicate, trust, incorporated or unincorporated, heretofore or hereafter formed under the laws of this or any other state, country, sovereignty or political subdivision thereof, and shall include a government, or a political subdivision or agency thereof. As used herein, the term “trust” shall be deemed to include a common law trust, but shall not include a trust created or appointed under or by virtue of a last will and testament or by a court of law or equity.

C. The term “dealer” shall include every person or company other than an agent, who engages in this state, either for all or part of his or its time, directly or through an agent, in selling, offering for sale or delivery or soliciting subscriptions to or orders for, or undertaking to dispose of, or to invite offers for any security or securities and every person or company who deals in any other manner in any security or securities within this state. Any issuer other than a registered dealer of a security or securities, who, directly or through any person or company, other than a registered dealer, offers for sale, sells or makes sales of its own security or securities shall be deemed a dealer and shall be required to comply with

attorney who requests assistance in a criminal prosecution involving an alleged violation of this Act that is referred by the Board to the attorney under Subsection A of this section.

C. Before referring a case to a county or district attorney for prosecution as required by Subsection A of this section, the Commissioner shall make a determination of:

(1) the potential resources of the Board, including the number and types of Board employees, that would be needed to assist in the prosecution of the case; and

(2) the availability of Board employees and other resources necessary to carry out any request for assistance.

D. The Board by rule shall establish a process to enable the Commissioner to determine whether to provide any requested assistance to the appropriate prosecuting attorney following referral of a case under Subsection A of this section and, if so, the appropriate amount of such assistance. The rules must require the Commissioner to consider:

(1) whether resources are available after taking into account any ongoing Board investigations, investigations under Section 28 of this Act, and criminal prosecutions for which assistance is being provided;

(2) the seriousness of the alleged violation or violations in the case, including the severity of the harm and number of victims involved; and

(3) the state’s interest in the prosecution of a particular case and the availability of other methods of redress for the alleged violations, including the pursuit of a civil action.

E. In response to a request for assistance under Subsection B of this section, the Board may provide only those Board employees or resources, if any, determined to be available for that case in accordance with Subsection C of this section. If a change in circumstances occurs after the time of the determination under Subsection C of this section, the Commissioner may reconsider the Commissioner's determination under that subsection and may increase or reduce the number of Board employees or other resources to be made available for a case using the process established under Subsection D of this section.

F. The Attorney General, at least biennially, shall review a sample of criminal cases for which the Board provided requested assistance to county or district attorneys under this section. The review must include an evaluation of the pre-referral determination of available resources to support each case being reviewed as required by Subsection C of this section and any subsequent determination of those resources made by the Commissioner as authorized under Subsection E of this section. The Attorney General may report any concerns the Attorney General has in connection with the Board’s provision of assistance to the standing committee of each house of the legislature with primary jurisdiction over Board matters.
the provisions hereof; provided, however, this section or provision shall not apply to such issuer when such security or securities are offered for sale or sold either to a registered dealer or only by or through a registered dealer acting as fiscal agent for the issuer; and provided further, this section or provision shall not apply to such issuer if the transaction is within the exemptions contained in the provisions of Section 5 of this Act.

D. The term “agent” shall include every person or company employed or appointed or authorized by a dealer to sell, offer for sale or delivery, or solicit subscriptions to or orders for, or deal in any other manner, in securities within this state, whether by direct act or through subagents; provided, that the officers of a corporation or partners of a partnership shall not be deemed agents solely because of their status as officers or partners, where such corporation or partnership is registered as a dealer hereunder.

E. The terms “sale” or “offer for sale” or “sell” shall include every disposition, or attempt to dispose of a security for value. The term “sale” means and includes contracts and agreements whereby securities are sold, traded or exchanged for money, property or other things of value, or any transfer or agreement to transfer, in trust or otherwise. Any security given or delivered with or as a bonus on account of any purchase of securities or other thing of value, shall be conclusively presumed to constitute a part of the subject of such purchase and to have been sold for value. The term “sell” means any act by which a sale is made, and the term “sale” or “offer for sale” shall include a subscription, an option for sale, a solicitation of sale, a solicitation of an offer to buy, an attempt to sell, or an offer to sell, directly or by an agent, by a circular, letter, or advertisement or otherwise, including the deposit in a United States Post Office or mail box or in any manner in the United States mails within this State of a letter, circular or other advertising matter. Nothing herein shall limit or diminish the full meaning of the terms “sale,” “sell” or “offer for sale” as used by or accepted in courts of law or equity. The sale of a security under conditions which entitle the purchaser or subsequent holder to exchange the same for, or to purchase some other security, shall not be deemed a sale or offer for sale of such other security; but no exchange for or sale of such other security shall ever be made unless and until the sale thereof shall have been first authorized in Texas under this Act, if not exempt hereunder, or by other provisions of law.

F. The terms “fraud” or “fraudulent practice” shall include any misrepresentations, in any manner, of a relevant fact; any promise or representation or prediction as to the future not made honestly and in good faith, or an intentional failure to disclose a material fact; the gaining, directly or indirectly, through the sale of any security, of an underwriting or promotion fee or profit, selling or managing commission or profit, so gross or exorbitant as to be unconscionable; any scheme, device or other artifice to obtain such profit, fee or commission; provided, that nothing herein shall limit or diminish the full meaning of the terms “fraud,” “fraudulent,” and “fraudulent practice” as applied or accepted in courts of law or equity.

G. “Issuer” shall mean and include every company or person who proposes to issue, has issued, or shall hereafter issue any security.

H. “Broker” shall mean dealer as herein defined.

I. “Mortgage” shall be deemed to include a deed of trust to secure a debt.

J. If the sense requires it, words in the present tense include the future tense, in the masculine gender the feminine and neuter gender, in the singular number include the plural number, and in the plural number include the singular number; “and” may be read “or” and “or” may be read “and”.

K. “No par value” or “non-par” as applied to shares of stock or other securities shall mean that such shares of stock or other securities are without a given or specified par value. Whenever any classification or computation in this Act mentioned is based upon “par value” as applied to shares of stock or other securities of no par value, the amount for which such securities are sold or offered for sale to the public shall be used as a basis of such classification or computation.

L. The term “include” when used in a definition contained in this Act shall not be deemed to exclude other things or persons otherwise within the meaning of the term defined.

M. “Registered dealer” shall mean a dealer as hereinabove defined who has been duly registered by the Commissioner as in Section 15 of this Act provided.

N. “Investment adviser” includes a person who, for compensation, engages in the business of advising another, either directly or through publications or writings, with respect to the value of securities or to the advisability of investing in, purchasing, or selling securities or a person who, for compensation and as part of a regular business, issues or adopts analyses or a report concerning securities, as may be further defined by Board rule. The term does not include:

(1) a bank or a bank holding company, as defined by the Bank Holding Company Act of 1956 (12 U.S.C. Section 1841 et seq.), as amended, that is not an investment company;

(2) a lawyer, accountant, engineer, teacher, or geologist whose performance of the services is solely incidental to the practice of the person’s profession;

(3) a dealer or agent who receives no special compensation for those services and whose performance of those services is solely incidental to transacting business as a dealer or agent;

(4) the publisher of a bona fide newspaper, news magazine, or business or financial publication of general and regular circulation; or

(5) a person whose advice, analyses, or report does not concern a security other than a security that is:
successive transactions of a like character; provided, that transactions not made in the course of repeated and of selling securities and the sale or sales are isolated investment, if such vendor is not engaged in the business of dealing in or delivery of any security under any of the following transactions or conditions:

A. At any judicial, executor’s, administrator’s, guardian’s or conservator’s sale, or any sale by a receiver or trustee in insolvency or bankruptcy.

B. The sale by or for the account of a pledge holder or mortgagee, selling or offering for sale or delivery in the ordinary course of business to liquidate a bona fide debt, of a security pledged in good faith as security for such debt.

C. (1) Sales of securities made by or in behalf of a vendor, whether by dealer or other agent, in the ordinary course of bona fide personal investment of the personal holdings of such vendor, or change in such investment, if such vendor is not engaged in the business of selling securities and the sale or sales are isolated transactions not made in the course of repeated and successive transactions of a like character; provided, that in no event shall such sales or offerings be exempt from the provisions of this Act when made or intended by the vendor or his agent, for the benefit, either directly or indirectly, of any company or corporation except the individual vendor (other than a usual commission to said agent), and provided further, that any person acting as agent for said vendor shall be registered pursuant to this Act;

(2) Sales by or on behalf of any insurance company subject to the supervision or control of the Texas Department of Insurance of any security owned by such company as a legal and bona fide investment, provided that in no event shall any such sale or offering be exempt from the provisions of this Act when made or intended, either directly or indirectly, for the benefit of any other company as that term is defined in this Act.

D. The distribution by a corporation of securities to its stockholders as a stock dividend or other distribution paid out of earnings or surplus.

E. Any offer and any transaction pursuant to any offer by the issuer of its securities to its existing security holders (including persons who at the time of the transaction are holders of convertible securities or nontransferable warrants) if no commission or other remuneration (other than a stand-by commission) is paid or given directly or indirectly for soliciting any security holder in this State.

F. The issue in good faith of securities by a company to its security holders, or creditors, in the process of a bona fide reorganization of the company made in good faith, or the issue in good faith of securities by a company, organized solely for the purpose of taking over the assets and continuing the business of a predecessor company, to the security holders or creditors of such predecessor company, provided that in either such case such securities are issued in exchange for the securities of such holders or claims of such creditors, or both, and in either such case security holders or creditors do not pay or give or promise and are not obligated to pay or give any consideration for the securities so issued other than the securities of or claims against said company or its predecessor then held or owned by them.

G. The issue or sale of securities (a) by one corporation to another corporation or the security holders thereof pursuant to a vote by one or more classes of such security holders, as required by the certificate of incorporation or the applicable corporation statute, in connection with a merger, consolidation or sale of corporate assets, or (b) by one corporation to its own stockholders in connection with the change of par value stock to no par value stock or vice versa, or the exchange of outstanding shares for the same or a greater or smaller number of shares; provided that in any such case such security holders do not pay or give or promise and are not obligated to pay or give any consideration for the securities so issued or sold other than the securities of the corporation then held by them.

H. The sale of any security to any bank, trust company, building and loan association, insurance
company, surety or guaranty company, savings institution, investment company as defined in the Investment Company Act of 1940, small business investment company as defined in the Small Business Investment Act of 1958, as amended, or to any registered dealer actually engaged in buying and selling securities.

I. Provided such sale is made without any public solicitation or advertisements:
   (a) the sale of any security by the issuer thereof so long as the total number of security holders of the issuer thereof does not exceed thirty-five (35) persons after taking such sale into account;
   (b) the sale or distribution by an issuer or a participating subsidiary of the issuer, if any, of a security under a bona fide thrift, savings, stock purchase, retirement, pension, profit-sharing, option, bonus, appreciation right, incentive, or similar written compensation plan or written compensation contract established by the issuer or its subsidiary for the benefit of employees, directors, general partners, managers, or officers of the issuer or subsidiary, for the benefit of its trustees if the issuer or subsidiary is a business trust, or for the benefit of consultants or advisors who provide to the issuer or subsidiary bona fide services unrelated to the offer or sale of securities in a capital-raising transaction; or
   (c) the sale by an issuer of its securities during the period of twelve (12) months ending with the date of the sale in question to not more than fifteen (15) persons (excluding, in determining such fifteen (15) persons, purchasers of securities in transactions exempt under other provisions of this Section 5, purchasers of securities exempt under Section 6 hereof and purchasers of securities which are part of an offering registered under Section 7 hereof), provided such persons purchased such securities for their own account and not for distribution.

J. Wherein the securities disposed of consist exclusively of notes or bonds secured by mortgage or vendor's lien upon real estate or tangible personal property, and the entire mortgage is sold or transferred with all of the notes or bonds secured thereby in a single transaction.

K. Any security or membership issued by a corporation or association, organized exclusively for religious, educational, benevolent, fraternal, charitable, or reformatory purposes and not for pecuniary profit, and no part of the net earnings of which inures to the benefit of any stockholder, shareholder, or individual members, and where no commission or remuneration is paid or given or is to be paid or given in connection with the disposition thereof.

L. The sale by the issuer itself, or by a registered dealer, of any security issued or guaranteed by any bank organized and subject to regulation under the laws of the United States or under the laws of any State or territory of the United States, or any insular possession thereof, or by any savings and loan association organized and subject to regulation under the laws of this State, or the sale by the issuer itself of any security issued by any federal savings and loan association.

M. The sale by the issuer itself, or by a registered dealer, of any security either issued or guaranteed by the United States or by any territory or insular possession thereof, or by the District of Columbia, or by any state of the United States, or political subdivision thereof (including but not limited to any county, city, municipal corporation, district, or authority), or by any public or governmental agency or instrumentality of any of the foregoing.

N. The sale and issuance of any securities issued by any farmers' cooperative marketing association organized under Chapter 52, Agriculture Code, or the predecessor of that law (Article 5737 et seq., Revised Statutes); the sale and issuance of any securities issued by any mutual loan corporation organized under Chapter 54, Agriculture Code, or the predecessor of that law (Article 2500 et seq., Revised Statutes); the sale and issuance of any equity securities issued by any cooperative association organized under the Cooperative Association Act, as amended (Article 1396-50.01, Vernon's Texas Civil Statutes); and the sale of any securities issued by any farmers' cooperative society organized under Chapter 51, Agriculture Code, or the predecessor of that law (Article 2514 et seq., Revised Statutes). Provided, however, this exemption shall not be applicable to agents of any farmers' cooperative marketing association, mutual loan corporation, cooperative association, or farmers' cooperative society when the sale of such securities is made to non-members, or when the sale of such securities is made to members or non-members and a commission is paid or contracted to be paid to the said agents.

O. The sale by a registered dealer of outstanding securities provided that:
   (1) Such securities form no part of an unsold allotment to or subscription by such dealer as a participant in the distribution of such securities by the issuer thereof; and
   (2) Securities of the same class, of the same issuer, are outstanding in the hands of the public; and
   (3) Such securities are offered for sale, in good faith, at prices reasonably related to the current market price of such securities at the time of such sale; and
   (4) No part of the proceeds of such sale are paid directly or indirectly to the issuer of such securities; and
   (5) Such sale is not directly or indirectly for the purposes of providing or furthering any scheme to violate or evade any provision of this Act; and
   (6) The right to sell or resell such securities has not been enjoined by any court of competent jurisdiction in this State by proceedings instituted by an officer or agency of this State charged with enforcement of this Act; and
   (7) The right to sell such securities has not been revoked or suspended by the Commissioner under
any of the provisions of this Act, or, if so, revocation or suspension is not in force and effect; and

(8) At the time of such sale, the issuer of such securities shall be a going concern actually engaged in business and shall then be neither in an organization stage nor in receivership or bankruptcy; and

(9) Such securities or other securities of the issuer of the same class have been registered by qualification, notification or coordination under Section 7 of this Act; or at the time of such sale at least the following information about the issuer shall appear in a recognized securities manual or in a statement, in form and extent acceptable to the Commissioner, filed with the Commissioner by the issuer or by a registered dealer:

(a) A statement of the issuer’s principal business;
(b) A balance sheet as of a date within eighteen (18) months of the date of such sale; and
(c) Profit and loss statements and a record of the dividends paid, if any, for a period of not less than three (3) years prior to the date of such balance sheet or for the period of existence of the issuer, if such period of existence is less than three (3) years.

The term “recognized securities manual” means a nationally distributed manual of securities that is approved for use hereunder by the Board.

The Commissioner may issue a stop order or by order prohibit, revoke or suspend the exemption under this Subsection O with respect to any security if the Commissioner has reasonable cause to believe that the plan of business of the issuer of such security, the security, or the sale thereof would tend to work a fraud or deceit upon any purchaser or purchasers thereof, such order to be subject to review in the manner provided by Section 24 of this Act. Notice of any court injunction enjoining the sale, or resale, of any such security, or of an order revoking or suspending the exemption under this subdivision with respect to any security, shall be delivered or shall be mailed by certified or registered mail with return receipt requested, to any dealers believed to be selling, or offering for sale, securities of the type referred to in the notice; and the prohibitions of (6) and (7) above of this Subsection O shall be inapplicable to any dealer until the dealer has received actual notice from the Commissioner of such revocation or suspension.

The Board may for cause shown revoke or suspend the recognition hereunder of any manuals previously approved under this Subsection but no such action may be taken unless upon notice and opportunity for hearing before the Board or a hearings officer as now or hereafter required by law. A judgment sustaining the Board in the action complained of shall not bar after one year an application by the plaintiff for approval of its manual or manuals hereunder, nor shall a judgment in favor of the plaintiff prevent the Board from thereafter revoking such recognition for any proper cause which may thereafter accrue or be discovered.

P. The execution by a dealer of an unsolicited order for the purchase of securities, where the initial offering of such securities has been completed and provided that the dealer acts solely as an agent for the purchaser, has no direct or indirect interest in the sale or distribution of the security ordered, and receives no commission, profit, or other compensation from any source other than the purchaser.

Q. The sales of interests in and under oil, gas or mining leases, fees or titles, or contracts relating thereto, where (1) the total number of sales by any one owner of interests, whether whole, fractional, segregated or undivided in any single oil, gas or mineral lease, fee or title, or contract relating thereto, shall not exceed thirty-five (35) within a period of twelve (12) consecutive months and (2) no use is made of advertisement or public solicitation; provided, however, if such sale or sales are made by an agent for such owner or owners, such agent shall be licensed pursuant to this Act. No oil, gas or mineral unitization or pooling agreement shall be deemed a sale under this Act.

R. The sale by the issuer itself, or by a subsidiary of such issuer, of any securities which would be exempt if sold by a registered dealer under Section 6 (other than Section 6E) of this Act.

S. The sale by or through a registered dealer of any option if at the time of the sale of the option:

(1) the performance of the terms of the option is guaranteed by any broker-dealer registered under the federal Securities Exchange Act of 1934, as amended, which guaranty and broker-dealer are in compliance with such requirements or regulations as may be approved or adopted by the Board;

(2) the option is not sold by or for the benefit of the issuer of the security which may be purchased or sold upon exercise of the option;

(3) the security which may be purchased or sold upon exercise of the option is either (a) exempted under Subsection F of Section 6 of this Act or (b) quoted on the NASDAQ stock market and meets the requirements of Paragraphs (1), (6), (7), and (8) of Subsection O of Section 5 of this Act; and

(4) such sale is not directly or indirectly for the purposes of providing or furthering any scheme to violate or evade any provisions of this Act.

For purposes of this subsection the term “option” shall mean and include any put, call, straddle, or other option or privilege of buying or selling a specified number of securities at a specified price from or to another person, without being bound to do so, on or prior to a specified date, but such term shall not include any option or privilege which by its terms may terminate prior to such specified date upon the occurrence of a specified event.

T. Such other transactions or conditions as the Board by rule, regulation, or order may define or prescribe, conditionally or unconditionally.

U. The issuance or transfer of securities by the issuer of its securities to a corporation or association,
organized exclusively for religious, educational, benevolent, fraternal, charitable, or reformatory purposes and not for pecuniary profit, only if:

(a) the corporation or association does not provide anything of value for the securities other than, in the case of any security that is an option, payment of the exercise price of the option to acquire the securities at a price not to exceed the fair market value of the underlying securities on the date the option was granted;

(b) the issuance or transfer of securities is not made for the purpose of raising capital for the issuer;

(c) no commission or other form of consideration is paid or provided to a third party with respect to the issuance or transfer; and

(d) the issuance or transfer is not directly or indirectly for the purpose of providing or furthering a scheme in violation of or to evade this Act.

Sec. 6. Exempt Securities. Except as hereinafter in this Act expressly provided, the provisions of this Act shall not apply to any of the following securities when offered for sale, or sold, or dealt in by a registered dealer or agent of a registered dealer:


D. Any security issued or guaranteed either as to principal, interest, or dividend, by a corporation owning or operating a railroad or any other public service utility; provided, that such corporation is subject to regulation or supervision either as to its rates and charges or as to the issue of its own securities by the Railroad Commission of Texas, or by a public commission, agency, board or officers of the Government of the United States, or of any territory or insular possession thereof, or of any state or municipal corporation, or of the District of Columbia, or of the Dominion of Canada, or any province thereof; also equipment trust certificates or equipment notes or bonds based on chattel mortgages, leases or agreements for conditional sale of cars, motive power or other rolling stock mortgages, leased or sold to or furnished for the use of or upon a railroad or other public service utility corporation, provided that such corporation is subject to regulation or supervision as above; or equipment trust certificates, or equipment notes or bonds where the ownership or title of such equipment is pledged or retained in accordance with the provisions of the laws of the United States, or of any state, territory or insular possession thereof, or of the District of Columbia, or the Dominion of Canada, or any province thereof, to secure the payment of such equipment trust certificates, bonds or notes.

E. Any security issued and sold by a domestic corporation without capital stock and not organized and not engaged in business for profit.

F. Securities which at the time of sale have been fully listed upon the American Stock Exchange, the Boston Stock Exchange, the Chicago Stock Exchange or the New York Stock Exchange, have been designated or approved for designation on notice of issuance on the national market system of the NASDAQ stock market, or have been fully listed upon any recognized and responsible stock exchange approved by the Commissioner as hereinafter in this section provided, and also all securities senior to, or if of the same issues, upon a parity with, any securities so listed or designated or represented by subscription rights which have been so listed or designated, or evidence of indebtedness guaranteed by any company, any stock of which is so listed or designated, such securities to be exempt only so long as the exchange upon which such securities are so listed remains approved under the provisions of this Section. Application for approval by the Commissioner may be made by any organized stock exchange in such manner and upon such forms as may be prescribed by the Commissioner, but no approval of any exchange shall be given unless the facts and data supplied with the application shall be found to establish:

1. That the requirements for the listing of securities upon the exchange so seeking approval are such as to effect reasonable protection to the public;

2. That the governing constitution, by-laws or regulations of such exchange shall require:
   1st: An adequate examination into the affairs of the issuer of the securities which are to be listed before permitting trading therein;
   2nd: That the issuer of such securities, so long as they be listed, shall periodically prepare, make public and furnish promptly to the exchange, appropriate financial, income, and profit and loss statements;
   3rd: Securities listed and traded in on such exchange to be restricted to those of ascertained, sound asset or income value;
   4th: A reasonable surveillance of its members, including a requirement for periodical financial statements and a determination of the financial responsibility of its members and the right and obligation in the governing body of such exchange to suspend or expel any member found to be financially embarrassed or irresponsible or found to have been guilty of misconduct in his business dealings, or conduct prejudicial of the rights and interests of his customers;

The approval of any such exchange by the Commissioner shall be made only after a reasonable investigation and hearing, and shall be by a written order of approval upon a finding of fact substantially in accordance with the requirements hereinabove provided. The Commissioner, upon ten (10) days notice and hearing, shall have power at any time to withdraw approval theretofore granted by him to any such stock exchange which does not at the time of hearing meet the standards of approval under this Act, and thereupon securities so listed upon such exchange shall be no longer
entitled to the benefit of such exemption except upon the further order of said Commissioner approving such exchange.

By the same procedure set out in the preceding paragraph with respect to exchanges approved by the Commissioner, the Commissioner may suspend the exempt status of any trading system exempted by the Legislature on or after January 1, 1989, if that system does not at the time of hearing meet the applicable standards for approval of exchanges prescribed by this Act. The suspension has the same effect as the removal of approval of an exchange. The suspension remains in effect until the Commissioner by order determines that the trading system has corrected the deficiency or deficiencies on which the suspension was based and maintains standards and procedures that provide reasonable protection to the public.


H. Any commercial paper that arises out of a current transaction or the proceeds of which have been or are to be used for current transactions, and that evidences an obligation to pay cash within nine months of the date of issuance, exclusive of days of grace, or any renewal of such paper that is likewise limited, or any guarantee of such paper or of any such renewal.

I. Notes, bonds, or other evidence of indebtedness or certificates of ownership which are equally and proportionately secured without reference of priority of one over another, and which, by the terms of the instrument creating the lien, shall continue to be so secured by the deposit with a trustee of recognized responsibility approved by the Commissioner of any of the securities specified in Subsection M of Section 5 or Subsection D of Section 6; such deposited securities, if of the classes described in Subsection M of Section 5, having an aggregate par value of not less than one hundred and ten per cent (110%) of the par value of the securities thereby secured, and if of class specified in Subsection D of Section 6, having an aggregate par value of not less than one hundred and twenty five per cent (125%) of the par value of the securities thereby secured.

J. Notes, bonds or other evidence of indebtedness of religious, charitable or benevolent corporations.

Sec. 7. Permit or Registration for Issue by Commissioner; Information for Issuance of Permit or Registration.

A. Qualification of Securities.

(1) No dealer or agent shall sell or offer for sale any securities issued after September 6, 1955, except those which shall have been registered by Notification under subsection B or by Coordination under subsection C of this Section 7 and except those which come within the classes enumerated in Section 5 or Section 6 of this Act, until the issuer of such securities or a dealer registered under the provisions of this Act shall have been granted a permit by the Commissioner; and no such permit shall be granted by the Commissioner until the issuer of such securities or a dealer registered under the provisions of this Act shall have filed with the Commissioner a sworn statement verified under the oath of an executive officer or partner of the issuer, or of such registered dealer, and attested by the secretary or partner thereof, setting forth the following information:

a. The names, residences and post office addresses of the officers and directors of the company;

b. The location of its principal office and of all branch offices in this State, if any;

c. A copy of its articles of incorporation or partnership or association, as the case may be, and of any amendments thereto, if any; if a corporation, a copy of all minutes of any proceedings of its directors, stockholders or members relating to or affecting the issue of said security; if a corporation, a copy of its bylaws and of any amendments thereto; if a trustee, a copy of all instruments by which the trust is created and in which it is accepted, acknowledged or declared;

d. A statement showing the amount of capital, if any, and if no capital stock, the amount of capital of the issuer that is contemplated to be employed; the number of shares into which such stock is divided, or if not divided into shares of stock, what division is to be made or is contemplated; the par value of each share, or if no par stock, the price at which such security is proposed to be sold; the promotional fees or commissions to be paid for the sale of same, including any and all compensations of every nature that are in any way to be allowed the promoters or allowed for the sale of same; and how such compensation is to be paid, whether in cash, securities, service or otherwise, or partly of either or both; also, the amount of cash to be paid, or securities to be issued, given, transferred or sold to promoters for promotion or organization services and expenses, and the amount of promotion or organization services and expenses which will be assumed or in any way paid by the issuer;

e. Copies of certificates of the stock and all other securities to be sold, or offered for sale, together with application blanks therefor; a copy of any contract it proposes to make concerning such security; a copy of any prospectus or advertisement or other description of security prepared by or for it for distribution or publication;

f. 1. A detailed statement prepared in accordance with generally accepted auditing standards and procedures and generally accepted accounting principles, showing all the assets and all the liabilities of the issuer, said statement to reflect the financial condition of the issuer on a day not more than ninety (90) days prior to the date such statement is filed. Such statement shall list all assets in detail and shall show how the value of such assets was determined, that is, whether the value set forth in said statement represents the
actual cost in money of such assets, or whether such value represents their present market value, or some other value than the actual cost in money, and shall show the present actual value of said assets; also, whether the value set forth in the statement is greater or less than the actual cost value in money and greater or less than the present market value of such assets. If any of the assets consist of real estate, then said statement shall show the amount for which said real estate is rendered for State and county taxes, or assessed for taxes. If any such assets listed shall consist of anything other than cash and real estate, same shall be set out in detail so as to give the Commissioner the fullest possible information concerning same, and the Commissioner shall have the power to require the filing of such additional information as the Commissioner may deem necessary to determine whether or not the true value of said assets are reflected in the statement filed. Should any of the assets listed in said statement be subject to any repurchase agreement, or any other agreement of like character, by the terms of which the absolute ownership of, or title to said assets is qualified or limited in any way, then the terms and conditions of said agreement by which the absolute ownership of, or title to said assets is qualified or limited, as well as the amount and character of the assets subject thereto shall be fully stated. Said statement shall list all current liabilities, that is, all liabilities which will mature and become due within one year from the date of such application, and shall list separately from such current liabilities, all other liabilities, contingent or otherwise, showing the amount of those which are secured by mortgage or otherwise, the assets of the issuer which are subject to such mortgage, and the dates of maturity of any such mortgage indebtedness. Such application shall also include a detailed income statement, prepared in accordance with generally accepted auditing standards and procedures and generally accepted accounting principles, which shall cover the last three (3) years’ operations of the issuer, if such issuer has been in operation for three (3) years, but if not, said income statement shall cover the time that said issuer has been operating. If said issuer has not been operating, but is taking over a concern of any kind which has been previously operating, an income statement showing the operations of the concern thus taken over for a period of the last three (3) years next preceding the taking over of said concern shall be included in said statement; said income statement shall clearly reflect the amount of net income or net loss incurred during each of the years shown.

2. The financial statements required in subparagraph (1) of this paragraph for a small business issuer, as defined by Board rule, may be reviewed by an independent certified public accountant in accordance with the Statements on Standards for Accounting and Review Services promulgated by the American Institute of Certified Public Accountants in lieu of being audited and certified, provided that the small business issuer otherwise meets all of the requirements that the Board by rule, regulation, or order may prescribe, conditionally or unconditionally.

B. Registration by Notification.

1. Securities may be registered by notification under this subsection B if they are issued by an issuer which has been in continuous operation for not less than three (3) years and which has shown, during the period of not less than three (3) years next prior to the date of registration under this section, average annual net earnings after deducting all prior charges including income taxes except charges upon securities to be retired out of the proceeds of sale, as follows:

   a. In the case of interest-bearing securities, not less than one and one-half times the annual interest charges on such securities and on all other outstanding interest-bearing securities of equal rank;

   b. In the case of securities having a specified dividend rate, not less than one and one-half times the annual dividend requirements on such securities and on all outstanding securities of equal rank;

   c. In the case of securities wherein no dividend rate is specified, not less than five percent (5%) on all outstanding securities of equal rank, together with the amount of such securities then offered for sale, based upon the maximum price at which such securities are to be offered for sale. The ownership by an issuer of more than fifty percent (50%) of the outstanding voting stock of a corporation shall be construed as the proportionate ownership of such corporation and shall permit the inclusion of the earnings of such corporation applicable to the payment of dividends upon the stock so owned in the earnings of the issuer of the securities being registered by notification.

2. Securities entitled to registration by notification shall be registered by the filing with the Commissioner by the issuer or by a registered dealer of a registration statement as required by paragraph a of this subdivision, and completion of the procedures outlined in paragraph b of this subdivision:

   a. A registration statement in a form prescribed by the Commissioner signed by the applicant filing such statement and containing the following information:

      1. Name and business address of main office of issuer and address of issuer’s principal office, if any, in this state;

      2. Title of securities being offered for sale;

      3. Price at which securities are to be offered for sale to the public, amount of securities to be offered in this state, and amount of registration fee, computed as hereinafter provided;

      4. A brief statement of the facts which show that the securities are entitled to be registered by notification;

      5. Name and business address of the applicant filing the statement;
6. Financial statements to include a certified income statement, a certified balance sheet, and a certified statement of stockholders’ equity, each to be for a period of not less than three (3) years prior to the date of registration. These financial statements shall reflect the financial condition of the issuer as of a date not more than ninety (90) days prior to the date of such filing with the Commissioner;

7. A copy of the prospectus, if any, describing such securities;

8. Filing of a consent to service of process conforming to the requirements of Section 8 of this Act, if the issuer is registering the securities and is not a resident of this state or is not incorporated under the laws of this state.

b. Such filing with the Commissioner shall constitute the registration of securities by notification and such registration shall become effective five (5) days after receipt of the registration statement and all accompanying papers by the Commissioner; provided that the Commissioner may in his discretion waive or reduce the five (5) days waiting period in any case where he finds no injury to the public will result therefrom. Upon such registration by notification, securities may be sold in this state by registered dealers and registered salesmen. Upon the receipt of a registration statement, prospectus, if any, payment of the filing fee and registration fee, and, if required, a consent to service of process, the Commissioner shall record the registration by notification of the securities described. Such registration shall be effective for a period of one (1) year and may be renewed for additional periods of one (1) year, if the securities are entitled to registration under this subsection at the time of renewal, by a new filing under this section together with the payment of the renewal fee of Ten Dollars ($10.00).

c. If at any time, before or after registration of securities under this section, in the opinion of the Commissioner the information in a registration statement filed with him is insufficient to establish the fact that the securities described therein are, or were, entitled to registration by notification under this section, or that the registration information contains, or contained, false, misleading or fraudulent facts, he may order the applicant who filed such statement to cease and desist from selling, or offering for sale, such securities registered, or proposed to be registered, under provisions of this section, until there is filed with the Commissioner such further information as may, in his judgment be necessary to establish the fact that such securities are, or were, entitled to registration under this section. The provisions of Section 24 of this Act as to hearing shall be applicable to an order issued hereunder.

C. Registration by Coordination.

(1) Any security for which a registration statement has been filed under the federal Securities Act of 1933, as amended, in connection with the same offering, may be registered by coordination. A registration statement under this section shall be filed with the Commissioner by the issuer or any registered dealer, shall contain the following information, and shall be accompanied by the following documents:

a. One copy of the prospectus filed under the Securities Act of 1933 together with all amendments thereto;

b. The amount of securities to be offered in this state;

c. The states in which a registration statement or similar document in connection with the offering has been or is expected to be filed;

d. Any adverse order, judgment or decree previously entered in connection with the offering by any court or the Securities and Exchange Commission;

e. A copy of the articles of incorporation and by-laws (or their substantial equivalents) currently in effect, a copy of any agreements with or among underwriters, a copy of any indenture or other instrument governing the issuance of the security to be registered, and a specimen or copy of the security;

f. If the Commissioner requests any other information, or copies of any other documents, filed under the Federal Securities Act of 1933;

g. An undertaking to forward promptly all amendments to the federal registration statement, other than an amendment which merely delays the effective date; and

h. If the registration statement is filed by the issuer, or by a dealer who will offer such securities for sale as the agent of the issuer, and the issuer is not a resident of this state or is not incorporated under the laws of this state, a consent to service of process conforming to the requirements of Section 8.

(2) Upon receipt of a registration statement under this section the Commissioner shall examine such registration statement and he may enter an order denying registration of the securities described therein if he finds that the registrant has not proven the proposed plan of business of the issuer to be fair, just and equitable, and also that any consideration paid, or to be paid, for such securities by promoters is fair, just and equitable when such consideration for such securities is less than the proposed offering price to the public, and that the securities which it proposes to issue and the methods to be used by it in issuing and disposing of the same will be such as will not work a fraud upon the purchaser thereof. If the Commissioner enters an order denying the registration of securities under this section, he shall notify the registrant immediately. The provisions of Section 24 of this Act as to hearing shall be applicable to an order issued hereunder. A registration statement under this section automatically becomes effective at the moment the federal registration statement becomes effective if all the following conditions are satisfied:

a. No order has been entered by the Commissioner denying registration of the securities;
b. The registration statement has been on file with the Commissioner for at least ten (10) days; and

c. A statement of the maximum and minimum proposed offering prices and the maximum underwriting discounts and commissions has been on file for two full business days or such shorter period as the Commissioner expressly permits and the offering is made within those limitations. The registrant shall promptly notify the Commissioner by telephone or telegram of the date and time when the federal registration statement became effective and the content of the price amendment, if any, and shall promptly file a post-effective amendment containing the information and documents in the price amendment. “Price amendment” means the final federal amendment which includes a statement of the offering price, underwriting and selling discounts or commissions, amount of proceeds, conversion rates, call prices, and other matters dependent upon the offering price.

Upon failure to receive the required notification and post-effective amendment with respect to the price amendment, the Commissioner may enter a stop order, without notice or hearing, retroactively denying effectiveness to the registration statement or suspending its effectiveness until compliance with this subsection, if he promptly notifies the registrant by telephone or telegram (and promptly confirms by letter or telegram when he notifies by telephone) of the issuance of the order. If the registrant proves compliance with the requirements of this subsection to notice and post-effective amendment, the stop order is voided as of the time of its entry. The Commissioner may waive either or both of the conditions specified in clauses b and c. If the federal registration statement becomes effective before all these conditions are satisfied and they are not waived, the registration statement automatically becomes effective as soon as all the conditions are satisfied. If the registrant advises the Commissioner of the date when the federal registration statement is expected to become effective the Commissioner shall promptly advise the registrant by telephone or telegram, at the registrant’s expense, whether all the conditions are satisfied and whether he then contemplates the issuance of an order denying registration; but this advice by the Commissioner does not preclude the issuance of such an order at any time.

(3) Registration of securities under this subsection shall be effective for the following periods:

a. The initial registration of securities of an open-end investment company, as defined in the Investment Company Act of 1940, shall be effective until two (2) months after the end of the issuer’s fiscal year. After the initial registration, the issuer or its agent may renew the registration by submitting the appropriate registration forms and renewal fees within two (2) months after the end of the issuer’s fiscal year.

b. The registration of securities of a unit investment trust, as defined in the Investment Company Act of 1940, shall be effective until one (1) year from the date of effectiveness granted by the federal Securities and Exchange Commission.

c. Any other registration of securities shall be effective for a period of one (1) year from the date the registration is declared effective by the Commissioner.

(4) Registrations of securities under subdivision (3) may be renewed for additional periods of one (1) year if the appropriate registration forms and renewal fees are received prior to the expiration date. The same standards of fairness, justice and equity as prescribed by this subsection for original approval will apply to the renewal of all registrations.

D. Termination of Fiscal Year; Certification of Statements. If the fiscal year of the issuer terminated on a date more than 90 days prior to the date of the filing, then the financial statements required in Subsections A and B of this Section 7, which must be as of a date not more than 90 days prior to the date of filing, need not be certified by an independent certified public or independent public accountant if there are filed in addition thereto financial statements containing the information required by the applicable subdivision which are certified by an independent certified public or independent public accountant as of the end of the preceding fiscal year of the issuer.

Sec. 8. Consent to Service. Unless the Board by rule otherwise specifies, any application filed or notice filing submitted by an issuer, or by a dealer or investment adviser who is organized under the laws of any other state, territory, or government, or domiciled in any other state than Texas, shall contain a provision that appoints the Commissioner the issuer’s, dealer’s, or investment adviser’s true and lawful attorney upon whom all process may be served in any action or proceedings against such issuer, dealer, or investment adviser arising out of any transaction subject to this Act with the same effect as if such issuer, dealer, or investment adviser were organized or created under the laws of this state and had been lawfully served with process therein. The provision shall be duly executed by an authorized agent of the issuer, dealer, or investment adviser. Whenever the Commissioner shall have been served with any process as is herein provided, it shall be the duty of the Commissioner to forward same by United States mail to the last known address of such issuer, dealer, or investment adviser.

Sec. 9. Protection to Purchasers of Securities. A. In the event any company, as defined herein, shall sell, or offer for sale, any securities, as defined in this Act, the Commissioner, if he deems it necessary to protect the interests of prospective purchasers of such securities, may require the company so offering such securities for sale to deposit all, or any part, of the proposed securities, or all, or any part, of the moneys and funds received from the sale thereof, except such amounts thereof as the
Commissioner deems necessary to be used, and not to exceed the amount allowed as expenses and commissions for the sale of such securities, to be deposited in a trust account in some bank or trust company approved by the Commissioner and doing business in the State of Texas, until such time as such proposed company or existing company shall have sold a specified monetary amount or number of shares of such securities as in his opinion will reasonably assure protection of the public. When the Commissioner makes a written finding that the terms of the escrow agreement have been fully met, the bank or trust company shall transfer such funds to the proposed or existing corporation and its executive officers for the purpose of permitting it to use such securities or money in its business. In the event such proposed or existing company shall fail within two (2) years to sell the minimum amount of capital necessary under the escrow agreement, the Commissioner may authorize, and the bank or trust company shall return to the subscribers, upon receipt of such authority from the Commissioner, that portion of the funds which were deposited or escrowed under such escrow agreement; provided, however, that any securities held by such bank or trust company under the escrow agreement shall be returned to the corporation only after the bank or trust company has received evidence of cancellation thereof from the issuer. At the time of making the deposits, as herein provided for, the dealer or issuer shall furnish to such bank or trust company, and to the Commissioner, the names of the persons purchasing or subscribing for such securities, and the amount of money paid in by each.

B. The total expenses for marketing securities, including all commissions for the sale of such securities, and all other incidental selling expenses, shall not in the aggregate exceed twenty per cent (20%) of the price at which the stock or other securities of any proposed or existing company are to be sold, or offered for sale, to the public of this State; and this amount may be limited by the Commissioner to a lesser percentage which is in his opinion fair, just and equitable under the facts of the particular case.

C. In connection with any permit to sell securities the Commissioner shall require all offers for sale of said securities to be made through and by prospectus which fairly discloses the material facts about the plan of finance and business. Said prospectus shall be filed with and approved by the Commissioner; provided, however, if the applicant files a prospectus or offering circular with the Commissioner which is also filed with the S.E.C. under the Securities Act of 1933, as amended, or the regulations thereunder, this subsection shall in all respects be satisfied. Failure to comply with this requirement shall be treated as a violation of this Act, subjecting the parties responsible to the consequences thereof as provided herein.

Sec. 10. Examination of Application; Permit.  
A. Commissioner to Examine Application; Grant or Deny. Upon the filing of an application for qualifying securities under Section 7A, it shall be the duty of the Commissioner to examine the same and the papers and documents filed therewith. If he finds that the proposed plan of business of the applicant appears to be fair, just and equitable, and also that any consideration paid, or to be paid, for such securities by promoters is fair, just and equitable when such consideration for such securities is less than the proposed offering price to the public, and that the securities which it proposes to issue and the methods to be used by it in issuing and disposing of the same are not such as will work a fraud upon the purchaser thereof, the Commissioner shall issue to the applicant a permit authorizing it to issue and dispose of such securities. Should the Commissioner find that the proposed plan of business of the applicant appears to be unfair, unjust or inequitable, he shall deny the application for a permit and notify the applicant in writing of his decision.

B. Permit, Form and Contents; Term and Renewals. Every permit qualifying securities shall be in such form as the Commissioner may prescribe, and shall recite in bold type that the issuance thereof is permissive only, and does not constitute a recommendation or endorsement of the securities permitted to be issued. Such permit shall be for a period of one (1) year; provided, however, that if the securities authorized to be sold are not sold within the term provided by the permit, a renewal application may be filed with the Commissioner. Such renewal application shall recite the total number of shares sold in Texas, the total number of shares sold elsewhere, total number of shares outstanding, and shall contain a detailed balance sheet, an operating statement, and such other information as the Commissioner may require. The Commissioner shall examine applications for renewal by the same standards as stated in subsection A of this section for original applications and upon that basis issue or deny renewal permits; such permits, if issued, shall be for a period of one (1) year and be in such form as the Commissioner may prescribe. The Commissioner shall charge such fees for the issuance of permits to sell securities as are hereinafter provided. No permit instrument need be issued if securities are registered under Sections 7B or C of this Act, but the Commissioner will examine the registration papers to determine their sufficiency under the requirements there stated.

C. Use of Permit to Aid Sale of Securities Prohibited. It shall be unlawful for any dealer, issuer, or agent to use a permit authorizing the issuance of securities in connection with any sale or effort to sell any security.

D. Commissioner’s Discretion. In applying the standards of this Act, the Commissioner may waive or relax any restriction or requirement in the Board’s rules that, in his opinion, is unnecessary for the protection of investors in a particular case.

Sec. 10-1. Purposes.  
A. This Act may be construed and implemented to effectuate its general purpose to maximize coordination
with federal and other states’ law and administration, particularly with respect to:

1. procedure, reports, and forms; and
2. exemptions.

B. This Act may be construed and implemented to effectuate its general purposes to protect investors and consistent with that purpose, to encourage capital formation, job formation, and free and competitive securities markets and to minimize regulatory burdens on issuers and persons subject to this Act, especially small businesses.

Sec. 11. Papers Filed with Commissioner; Records Open to Inspection. All information, papers, documents, instruments and affidavits required by this Act to be filed with the Commissioner shall be deemed public records of this state, and shall be open to the inspection and examination of any purchaser or prospective purchaser of said securities or the agent or representative of such purchaser or prospective purchaser; and the Commissioner shall give out to any such purchaser or prospective purchaser or his agent or representative any information required to be filed with him under the provisions of this section, or any other part of this Act, and shall furnish any such purchaser, prospective purchaser, or his agent or representative requesting it, certified copies of any and all papers, documents, instruments and affidavits filed with him under the provisions of this section or of any part of this Act. The Commissioner shall maintain a record, which shall be open for public inspection, upon which shall be entered the names and addresses of all registered dealers, registered agents, registered investment advisers, registered investment adviser representatives, and persons who have submitted a notice filing under this Act, and all orders of the Commissioner denying, suspending or revoking registration. This section does not affect information considered confidential by Section 13-1 or 28 of this Act or other law.

Sec. 12. Registration of Persons Selling Securities or Rendering Investment Advice.

A. Except as provided in Section 5 of this Act, no person, firm, corporation or dealer shall, directly or through agents, offer for sale, sell or make a sale of any securities in this state without first being registered as in this Act provided. No agent shall, in behalf of any dealer, sell, offer for sale, or make sale of any securities within the state unless registered as an agent for that particular registered dealer under the provisions of this Act.

B. Except as provided by Section 5 of this Act, a person may not, directly or through an investment adviser representative, render services as an investment adviser in this state unless the person is registered or submits a notice filing as an investment adviser representative for that particular investment adviser as provided in Section 18 or 12-1 of this Act.

C. The Board may adopt rules and regulations exempting certain classes of persons from the dealer, agent, investment adviser, and investment adviser representative registration requirements, or providing conditional exemptions from registration, if the Board determines that such rules and regulations are consistent with the purposes of this Act.


A. This section does not apply to an investment adviser or investment adviser representative that is exempt from registration under this Act or Board rule.

B. The Board by rule shall authorize a federal covered investment adviser or a representative of a federal covered investment adviser to engage in rendering services as an investment adviser in this state on submission to and receipt by the Commissioner of:

1. a notice filing on the form and containing the information prescribed by the Commissioner and, if applicable, a consent to service appointing the Commissioner as the adviser’s agent for service of process as required by Section 8 of this Act; and
2. a fee in the amount determined under Sections 35 and 41 of this Act.

C. After the notice filing fee is paid and all the requirements for a notice filing under Subsection B of this section are met, a notice filing submitted under this section takes effect and is valid for the remainder of the calendar year. A federal covered investment adviser or federal covered investment adviser representative may renew a notice filing on or before its expiration date on submission to and receipt by the Commissioner of:

1. a renewal notice filing; and
2. a renewal fee in the amount determined under Sections 35 and 41 of this Act.

Sec. 13. Method and Condition of Registration Required for Dealer, Agent, Investment Adviser, or Investment Adviser Representative.

A. A dealer or investment adviser to be registered must submit a sworn application therefor to the Commissioner, which shall be in such form as the Commissioner may determine and which shall state:

1. The principal place of business of the applicant wherever situated;
2. The location of the principal place of business and all branch offices in this state, if any;
3. The name or style of doing business and the address of the applicant;
4. The names, residences and the business addresses of all persons interested in the business
as principal, officer, director or managing agent, specified as to each his capacity and title; and

(5) The general plan and character of business of such applicant and the length of time during and the places at which the applicant has been engaged in the business.

B. An application filed by a dealer or investment adviser shall also contain such additional information as to the applicant’s previous history, record, associations and present financial condition as may be required by the Commissioner, or as is necessary to enable the Commissioner to determine whether the sale of any securities proposed to be issued or dealt in by such applicant would result in fraud.

C. Each application shall be accompanied by certificates or other evidences satisfactory to the Commissioner establishing the good reputation of the applicant, his directors, officers, copartners or principals.

D. The Commissioner shall require as a condition of registration for all registrations granted after the effective date of this Subsection D that the applicant (and, in the case of a corporation or partnership, the officers, directors or partners to be licensed by the applicant) pass successfully a written examination to determine the applicant’s qualifications and competency to engage in the business of dealing in and selling securities as a dealer or agent, or rendering services as an investment adviser or investment adviser representative. This condition may be waived as to any applicant or class of applicants by action of the State Securities Board.

E. Not later than the 30th day after the date a person takes a registration examination under this Act, the Board shall notify the person of the results of the examination. If the examination is graded or reviewed by a testing service:

(1) the Board shall notify the person of the results of the examination not later than the 14th day after the date the Board receives the results from the testing service; and

(2) if notice of the examination results will be delayed for longer than 90 days after the examination date, the Board shall notify the person of the reason for the delay before the 90th day.

F. The Board may require a testing service to notify a person of the results of the person’s examination. If requested in writing by a person who fails a registration examination administered under this Act, the Board shall furnish the person with an analysis of the person’s performance on the examination.

G. If the applicant is a corporation organized under the laws of any other state or territory or government or shall have its principal place of business therein, it shall accompany the application with a copy of its Articles of Incorporation and all amendments thereto, certified by the proper officer of such state or government or of the corporation, and its regulations and by laws.

H. If a limited partnership, either a copy of its Articles of Copartnership or a verified statement of the plan of doing business.

I. If an unincorporated association or organization under the laws of any other state, territory or government, or having its principal place of business therein, a copy of its Articles of Association, Trust Agreement or other form of organization.

J. It shall be the duty of the Commissioner to prepare a proper form to be used by the applicant under the terms of this Section, and the Commissioner shall furnish copies thereof to all persons desiring to make application to be registered as a dealer or investment adviser.

K. The Commissioner may accept some or all of the examinations administered by securities self-regulatory organizations to fulfill the examination requirements of Subsection D.

Sec. 13-1. Inspection.

A. The Commissioner, without notice, may inspect a registered dealer or registered investment adviser as necessary to ensure compliance with this Act and Board rules.

B. The Commissioner, during regular business hours, may:

(1) enter the business premises of a registered dealer or registered investment adviser; and

(2) examine and copy books and records pertinent to the inspection.

C. During the inspection, the dealer or investment adviser shall:

(1) provide to the Commissioner or the Commissioner’s authorized representative immediate and complete access to the person’s office, place of business, files, safe, and any other location in which books and records pertinent to the inspection are located; and

(2) allow the Commissioner or the Commissioner’s authorized representative to make photostatic or electronic copies of books or records subject to inspection.

D. A dealer or investment adviser may not charge a fee for copying information under this section.

E. Information obtained under this section and any intra-agency or interagency notes, memoranda, reports, or other communications consisting of advice, analyses, opinions, or recommendations that are made in connection with the inspection are confidential and may not be disclosed to the public or released by the Commissioner except to the same extent provided for the release of confidential documents or other information made or obtained in connection with an investigation under Section 28 of this Act.

Sec. 14. Denial, Suspension or Revocation of Registration as Dealer, Agent, Investment Adviser, or Investment Adviser Representative.
A. The Commissioner may deny, revoke, or suspend a registration issued under this Act, place on probation a dealer, agent, investment adviser, or investment adviser representative whose registration has been suspended under this Act, or reprimand a person registered under this Act if the person:

1. has been convicted of any felony;
2. has been convicted of any misdemeanor which directly relates to the person’s securities-related duties and responsibilities;
3. has engaged in any inequitable practice in the sale of securities or in rendering services as an investment adviser, or in any fraudulent business practice;
4. is a dealer or investment adviser who is insolvent;
5. meets one of the following criteria:
   a. is a dealer who is selling or has sold securities in this state through an agent other than a registered agent;
   b. is an investment adviser who is engaging or has engaged in rendering services as an investment adviser in this state through a representative who is not registered to perform services for that investment adviser as required by this Act;
   c. is an agent who is selling or has sold securities in this state for a dealer, issuer or controlling person with knowledge that such dealer, issuer or controlling person has not complied with the provisions of this Act or
   d. is an investment adviser representative who is rendering or has rendered services as an investment adviser for an investment adviser in this state for whom the representative is not or was not registered to represent as required by this Act;
   e. has violated any of the provisions of this Act or a rule of the Board;
   f. has made any material misrepresentation to the Commissioner or Board in connection with any information deemed necessary by the Commissioner or Board to determine a dealer’s or investment adviser’s financial responsibility or a dealer’s, agent’s, investment adviser’s or investment adviser representative’s business repute or qualifications, or has refused to furnish any such information requested by the Commissioner or Board;
   g. became registered as a dealer, agent, investment adviser, or investment adviser representative after August 23, 1963, and has not complied with a condition imposed by the Commissioner under Section 13-D;
   h. is the subject of any of the following orders that are currently effective and were issued within the last five years:
      a. an order by the securities agency or administrator of any state, the financial regulatory authority of a foreign country, or the Securities and Exchange Commission, finding, after notice and opportunity for hearing, that the person engaged in acts involving fraud, deceit, false statements or omissions, or wrongful taking of property;
      b. a United States Postal Service fraud order;
      c. an order by the Commodity Futures Trading Commission denying, suspending, or revoking registration under the Commodity Exchange Act;
      d. an order by the securities agency or administrator of any state, the financial regulatory authority of a foreign country, the Securities and Exchange Commission, or by the Commodity Futures Trading Commission, finding, after notice and opportunity for hearing, that the person engaged in acts involving fraud, deceit, false statements or omissions, or wrongful taking of property;
      e. an order by the Commodity Futures Trading Commission denying, suspending, or revoking registration under the Commodity Exchange Act;
      f. is subject to any order, judgment, or decree entered by any court of competent jurisdiction which permanently restrains or enjoins such person from engaging in or continuing any conduct, action, or practice in connection with any aspect of the purchase or sale of securities or the rendering of security investment advice; or
      g. has violated any provision of any order issued by the Commissioner or has violated any provision of any undertaking or agreement with the Commissioner.

B. If the Commissioner proposes to suspend or revoke a person’s registration, the person is entitled to a hearing before the Commissioner or a hearings officer as now or hereafter required by law. Proceedings for the suspension or revocation of a registration are governed by Chapter 2001, Government Code.

C. This section does not affect the confidentiality of investigative records maintained by the Commissioner or Board.

Sec. 15. Issuance of Registration Certificates to Dealers and Investment Advisers. If the Commissioner is satisfied that the applicant for a dealer’s or investment adviser’s certificate of registration has complied with the requirements of the Act above, the Commissioner shall issue a registration certificate, stating the principal place of business and address of the dealer or investment adviser, the names and business addresses of all persons interested in the business as principals, officers, directors or managing agents, and the fact that the dealer or investment adviser has been registered for a current calendar year as a dealer in securities or as an investment adviser. Pending final disposition of an application, the Commissioner may, for special cause shown, grant temporary permission,

Sec. 17. Form of Certificates to Dealers and Investment Advisers. The certificate shall be in such form as the Commissioner may determine. Any changes in the personnel of a partnership or in the principals, officers, directors or managing agents of any dealer or investment adviser shall be immediately certified under oath to the Commissioner and any change in the certificate necessitated thereby may be made at any time, upon written application setting forth the fact necessitating the change. Upon the issue of the amended certificates, the original certificate and the certified copies thereof outstanding shall be promptly surrendered to the Commissioner.

Sec. 18. Registration of Agents of Dealers or of Representatives of Investment Advisers. Upon written application by a registered dealer or investment adviser, and upon satisfactory compliance with the requirements of the Act above, the Commissioner shall register as an agent of such dealer or as a representative of the investment adviser such persons as the dealer or investment adviser may request. The application shall be in such form as the Commissioner may prescribe and shall state the residences and addresses of the persons whose registration is requested, together with such information as to such agent’s or investment adviser representative’s previous history, record and association as may be required by the Commissioner. Such application shall also be signed and sworn to by the agent or investment adviser representative for whom registration is requested. The Commissioner shall issue to such dealer or investment adviser, to be retained by such dealer or investment adviser for each person so registered, evidence of registration stating the person’s name, the address of the dealer or investment adviser, and the fact that the person is registered for the current calendar year as an agent or investment adviser representative of the dealer or investment adviser, as appropriate. The evidence of registration shall be in such form as the Commissioner shall determine. Upon application by the dealer or the investment adviser, the registration of any agent or investment adviser representative shall be cancelled.

Sec. 19. Annual Registration; Renewals.

A. Except as provided in Subsections B and C of this section, all registrations shall expire at the close of the calendar year, but new registrations for the succeeding year shall be issued upon written application and upon payment of the fees as hereinafter provided, without filing of further statements or furnishing any further information unless specifically requested by the Commissioner. If any applicant is registered after December 1st of any year, he may immediately apply for a renewal of his registration for the ensuing year.

B. The Board by rule may adopt a system under which registrations expire on various dates during the year. For the year in which the registration expiration date is changed, registration fees payable after the 60th day and before the 30th day before January 1st of the next year shall be prorated on a monthly basis so that each person shall pay only that portion of the registration fee that is allocable to the number of months during which the registration is valid. On renewal of the registration on the new expiration date, the total registration renewal fee is payable.

C. Renewal of Registration.

(1) A person may renew an unexpired registration by filing a renewal application in the form prescribed by the Commissioner and paying to the Board, before the expiration date of the registration, the required renewal fee.

(2) If a person’s registration has been expired for ninety (90) days or less, the person may renew the registration by filing a renewal application with the Commissioner and paying to the Board the required renewal fee and a fee that is equal to one-half of the original application fee for the registration.

(3) If a person’s registration has been expired for longer than ninety (90) days but less than two years, the person may renew the registration by filing a renewal application with the Commissioner and paying to the Board all unpaid renewal fees and a fee that is equal to the original application fee for the registration.

(4) If a person’s registration has been expired for two years or more, the person may not renew the registration. The person may obtain a new registration by submitting to reexamination and complying with the requirements and procedures for obtaining an original registration. The person must pay to the Board a fee that is equal to the original application fee.

(5) At least thirty (30) days before the expiration of a person’s registration, the Commissioner shall send to the person at the person’s last known address according to the records of the Board a written notice of the impending expiration of the registration.

(6) A person who sells securities or renders investment advisory services after the person’s registration has expired and before it is renewed is subject to the sanctions provided by this Act for selling securities or rendering investment advice without being registered.

D. The Board may recognize, prepare, or administer continuing education programs for a person who is registered under this Act. If participation is required by the Board as a condition of maintaining the certificate or evidence of registration, a person who is...
Sec. 20. Display or Advertisement of Fact of Registration Unlawful. It shall be unlawful for any dealer, agent, investment adviser, or investment adviser representative to use the fact of his registry, by public display or advertisement, except as hereinbefore expressly provided, for the registration certificate or evidence of registration or any certified copy thereof, in connection with any sale or effort to sell any security or any rendering of services as an investment adviser.

Sec. 21. Posting Registration Certificates. Immediately upon receipt of the dealer’s or investment adviser’s registration certificate issued pursuant to the authority of this Act, the dealer or investment adviser named therein shall cause such certificate to be posted and at all times conspicuously displayed in such dealer’s or investment adviser’s principal place of business, if one is maintained in this state, and shall likewise forthwith cause a duplicate of such certificate to be posted and at all times conspicuously displayed in each branch office located within this state.

Sec. 22. Regulation of Offers.
   A. Permitted Written, Pictorial, or Broadcast Offers. A written or printed offer (including a pictorial demonstration with any accompanying script) or a broadcast offer (i.e., an offer disseminated by radio, television, recorded telephone presentation, or other mass media) to sell a security may be made in this State if:
      (1) a copy of the offer is filed with the Commissioner within 10 days after the date of its first use in this State; and
      (2) the person making or distributing the offer in this State is a registered dealer or a registered agent of a registered dealer, as required by this Act; and
      (3) either:
         (a) the security is registered under Subsection B or C of Section 7 or a permit has been granted for the security under Section 10, or
         (b) an application for registration under Subsection B or C of Section 7 or for a permit under Section 10 has been filed with the Commissioner; and
      (4) if registration has not become effective under Subsection B or C of Section 7 or for a permit under Section 10, the offer prominently states on the first page of a written or printed offer or as a preface to any pictorial or broadcast offer either:
         (a) THE SECURITIES HEREIN DESCRIBED HAVE NOT BEEN QUALIFIED OR REGISTERED FOR SALE IN TEXAS. ANY REPRESENTATION TO THE CONTRARY OR CONSUMMATION OF SALE OF THESE SECURITIES IN TEXAS PRIOR TO QUALIFICATION OR REGISTRATION THEREOF IS A CRIMINAL OFFENSE. INFORMATIONAL ADVERTISING ONLY. or
         (b) other language required by the United States Securities and Exchange Commission that in the Commissioner’s opinion will inform investors that the securities may not yet be sold; and
      (5) the person making or distributing the offer in this State:
         (a) has not received notice in writing of an order prohibiting the offer under Subsection A or B of Section 23, or
         (b) has received such notice but the order is no longer in effect; and
      (6) payment is not accepted from the offeree and no contract of sale is made before registration is effective under Subsection B or C of Section 7 or a permit is granted under Section 10.
   B. Permitted Oral Offers. An oral offer (not broadcast, i.e., not disseminated by radio, television, recorded telephone presentation, or other mass media) to sell a security may be made in this State in person, by telephone, or by other direct individual communication if:
      (1) the person making the offer in this State is a registered dealer or a registered agent of a registered dealer, as required by this Act; and
      (2) either:
         (a) the security is registered under Subsection B or C of Section 7 or a permit has been granted for the security under Section 10, or
         (b) an application for registration under Subsection B or C of Section 7 or for a permit under Section 10 has been filed with the Commissioner; and
      (3) the person making or distributing the offer in this State:
         (a) has not received notice in writing of an order prohibiting the offer under Subsection A or B of Section 23, or
         (b) has received such notice but the order is no longer in effect; and
      (4) payment is not accepted from the offeree and no contract of sale is made before registration is effective under Subsection B or C of Section 7 or before a permit is granted under Section 10.
   C. Effect of Compliance. An offer in compliance with Subsection A or B of Section 22 is not a violation of Section 7.
   D. Effect of Noncompliance. An offer not in compliance with Subsection A or B of Section 22 is unlawful and a violation of this Act.
   E. Applicability. Section 22 does not apply to transactions or securities exempt under Section 5 or Section 6.
   F. Dealers Named in Offer. A dealer whose name is included in a written or printed or broadcast offer along with the name of a registered dealer is not deemed to make an offer in this State by that fact alone.
Sec. 23. Cease and Desist Orders; Cease Publication Orders; List of Securities Offered. Anything in this Act to the contrary notwithstanding,
A. If it appears to the Commissioner at any time that the sale or proposed sale or method of sale of any securities, whether exempt or not, is a fraudulent practice or would not be in compliance with this Act or would tend to work a fraud on any purchaser thereof or would not be fair, just or equitable to any purchaser thereof, the Commissioner may hold a hearing on a date determined by the Commissioner within 30 days after the date of receipt of actual notice by, or notice by registered or certified mail to the person’s last known address is given to, the issuer, the registrant, the person on whose behalf such securities are being or are to be offered, or any person acting as a dealer or agent in violation of this Act. If the Commissioner shall determine at such hearing that such sale would not be in compliance with the Act, is a fraudulent practice, or would tend to work a fraud on any purchaser thereof or would not be fair, just or equitable to any purchaser thereof, the Commissioner may issue a cease and desist order, prohibiting or suspending the sale of such securities or denying or revoking the registration of such securities, prohibiting an unregistered person from acting as a dealer or an agent, or prohibiting the fraudulent conduct. No dealer or agent shall thereafter knowingly sell or offer for sale any security named in such cease and desist order.
B. If it appears to the Commissioner at any time that an investment adviser or investment adviser representative is engaging or is likely to engage in fraud or a fraudulent practice with respect to rendering services as an investment adviser or investment adviser representative or that a person is acting as an investment adviser or investment adviser representative in violation of this Act, the Commissioner may hold a hearing not later than the 30th day after the date on which the person receives actual notice or is provided notice by registered or certified mail, return receipt requested, to the person’s last known address. After the hearing, the Commissioner shall issue or decline to issue a cease and desist order. An order issued under this subsection must:
   (1) require the investment adviser or investment adviser representative to immediately cease and desist from the fraudulent conduct; or
   (2) prohibit an unauthorized person who is not exempt from the registration or notice filing requirements of this Act from acting as an investment adviser or investment adviser representative in violation of this Act.
C. If it appears to the Commissioner at any time that an offer contains any statement that is materially false or misleading or is otherwise likely to deceive the public, the Commissioner may issue a cease publication order. No person shall make an offer prohibited by such cease publication order.
D. The Commissioner may, in the exercise of reasonable discretion hereunder, at any time, require a dealer to file with the Commissioner a list of securities which he has offered for sale or has advertised for sale within this State during the preceding six months, or which he is at the time offering for sale or advertising, or any portion thereof.

Sec. 23-1. Assessment of Administrative Fines.
A. After giving notice and opportunity for a hearing, the Commissioner may, in addition to any other remedies, issue an order which assesses an administrative fine against any person or company found to have:
   (1) engaged in fraud or a fraudulent practice in connection with:
       (A) the offer for sale or sale of a security; or
       (B) the rendering of services as an investment adviser or investment adviser representative;
   (2) made an offer containing a statement that is materially misleading or is otherwise likely to deceive the public;
   (3) engaged in an act or practice that violates this Act or a Board rule or order; or
   (4) with intent to deceive or defraud or with reckless disregard for the truth or the law, materially aided any person in engaging in an act or practice described by Subdivision (1), (2), or (3) of this subsection.
B. Any administrative fine assessed under this Section, together with the amount of any civil penalty already awarded under Subsection C of Section 32, must be in an amount not to exceed:
   (1) the greater of:
       (A) $20,000 per violation; or
       (B) the gross amount of any economic benefit gained by the person or company as a result of the act or practice for which the fine was assessed; and
   (2) if the act or practice was committed against a person 65 years of age or older, an additional amount of not more than $250,000.
C. For purposes of determining the amount of an administrative fine assessed under this Section, the Commissioner shall consider factors set out in guidelines established by the Board.
D. For purposes of private civil litigation, the payment of a fine assessed in an agreed order under this Act shall not constitute an admission of any misconduct described in the agreed order.
E. Any proceeding for the assessment of an administrative fine must be commenced within five years after the violation occurs.

Sec. 23-2. Emergency Cease and Desist Order.
A. On the Commissioner’s determination that the conduct, act, or practice threatens immediate and irreparable public harm, the Commissioner may issue an emergency cease and desist order to a person whom the Commissioner reasonably believes:
An order affirming or modifying the emergency order, or setting aside in whole or part the emergency order. The evidence in support of the order.

Commissioner has the burden of proof and must present evidence in support of the order. The evidence in support of the order must:

1. State the specific charges and require the person to immediately cease and desist from the unauthorized activity; and
2. Contain a notice that a request for hearing may be filed under this section.

Unless a person against whom the emergency order is directed requests a hearing in writing before the 31st day after the date it is served on the person, the emergency order is final and nonappealable as to that person. A request for a hearing must:

1. Be in writing and directed to the Commissioner; and
2. State the grounds for the request to set aside or modify the order.

D. On receiving a request for a hearing, the Commissioner shall serve notice of the time and place of the hearing by personal delivery or registered or certified mail, return receipt requested, to the person’s last known address; and a stay of the order.

Sec. 24. Hearings upon Exception to Actions of Commissioner.

A. If any person or company should take exception to the action of the Commissioner in failing or refusing to register and issue certificate for a dealer or investment adviser or evidence of registration for an investment adviser representative or agent under Section 15 or 18 of this Act, in issuing an order under Section 23 or 23-2 of this Act, or in any other particular where this Act specifies no other procedure, the complaining party may request a hearing before the Commissioner or before a hearings officer as now or hereafter required by law.

B. On complaint by a person aggrieved by a denial of a permit for the sale of securities under Section 10 of this article or a failure or refusal to register securities under Section 7 of this article, the Board or a hearings officer as now or hereafter required by law shall conduct a hearing.

C. Hearings under this Section are subject to the requirements of Chapter 2001, Government Code.

Sec. 25. Revocation of Registration of Any Dealer, Agent, Investment Adviser, or Investment Adviser Representative. The revocation of a dealer’s or investment adviser’s registration shall constitute a revocation of the registration of any agent of the dealer or any investment adviser representative of the investment adviser and notice of its operation on such agent or investment adviser representative shall be forthwith sent by the Commissioner to each of such agents or investment adviser representatives. All registrations and evidences of registration revoked shall at once be surrendered to the Commissioner upon request.

Sec. 25-1. Receiverships of Persons or Assets.

A. Whenever it shall appear to the Commissioner, either upon complaint or otherwise, that:

1. Any person or company acting as a dealer, agent, investment adviser, investment adviser representative, or issuer (as defined in Section 4 of this Act), or an affiliate of a dealer, agent, investment adviser, investment adviser representative, or issuer, whether or not required to be registered by the Commissioner as in this Act provided, shall have engaged in any act, transaction, practice, or course of business declared by Section 32 of this Act to be a fraudulent practice;

2. Such person or company shall have acted as a dealer, agent, investment adviser, investment adviser representative, or issuer or an affiliate of a dealer, agent, investment adviser, investment adviser representative, or issuer in connection with such fraudulent practice; and

3. The appointment of a receiver for such person or company, or the assets of such a person or company is necessary in order to conserve and protect the assets of such person or company for the benefit of customers, security holders, and other actual and potential claimants of such person or company the Commissioner may request the Attorney General to bring an action for the appointment of a receiver for such person or company or the assets of such person or company.

B. Upon request by the Commissioner pursuant to Subsection A of this Section 25-1, and if it appears to the Attorney General that the facts enumerated in Paragraphs (1) through (3) of Subsection A of this Section 25-1 exist with respect to any person or company, the Attorney General may bring an action in the name and on
of this state, including, without limitation of the generality of other provisions of statutory or decisional law remedies afforded the Commissioner or the Attorney General by other provisions of statutory or decisional law of this state, including, without limitation of the generality of the foregoing, any such provision authorizing receiverships.

Sec. 26. Notices by Registered Mail. Any notice required by this Act shall be sufficient if sent by registered or certified mail unless otherwise specified in this Act, addressed to a person at the address designated in any filings submitted by the person to the Commissioner or the person’s last known address. A full and complete record shall be kept of all proceedings had before the Commissioner on any hearing or investigation.

Sec. 27. Judicial Review. Judicial review of a decision of the Commissioner or Board is under the substantial evidence rule.


A. Investigations by Commissioner. The Commissioner shall conduct investigations as the Commissioner considers necessary to prevent or detect the violation of this Act or a Board rule or order. For this purpose, the Commissioner may require, by subpoena or summons issued by the Commissioner, the attendance and testimony of witnesses and the production of all documents, books, and records as may appear necessary for any hearing, to testify and give evidence concerning matters relevant to the appointment of a receiver.

C. In any action brought by the Attorney General pursuant to Subsection B of this Section 25-1, the court, upon a proper showing by the Attorney General of the existence of the facts enumerated in Paragraphs (1) through (3) of Subsection A of this Section 25-1 with respect to any person or company, may appoint a receiver for such person or company or the assets of such person or company. If such receiver is appointed without notice to and opportunity to be heard for such person or company, such person or company shall be entitled to apply in writing to the court for an order dissolving the receivership, and, if such application is made within 30 days after service upon such person or company of the court’s order making such appointment, shall be entitled to a hearing thereon upon 10 days written notice to the Attorney General.

D. No person shall be appointed a receiver pursuant to this Section 25-1 unless such person be found by the court, after hearing the views of the Attorney General, the Commissioner, and, if deemed by the court to be practicable, the person or company against whom such relief is sought, to be qualified to discharge the duties of receiver giving due consideration to the probable nature and magnitude of the duties of receiver in the particular case. No bond for receivership shall be required of the Commissioner or Attorney General in any proceeding under this Section 25-1, but the court shall require a bond of any receiver appointed hereunder, conditioned upon faithful discharge of the receiver’s duties, in an amount found by the court to be sufficient giving due consideration to the probable nature and magnitude of the duties of receiver in the particular case.

E. The remedy of receivership provided by this Section 25-1 shall be in addition to any and all other remedies afforded the Commissioner or the Attorney General by other provisions of statutory or decisional law of this state, including, without limitation of the generality

22
government. In the event, however, that the Commissioner or Deputy Commissioner should give out any information which the law makes confidential, the affected corporation, firm or person shall have a right of action on the official bond of the Commissioner or Deputy for the corporation’s, firm’s, or person’s injuries, in a suit brought in the name of the state at the relation of the injured party.

The Commissioner may in any investigation cause the deposition of witnesses residing within or without the state to be taken in the manner prescribed for depositions in civil actions under the laws of Texas.

Each witness required to attend before the Commissioner shall receive a fee, for each day’s attendance, in an amount set by Board rule. All disbursements made in the payment of such fees shall be made in accordance with Board rule and shall be included in, and paid in the same manner as is provided for, the payment of other expenses incident to the administration and enforcement of this Act.

The sheriff’s or constable’s fee for serving the subpoena shall be the same as those paid the sheriff or constable for similar services. The fees, expenses and costs incurred at or in connection with any hearing may be imposed by the Commissioner upon any party to the record, or may be divided between any and all parties to the record in such proportions as the Commissioner may determine.

Any subpoena, summons, or other process issued by the Commissioner may be served, at the Commissioner’s discretion, by the Commissioner, the Commissioner’s authorized agent, a sheriff, or a constable.

The Commissioner may, at the Commissioner’s discretion, disclose any confidential information in the Commissioner’s possession to any governmental or regulatory authority or association of governmental or regulatory authorities approved by Board rule or to any receiver appointed under Section 25-1 of this Act. The disclosure does not violate any other provision of this Act or Chapter 552, Government Code.

B. Confidentiality of Certain Registration-Related and Other Materials. To the extent not already provided for by this Act, any intraagency or interagency notes, memorandum, reports, or other communications consisting of advice, analyses, opinions, or recommendations shall be treated as confidential by the Commissioner and shall not be disclosed to the public, except under order of court, for good cause shown. The Commissioner may, at the Commissioner’s discretion, disclose any confidential information in the Commissioner’s possession to any governmental or regulatory authority or association of governmental or regulatory authorities approved by Board rule or to any receiver appointed under Section 25-1 of this Act. The disclosure does not violate any other provision of this Act or Chapter 552, Government Code.

C. Assistance to Securities Regulator of Another Jurisdiction. The Commissioner may provide assistance to a securities regulator of another state or a foreign jurisdiction who requests assistance in conducting an investigation to determine whether a person has violated, is violating, or is about to violate a law or rule of the other state or foreign jurisdiction relating to a securities matter the securities regulator is authorized to administer or enforce. The Commissioner may provide assistance by using the authority to investigate and any other power conferred by this section as the Commissioner determines is necessary and appropriate. In determining whether to provide the assistance, the Commissioner may consider:

1. whether the securities regulator is permitted and has agreed to provide assistance within the regulator’s jurisdiction to the Commissioner reciprocally and at the Commissioner’s request concerning securities matters;
2. whether compliance with the request for assistance would violate or otherwise prejudice the public policy of this state;
3. whether the conduct described in the request would also constitute a violation of this Act or another law of this state had the conduct occurred in this state; and
4. the availability of Board employees and resources of the Board or Commissioner necessary to carry out the request for assistance.

Sec. 28-1. Adoption of Rules and Regulations.
A. For purposes of this Section 28-1, the term “rule and regulation” shall mean any statement by the Board of general and future applicability that implements, interprets, or prescribes law or policy or describes the organization, procedure, or practice requirements of the Board. There includes the amendment or repeal of a prior rule or regulation, but does not include statements concerning only the internal management of the Board not affecting private rights or procedures or forms or orders adopted or made by the Board or the Commissioner pursuant to other provisions of this Act.

B. The Board may, from time to time, in accordance with the provisions of this Section 28-1, make or adopt such rules and regulations as may be necessary to carry out and implement the provisions of this Act, including rules and regulations governing registration statements, applications, notices, and reports, and defining any terms, whether or not used in this Act, insofar as the definitions are not inconsistent with the purposes fairly intended by the policy and provisions of this Act. For the purpose of adoption of rules and regulations, the Board may classify securities, persons, and matters within its jurisdiction, and prescribe different requirements for different classes. The Board may, in its discretion, waive any requirement of any rule or regulation in situations where, in its opinion, such requirement is not necessary in the public interest or for the protection of investors.
C. No rule or regulation may be made or adopted unless the Board finds, after notice and opportunity for comment in accordance with the provisions of this Section 28-1, that the action is necessary or appropriate in the public interest or for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of this Act.

D. The Board may, by rule or regulation adopted in accordance with this Section 28-1, delegate to the Commissioner or the Deputy Commissioner such of the authority granted to the Board under this Section 28-1 to hold hearings for adoption of rules and regulations and to make or adopt rules and regulations, or to waive the requirements thereof, as it may, from time to time, deem appropriate. All rules and regulations made or adopted by the Commissioner or the Deputy Commissioner pursuant to such delegated authority shall be made or adopted in accordance with this Section 28-1.

E. No provision of this Act imposing any liability or penalty applies to any act done or omitted in good faith in conformity with any rule or regulation of the Board, notwithstanding that the rule or regulation may later be amended or rescinded or be determined by judicial or other authority to be invalid for any reason.

F. The Board may not adopt rules restricting competitive bidding or advertising by a person registered under this Act except to prohibit false, misleading, or deceptive practices by the person. The Board may not include in its rules to prohibit false, misleading, or deceptive practices by a person regulated by the Board a rule that restricts the person’s use of any medium for advertising, restricts the person’s personal appearance or use of his voice in an advertisement, relates to the size or duration of an advertisement by the person, or restricts the person’s advertisement under a trade name. However, this section does not affect limitations on advertising contained in Subsections I or Q of Section 5 of this Act or in rules adopted by the Board under Subsection T of Section 5 of this Act.

Sec. 29. Penal Provisions. Any person who shall:

A. Sell, offer for sale or delivery, solicit subscriptions or orders for, dispose of, invite offers for, or who shall deal in any other manner in any security or securities without being a registered dealer or agent as in this Act provided shall be deemed guilty of a felony of the third degree.

B. Sell, offer for sale or delivery, solicit subscriptions to and orders for, dispose of, invite orders for, or who shall deal in any other manner in any security or securities issued after September 6, 1955, unless said security or securities have been registered or granted a permit as provided in Section 7 of this Act, shall be deemed guilty of a felony of the third degree.

C. In connection with the sale, offering for sale or delivery of, the purchase, offer to purchase, invitation of offers to purchase, invitations of offers to sell, or dealing in any other manner in any security or securities, whether or not the transaction or security is exempt under Section 5 or 6 of this Act, or in connection with the rendering of services as an investment adviser or an investment adviser representative, directly or indirectly:

(1) engage in any fraud or fraudulent practice;

(2) employ any device, scheme, or artifice to defraud;

(3) knowingly make any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading; or

(4) engage in any act, practice or course of business which operates or will operate as a fraud or deceit upon any person, is:

(a) guilty of a felony of the third degree, if the amount involved in the offense is less than $10,000;

(b) guilty of a felony of the second degree, if the amount involved in the offense is $10,000 or more but less than $100,000; or

(c) guilty of a felony of the first degree, if the amount involved is $100,000 or more.

D. Knowingly violate a cease and desist order issued by the Commissioner under the authority of Section 23A, 23B, or 23-2 of this Act shall be deemed guilty of a felony of the third degree.

E. Knowingly make or cause to be made, in any document filed with the Commissioner or in any proceeding under this Act, whether or not such document or proceeding relates to a transaction or security exempt under the provisions of Sections 5 or 6 of this Act, any statement which is, at the time and in the light of the circumstances under which it is made, false or misleading in any material respect shall be deemed guilty of a felony of the third degree.

F. Knowingly make any false statement or representation concerning any registration made or exemption claimed under the provisions of this Act shall be deemed guilty of a state jail felony.

G. Make an offer of any security within this State that is not in compliance with the requirements governing offers set forth in Section 22 of this Act shall be deemed guilty of a state jail felony.

H. Knowingly make an offer of any security within this State prohibited by a cease publication order issued by the Commissioner under Section 23C of this Act shall be deemed guilty of a state jail felony.

I. Render services as an investment adviser or an investment adviser representative without being registered as required by this Act shall be deemed guilty of a felony of the third degree.

J. A conviction of an offense under this section may be enhanced as provided by Section 12.42, Penal Code.
Sec. 29-1. Limitation. An indictment for an offense under Subsection C of Section 29 may be brought only before the fifth anniversary of the day on which the offense is committed.

Sec. 29-2. Aggregation of Amounts Involved in Securities Fraud. When amounts are obtained in violation of this Act under one scheme or continuing course of conduct, whether from the same or several sources, the conduct may be considered as one offense and the amounts aggregated in determining the grade of the offense.

Sec. 29-3. Criminal Responsibility of Corporation or Association.
A. In this section:
   (1) “Association” and “corporation” have the meanings assigned by Section 1.07, Penal Code.
   (2) “High managerial agent” has the meaning assigned by Section 7.21, Penal Code.
B. If conduct constituting an offense under Section 29 of this Act is performed by an agent acting in behalf of a corporation or association and within the scope of the person’s office or employment, the corporation or association is criminally responsible for the offense only if its commission was authorized, requested, commanded, performed, or recklessly tolerated by:
   (1) a majority of the governing board acting in behalf of the corporation or association; or
   (2) a high managerial agent acting in behalf of the corporation or association and within the scope of the high managerial agent’s office or employment.
C. It is an affirmative defense to prosecution of a corporation or association under Subsection B of this section that the high managerial agent having supervisory responsibility over the subject matter of the offense employed due diligence to prevent its commission.

Sec. 30. Certified Copies of Papers Filed with Commissioner as Evidence. Copies of all papers, instruments, or documents filed in the office of the Commissioner, certified by the Commissioner, shall be admitted to be read in evidence in all courts of law and equity to prove under certificate of the Commissioner, showing compliance or non-compliance with the provisions of this Act respecting compliance or non-compliance with the provisions of this Act by any dealer, agent, investment adviser, or investment adviser representative, shall constitute prima facie evidence of such compliance or of such non-compliance with the provisions of this Act, as the case may be, and shall be admissible in evidence in any action at law or in equity to enforce the provisions of this Act.

Sec. 31. Construction. Nothing herein contained shall limit or diminish the liability of any person or company, or of its officers or agents, now imposed by law to prevent the prosecution of any person or company, or of its officers or agents, for the violation of the provisions of any other statute.

Sec. 32. Injunctions, Restitution, and Civil Penalties.
A. Whenever it shall appear to the Commissioner either upon complaint or otherwise, that any person has engaged, is engaging, or is about to engage in fraud or a fraudulent practice in connection with the sale of a security, has engaged, is engaging, or is about to engage in fraud or a fraudulent practice in the rendering of services as an investment adviser or investment adviser representative, has made an offer containing a statement that is materially misleading or is otherwise likely to deceive the public, or has engaged, is engaging, or is about to engage in an act or practice that violates this Act or a Board rule or order, the Attorney General may, on request by the Commissioner, and in addition to any other remedies, bring action in the name and on behalf of the State of Texas against such person or company and any person who, with intent to deceive or defraud or with reckless disregard for the truth or the law, has materially aided, is materially aiding, or is about to materially aid such person and any other person or persons heretofore concerned in or in any way participating in or about to participate in such acts or practices, to enjoin such person or company and such other person or persons from continuing such acts or practices or doing any act or acts in furtherance thereof. The Commissioner shall verify, on information and belief, the facts contained in an application for injunction under this section. In any such court proceedings, the Attorney General may apply for and on due showing be entitled to have issued the court's subpoena requiring the forthwith appearance of any defendant and the defendant’s employees or agents and the production of documents, books and records as may appear necessary for the hearing of such petition, to testify and give evidence concerning the acts or conduct or things complained of in such application for injunction. The District Court of any county, wherein it is shown that the acts complained of have been or are about to be committed, or a district court in Travis County shall have jurisdiction of any action brought under this section, and this provision shall be superior to any provision fixing the jurisdiction or venue with regard to suits for injunction. No bond for injunction shall be required of the
Commissioner or Attorney General in any such proceeding.

B. In addition to any other remedies, the Attorney General may, on the request of the Commissioner, either in an action under Subsection A of this section or in a separate action in District Court, seek equitable relief, including restitution, for a victim of fraudulent practices and may seek the disgorgement of any economic benefit gained by a defendant through an act or practice that violates this Act or for which this Act provides the Commissioner or the Attorney General with a remedy. The court may grant any equitable relief that the court considers appropriate and may order the defendant to deliver to each victim of any act or practice that violates this Act or for which this Act provides the Commissioner or the Attorney General with a remedy the amount of money or the property that the defendant obtained from the victim, including any bonus, fee, commission, option, proceeds, or profit from or loss avoided through the sale of the security or through the rendering of services as an investment adviser or investment adviser representative, or any other tangible benefit.

C. In addition to any other remedies, the Attorney General may, on the request of the Commissioner, either in an action under Subsection A of this section or in a separate action in District Court, seek a civil penalty to be paid to the State in an amount, together with the amount of any administrative fine already assessed under Subsection B of Section 23-1, not to exceed:

1. the greater of:
   A. $20,000 per violation; or
   B. the gross amount of any economic benefit gained by the person or company as a result of the commission of the act or practice; and
2. if the act or practice was committed against a person 65 years of age or older, an additional amount of not more than $250,000.

D. In an action brought under this section, the Attorney General may recover reasonable costs and expenses incurred by the Attorney General in bringing the action.

Sec. 32-1. Refund.

A. Subject to Subsection B of this section, the Commissioner may order a dealer, agent, investment adviser, or investment adviser representative regulated under this Act to pay a refund to a client or a purchaser of securities or services from the person or company as provided in an agreed order or an enforcement order instead of or in addition to imposing an administrative penalty or other sanctions.

B. The amount of a refund ordered as provided in an agreed order or an enforcement order may not exceed the amount the client or purchaser paid to the dealer, agent, investment adviser, or investment adviser representative for a service or transaction regulated by the Board. The Commissioner may not require payment of other damages or estimate harm in a refund order.

Sec. 33. Civil Liability with Respect to Issuance or Sale of a Security.

A. Liability of Sellers.

1. Registration and Related Violations. A person who offers or sells a security in violation of Section 7, 9 (or a requirement of the Commissioner thereunder), 12, 23C, or an order under 23A or 23-2 of this Act is liable to the person buying the security from him, who may sue either at law or in equity for rescission or for damages if the buyer no longer owns the security.

2. Untruth or Omission. A person who offers or sells a security (whether or not the security or transaction is exempt under Section 5 or 6 of this Act) by means of an untrue statement of a material fact or an omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, is liable to the person buying the security from him, who may sue either at law or in equity for rescission, or for damages if the buyer no longer owns the security. However, a person is not liable if he sustains the burden of proof that either (a) the buyer knew of the untruth or omission or (b) he (the offeror or seller) did not know, and in the exercise of reasonable care could not have known, of the untruth or omission. The issuer of the security (other than a government issuer identified in Section 5M) is not entitled to the defense in clause (b) with respect to an untrue or omission (i) in a prospectus required in connection with a registration statement under Section 7A, 7B, or 7C, or (ii) in a writing prepared and delivered by the issuer in the sale of a security.

B. Liability of Buyers.

A person who offers to buy or buys a security (whether or not the security or transaction is exempt under Section 5 or 6 of this Act) by means of an untrue statement of a material fact or an omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, is liable to the person selling the security to him, who may sue either at law or in equity for rescission or for damages if the buyer no longer owns the security. However, a person is not liable if he sustains the burden of proof that either (a) the seller knew of the untruth or omission, or (b) he (the offeror or buyer) did not know, and in the exercise of reasonable care could not have known, of the untruth or omission.

C. Liability of Nonselling Issuers Which Register.

1. This Section 33C applies only to an issuer which registers under Section 7A, 7B, or 7C of this Act, or under Section 6 of the U.S. Securities Act of 1933, its outstanding securities for offer and sale by or for the owner of the securities.

2. If the prospectus required in connection with the registration contains, as of its effective
date, an untrue statement of a material fact or an omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading, the issuer is liable to a person buying the registered security, who may sue either at law or in equity for rescission or for damages if the buyer no longer owns the securities. However, an issuer is not liable if it sustains the burden of proof that the buyer knew of the untruth or omission.

D. Rescission and Damages. For this Section 33:

(1) On rescission, a buyer shall recover (a) the consideration he paid for the security plus interest thereon at the legal rate from the date of payment by him, less (b) the amount of any income he received on the security, upon tender of the security (or a security of the same class and series).

(2) On rescission, a seller shall recover the security (or a security of the same class and series) upon tender of (a) the consideration he received for the security plus interest thereon at the legal rate from the date of receipt by him, less (b) the amount of any income the buyer received on the security.

(3) In damages, a buyer shall recover (a) the consideration the buyer paid for the security plus interest thereon at the legal rate from the date of payment by the buyer, less (b) the greater of:

(i) the value of the security at the time the buyer disposed of it plus the amount of any income the buyer received on the security; or

(ii) the actual consideration received for the security at the time the buyer disposed of it plus the amount of any income the buyer received on the security.

(4) In damages, a seller shall recover (a) the value of the security at the time of sale plus the amount of any income the buyer received on the security, less (b) the consideration paid the seller for the security plus interest thereon at the legal rate from the date of payment to the seller.

(5) For a buyer suing under Section 33C, the consideration he paid shall be deemed the lesser of (a) the price he paid and (b) the price at which the security was offered to the public.

(6) On rescission or as a part of damages, a buyer or a seller shall also recover costs.

(7) On rescission or as a part of damages, a buyer or a seller may also recover reasonable attorney’s fees if the court finds that the recovery would be equitable in the circumstances.

E. Time of Tender. Any tender specified in Section 33D may be made at any time before entry of judgment.

F. Liability of Control Persons and Aiders.

(1) A person who directly or indirectly controls a seller, buyer, or issuer of a security is liable under Section 33A, 33B, or 33C jointly and severally with the seller, buyer, or issuer, and to the same extent as if he were the seller, buyer, or issuer, unless the controlling person sustains the burden of proof that he did not know, and in the exercise of reasonable care could not have known, of the existence of the facts by reason of which the liability is alleged to exist.

(2) A person who directly or indirectly with intent to deceive or defraud or with reckless disregard for the truth or the law materially aids a seller, buyer, or issuer of a security is liable under Section 33A, 33B, or 33C jointly and severally with the seller, buyer, or issuer, and to the same extent as if he were the seller, buyer, or issuer.

(3) There is contribution as in cases of contract among the several persons so liable.

G. Survivability of Actions. Every cause of action under this Act survives the death of any person who might have been a plaintiff or defendant.

H. Statute of Limitations.

(1) No person may sue under Section 33A(1) or 33F so far as it relates to Section 33A(1):

(a) more than three years after the sale; or

(b) if he received a rescission offer (meeting the requirements of Section 33I) before suit unless he (i) rejected the offer in writing within 30 days of its receipt and (ii) expressly reserved in the rejection his right to sue; or

(c) more than one year after he so rejected a rescission offer meeting the requirements of Section 33I.

(2) No person may sue under Section 33A(2), 33C, or 33F so far as it relates to 33A(2) or 33C:

(a) more than three years after discovery of the untruth or omission, or after discovery should have been made by the exercise of reasonable diligence; or

(b) more than five years after the sale; or

(c) if he received a rescission offer (meeting the requirements of Section 33I) before suit, unless he (i) rejected the offer in writing within 30 days of its receipt, and (ii) expressly reserved in the rejection his right to sue; or

(d) more than one year after he so rejected a rescission offer meeting the requirements of Section 33I.

(3) No person may sue under Section 33B or 33F so far as it relates to Section 33B:

(a) more than three years after discovery of the untruth or omission, or after discovery should have been made by the exercise of reasonable diligence; or

(b) more than five years after the purchase; or

(c) if he received a rescission offer (meeting the requirements of Section 33I) before suit unless he (i) rejected the offer in writing within 30 days of its receipt, and (ii) expressly reserved in the rejection his right to sue; or
(d) more than one year after he so rejected a rescission offer meeting the requirements of Section 33J.

I. Requirements of a Rescission Offer to Buyers. A rescission offer under Section 33H(1) or (2) shall meet the following requirements:

(1) The offer shall include financial and other information material to the offeree’s decision whether to accept the offer, and shall not contain an untrue statement of a material fact or an omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading.

(2) The offeror shall deposit funds in escrow in a state or national bank doing business in Texas (or in another bank approved by the Commissioner) or receive an unqualified commitment from such a bank to furnish funds sufficient to pay the amount offered.

(3) The amount of the offer to a buyer who still owns the security shall be the amount (excluding costs and attorney’s fees) he would recover on rescission under Section 33D(1).

(4) The amount of the offer to a buyer who no longer owns the security shall be the amount (excluding costs and attorney’s fees) he would recover in damages under Section 33D(3).

(5) The offer shall state:
   (a) the amount of the offer, as determined pursuant to Paragraph (3) or (4) above, which shall be given (i) so far as practicable in terms of a specified number of dollars and a specified rate of interest for a period starting at a specified date, and (ii) so far as necessary, in terms of specified elements (such as the value of the security when it was disposed of by the offeree) known to the offeree but not to the offeror, which are subject to the furnishing of reasonable evidence by the offeree.
   (b) the name and address of the bank where the amount of the offer will be paid.
   (c) that the offeree will receive the amount of the offer within a specified number of days (not more than 30) after receipt by the bank, in form reasonably acceptable to the offeror, and in compliance with the instructions in the offer, of: (i) the security, if the offeree still owns it, or evidence of the fact and date of disposition if he no longer owns it; and (ii) evidence, if necessary, of elements referred to in Paragraph (a)(ii) above.
   (d) conspicuously that the offeree may not sue on his purchase under Section 33 unless: (i) he accepts the offer but does not receive the amount of the offer, in which case he may sue within the time allowed by Section 33H(1)(a) or 33H(2)(a) or (b), as applicable; or (ii) he rejects the offer in writing within 30 days of its receipt and expressly reserves in the rejection his right to sue, in which case he may sue within one year after he so rejects.
   (e) in reasonable detail, the nature of the violation of this Act that occurred or may have occurred.
   (f) any other information the offeror wants to include.

J. Requirements of a Rescission Offer to Sellers. A rescission offer under Section 33H(3) shall meet the following requirements:

(1) The offer shall include financial and other information material to the offeree’s decision whether to accept the offer, and shall not contain an untrue statement of a material fact or an omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they are made, not misleading.

(2) The offeror shall deposit the securities in escrow in a state or national bank doing business in Texas (or in another bank approved by the Commissioner).

(3) The terms of the offer shall be the same (excluding costs and attorney’s fees) as the seller would recover on rescission under Section 33D(2).

(4) The offer shall state:
   (a) the terms of the offer, as determined pursuant to Paragraph (3) above, which shall be given (i) so far as practicable in terms of a specified number and kind of securities and a specified rate of interest for a period starting at a specified date, and (ii) so far as necessary, in terms of specified elements known to the offeree but not the offeror, which are subject to the furnishing of reasonable evidence by the offeree.
   (b) the name and address of the bank where the terms of the offer will be carried out.
   (c) that the offeree will receive the securities within a specified number of days (not more than 30) after receipt by the bank, in form reasonably acceptable to the offeror, and in compliance with the instructions in the offer, of:
      (i) the amount required by the terms of the offer; and (ii) evidence, if necessary, of elements referred to in Paragraph (a)(ii) above.
   (d) conspicuously that the offeree may not sue on his sale under Section 33 unless: (i) he accepts the offer but does not receive the securities, in which case he may sue within the time allowed by Section 33H(3)(a) or (b), as applicable; or (ii) he rejects the offer in writing within 30 days of its receipt and expressly reserves in the rejection his right to sue, in which case he may sue within one year after he so rejects.
   (e) in reasonable detail, the nature of the violation of this Act that occurred or may have occurred.
(f) any other information the offeror wants to include.

K. Unenforceability of Illegal Contracts. No person who has made or engaged in the performance of any contract in violation of any provision of this Act or any rule or order or requirement hereunder, or who has acquired any purported right under any such contract with knowledge of the facts by reason of which its making or performance was in violation, may base any suit on the contract.

L. Waivers Void. A condition, stipulation, or provision binding a buyer or seller of a security or a purchaser of services rendered by an investment adviser or investment adviser representative to waive compliance with a provision of this Act or a rule or order or requirement hereunder is void.

M. Saving of Existing Remedies. The rights and remedies provided by this Act are in addition to any other rights (including exemplary or punitive damages) or remedies that may exist at law or in equity.

N. Limitation of Liability in Small Business Issuances.

(1) For purposes of this Section 33N, unless the context otherwise requires, “small business issuer” means an issuer of securities that, at the time of an offer to which this Section 33N applies:

(a) has annual gross revenues in an amount that does not exceed $25 million; and

(b) does not have a class of equity securities registered, or required to be registered, with the Securities and Exchange Commission under Section 12 of the Securities Exchange Act of 1934, as amended (15 U.S.C. Section 78l).

(2) This Section 33N applies only to:

(a) an offer of securities made by a small business issuer or by the seller of securities of a small business issuer that is in an aggregate amount that does not exceed $5 million; and

(b) a person who has been engaged to provide services relating to an offer of securities described by Section 33N(2)(a), including an attorney, an accountant, a consultant, or the firm of the attorney, accountant, or consultant.

(3) The maximum amount that may be recovered against a person to which this Section 33N applies in any action or series of actions under Section 33 relating to an offer of securities to which this Section 33N applies is an amount equal to three times the fee paid by the issuer or other seller to the person for the services related to the offer of securities, unless the trier of fact finds the person engaged in intentional wrongdoing in providing the services.

(4) A small business issuer making an offer of securities shall provide to the prospective buyer a written disclosure of the limitation of liability created by this Section 33N and shall receive a signed acknowledgement that the disclosure was provided.

Sec. 33-1. Civil Liability of Investment Advisers and Investment Adviser Representatives.

A. Liability of Investment Advisers and Investment Adviser Representatives.

(1) An investment adviser or investment adviser representative who renders services as an investment adviser in violation of Section 12 or an order under Section 23B or 23-2 of this Act is liable to the purchaser, who may sue at law or in equity, for damages in the amount of any consideration paid for the services.

(2) Except as provided by Subsection C of this section, an investment adviser or investment adviser representative who commits fraud or engages in a fraudulent practice in rendering services as an investment adviser is liable to the purchaser, who may sue at law or in equity, for damages.

B. Damages. In damages under Subsection A(2) of this section, the purchaser is entitled to recover:

(1) the amount of any consideration paid for the services, less the amount of any income the purchaser received from acting on the services;

(2) any loss incurred by the person in acting on the services provided by the adviser or representative;

(3) interest at the legal rate for judgments accruing from the date of the payment of consideration; and

(4) to the extent the court considers equitable, court costs and reasonable attorney's fees.

C. Untruth or Omission. An investment adviser or investment adviser representative who in rendering services as an investment adviser makes a false statement of a material fact or omits to state a material fact necessary in order to make the statement made, in light of the circumstances under which the statement is made, not misleading, may not be found liable under Subsection A(2) of this section if the adviser or representative proves:

(1) the purchaser knew of the truth or omission; or

(2) the adviser or representative did not know, and in the exercise of reasonable care did not have known, of the untruth or omission.

D. Statute of Limitations.

(1) A person may not sue under Subsection A(1) of this section more than three years after the violation occurred.

(2) A person may not sue under Subsection A(2) of this section more than five years after the violation occurs or more than three years after the person knew or should have known, by the exercise of reasonable diligence, of the occurrence of the violation.

E. Liability of Control Persons and Assistants.

(1) A person who directly or indirectly controls an investment adviser is jointly and severally liable with the investment adviser under this section, and to the same extent as the investment adviser, unless the controlling person sustains the burden of proof that the person did not know, and in the exercise of reasonable
care could not have known, of the existence of the facts by reason of which liability is alleged to exist.

(2) A person who directly or indirectly with intent to deceive or defraud or with reckless disregard for the truth or the law materially aids an investment adviser in conduct for which a cause of action is authorized by this section is jointly and severally liable with the investment adviser in an action to recover damages under this section.

Sec. 33-2. Stay of Recognition or Enforcement of Foreign Country Judgment.

(a) Prior to a court's recognition or enforcement of a foreign country judgment under Chapter 36, Civil Practice and Remedies Code, or otherwise, a party against whom recognition or enforcement of a foreign country judgment is sought is entitled to de novo review by a court in this state to determine whether a party, its successors, assigns, agents, or representatives seeking recognition or enforcement of a foreign country judgment has violated this Act or Chapter 17, Business & Commerce Code.

(b) A party seeking de novo review under this section must file with the court a verified pleading asserting a violation of this Act or Chapter 17, Business & Commerce Code, not later than the 30th day after the date of service of the notice of filing of a foreign country judgment with the court for recognition or enforcement.

(c) A pleading filed in accordance with Subsection (b) operates as a stay of the commencement or continuation of a proceeding to recognize or enforce a foreign country judgment. The stay shall continue until the court completes its de novo review under this section and renders a final judgment.

(d) A finding by a court of a violation of this Act or Chapter 17, Business & Commerce Code, is a sufficient ground for nonrecognition of a foreign country judgment.

(e) This section applies to a foreign country judgment involving a contract or agreement for a sale, offer for sale, or sell as defined by this Act, or investment, that imposes an obligation of indemnification or liquidated damages upon a Texas resident.

Sec. 34. Actions for Commission; Allegations and Proof of Compliance. No person or company shall bring or maintain any action in the courts of this state for collection of a commission or compensation for services rendered in the sale or purchase of securities, as that term is defined in this Act, without alleging and proving that such person or company was duly registered under the provisions of this Act (or duly exempt from such registration pursuant to rules adopted under Section 12C of this Act) and the securities so sold were duly registered under the provisions of this Act at the time the alleged cause of action arose; provided, however, that this section shall not apply to any company or person that rendered services in connection with any transaction exempted by Section 5 of this Act or by any rule promulgated by the Board pursuant to Subsection T of Section 5 of this Act if the company or person was not required to be registered by the terms of the exemption.

Sec. 35. Fees.

A. The Board shall establish the following fees in amounts so that the aggregate amount that exceeds the amount of the fees on September 1, 2002, produces sufficient revenue to cover the costs of administering and enforcing this Act:

(1) for the filing of any original, amended, or renewal application to sell or dispose of securities, an amount not to exceed $100;

(2) for the filing of any original application of a dealer or investment adviser or for the submission of a notice filing for a federal covered investment adviser, an amount not to exceed $100;

(3) for the filing of any renewal application of a dealer or investment adviser or for the submission of a renewal notice filing for a federal covered investment adviser, an amount not to exceed $100;

(4) for the filing of any original application for each agent, officer, or investment adviser representative or for the submission of a notice filing for each representative of a federal covered investment adviser, an amount not to exceed $100; and

(5) for the filing of any renewal application for each agent, officer, or investment adviser representative or for the submission of a renewal notice filing for each representative of a federal covered investment adviser, an amount not to exceed $100.

B. The Commissioner or Board shall charge and collect the following fees and shall daily pay all fees received into the State Treasury:

(1) for any filing to amend the registration certificate of a dealer or investment adviser or evidence of registration of an agent or investment adviser representative, or issue a duplicate certificate or evidence of registration, $25;

(2) for the examination of any original or amended application filed under Subsection A, B, or C of Section 7 of this Act, regardless of whether the application is denied, abandoned, withdrawn, or approved, a fee of one-tenth (1/10) of one percent (1%) of the aggregate amount of securities described and proposed to be sold to persons located within this state based upon the price at which such securities are to be offered to the public;

(3) for certified copies of any papers filed in the office of the Commissioner, the Commissioner shall charge such fees as are reasonably related to costs; however, in no event shall such fees be more than those which the Secretary of State is authorized to charge in similar cases;

(4) for the filing of any application for approval of a stock exchange so that securities fully listed thereon will be exempt, a fee of $10,000;
Sec. 35-1. Fees for Sales of Excess Securities.

A. An offeror who sells securities in this State in excess of the aggregate amount of securities registered for the offering may apply to register the excess securities by paying three times the difference between the initial fee paid and the fee required under Subsection B(2) of Section 35, plus, if the registration is no longer in effect, interest on that amount computed at the rate provided by Section 302.002, Finance Code, from the date the registration was no longer in effect until the date the subsequent application is filed, for the securities sold to persons within this State, plus the amendment fee prescribed by Subsection A(1) of Section 35. Registration of the excess securities, if granted, shall be effective retroactively to the effective date of the initial registration for the offering.

B. An offeror who has filed a notice to claim a limited offering exemption, who paid less than the maximum fee prescribed in Subsection B(7) of Section 35, and who offered a greater amount of securities in the offering than authorized pursuant to the formula prescribed in Subsection B(7) of Section 35, may file an amended notice disclosing the amount of securities offered and paying three times the difference between the fee initially paid and the fee which should have been paid, plus interest on that amount computed at the rate provided by Section 302.002, Finance Code, from the date the original notice was received by the Commissioner until the date the amended notice is received by the Commissioner. The amended notice shall be retroactive to the date of the initial filing.

Sec. 35-2. Fees for Sales of Unregistered Securities. If, after notice and hearing, the Commissioner or any court of competent jurisdiction finds that an offeror has sold securities in this State pursuant to an offering no part of which has been registered under Section 7 or 10 of this Act and for which the transactions or securities are not exempt under Section 5 or 6 of this Act, the Commissioner or said court may impose a fee equal to six times the amount that would have been paid if the issuer had filed an application to register the securities and paid the fee prescribed by Subsection B(2) of Section 35 based on the aggregate amount of sales made in this State within the prior three years, plus interest on that amount at the rate provided by Section 302.002, Finance Code, from the date of the first such sale made in this State until the date the fee is paid. The payment of the fee prescribed by this Section does not effect registration of the securities or affect the application of any other Section of this Act. The payment of the fee prescribed by this Section is not an admission that the transactions or securities were not exempt and is not admissible as evidence in a suit or proceeding for failure to register the securities.

Sec. 36. Deposit to General Revenue Fund. Upon and after the effective date of this Act all moneys received from fees, assessments, or charges under this Act shall be paid by the Commissioner or Board into the General Revenue Fund. If the Commissioner or Board determines that all or part of a registration fee should be refunded, the Commissioner may make the refund by warrant on the State Treasury from funds appropriated from the General Revenue Fund for that purpose.

Sec. 37. Pleading Exemptions. It shall not be necessary to negative any of the exemptions in this Act in any complaint, information or indictment, or any writ or proceeding laid or brought under this Act; and the burden of proof of any such exemption shall be upon the party claiming the same.

Sec. 38. Partial Invalidity; Severability. The provisions of this Act are severable, and in the event that any provision thereof should be declared void or unconstitutional, it is hereby declared that the remaining provisions would have been enacted notwithstanding such judicial determination of the invalidity of any particular provision or provisions in any respect, and said sections shall remain in full force and effect.

Sec. 39. Repeal of Securities Act and Insurance Securities Act Now in Effect; Saving Clause as to Pending Proceedings. The Acts now in effect being currently known as the Securities Act of Texas and the Insurance Securities Act of Texas, as embraced in Senate Bill No. 149, Chapter 67, and House Bill No. 39, Chapter 384, Acts of the 54th Legislature, 1955, and codified as Articles 579 and 580 of Vernon’s Civil Statutes of Texas, be and the same are hereby repealed; provided, however,
that all permits, orders, and licenses issued by the Secretary of State or Board of Insurance Commissioners pursuant to said laws prior to the effective date of this Act shall be valid during the period for which they were issued unless sooner revoked by the Commissioner for any cause for which the Commissioner is authorized by this Act to revoke hereunder; provided further, that all prosecutions and legal or other proceedings begun, and any violation of law whether prosecution or administrative action is commenced or not, and any cause of action of civil or criminal nature existing under the provisions of that law now in effect, shall continue in effect and remain in full force and effect until terminated as under the terms of the law now in force, notwithstanding the passage of this Act.


Sec. 42. Reduced Fees.
A. The Board by rule may adopt reduced fees, under Sections 35 and 41 of this Act, for original and renewal applications of dealers, agents, officers, investment advisers, or investment adviser representatives who have assumed inactive status as defined by the Board.
B. The Board by rule may adopt reduced fees, under Sections 35 and 41 of this Act, as appropriate to accommodate a small business required by this Act to register in two or more of the following capacities:
   (1) dealer;
   (2) agent;
   (3) investment adviser;
   (4) investment adviser representative; or
   (5) officer.
C. Notwithstanding Sections 35 and 41 of this Act, a person shall pay only one fee required under those sections to engage in business in this state concurrently for the same person or company as:
   (1) a dealer and an investment adviser; or
   (2) an agent and investment adviser representative.

Sec. 43. Investor Education.
A. The Commissioner, with Board approval, shall develop and implement investor education initiatives to inform the public about the basics of investing in securities, with a special emphasis placed on the prevention and detection of securities fraud. Materials developed for and distributed as part of the initiatives must be published in both Spanish and English.
B. In developing and implementing the initiatives, the Commissioner shall use the Commissioner's best efforts to collaborate with public or nonprofit entities with an interest in investor education.
C. Subject to Chapter 575, Government Code, the Commissioner may accept grants and donations from a person who is not affiliated with the securities industry or from a nonprofit association, regardless of whether the entity is affiliated with the securities industry, for use in providing investor education initiatives.

Sec. 44. Crowdfunding.
(a) The Board shall adopt rules to regulate and facilitate online intrastate crowdfunding applicable to authorized small business development entities. The Board may create other requirements necessary to carry out this section.
(b) The rules for authorized small business development entities must:
   (1) allow authorized small business development entities to list on their web portals offerings of securities by issuers in which they are financially interested;
   (2) allow authorized small business development entities and their portals to list offerings of securities without offering investment advice;
   (3) allow authorized small business development entities to subcontract the operations of a crowdfunding web portal to a third party as permitted by Board rule; and
   (4) limit the offerings of securities on an authorized small business development entity's web portal to securities of issuers located within the service area of the authorized small business development entity.
(c) In this section, “authorized small business development entity” means:
   (1) a Type A corporation authorized under Chapter 504, Local Government Code;
   (2) a Type B corporation authorized under Chapter 505, Local Government Code;
   (3) a nonprofit organization authorized by an agency or authority of the federal government to distribute housing and community development block grants;
   (4) a municipal corporation;
   (5) the Texas Veterans Commission; or
   (6) a nonprofit community development financial institution certified by the Community Development Financial Institutions Fund.

Sec. 45. Protection of Vulnerable Adults from Financial Exploitation.
A. In this section:
   (1) “Department” means the Department of Family and Protective Services.
   (2) “Exploitation,” “financial exploitation,” and “vulnerable adult” have the meanings assigned by Section 281.001, Finance Code.
   (3) “Securities professional” means an agent, an investment adviser representative, or a person who serves in a supervisory or compliance capacity for a dealer or investment adviser.
B. If a securities professional or a person serving in a legal capacity for a dealer or investment adviser has
cause to believe that financial exploitation of a vulnerable adult who is an account holder with the dealer or investment adviser has occurred, is occurring, or has been attempted, the securities professional or person serving in a legal capacity for the dealer or investment adviser shall notify the dealer or investment adviser of the suspected financial exploitation.

C. If a dealer or investment adviser is notified of suspected financial exploitation under Subsection B of this section or otherwise has cause to believe that financial exploitation of a vulnerable adult who is an account holder with the dealer or investment adviser has occurred, is occurring, or has been attempted, the dealer or investment adviser shall assess the suspected financial exploitation and submit a report to the Securities Commissioner, in accordance with rules adopted under Subsection N of this section, and the department in the same manner as and containing the same information required to be included in a report under Section 48.051, Human Resources Code. The dealer or investment adviser shall submit the reports required by this subsection not later than the earlier of:

1. The date the dealer or investment adviser completes the dealer’s or investment adviser’s assessment of the suspected financial exploitation; or
2. The fifth business day after the date the dealer or investment adviser is notified of the suspected financial exploitation under Subsection B of this section or otherwise has cause to believe that the suspected financial exploitation has occurred, is occurring, or has been attempted.

D. A dealer or investment adviser who submits a report to the department of suspected financial exploitation of a vulnerable adult under Subsection C of this section is not required to make an additional report of suspected abuse, neglect, or exploitation under Section 48.051, Human Resources Code, for the same conduct constituting the reported suspected financial exploitation.

E. Each dealer and investment adviser shall adopt internal policies, programs, plans, or procedures for the securities professionals or persons serving in a legal capacity for the dealer or investment adviser to make the notification required under Subsection B of this section and for the dealer or investment adviser to conduct the assessment and submit the reports required under Subsection C of this section. The policies, programs, plans, or procedures adopted under this subsection may authorize the dealer or investment adviser to report the suspected financial exploitation to other appropriate agencies and entities in addition to the Securities Commissioner and the department, including the attorney general, the Federal Trade Commission, and the appropriate law enforcement agency.

F. If a dealer or investment adviser submits reports of suspected financial exploitation of a vulnerable adult to the Securities Commissioner and the department under Subsection C of this section, the dealer or investment adviser may at the time the dealer or investment adviser submits the reports also notify a third party reasonably associated with the vulnerable adult of the suspected financial exploitation, unless the dealer or investment adviser suspects the third party of financial exploitation of the vulnerable adult.

G. Notwithstanding any other law, a dealer or investment adviser:

1. May place a hold on any transaction that involves an account of a vulnerable adult if the dealer or investment adviser:
   A. Submits a report of suspected financial exploitation of a vulnerable adult to the Securities Commissioner and the department under Subsection C of this section; and
   B. Has cause to believe the transaction is related to the suspected financial exploitation alleged in the report; and
   2. Must place a hold on any transaction involving an account of a vulnerable adult if the hold is requested by the Securities Commissioner, the department, or a law enforcement agency.

H. Subject to Subsection I of this section, a hold placed on any transaction under Subsection G of this section expires on the 10th business day after the date the hold is placed.

I. A dealer or investment adviser may extend a hold placed on any transaction under Subsection G of this section for a period not to exceed 30 business days after the expiration of the period prescribed by Subsection H of this section if requested by a state or federal agency or a law enforcement agency investigating the suspected financial exploitation. The dealer or investment adviser may also petition a court to extend a hold placed on any transaction under Subsection G of this section beyond the period prescribed by Subsection H of this section. A court may enter an order extending or shortening a hold or providing other relief.

J. Each dealer and investment adviser shall adopt internal policies, programs, plans, or procedures for placing a hold on a transaction involving an account of a vulnerable adult under Subsection G of this section.

K. A securities professional or person serving in a legal capacity for a dealer or investment adviser who makes a notification under Subsection B of this section, a dealer or investment adviser that submits a report under Subsection C of this section or makes a notification to a third party under Subsection F of this section, or a securities professional or person serving in a legal capacity who or dealer or investment adviser that testifies or otherwise participates in a judicial proceeding arising from a notification or report is immune from any civil or criminal liability arising from the notification, report, testimony, or participation in the judicial proceeding, unless the securities professional, person serving in a legal capacity for the dealer or investment adviser, or dealer or investment adviser acted in bad faith or with a malicious purpose.
L. A dealer or investment adviser that in good faith and with the exercise of reasonable care places or does not place a hold on any transaction under Subsection G(1) of this section is immune from civil or criminal liability or disciplinary action resulting from the action or failure to act.

M. To the extent permitted by state or federal law, a dealer or investment adviser, on request, shall provide access to or copies of records relevant to the suspected financial exploitation of a vulnerable adult to the Securities Commissioner, the department, a law enforcement agency, or a prosecuting attorney's office, either as part of a report to the Securities Commissioner, department, law enforcement agency, or prosecuting attorney's office or at the request of the Securities Commissioner, department, law enforcement agency, or prosecuting attorney's office in accordance with an investigation.

N. The Board by rule shall prescribe the form and content of the report required to be submitted by a dealer or investment adviser to the Securities Commissioner under Subsection C of this section.

Declaration of Emergency and Effective Date of the Act.

The fact that the administration of securities regulation should no longer be under the Secretary of State or the Board of Insurance Commissioners but should be a separate and consolidated agency of the government, and that there is now imperative need for clarification and strengthening of certain sections of existing law; the fact that The Securities Act must be made current in order to prevent fraud on the Texas public, and the fact that the summary action is needed under the police powers of the state in order that the Securities Commissioner may prevent contemplated sales or stop further sales of securities which are in his opinion fraudulent or illegal under this Act, creates an emergency and an imperative public necessity that the Constitutional Rule requiring Bills be read on three several days in each House be suspended; and said Rule is hereby suspended, and this Act shall be and become effective ninety (90) days after adjournment of this Session of the Legislature; and it is so enacted.

Passed the Senate, April 15, 1957, by a viva voce vote; Senate concurred in House amendments by viva voce vote on May 6, 1957; passed the House, May 1, 1957, with amendments, by a viva voce vote.

Approved by the Governor, May 21, 1957.

Effective August 22, 1957, under the provisions of Article III, Section 39, of the Constitution of Texas.
### INDEX

#### ACT

See also **CONSTRUCTION OF ACT, INTERPRETATION, and WORDS**

<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>cited as “The Securities Act”</td>
</tr>
<tr>
<td>construction, cumulative</td>
</tr>
<tr>
<td>contracts in violation of, unenforceable</td>
</tr>
<tr>
<td>Coordination with federal law</td>
</tr>
<tr>
<td>Criminal violations</td>
</tr>
<tr>
<td>Definition of terms</td>
</tr>
<tr>
<td>Enforcement — See <strong>ENFORCEMENT</strong></td>
</tr>
<tr>
<td>Interpretation by General Counsel</td>
</tr>
<tr>
<td>Provisions severable</td>
</tr>
<tr>
<td>Purposes</td>
</tr>
<tr>
<td>Rulemaking authority</td>
</tr>
<tr>
<td>Violation of as basis for</td>
</tr>
<tr>
<td>Administrative fine</td>
</tr>
<tr>
<td>Cease and desist order</td>
</tr>
<tr>
<td>Civil liability</td>
</tr>
<tr>
<td>Civil penalties</td>
</tr>
<tr>
<td>Denial, suspension, or revocation of license</td>
</tr>
<tr>
<td>Felony</td>
</tr>
<tr>
<td>Injunction</td>
</tr>
<tr>
<td>Waivers void</td>
</tr>
</tbody>
</table>

#### ADMINISTRATION OF ACT

<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Costs of, paid only from fees</td>
</tr>
<tr>
<td>Enforcement and investigations — See also <strong>ENFORCEMENT</strong></td>
</tr>
<tr>
<td>Inspections, authority to conduct</td>
</tr>
<tr>
<td>Power to prosecute</td>
</tr>
<tr>
<td>Rulemaking authority</td>
</tr>
<tr>
<td>Vested in Commissioner</td>
</tr>
</tbody>
</table>

#### ADMINISTRATIVE PROCEDURE ACT

See also **OPEN GOVERNMENT** and **OPEN MEETINGS LAW**

<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board and Commissioner subject to</td>
</tr>
<tr>
<td>Hearings subject to</td>
</tr>
</tbody>
</table>

#### ADVERTISEMENT

See also **CEASE PUBLICATION ORDER, PUBLIC SOLICITATION, and PUBLICATION**

<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Application for securities registration, included with</td>
</tr>
<tr>
<td>Cease publication order</td>
</tr>
<tr>
<td>Criminal sanction for violation of</td>
</tr>
<tr>
<td>Persons not to publish after</td>
</tr>
<tr>
<td>Criminal violations concerning</td>
</tr>
<tr>
<td>Exempt sales made without advertisement or public solicitation to</td>
</tr>
<tr>
<td>Not more than 15 persons within 12 months</td>
</tr>
<tr>
<td>Not more than 35 persons within 12 months of oil, gas, or mining interests</td>
</tr>
<tr>
<td>Not more than 35 security holders</td>
</tr>
<tr>
<td>Exemptions, effect on filing requirement</td>
</tr>
<tr>
<td>Filing requirement</td>
</tr>
<tr>
<td>Generally</td>
</tr>
<tr>
<td>Rules restricting</td>
</tr>
<tr>
<td>Unlawful to use fact of registration in</td>
</tr>
</tbody>
</table>

#### AGENT

See also **APPLICATION FOR REGISTRATION AS DEALER OR AGENT, DEALER, and REGISTRATION, DEALER OR AGENT**

<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Advertising</td>
</tr>
<tr>
<td>Filing requirement</td>
</tr>
<tr>
<td>Use of registration in, unlawful</td>
</tr>
<tr>
<td>Appeal from Commissioner’s failure or refusal to register</td>
</tr>
<tr>
<td>Application for registration</td>
</tr>
<tr>
<td>Denial of</td>
</tr>
<tr>
<td>Cancellation of registration by dealer</td>
</tr>
<tr>
<td>Cease and desist order, sales prohibited after</td>
</tr>
<tr>
<td>Civil liability of</td>
</tr>
<tr>
<td>Commission, action to collect</td>
</tr>
<tr>
<td>Section</td>
</tr>
<tr>
<td>-----------------</td>
</tr>
<tr>
<td>“Dealer” does not include “agent”</td>
</tr>
<tr>
<td>Defined</td>
</tr>
<tr>
<td>Evidence of registration</td>
</tr>
<tr>
<td>Examination</td>
</tr>
<tr>
<td>Administered by securities self-regulatory organizations</td>
</tr>
<tr>
<td>Required</td>
</tr>
<tr>
<td>Waiver of</td>
</tr>
<tr>
<td>Exemption from registration</td>
</tr>
<tr>
<td>False statement in filing or proceeding a felony</td>
</tr>
<tr>
<td>Fees for registration — See FEES</td>
</tr>
<tr>
<td>Notification to dealer of suspected financial exploitation of vulnerable adult</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
</tr>
<tr>
<td>Unless bad faith or malicious purpose</td>
</tr>
<tr>
<td>Receivership of</td>
</tr>
<tr>
<td>Records, names and addresses of</td>
</tr>
<tr>
<td>Registration</td>
</tr>
<tr>
<td>Appeal from Commissioner’s failure or refusal</td>
</tr>
<tr>
<td>Application for</td>
</tr>
<tr>
<td>Cancellation by dealer</td>
</tr>
<tr>
<td>Continuing education</td>
</tr>
<tr>
<td>Denial, suspension, or revocation of</td>
</tr>
<tr>
<td>Evidence of</td>
</tr>
<tr>
<td>Examination required</td>
</tr>
<tr>
<td>Exemption from</td>
</tr>
<tr>
<td>Expired</td>
</tr>
<tr>
<td>Fees — See FEES</td>
</tr>
<tr>
<td>Inactive status</td>
</tr>
<tr>
<td>Multiple capacities</td>
</tr>
<tr>
<td>Renewal of</td>
</tr>
<tr>
<td>Required</td>
</tr>
<tr>
<td>Revoked by revocation of dealer’s registration</td>
</tr>
<tr>
<td>Term of</td>
</tr>
<tr>
<td>Unlawful use of</td>
</tr>
<tr>
<td>Waiver, examination requirement</td>
</tr>
<tr>
<td>Reprimand</td>
</tr>
<tr>
<td>Sale without registration prohibited</td>
</tr>
<tr>
<td>Sanctions against, grounds for</td>
</tr>
<tr>
<td>Administrative orders</td>
</tr>
<tr>
<td>Court orders or injunctions</td>
</tr>
<tr>
<td>Criminal convictions</td>
</tr>
<tr>
<td>Examinations</td>
</tr>
<tr>
<td>Fraudulent business practices</td>
</tr>
<tr>
<td>Inequitable practices</td>
</tr>
<tr>
<td>Misrepresentations or failure to furnish information</td>
</tr>
<tr>
<td>Unregistered activity</td>
</tr>
<tr>
<td>Violations of Act, rules, orders, or undertakings</td>
</tr>
<tr>
<td>Securities registered prior to sale by</td>
</tr>
<tr>
<td>Sign informing customers where to direct complaints, display of</td>
</tr>
<tr>
<td>Unregistered agent, penalty</td>
</tr>
<tr>
<td>Violation of Act is a felony</td>
</tr>
<tr>
<td>Vulnerable adult, suspected financial exploitation of</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
</tr>
<tr>
<td>Unless bad faith or malicious purpose</td>
</tr>
<tr>
<td>Notification to dealer</td>
</tr>
</tbody>
</table>

**AGRICULTURE CODE**

Certain transactions involving securities issued by farmers’ cooperatives exempt | 5N |

**AIDING**

Administrative fine | 23-1A |
| Control person | 33F, 33-1E |
| Generally | 33F, 33-1E |
| Injunction to prevent fraudulent practices | 32A |

**AMERICAN STOCK EXCHANGE**

Securities fully listed upon, exempt | 6F |
ANNUITY CONTRACT
When excluded from definition of security .............................................................. 4A

APPEAL
Hearing on Commissioner’s actions or orders ......................................................... 24
Judicial review ..................................................................................................... 27
Secondary trading exemption, revocation of .......................................................... 50
Secondary trading exemption, suspension of ....................................................... 50
Section 50 exemption, revocation of ................................................................... 50
Securities manual, revocation of recognition ...................................................... 50
Stop order .......................................................................................................... 50
Substantial evidence review ................................................................................ 27

APPLICATION FOR REGISTRATION AS DEALER OR AGENT
See also BROKER and REGISTRATION, DEALER OR AGENT
Address in, sufficient for notice ........................................................................... 19C, 26
Agent, defined ..................................................................................................... 4D
Appeal from Commissioner’s failure or refusal to register .................................. 24A
Application for registration, agent ...................................................................... 18
Application for registration, requisites
  Additional information ..................................................................................... 13B
  Evidence of good repute ................................................................................. 13C
  Examination ................................................................................................... 13D, 19C
  Foreign (nonresident) corporations ................................................................. 13G
  Foreign (nonresident) unincorporated associations or organizations .......... 13I
  Generally ....................................................................................................... 13
  Information required ....................................................................................... 13, 18
  Limited partnerships ....................................................................................... 13H
  Cancellation of agent registration .................................................................. 18
Certificate — See also CERTIFICATE
Certificate of registration, dealer
  Display of ....................................................................................................... 21
  Form ................................................................................................................ 17
  Issuance ......................................................................................................... 15
  Unlawful use of ............................................................................................... 20
Changes in personnel, report to Commissioner ................................................... 17
Dealer, defined ................................................................................................... 4C
  Does not include “agent” ............................................................................... 4C
Denial of registration, grounds and procedure for ........................................... 14
Evidence of registration, agent ........................................................................ 18
Examinations
  Administered by securities self-regulatory organizations ................................ 13K
  Analysis of performance ................................................................................ 13F
  Fee for Texas Securities Law Examination .................................................... 35B(5)
  Notification of results ..................................................................................... 13E, 13F
  Required ........................................................................................................ 13D, 19C
  Waiver of requirement ................................................................................. 13D
Exemptions from registration by
  Board rule ...................................................................................................... 12C
  Statute ............................................................................................................ 5
False statement in filing a felony ......................................................................... 29E, 29F
Fees — See FEES
  Filing made under oath ................................................................................... 13A
Foreign (nonresident) applicants, additional requirements
  Consent to service ........................................................................................... 8
  Corporations .................................................................................................. 13G
  Unincorporated associations or organizations ............................................... 13I
Form
  Prepared by Commissioner, furnished to applicants ....................................... 13J
  Prescribed by Commissioner ......................................................................... 13A, 18
Inactive status ................................................................................................... 42A
Information required in
  Additional information required ..................................................................... 13B, 18
  Multiple capacities ......................................................................................... 42B
  Records open to inspection ........................................................................... 11
Registration

Amendments to ................................................................. 17
Appeal from Commissioner's failure or refusal to register ......................... 24A
Application contents .................................................................. 13, 18
Cancellation of agent's ............................................................ 18
Certificate of, dealer .................................................................. 18
Continuing education ................................................................ 15, 17
Denial, suspension, or revocation of .................................................... 14
Evidence of, agent ..................................................................... 18
Examination required .................................................................. 18
Exemption from .......................................................................... 13D, 19C
Expired ...................................................................................... 5, 12C
Inactive status ........................................................................... 42A
Multiple capacities ...................................................................... 42B
Renewal of .................................................................................. 19
Required ...................................................................................... 12A
Surrender of original certificate on amendment ........................................... 17
Temporary .................................................................................. 15
Term of ...................................................................................... 19A
Unlawful use of ........................................................................... 20
Waiver, examination requirement ...................................................... 13D
Reputation, evidence of .................................................................. 13C
Sanctions, grounds for .................................................................. 14
Administrative orders .................................................................... 14A(9)
Court orders or injunctions .............................................................. 14A(10)
Criminal convictions .................................................................... 14A(1)(1), 14A(2)
Examinations ................................................................................ 14A(8)
Fraudulent business practices .......................................................... 14A(3)
Inequitable practices ..................................................................... 14A(3)
Insolvency .................................................................................... 14A(4)
Misrepresentations or failure to furnish information .................................. 14A(5)
Sales through unregistered agent ....................................................... 14A(5)
Unregistered activity ..................................................................... 14A(5)
Violations of Act, rules, orders, or undertakings ......................................... 14A(6), 14A(11)
Service of process, foreign (nonresident) applicants .................................. 8
Temporary registration ................................................................... 15
Term of registration ...................................................................... 19A
Unregistered dealer or agent, penalty .................................................... 29A

APPLICATION FOR REGISTRATION AS INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE

See also NOTICE FILING and REGISTRATION, INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE

Address in, sufficient for notice .......................................................... 19C, 26
Appeal from Commissioner's failure or refusal to register ......................... 24A
Application for registration, investment adviser representative ................... 18
Application for registration, requisites
Additional information ................................................................... 13B
Evidence of good repute ................................................................ 13C
Examinaton .................................................................................. 13D, 19C
Foreign (nonresident) corporations ......................................................... 13G
Foreign (nonresident) unincorporated associations or organizations .......... 13I
Generally .................................................................................... 13
Information required ...................................................................... 13, 18
Limited partnerships ..................................................................... 13H
Cancellation of investment adviser representative’s registration .................... 18
Certificate — See also CERTIFICATE .................................................. 17
Certificate of registration, investment adviser
Display of .................................................................................... 21
Form ......................................................................................... 17
Issuance ...................................................................................... 15
Unlawful use of ........................................................................... 20
Changes in personnel, report to Commissioner ........................................... 17
Denial of registration, grounds and procedure for ......................................... 14
Evidence of registration, investment adviser representative .......................... 18
Examinations
Administered by securities self-regulatory organizations .................................. 13K
Analysis of performance .............................................................................................................. 13F
Fee for Texas Securities Law Examination .................................................................................. 35B(5)
Notification of results .................................................................................................................... 13E, 13F
Required .................................................................................................................................... 13D, 19C
Waiver of requirement .................................................................................................................. 13D
Exemptions from registration, Board authority to adopt ............................................................... 12C
False statement in, a felony .......................................................................................................... 29E, 29F
Fees — See FEES
Filing made under oath ................................................................................................................... 13A
Foreign (nonresident) applicants, additional requirements
Consent to service ............................................................................................................................ 8
Corporations ................................................................................................................................ 13G
Unincorporated associations or organizations ............................................................................. 13I
Form
Prepared by Commissioner, furnished to applicants ................................................................... 13J
Prescribed by Commissioner .......................................................................................................... 13A, 18
Inactive status ............................................................................................................................... 42A
Information required in .................................................................................................................. 13A, 17, 18
Additional information required .................................................................................................... 13B, 18
Investment adviser, defined ........................................................................................................... 4N
Investment adviser representative, defined .................................................................................... 4P
Multiple capacities .......................................................................................................................... 42B
Records open to inspection ............................................................................................................ 11
Registration
Amendments to ............................................................................................................................... 17
Appeal from Commissioner’s failure or refusal to register ............................................................... 24A
Application contents ....................................................................................................................... 13, 18
Cancellation of investment adviser representative’s ....................................................................... 18
Certificate of, investment adviser ................................................................................................... 15, 17
Continuing education ..................................................................................................................... 19D
Denial, suspension, or revocation of ............................................................................................... 14
Evidence of, investment adviser representative ........................................................................... 18
Examination required .................................................................................................................... 13D, 19C
Exemption from ............................................................................................................................. 12C
Expired ........................................................................................................................................ 19
Inactive status ................................................................................................................................ 42A
Multiple capacities .......................................................................................................................... 42B
Renewal of ..................................................................................................................................... 19
Required ........................................................................................................................................ 12B
Surrender of original certificate on amendment ............................................................................. 17
Temporary ....................................................................................................................................... 15
Term of .......................................................................................................................................... 19A
Unlawful use of ............................................................................................................................... 20
Waiver, examination requirement .................................................................................................. 13D
Reputation, evidence of ................................................................................................................... 13C
Sanctions, grounds for ..................................................................................................................... 14
Administrative orders ....................................................................................................................... 14A(9)
Court orders or injunctions .............................................................................................................. 14A(10)
Criminal convictions ...................................................................................................................... 14A(1), 14A(2)
Examinations ................................................................................................................................... 14A(8)
Fraudulent business practices ........................................................................................................ 14A(3)
Inequitable practices ....................................................................................................................... 14A(3)
Insolvency ........................................................................................................................................ 14A(4)
Investment advisory services rendered through unregistered representative ......................... 14A(5)
Misrepresentations or failure to furnish information ..................................................................... 14A(7)
Unregistered activity ....................................................................................................................... 14A(5)
Violations of Act, rules, orders, or undertakings ............................................................................. 14A(6), 14A(11)
Service of process, foreign (nonresident) applicants ................................................................... 8
Temporary registration ..................................................................................................................... 15
Term of registration .......................................................................................................................... 19A
Unregistered investment adviser or investment adviser representative, penalty ......................... 29I

APPLICATION FOR REGISTRATION OF SECURITIES
See also EXEMPT SECURITIES, EXEMPT TRANSACTIONS, LIMITED OFFERING EXEMPTION, PERMIT,
SALES, and SECURITIES
Address in, sufficient for notice ...................................................................................................... 26
<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Excess sales ................................................................. 35-1</td>
</tr>
<tr>
<td>False statement in, a felony ........................................... 29E, 29F</td>
</tr>
<tr>
<td>Fees — See FEES</td>
</tr>
<tr>
<td>Foreign (nonresident) applicants, consent to service of process ....................................... 8</td>
</tr>
<tr>
<td>Hearing when registration denied ...................................... 24B</td>
</tr>
<tr>
<td>Plan must be fair, just and equitable ................................ 7A, 7C(2), 10A</td>
</tr>
<tr>
<td>Renewal of registration ..................................................... 7B(2), 7C(3), 10B</td>
</tr>
<tr>
<td>Requirements for registration by</td>
</tr>
<tr>
<td>Coordination ..................................................................... 7C</td>
</tr>
<tr>
<td>Notification ...................................................................... 7B</td>
</tr>
<tr>
<td>Qualification .................................................................. 7A</td>
</tr>
<tr>
<td>Service of process, foreign (nonresident) applicants ........... 8</td>
</tr>
<tr>
<td>Small business issuers ...................................................... 7A</td>
</tr>
<tr>
<td>ASSOCIATION</td>
</tr>
<tr>
<td>Articles of to accompany application to register securities .................. 7A</td>
</tr>
<tr>
<td>Articles of to accompany certain applications for dealer or investment adviser registration .......... 13I</td>
</tr>
<tr>
<td>Building and loan, exempt transaction involving .................... 5H</td>
</tr>
<tr>
<td>Cooperative, exempt transaction involving .......................... 5N</td>
</tr>
<tr>
<td>Criminal responsibility of .................................................. 29-3</td>
</tr>
<tr>
<td>Farmers’ cooperative, exempt transaction involving ............... 5N</td>
</tr>
<tr>
<td>Nonprofit, exempt transaction involving .............................. 5K, 5U</td>
</tr>
<tr>
<td>“Person” and “company” include ......................................... 4B</td>
</tr>
<tr>
<td>Savings and loan, exempt transaction involving ...................... 5L</td>
</tr>
<tr>
<td>ATTORNEY GENERAL</td>
</tr>
<tr>
<td>Authority to seek</td>
</tr>
<tr>
<td>Civil penalties ................................................................ 32C</td>
</tr>
<tr>
<td>Disgorgement .................................................................... 32B</td>
</tr>
<tr>
<td>Equitable relief .................................................................. 32B</td>
</tr>
<tr>
<td>Injunctions ....................................................................... 32A</td>
</tr>
<tr>
<td>Restitution ........................................................................ 32B</td>
</tr>
<tr>
<td>Biennial review of prosecutorial assistance ......................... 3F</td>
</tr>
<tr>
<td>Costs recoverable by ......................................................... 32D</td>
</tr>
<tr>
<td>Duty of enforcement ......................................................... 3</td>
</tr>
<tr>
<td>AUTHORIZED SMALL BUSINESS DEVELOPMENT ENTITY</td>
</tr>
<tr>
<td>As intrastate crowdfunding portal ........................................ 44</td>
</tr>
<tr>
<td>BANKS</td>
</tr>
<tr>
<td>Escrow of funds for rescission offer .................................... 33I(2), 33I(2)</td>
</tr>
<tr>
<td>Escrow of securities ........................................................... 9A</td>
</tr>
<tr>
<td>Sales to, exempt transaction involving ................................ 5H</td>
</tr>
<tr>
<td>Securities of, exempt transaction involving ........................ 5L</td>
</tr>
<tr>
<td>BOARD OF INSURANCE COMMISSIONERS</td>
</tr>
<tr>
<td>See also INSURANCE and TEXAS DEPARTMENT OF INSURANCE</td>
</tr>
<tr>
<td>Custody of certain records, Commissioner to assume .............. 30</td>
</tr>
<tr>
<td>Permits, orders, and licenses preserved .............................. 39</td>
</tr>
<tr>
<td>BOARD, STATE SECURITIES</td>
</tr>
<tr>
<td>See STATE SECURITIES BOARD</td>
</tr>
<tr>
<td>BOND</td>
</tr>
<tr>
<td>As a security .................................................................... 4A</td>
</tr>
<tr>
<td>Church and non-profit issues ............................................. 5K, 6J</td>
</tr>
<tr>
<td>Confidential information, action for disclosure of .................. 28A</td>
</tr>
<tr>
<td>Injunctions, not required of Commissioner or Attorney General ........................................ 32A</td>
</tr>
<tr>
<td>Receiver appointed by court, required of ........................... 25-1D</td>
</tr>
<tr>
<td>BOOKS AND RECORDS</td>
</tr>
<tr>
<td>See RECORDS</td>
</tr>
<tr>
<td>BOSTON STOCK EXCHANGE</td>
</tr>
<tr>
<td>Securities fully listed upon, exempt .................................... 6F</td>
</tr>
<tr>
<td>Section</td>
</tr>
<tr>
<td>-----------------------------</td>
</tr>
<tr>
<td><strong>BRANCH OFFICE</strong></td>
</tr>
<tr>
<td>Disclosure in application</td>
</tr>
<tr>
<td>Registration certificate to be posted in</td>
</tr>
<tr>
<td><strong>BROKER</strong></td>
</tr>
<tr>
<td>See also DEALER</td>
</tr>
<tr>
<td>“Dealer” synonymous</td>
</tr>
<tr>
<td><strong>BUILDING AND LOAN ASSOCIATION</strong></td>
</tr>
<tr>
<td>Sales to, exempt transaction involving</td>
</tr>
<tr>
<td><strong>BURDEN OF PROOF</strong></td>
</tr>
<tr>
<td>Control persons</td>
</tr>
<tr>
<td>Exemption, on party claiming</td>
</tr>
<tr>
<td>Hearing, emergency cease and desist order</td>
</tr>
<tr>
<td>Knowledge of untruth as defense in civil suit, burden of</td>
</tr>
<tr>
<td>Buyer</td>
</tr>
<tr>
<td>Investment adviser or investment adviser representative</td>
</tr>
<tr>
<td>Issuer</td>
</tr>
<tr>
<td>Seller</td>
</tr>
<tr>
<td><strong>CEASE AND DESIST ORDER</strong></td>
</tr>
<tr>
<td>See also EMERGENCY CEASE AND DESIST ORDER</td>
</tr>
<tr>
<td>Appeal from</td>
</tr>
<tr>
<td>Civil liability for sale in violation of</td>
</tr>
<tr>
<td>Emergency order</td>
</tr>
<tr>
<td>Issuance of</td>
</tr>
<tr>
<td>Violation of, a felony</td>
</tr>
<tr>
<td><strong>CEASE PUBLICATION ORDER</strong></td>
</tr>
<tr>
<td>See also ADVERTISEMENT, PUBLIC SOLICITATION, and PUBLICATION</td>
</tr>
<tr>
<td>Appeal from</td>
</tr>
<tr>
<td>Civil liability for sale in violation of</td>
</tr>
<tr>
<td>Issuance of</td>
</tr>
<tr>
<td>Violation of, a felony</td>
</tr>
<tr>
<td><strong>CERTIFICATE</strong></td>
</tr>
<tr>
<td>As a security</td>
</tr>
<tr>
<td>Dealer and investment adviser registration</td>
</tr>
<tr>
<td>Change in</td>
</tr>
<tr>
<td>Display of</td>
</tr>
<tr>
<td>Form</td>
</tr>
<tr>
<td>Issuance</td>
</tr>
<tr>
<td>Surrender of</td>
</tr>
<tr>
<td>Unlawful use of</td>
</tr>
<tr>
<td>Of compliance and non-compliance</td>
</tr>
<tr>
<td><strong>CERTIFIED COPIES</strong></td>
</tr>
<tr>
<td>Records filed with Commissioner</td>
</tr>
<tr>
<td><strong>CHICAGO STOCK EXCHANGE</strong></td>
</tr>
<tr>
<td>Securities fully listed upon, exempt</td>
</tr>
<tr>
<td><strong>CITATION OF ACT</strong></td>
</tr>
<tr>
<td>As “The Securities Act”</td>
</tr>
<tr>
<td><strong>CITY</strong></td>
</tr>
<tr>
<td>Securities issued or guaranteed by, exempt transaction involving</td>
</tr>
<tr>
<td><strong>CIVIL LIABILITY</strong></td>
</tr>
<tr>
<td>See also DAMAGES, ENFORCEMENT, RECOVERY, REMEDIES, and RESCISSION</td>
</tr>
<tr>
<td>Aiders</td>
</tr>
<tr>
<td>Buyers</td>
</tr>
<tr>
<td>Civil penalties</td>
</tr>
<tr>
<td>Conformity with rules, defense</td>
</tr>
<tr>
<td>Control persons</td>
</tr>
</tbody>
</table>
Generally ................................................................. 33
Immunity in situations involving suspected financial exploitation of vulnerable adult......................... 45K, 45L
Investment advisers and investment adviser representatives .............................................................. 33-1A
Issuers ........................................................................... 33A, 33C
Limitations, small business issuances ................................................................................................. 33N
Limitations, statute of ......................................................................................................................... 33H, 33-1D
Sellers .............................................................................. 33A
Survivability of action ....................................................... 33G

CIVIL PENALTIES
See also ENFORCEMENT, RECOVERY, and REMEDIES
Penalties to be assessed ......................................................... 32C
Power of Attorney General to seek ......................................................... 32C

COLLATERAL TRUST CERTIFICATE
As a security ........................................................................ 4A

COMMERCIAL PAPER
As a security ........................................................................ 4A
Short term paper exempt ......................................................... 6H

COMMISSIONER
See SECURITIES COMMISSIONER

COMMISSIONS
Amount
Maximum allowed for marketing securities ...................................................................................... 9B
Shown in securities registration application ...................................................................................... 7A, 7C
Bearing on exemptions ....................................................................................................................... 5G(1), 5E, 5F, 5G, 5K, 5N, 5P, 5U
Collection of, actions for ................................................................................................................. 34
Proof of compliance with Act, prerequisite to collection of .................................................................. 34
Standby commissions ......................................................................................................................... 5E
Unconscionable commission fraudulent ............................................................................................ 4F

COMMUNITY DEVELOPMENT FINANCIAL INSTITUTION
As intrastate crowdfunding portal ................................................................................................. 44

COMPANY
Defined ............................................................................. 4B

COMPENSATION PLAN OR CONTRACT
Securities sold or distributed under, exempt transactions involving ................................................... 51(b)

COMPLAINT
Information maintained on ............................................................................................................... 2-6
Sign informing customers where to direct .......................................................................................... 2L
Updates on status ............................................................................................................................. 2-6

CONFIDENTIAL INFORMATION
See also DOCUMENTS, BOOKS, AND RECORDS, OPEN RECORDS LAW, and RECORDS
Action on official bond for disclosure of ............................................................................................ 28A
Disclosure to
Governmental or regulatory authorities, or association of receive urs ......................................................... 28
Inspection information is .................................................................................................................. 13-1E
Investigative records as .................................................................................................................... 14C, 28A
Registration-related and other materials as ...................................................................................... 28B

CONFLICT OF INTEREST
State Securities Board members and employees .............................................................................. 2-1

CONSENT TO SERVICE OF PROCESS
See also NOTICE, PROCESS, and SERVICE
By foreign (nonresident)
Dealers ......................................................................................... 8, 15
Federal covered investment adviser ................................................................................................. 8, 12-1B
**CONSTRUCTION OF ACT**  
See also ACT, INTERPRETATION, and WORDS

<table>
<thead>
<tr>
<th>Definitions</th>
<th>4</th>
</tr>
</thead>
<tbody>
<tr>
<td>Not exclusive</td>
<td>4L</td>
</tr>
<tr>
<td>Means of enforcement nonexclusive</td>
<td>3-1</td>
</tr>
<tr>
<td>Partial invalidity, effect of</td>
<td>38</td>
</tr>
<tr>
<td>Purposes</td>
<td>10-1</td>
</tr>
<tr>
<td>Rules interpreting Act</td>
<td>28-1</td>
</tr>
<tr>
<td>Saving of existing remedies</td>
<td>31, 33M, 33-1F</td>
</tr>
<tr>
<td>Severability of provisions</td>
<td>38</td>
</tr>
</tbody>
</table>

**CONTROL PERSONS**  
See AIDING

**COOPERATIVES**  
Securities issued by, exempt transaction involving | 5N |

**COORDINATION**  
See also REGISTRATION, SECURITIES

| Fee — See FEES | 7C |
| Registration of securities by | 7C |
| Renewal | 7C |

**COPIES**  
Books and records to be furnished by registered dealers or registered investment advisers

| Inspections | 13-1C |
| Investigations | 28A |
| Certified by Commissioner | 11, 30 |
| Fee for | 35B(3) |
| Of dealer’s or investment adviser’s registration, posting requirement | 21 |
| Records relevant to suspected financial exploitation | 45M |

**CORPORATIONS**  
Articles of incorporation, required with registration application of | 7A, 13G |
| Bylaws, copy of required with registration application | 7A, 13G |
| Consolidation of, securities issued or sold in connection with, exempt transaction involving | 5G |
| Criminal responsibility of | 29-3 |
| Domestic non-profit, exemption for securities issued by | 6E |
| Merger of, securities issued or sold in connection with, exempt transaction involving | 5G |
| Minutes affecting issue of proposed securities, copy of to accompany registration application | 7A |
| Non-profit, exempt transaction involving | 5K |
| “Person” and “company” include | 4B |
| Service of process, nonresident appointment of Commissioner as agent for | 8 |
| Sworn application for registration | 7A, 13A |
| Type A and B corporation as intrastate crowdfunding portal | 44 |

**COSTS**  
Assessment of hearing fees, expenses, and costs | 28A |
| Of administering and enforcing The Act, paid only from fees | 35A, 35C, 35D |
| Recoverable by Attorney General | 32D |
| Recoverable in civil suit | 33D(6), 33-1B(4) |
| Witness fees | 28A |

**COUNTY**  
Securities issued or guaranteed by, exempt transaction involving. | 5M |
| Venue | 25-1B |
| Actions for receivership | 32A |

**COUNTY ATTORNEY**  
Criminal prosecutions, assistance provided to | 3
Renewal of registration .................................................................................. 19
Registered dealer, defined ............................................................................... 4M
Option, sale by registered dealer, exempt transaction involving ................................................... 5S
Exemptions from registration
By Board rule ..................................................................................................... 12C
By statute ............................................................................................................ 5
Expiration of registration .................................................................................... 19
False statement in filing or proceeding a felony ................................................................. 29E, 29F
Examinations
Administered by securities self-regulatory organizations. ........................................... 13K
Required ........................................................................................................ 13D, 19C
Waiver of requirement. ...................................................................................... 13D
Exemptions from registration
By Board rule ..................................................................................................... 12C
By statute ............................................................................................................ 5
Expiration of registration .................................................................................... 19
False statement in filing or proceeding a felony ................................................................. 29E, 29F
Financial exploitation of vulnerable adult, suspected
Hold on transaction ............................................................................................ 45G
Expiration of hold .............................................................................................. 45H
Extension of hold ............................................................................................... 45I
Immunity from civil or criminal liability ............................................................................... 45J
Internal policies, programs, plans, or procedures ...................................................... 45J
Recovery of ......................................................................................................... 45M
Reports
Time to submit ..................................................................................................... 45C
To Department of Family and Protective Services ................................................... 45C
To other appropriate agencies and entities ........................................................................ 45E
To Securities Commissioner .................................................................................. 45C, 45N
Inspection of registered ....................................................................................... 13-1
Intrastate crowdfunding portal .............................................................................. 44
List of sales, filing of .......................................................................................... 23D
Named in offer of securities .................................................................................... 22F
Option, sale by registered dealer, exempt transaction involving ........................................... 5S
Receivership of ..................................................................................................... 25-1
Records, names and addresses of ............................................................................. 11
Registered dealer, defined .................................................................................... 4M
Registration
Amendments to .................................................................................................. 17
Appeal from Commissioner’s failure or refusal to register ........................................... 24A
Application contents ........................................................................................... 13
Cancellation of agent’s. ....................................................................................... 18
Certificate of ........................................................................................................ 15, 17
Continuing education .......................................................................................... 19D
Denial, suspension, or revocation of .......................................................................... 14
Examination required ........................................................................................... 13D, 19C
Exemption from .................................................................................................. 5, 12C
Expired ............................................................................................................. 19
Inactive status ..................................................................................................... 42A
Multiple capacities ............................................................................................... 42B
Renewal of .......................................................................................................... 19
Required ............................................................................................................ 12A
Revocation or suspension of .................................................................................... 14
Surrender of original certificate on amendment. ...................................................... 17
Temporary .......................................................................................................... 15
Term of .............................................................................................................. 19A
Unlawful use of .................................................................................................... 20
Waiver, examination requirement ........................................................................... 13D
Renewal of registration
<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reprimand</td>
</tr>
<tr>
<td>Revocation of registration</td>
</tr>
<tr>
<td>Effect on registration of agent</td>
</tr>
<tr>
<td>Grounds and procedure for</td>
</tr>
<tr>
<td>Sale without registration prohibited</td>
</tr>
<tr>
<td>Sales to registered dealer, exempt transaction involving</td>
</tr>
<tr>
<td>Sanctions against, grounds for</td>
</tr>
<tr>
<td>Administrative orders</td>
</tr>
<tr>
<td>Court orders or injunctions</td>
</tr>
<tr>
<td>Criminal convictions</td>
</tr>
<tr>
<td>Examinations</td>
</tr>
<tr>
<td>Fraudulent business practices</td>
</tr>
<tr>
<td>Inequitable practices</td>
</tr>
<tr>
<td>Insolvency</td>
</tr>
<tr>
<td>Misrepresentations or failure to furnish information</td>
</tr>
<tr>
<td>Sales through unregistered agent</td>
</tr>
<tr>
<td>Violations of Act, rules, orders, or undertakings</td>
</tr>
<tr>
<td>Secondary market sales by a registered dealer, exempt transaction involving</td>
</tr>
<tr>
<td>Securities registered prior to sale by</td>
</tr>
<tr>
<td>Service of process, nonresident dealers</td>
</tr>
<tr>
<td>Sign informing customers where to direct complaints, display of</td>
</tr>
<tr>
<td>Temporary registration</td>
</tr>
<tr>
<td>Term of registration</td>
</tr>
<tr>
<td>Transactional exemptions</td>
</tr>
<tr>
<td>Unregistered dealer, penalty</td>
</tr>
<tr>
<td>Unsolicited order, exempt transaction involving</td>
</tr>
<tr>
<td>Violation of Act is a felony</td>
</tr>
<tr>
<td>Waiver of examination requirement</td>
</tr>
</tbody>
</table>

**DEFINITIONS**

As a security | 4A |

**DEFINITIONS**

Agent | 4D |
Association | 29-3A |
Authorized small business development entity | 44 |
Broker | 4H |
Company | 4B |
Corporation | 29-3A |
Dealer | 4C |
Department | 45A |
Exploitation | 45A |
Federal covered investment adviser | 4O |
Financial exploitation | 45A |
Fraud | 4F |
Fraudulent practice | 4F |
Generally | 4 |
High managerial agent | 29-3A |
Investment adviser | 4N |
Investment adviser representative | 4P |
Issuer | 4G |
Mortgage | 4I |
No par value | 4K |
Non-par | 4K |
Not exclusive | 4L |
Option | 5S |
Person | 4B |
Price amendment | 7C |
Recognized securities manual | 5O(9)(c) |
Registered dealer | 4M |
Registered investment adviser | 4Q |
Rule and regulation | 28-1A |
Rules defining terms authorized | 28-1B |
Sale, sell, offer for sale | 4E |
Securities professional | 45A |
Security | 4A |
<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Trust ...........................................................................................................</td>
</tr>
<tr>
<td>Vulnerable adult ..........................................................................................</td>
</tr>
</tbody>
</table>

**DEFRAUD**
See FRAUD

**DEPOSITION**
Investigations ................................................................................................. | 28A |

**DEPUTY SECURITIES COMMISSIONER**
Appointment of ............................................................................................... | 2H |
Board delegation of authority to adopt rules, to ........................................ | 28-1D |
Duties .................................................................................................................. | 2H |

**DISCLOSURE**
Confidential information .................................................................................. | 28 |
Non-disclosure, civil liability for ..................................................................... | 33A(2), 33B, 33C(2), 33F, 33-1C |
Non-disclosure, criminal sanction for ............................................................ | 29C |
Prospectus required ............................................................................................ | 9C |
Registration by
  Coordination .................................................................................................... | 7C |
  Notification ....................................................................................................... | 7B |
  Qualification ..................................................................................................... | 7A |

**DISGORGEMENT**
Power of Attorney General to seek .................................................................. | 32B |

**DISTRICT ATTORNEY**
Criminal prosecutions, assistance provided to ................................................. | 3 |
Criminal referrals to ............................................................................................ | 3 |
Failure or refusal to prosecute, Attorney General to act .................................. | 3 |

**DISTRICT COURT**
See also COURTS
Authority to
  Appoint receiver ................................................................................................ | 25-1B, 25-1C |
  Enjoin fraudulent practices .............................................................................. | 32A |
  Order civil penalties ............................................................................................ | 32C |
  Order disgorgement ............................................................................................. | 32B |
  Order restitution .................................................................................................. | 32B |
  Enforcement of Commissioner’s subpoena .................................................... | 28A |

**DIVIDENDS**
Of stock paid from earnings or surplus, exempt transaction involving ............. | 5D |

**DOCUMENTS, BOOKS, AND RECORDS**
See also CONFIDENTIAL INFORMATION, OPEN RECORDS LAW, and RECORDS
Filed with Commissioner are public .................................................................. | 11 |
Subpoena for, by Commissioner ........................................................................ | 28A |
Subpoena for, by court on request of Attorney General
  Injunctive proceeding .......................................................................................... | 32A |
  Receivership proceeding .................................................................................... | 25-1B |

**EMERGENCY CEASE AND DESIST ORDER**
See also CEASE AND DESIST ORDER
Appeal from ......................................................................................................... | 24A |
Civil liability for sale in violation of ................................................................... | 33A(1) |
Hearing request ................................................................................................... | 23-2C |
Issuance of .......................................................................................................... | 23-2A, 23-2B |
Notice of sent to last known address .................................................................. | 23-2B |
Violation of, a felony ........................................................................................... | 29D |

**EMPLOYEE BENEFIT PLAN**
See COMPENSATION PLAN OR CONTRACT
## ENFORCEMENT

See also **CIVIL LIABILITY, CIVIL PENALTIES, PROCEDURE, RECOVERY, and REMEDIES**

- Access to state agency records ................................................................. 28A
- Administrative penalties ........................................................................ 23-1B
- Administrative sanctions ................................................................. 14
- Assistance to prosecutors ...................................................................... 3
- Cease and desist orders ....................................................................... 23A, 23B
- Cease publication orders ..................................................................... 23C
- Civil penalties ..................................................................................... 32C
- Disgorgement for victim of fraud ......................................................... 32B
- Duty of Commissioner and Attorney General ..................................... 3
- Emergency cease and desist orders ..................................................... 23-2
- Enhancement of conviction .................................................................. 29J
- Fees to cover costs of ......................................................................... 35A
- Fines ................................................................................................. 23-1
- Foreign country judgment .................................................................... 33-2
- Injunctions .......................................................................................... 32A
- Inspections .......................................................................................... 13-1
- Investigations .................................................................................... 28A, 28C
- Means of, nonexclusive ...................................................................... 3-1
- Penal provisions .................................................................................. 29
- Receiverships ....................................................................................... 25-1
- Restitution for victim of fraud ............................................................. 32B
- Unregistered securities, sales of ......................................................... 35-1, 35-2

### EQUIPMENT TRUST CERTIFICATE

As a security ......................................................................................... 4A

### ESCROW

- Of funds for rescission offer ................................................................ 33I(2), 33I(2)
- Of securities ........................................................................................ 9A

### EVIDENCE OF INDEBTEDNESS

As a security ......................................................................................... 4A
- Exemptions involving ......................................................................... 6F, 6I, 6J

### EVIDENCE OF REGISTRATION

- Agents and investment adviser representatives .................................. 18

### EXAMINATION

- Analysis of performance on ................................................................. 13F
- Dealer, agent, investment adviser, and investment adviser representative registration, required for ................................................................. 13D
- Examinations by securities self-regulatory organizations ...................... 13K
- Fee for Texas Securities Law Examination .......................................... 35B(5)
- Notification of results ......................................................................... 13E, 13F
- Reexamination, when required ............................................................ 19C
- Waiver of requirement for .................................................................. 13D

### EXEMPT SECURITIES

See also **APPLICATION FOR REGISTRATION OF SECURITIES, EXEMPT TRANSACTIONS, LIMITED OFFERING EXEMPTION, PERMIT, SALES, and SECURITIES**

- Burden of proof of exemption on party claiming ................................... 37
- Commercial paper ................................................................................ 6H
- Evidence of indebtedness .................................................................... 6J
- Benevolent, charitable, and religious corporation ................................. 6J
- Guaranteed by company whose securities are listed ............................ 6F
- Secured by deposit of securities of governmental entity ....................... 6I
- Secured by deposit of securities of regulated public service utility ........ 6I
- Generally ............................................................................................ 6
- Guaranteed by Company whose securities are listed ............................ 6F
- Regulated public service utility ............................................................ 6D
- Issued by regulated public service utility ............................................ 6D
- Listed on a recognized stock exchange, designated on NASDAQ national market system ............................................................. 6F
- Listed securities, senior to or on a parity with ..................................... 6F

---

Section 48
EXEMPT TRANSACTIONS

See also APPLICATION FOR REGISTRATION OF SECURITIES, EXEMPT SECURITIES, LIMITED OFFERING EXEMPTION, PERMIT, SALES, and SECURITIES

Burden of proof of exemption on party claiming .......................................................... 37
Change in par value ................................................. 5G(b)
Charitable organizations ........................................... 5K, 5U
Compensation plans or contracts ........................................... 5I(b)
Consolidations, corporate ........................................... 5I(a)
Direct obligation of
  Governmental agency ........................................... 5M
Regulated bank ......................................................... 5L
Exchange of shares ................................................... 5G(b)
Guaranteed or issued by
  Governmental agency ........................................... 5M
Regulated bank ......................................................... 5L
Institutional purchasers ............................................ 5H
Insurance company investments ................................ 5C(2)
Isolated sales .......................................................... 5C(1)
Mergers, corporate .................................................... 5G(a)
Mortgages ............................................................... 5J
Non-public offerings .................................................. 5I, 5Q
Oil, gas or mining interests ........................................ 5Q
Options ................................................................. 5S
Other exemptions, Board authority to prescribe or define ........................................ 5T
Personal holdings ...................................................... 5C
Religious organizations ............................................. 5K, 5U
Reorganization .......................................................... 5F
Sales by
  Administrators ....................................................... 5A
  Bankruptcy receivers or trustees ................................ 5A
  Banks ................................................................. 5L
  Benevolent organizations ........................................ 5K
  Charitable organizations ......................................... 5K
  Cities ................................................................. 5M
  Cooperatives ......................................................... 5N
  Corporation, of assets ............................................. 5G(a)
  Counties ............................................................. 5M
  Educational organizations ....................................... 5K
  Executors ............................................................ 5A
  Farmers’ cooperatives ............................................ 5N
  Fraternal organizations .......................................... 5K
  Governmental agency or instrumentality ................ 5M
  Guardians .......................................................... 5K
  Insurance companies ............................................ 5C
Issuers
  Of securities issued or guaranteed by a government agency or instrumentality ............ 5M
  Of securities issued or guaranteed by financial institutions .................................. 5L
  When no public solicitation .................................................................................. 5I
  When sale would be exempt if sold by registered dealer under Section 6 .................... 5R
  When sold to existing security holders .................................................................... 5E
Mortgages ........................................................................... 5B
Municipalities ............................................................ 5M
Mutual loan corporations ............................................ 5N
Pledge holders .......................................................... 5B
Political subdivisions .................................................. 5M
  District or authority ............................................... 5M
Reform organizations .................................................. 5K
Registered dealer
  Of options ................................................................ 5S
  Of outstanding securities ........................................ 5O
  Of securities issued or guaranteed by a government agency or instrumentality ............ 5M
Section

- Of securities issued or guaranteed by financial institutions .......................................................... 5L
- Unsolicited ........................................................................................................................................ 5P
- Religious organizations .................................................................................................................. 5K
- Savings and loan associations ........................................................................................................ 5L
- States ................................................................................................................................................ 5M
- United States ...................................................................................................................................... 5M

Sales to
- Banks .............................................................................................................................................. 5H
- Building and loan associations ........................................................................................................ 5H
- Charitable organizations .................................................................................................................. 5H
- Dealers, registered ............................................................................................................................ 5H
- Existing security holders .................................................................................................................. 5H
- Institutional investors ..................................................................................................................... 5H
- Insurance companies ...................................................................................................................... 5H
- Investment companies .................................................................................................................... 5H
- Not more than 15 persons within 12 months without advertisement or public solicitation .......... 5I(c)
- Not more than 35 persons within 12 months without advertisement or public solicitation .......... 5Q
- Not more than 35 security holders without advertisement or public solicitation ...................... 5I(a)
- Registered dealers .......................................................................................................................... 5H
- Savings institutions .......................................................................................................................... 5H
- Small business investment companies ............................................................................................ 5H
- Surety or guaranty companies ......................................................................................................... 5H
- Trust companies .............................................................................................................................. 5H
- Secondary sales by registered dealer .............................................................................................. 5O
- Stock dividend .................................................................................................................................. 5D
- Stock split .......................................................................................................................................... 5D
- Unsolicited order for purchase of securities .................................................................................... 5P

EXPENSES OF MARKETING
Limits .................................................................................................................................................. 9B

EXPLOITATION
See FINANCIAL EXPLOITATION OF VULNERABLE ADULT

FAIR, JUST AND EQUITABLE
- Cease and desist order, if sale would not be ................................................................................... 23A
- Consideration by promoters must be ............................................................................................. 10A
- Expenses of marketing securities, amount must be ...................................................................... 9B
- Plan of business must be .................................................................................................................. 7A, 7C, 10A
- Registration requirement .................................................................................................................. 7A, 7C, 10A

FARMERS’ COOPERATIVES
- Securities issued by, exempt transaction involving ................................................................. 5N

FEDERAL COVERED INVESTMENT ADVISER
See also INVESTMENT ADVISER
- Authorization ...................................................................................................................................... 12-1B
- Defined .............................................................................................................................................. 4O
- Exemptions, effect on notice filing .................................................................................................. 12-1A
- Fees — see FEES
- Notice filing ....................................................................................................................................... 8, 12-1B
- Consent to service of process, if applicable ...................................................................................... 12-1B
- Form prescribed by Commissioner .................................................................................................. 12-1B
- Renewal of ...................................................................................................................................... 12-1C
- Term of .......................................................................................................................................... 12-1C
- When effective ................................................................................................................................. 12-1C
- Rulemaking affecting ....................................................................................................................... 12-1B

FEDERAL COVERED INVESTMENT ADVISER REPRESENTATIVE
See FEDERAL COVERED INVESTMENT ADVISER

FEDERAL SECURITIES ACT
- Application to advertising in Texas ................................................................................................. 22A(4)
- Coordination with this Act .............................................................................................................. 10-1
- Prospectus disclosure sufficient if also filed with SEC. ................................................................ 9C
FEES
Agent, officer, or investment adviser representative registrations .......................... 19C, 35A(4), 42
Amendments to agent or investment adviser representative evidence of registration .................................................................................. 35B(1)
Amendments to dealer or investment adviser registration certificate ................. 35B(1)
Board authority to establish .................................................................................. 35A, 35C
Certified copies ...................................................................................................... 35B(3)
Dealer registration ................................................................................................. 19C, 35A(2), 42
Deposit to general revenue fund .......................................................................... 36
Duplicate certificate of registration ....................................................................... 35B(1)
Excess securities sales ............................................................................................ 35-1
Federal covered investment adviser, notice filing .................................................. 12-1B, 35A(2)
Federal covered investment adviser representative, notice filing ....................... 12-1B, 35A(4)
Inactive status ...................................................................................................... 42A
Interpretation of Act or rule by General Counsel ................................................... 35B(8)
Investment adviser registration ............................................................................. 19C, 35A(2), 42
Investment adviser representative registration ................................................... 19C, 35A(4), 42
Limited offering
Notice ...................................................................................................................... 35B(7)
Sales in excess of that authorized ......................................................................... 35-1B
Multiple capacities .................................................................................................. 42B
Officer registration .................................................................................................... 19C, 35A(4), 42
Reduced fees, authority of Board to adopt ............................................................ 42
Registration of securities
By coordination ...................................................................................................... 35B(2)
By notification ...................................................................................................... 35B(2)
By qualification ..................................................................................................... 35B(2)
Examination of original or amended application .................................................. 35B(2)
Filing of original, amended, or renewal application .............................................. 35A(1)
Renewals of .......................................................................................................... 7B, 7C, 35A(1)
Renewal of
Agent, officer, or investment adviser representative registration ....................... 19C, 35A(5), 42
Dealer or investment adviser registration .............................................................. 19C, 35A(3), 42
Federal covered investment adviser notice filing ............................................... 12-1C, 35A(3), 42
Federal covered investment adviser representative notice filing ...................... 12-1C, 35A(5), 42
Secondary trading notices .................................................................................... 35B(6)
Securities law examination request ...................................................................... 35B(5)
Small business, reduced fees to accommodate ..................................................... 42B
Stock exchange approval .................................................................................... 35B(4)
Subpoena, serving of .............................................................................................. 28A
Sufficient to cover costs of administering The Act ................................................ 35A, 35C, 35D
Texas Securities Law Examination, request to take ........................................... 35B(5)
Unregistered securities sales .................................................................................. 35-2
Witnesses ............................................................................................................ 28A

FELONY
Aggregation of amounts involved in securities fraud ........................................... 29-2
Conviction as grounds for administrative sanction ............................................. 14A
Enhancement of conviction .................................................................................... 29J
Violation of Act ..................................................................................................... 29

FINANCIAL EXPLOITATION OF VULNERABLE ADULT
Dealer
Internal policies, programs, plans, or procedures .............................................. 45E
Records access ...................................................................................................... 45M
Definitions
Exploitation .......................................................................................................... 45A
Financial exploitation ............................................................................................ 45A
Securities professional .......................................................................................... 45A
Vulnerable adult .................................................................................................... 45A
Hold on transaction ............................................................................................... 45G
Expiration of ......................................................................................................... 45H
Extension of ......................................................................................................... 45I
<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Immunity from civil or criminal liability</td>
</tr>
<tr>
<td>Internal policies, programs, plans, or procedures</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
</tr>
<tr>
<td>Unless bad faith or malicious purpose</td>
</tr>
<tr>
<td>Internal policies, programs, plans, or procedures</td>
</tr>
<tr>
<td>Investment adviser</td>
</tr>
<tr>
<td>Internal policies, programs, plans, or procedures</td>
</tr>
<tr>
<td>Records access</td>
</tr>
<tr>
<td>Notification</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
</tr>
<tr>
<td>Unless bad faith or malicious purpose</td>
</tr>
<tr>
<td>To dealer</td>
</tr>
<tr>
<td>To investment adviser</td>
</tr>
<tr>
<td>To third parties</td>
</tr>
<tr>
<td>Person serving in a legal capacity for a dealer or investment adviser</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
</tr>
<tr>
<td>Notification to dealer or investment adviser</td>
</tr>
<tr>
<td>Report</td>
</tr>
<tr>
<td>Content and form</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
</tr>
<tr>
<td>Unless bad faith or malicious purpose</td>
</tr>
<tr>
<td>Time to submit</td>
</tr>
<tr>
<td>To Department of Family and Protective Services</td>
</tr>
<tr>
<td>To other appropriate agencies and entities</td>
</tr>
<tr>
<td>To Securities Commissioner</td>
</tr>
</tbody>
</table>

FINANCIAL INSTITUTIONS

Sale to, exempt transaction involving | 5H |
Securities of, exempt transaction involving | 5L |

FINANCIAL STATEMENTS

Application for registration of securities |
Audited, required for |
Registration by notification | 7B |
Registration by qualification, unless small business issuer | 7A |
Detailed income statement required | 7A, 7B |
Fiscal year ending more than 90 days before | 7D |
Renewal application, detailed balance sheet to accompany | 10B |
Recission offer | 33I(1), 33J(1) |
Reviewed, if small business issuer | 7A |

FINES

Administrative | 23-1 |
Civil penalties | 32C |
Conformity with rules, defense | 28-1E |
Criminal | 29 |

FOREIGN COUNTRY JUDGMENT

Enforcement | 33-2 |
Remedies | 33-2 |

FOREIGN (NONRESIDENT) APPLICANTS

Special requirements | 8, 13G, 13I |

FRAUD

Administrative fines | 23-1A |
Administrative sanctions | 14A(3) |
Aggregation of amounts | 29-2 |
Appointment of receiver when | 25-1A |
Cease and desist order | 23A, 23B |
Civil penalties | 32C |
Consideration in review of dealer or investment adviser application | 13B |
Control persons and aiders, civil liability | 33F |
Criminal penalties | 29C |
Defined | 4F |
Disgorgement for victim of | 32B |
<table>
<thead>
<tr>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Emergency cease and desist order</td>
</tr>
<tr>
<td>Enhancement</td>
</tr>
<tr>
<td>Equitable relief for victim of</td>
</tr>
<tr>
<td>Injunction</td>
</tr>
<tr>
<td>Investor education, emphasis on prevention and detection of</td>
</tr>
<tr>
<td>Issuer not to work a</td>
</tr>
<tr>
<td>Penal provisions</td>
</tr>
<tr>
<td>Purchaser’s civil action for</td>
</tr>
<tr>
<td>Receivership</td>
</tr>
<tr>
<td>Registration of dealer, agent, investment adviser, or investment adviser representative may be revoked, denied, or suspended for</td>
</tr>
<tr>
<td>Restitution for victim of</td>
</tr>
<tr>
<td>Secondary trading exemption revoked for</td>
</tr>
<tr>
<td>Seller’s civil action for</td>
</tr>
<tr>
<td>Unconscionable sales charges or commissions</td>
</tr>
<tr>
<td>FRAUDULENT PRACTICE</td>
</tr>
<tr>
<td>See DEFINITIONS</td>
</tr>
<tr>
<td>GENERAL COUNSEL</td>
</tr>
<tr>
<td>Fee for interpretation of Act or rule by</td>
</tr>
<tr>
<td>Lobbyist, not to serve as</td>
</tr>
<tr>
<td>GOVERNOR OF THE STATE OF TEXAS</td>
</tr>
<tr>
<td>Annual report by Board to</td>
</tr>
<tr>
<td>Appointment of State Securities Board members by</td>
</tr>
<tr>
<td>Designation by, presiding officer of the Board</td>
</tr>
<tr>
<td>GRAND JURIES</td>
</tr>
<tr>
<td>Attorney General, authority to appear and interrogate witnesses before</td>
</tr>
<tr>
<td>GUARANTEE</td>
</tr>
<tr>
<td>Of evidences of indebtedness by companies whose securities are listed</td>
</tr>
<tr>
<td>Of options</td>
</tr>
<tr>
<td>Of securities by</td>
</tr>
<tr>
<td>Financial institutions, exempt transaction involving</td>
</tr>
<tr>
<td>Governmental entity, exempt transaction involving</td>
</tr>
<tr>
<td>Regulated public service utilities</td>
</tr>
<tr>
<td>HEARINGS</td>
</tr>
<tr>
<td>Administrative fine, assessment of</td>
</tr>
<tr>
<td>Adoption of rules</td>
</tr>
<tr>
<td>Application for injunction</td>
</tr>
<tr>
<td>Appointment of receiver</td>
</tr>
<tr>
<td>Before the Board</td>
</tr>
<tr>
<td>Hearings officer</td>
</tr>
<tr>
<td>Burden of proof of exemption on party claiming</td>
</tr>
<tr>
<td>Denial of registration</td>
</tr>
<tr>
<td>Exchanges, approval of</td>
</tr>
<tr>
<td>Fees, expenses, and costs of</td>
</tr>
<tr>
<td>Record of proceedings</td>
</tr>
<tr>
<td>Refusal to register dealer, investment adviser, investment adviser representative, or agent</td>
</tr>
<tr>
<td>Request for</td>
</tr>
<tr>
<td>Revocation of</td>
</tr>
<tr>
<td>Approval of securities manuals</td>
</tr>
<tr>
<td>Exchanges, approval of</td>
</tr>
<tr>
<td>Registration of dealer, agent, investment adviser, or investment adviser representative</td>
</tr>
<tr>
<td>Registration of securities</td>
</tr>
<tr>
<td>Secondary trading exemption</td>
</tr>
<tr>
<td>Rules</td>
</tr>
<tr>
<td>Securities manuals, approval of</td>
</tr>
<tr>
<td>Substantial evidence appeal</td>
</tr>
<tr>
<td>Suspension of</td>
</tr>
<tr>
<td>Exchanges and trading systems</td>
</tr>
</tbody>
</table>
INVESTIGATIONS

By a authorized small business development entity .................................................. 44

INVESTIGATIONS

By authorized small business development entity .................................................. 44

INSTRUMENTS

Evidencing a security ....................................................................................... 4A

INSPECTIONS

Access to place of business and records ........................................................... 13-1B, 13-1C

INSPECTIONS

Authority for ................................................................................................. 13-1A

INSPECTIONS

Copies of records ............................................................................................. 13-1C, 13-1D

INSPECTIONS

Dealers, registered ............................................................................................ 13-1

INSPECTIONS

Information relating to is confidential ............................................................... 13-1E

INSPECTIONS

Investment advisers, registered ......................................................................... 13-1

INSPECTIONS

Purposes of ........................................................................................................ 13-1A

INJUNCTION

Availability of secondary trading exemption affected by ........................................ 5O

INJUNCTION

Generally .............................................................................................................. 32A

INTERPRETATION

See also ACT, CONSTRUCTION OF ACT, and WORDS

By General Counsel ....................................................................................... 35B(8)

INTERPRETATION

Definitions not exclusive ................................................................................. 4L

INTERPRETATION

Rules interpreting Act ...................................................................................... 28-1

INTERPRETATION

Saving of existing remedies ............................................................................ 31, 33M, 33-1F

INTERPRETATION

Severability of provisions ............................................................................... 38

INTERJETEDNESS

Unregistered securities, sales of ......................................................................... 35-2

INDEBTEDNESS

Registration of dealer, agent, investment adviser, or investment adviser representative ........................................ 14B

INDEBTEDNESS

Unregistered securities, sales of ......................................................................... 35-2

INDICTMENT

Exemption, unnecessary to negative .................................................................. 37

INDICTMENT

Limitation on action for securities fraud ............................................................ 29-1

INJUNCTION

Availability of secondary trading exemption affected by ........................................ 5O

INJUNCTION

Generally .............................................................................................................. 32A

INTERPRETATION

See also BOARD OF INSURANCE COMMISSIONERS and TEXAS DEPARTMENT OF INSURANCE

Board of Insurance Commissioners. ...................................................................... 30, 39

INTERPRETATION

Insurance products, when excluded from definition of security ......................... 4A

INTERPRETATION

Insurance Securities Act repealed ..................................................................... 39

INTERPRETATION

Sales of securities owned by insurance companies, exempt transaction involving ........................................ 5C(2)

INTERPRETATION

Sales of securities to insurance companies, exempt transaction involving .......... 5H

INTEREST

At legal rate of, for rescission ........................................................................... 33D

INTERSTATE CROWDFUNDING PORTAL

By authorized small business development entity .................................................. 44
## INVESTMENT ADVISER

### See also:
- APPLICATION FOR REGISTRATION AS INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE, FEDERAL COVERED INVESTMENT ADVISER, INVESTMENT ADVISER REPRESENTATIVE, NOTICE FILING, REGISTERED INVESTMENT ADVISER, and REGISTRATION, INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE

<table>
<thead>
<tr>
<th>Topic</th>
<th>Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Advertising, use of registration in, unlawful</td>
<td>20</td>
</tr>
<tr>
<td>Appeal from Commissioner’s failure or refusal to register</td>
<td>24A</td>
</tr>
<tr>
<td>Application for registration, requisites</td>
<td></td>
</tr>
<tr>
<td>Additional information</td>
<td>13B</td>
</tr>
<tr>
<td>Corporations, foreign</td>
<td>13G</td>
</tr>
<tr>
<td>Evidence of good repute</td>
<td>13C</td>
</tr>
<tr>
<td>Examination</td>
<td>13D, 19C</td>
</tr>
<tr>
<td>Foreign (nonresident) applicants</td>
<td>8, 13G, 13I</td>
</tr>
<tr>
<td>Generally</td>
<td>13</td>
</tr>
<tr>
<td>Information required</td>
<td>13A</td>
</tr>
<tr>
<td>Limited partnerships</td>
<td>13H</td>
</tr>
<tr>
<td>Cancellation of investment adviser representative’s registration</td>
<td>18</td>
</tr>
<tr>
<td>Cease and desist order</td>
<td>24A</td>
</tr>
<tr>
<td>Emergency order</td>
<td>23-2</td>
</tr>
<tr>
<td>Fraudulent or unauthorized conduct prohibited</td>
<td>23B</td>
</tr>
<tr>
<td>Certificate of registration</td>
<td></td>
</tr>
<tr>
<td>Display of</td>
<td>21</td>
</tr>
<tr>
<td>Form</td>
<td>17</td>
</tr>
<tr>
<td>Issuance</td>
<td>15</td>
</tr>
<tr>
<td>Surrender of</td>
<td>17</td>
</tr>
<tr>
<td>Unlawful use of</td>
<td>20</td>
</tr>
<tr>
<td>Changes in personnel, report to Commissioner</td>
<td>17</td>
</tr>
<tr>
<td>Civil liability of</td>
<td>33-1A</td>
</tr>
<tr>
<td>Collection of compensation for services, actions for</td>
<td>34</td>
</tr>
<tr>
<td>Defined</td>
<td>4N</td>
</tr>
<tr>
<td>Examinations</td>
<td></td>
</tr>
<tr>
<td>Administered by securities self-regulatory organizations</td>
<td>13K</td>
</tr>
<tr>
<td>Required</td>
<td>13D, 19C</td>
</tr>
<tr>
<td>Waiver of requirement</td>
<td>13D</td>
</tr>
<tr>
<td>Exemption from registration</td>
<td>12C</td>
</tr>
<tr>
<td>Expiration of registration</td>
<td>19</td>
</tr>
<tr>
<td>False statement in filing or proceeding a felony</td>
<td>29E, 29F</td>
</tr>
<tr>
<td>Fee for registration as — See FEES</td>
<td></td>
</tr>
<tr>
<td>Financial exploitation of vulnerable adults, suspected</td>
<td></td>
</tr>
<tr>
<td>Hold on transaction</td>
<td>45G</td>
</tr>
<tr>
<td>Expiration of</td>
<td>45H</td>
</tr>
<tr>
<td>Extension of</td>
<td>45I</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
<td>45L</td>
</tr>
<tr>
<td>Internal policies, programs, plans, or procedures</td>
<td>45J</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
<td>45K, 45L</td>
</tr>
<tr>
<td>Unless bad faith or malicious purpose</td>
<td>45K</td>
</tr>
<tr>
<td>Internal policies, programs, plans, or procedures</td>
<td>45E, 45J</td>
</tr>
<tr>
<td>Notification to third parties</td>
<td>45F</td>
</tr>
<tr>
<td>Records access</td>
<td>45M</td>
</tr>
<tr>
<td>Reports</td>
<td></td>
</tr>
<tr>
<td>Time to submit</td>
<td>45C</td>
</tr>
<tr>
<td>To Department of Family and Protective Services</td>
<td>45D</td>
</tr>
<tr>
<td>To other appropriate agencies and entities</td>
<td>45E</td>
</tr>
<tr>
<td>To Securities Commissioner</td>
<td>45C, 45N</td>
</tr>
<tr>
<td>Inspection of registered</td>
<td>13-1</td>
</tr>
<tr>
<td>Receivership of</td>
<td>25-1</td>
</tr>
<tr>
<td>Records, names and addresses of</td>
<td>11</td>
</tr>
<tr>
<td>Registered investment adviser, defined</td>
<td>4Q</td>
</tr>
<tr>
<td>Registration</td>
<td></td>
</tr>
<tr>
<td>Amendments to</td>
<td>17</td>
</tr>
<tr>
<td>Appeal from Commissioner’s failure or refusal to register</td>
<td>24A</td>
</tr>
<tr>
<td>Application contents</td>
<td>13</td>
</tr>
<tr>
<td>Cancellation of investment adviser representative’s</td>
<td>18</td>
</tr>
<tr>
<td>Certificate of</td>
<td>15, 17</td>
</tr>
<tr>
<td>Continuing education</td>
<td>19D</td>
</tr>
<tr>
<td>Section</td>
<td>Page</td>
</tr>
<tr>
<td>------------------------------------------------------------------------</td>
<td>------</td>
</tr>
<tr>
<td>Denial, suspension, or revocation of</td>
<td>14</td>
</tr>
<tr>
<td>Examination required</td>
<td>13D, 19C</td>
</tr>
<tr>
<td>Exemption from</td>
<td>12C</td>
</tr>
<tr>
<td>Expired</td>
<td>19</td>
</tr>
<tr>
<td>Inactive status</td>
<td>42A</td>
</tr>
<tr>
<td>Multiple capacities</td>
<td>42B</td>
</tr>
<tr>
<td>Renewal of</td>
<td>19</td>
</tr>
<tr>
<td>Required</td>
<td>12B</td>
</tr>
<tr>
<td>Revocation or suspension of</td>
<td>14</td>
</tr>
<tr>
<td>Surrender of original certificate on amendment.</td>
<td>19A</td>
</tr>
<tr>
<td>Temporary</td>
<td>15</td>
</tr>
<tr>
<td>Term of</td>
<td>15</td>
</tr>
<tr>
<td>Unlawful use of</td>
<td>20</td>
</tr>
<tr>
<td>Waiver, examination requirement</td>
<td>13D</td>
</tr>
<tr>
<td>Rendering services without registration prohibited</td>
<td>12B</td>
</tr>
<tr>
<td>Renewal of registration</td>
<td>19</td>
</tr>
<tr>
<td>Reprand</td>
<td>14A</td>
</tr>
<tr>
<td>Revocation of registration</td>
<td>25</td>
</tr>
<tr>
<td>Effect on registration of investment adviser representative</td>
<td>14</td>
</tr>
<tr>
<td>Grounds and procedure for</td>
<td>14</td>
</tr>
<tr>
<td>Sanctions against, grounds for</td>
<td>14</td>
</tr>
<tr>
<td>Administrative orders</td>
<td>14A(9)</td>
</tr>
<tr>
<td>Court orders or injunctions</td>
<td>14A(10)</td>
</tr>
<tr>
<td>Criminal convictions</td>
<td>14A(2)</td>
</tr>
<tr>
<td>Examinations</td>
<td>14A(8)</td>
</tr>
<tr>
<td>Fraudulent business practices</td>
<td>14A(3)</td>
</tr>
<tr>
<td>Inequitable practices</td>
<td>14A(3)</td>
</tr>
<tr>
<td>Insolvency</td>
<td>14A(4)</td>
</tr>
<tr>
<td>Misrepresentations or failure to furnish information</td>
<td>14A(4)</td>
</tr>
<tr>
<td>Services through unregistered investment adviser representative</td>
<td>14A(5)</td>
</tr>
<tr>
<td>Violation of Act, rules, orders, or undertakings</td>
<td>14A(6), 14A(11)</td>
</tr>
<tr>
<td>Service of process, nonresident</td>
<td>8</td>
</tr>
<tr>
<td>Sign informing customers where to direct complaints, display of</td>
<td>2L</td>
</tr>
<tr>
<td>Temporary registration</td>
<td>15</td>
</tr>
<tr>
<td>Term of registration</td>
<td>19A</td>
</tr>
<tr>
<td>Unregistered investment adviser penalty</td>
<td>29I</td>
</tr>
<tr>
<td>Violation of Act is a felony</td>
<td>29</td>
</tr>
<tr>
<td>Waiver of examination requirement</td>
<td>13D</td>
</tr>
</tbody>
</table>

**INVESTMENT ADVISER REPRESENTATIVE**

See also APPLICATION FOR REGISTRATION AS INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE, FEDERAL COVERED INVESTMENT ADVISER, INVESTMENT ADVISER, NOTICE FILING, and REGISTRATION, INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE

<table>
<thead>
<tr>
<th>Section</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Advertising, use of registration in, unlawful</td>
<td>20</td>
</tr>
<tr>
<td>Appeal from Commissioner's failure or refusal to register</td>
<td>24A</td>
</tr>
<tr>
<td>Application for registration</td>
<td>18</td>
</tr>
<tr>
<td>Denial of</td>
<td>14A</td>
</tr>
<tr>
<td>Cancellation of registration by investment adviser</td>
<td>18</td>
</tr>
<tr>
<td>Cease and desist order, fraudulent or unauthorized conduct</td>
<td>23B</td>
</tr>
<tr>
<td>Civil liability of</td>
<td>33-1A</td>
</tr>
<tr>
<td>Collection of compensation for services, actions for</td>
<td>34</td>
</tr>
<tr>
<td>Defined</td>
<td>4P</td>
</tr>
<tr>
<td>Evidence of registration</td>
<td>18</td>
</tr>
<tr>
<td>Examination</td>
<td>13K</td>
</tr>
<tr>
<td>Administered by securities self-regulatory organizations</td>
<td>13K</td>
</tr>
<tr>
<td>Required</td>
<td>13D, 19C</td>
</tr>
<tr>
<td>Waiver of</td>
<td>13D</td>
</tr>
<tr>
<td>Exemption from registration</td>
<td>12C</td>
</tr>
<tr>
<td>False statement in filing or proceeding a felony</td>
<td>29E, 29F</td>
</tr>
<tr>
<td>Fees, registration — See FEES</td>
<td></td>
</tr>
<tr>
<td>Notification to investment adviser of suspected financial exploitation of vulnerable adult</td>
<td>45B</td>
</tr>
<tr>
<td>Immunity from civil or criminal liability</td>
<td>45K</td>
</tr>
<tr>
<td>Unless bad faith or malicious purpose</td>
<td>45K</td>
</tr>
<tr>
<td>Receivership of</td>
<td>25-1</td>
</tr>
<tr>
<td>Records, names and addresses of</td>
<td>11</td>
</tr>
</tbody>
</table>
### Registration
- Appeal from Commissioner’s failure or refusal .................................................. 24A
- Application for ................................................................................................. 18
- Cancellation of by investment adviser ............................................................. 18
- Continuing education ...................................................................................... 19D
- Denial, suspension, or revocation of ................................................................. 14
- Evidence of ...................................................................................................... 18
- Examination required ...................................................................................... 13D, 19C
- Exemption from ............................................................................................... 12C
- Expired ............................................................................................................. 19
- Inactive status .................................................................................................. 42A
- Multiple capacities ........................................................................................... 42B
- Renewal of ........................................................................................................ 19
- Required .......................................................................................................... 12B
- Revoked by revocation of investment adviser’s registration ............................ 25
- Term of ............................................................................................................. 19A
- Unlawful use of ................................................................................................. 20
- Waiver, examination requirement .................................................................. 13D

Rendering services for investment adviser not registered to represent ........... 14A(5)
Rendering services without registration prohibited ........................................... 12B
Sanctions against, grounds for .......................................................................... 14
- Administrative orders ...................................................................................... 14A(9)
- Court orders or injunctions .............................................................................. 14A(10)
- Criminal convictions ........................................................................................ 14A(1), 14A(2)
- Examinations ................................................................................................... 14A(8)
- Fraudulent business practices .......................................................................... 14A(3)
- Inequitable practices ........................................................................................ 14A(3)
- Misrepresentations or failure to furnish information ......................................... 14A(7)
- Services for investment adviser not registered to represent ............................ 14A(5)
- Violation of Act, rules, orders, or undertakings ............................................... 14A(6), 14A(11)

Sign informing customers where to direct complaints, display of .................. 2L
Unregistered investment adviser representative, penalty .................................. 29I
Violation of Act is a felony ................................................................................ 29
Vulnerable adult, suspected financial exploitation of
  - Immunity from civil or criminal liability .......................................................... 45K
  - Unless bad faith or malicious purpose ............................................................ 45K
  - Notification to investment adviser .................................................................. 45B
Waiver of examination requirement ................................................................. 13D

### INVESTMENT COMPANY
- Expiration and renewals of registration of securities of .................................... 7C
- Sales of securities to, exempt transaction involving .......................................... 5H

### INVESTMENT CONTRACT
- As a security ...................................................................................................... 4A

### INVESTOR EDUCATION
- Bilingual materials required ............................................................................ 43A
- Commissioner to develop and implement ........................................................ 43A
- Grants and donations, acceptance of .............................................................. 43C
- Public or nonprofit entities, collaboration with .................................................. 43B

### ISSUER
- Advertising filing requirement .......................................................................... 22A
- Defined .............................................................................................................. 4G
- Exempt transaction involving .......................................................................... 5E, 5I, 5L, 5M, 5R, 5U
- Liability of nonselling issuer which registers .................................................... 33C, 33D(5)
- Nonresident, consent to service ...................................................................... 8
- Receivership of ................................................................................................. 25-1
- Unlawful to use registration to aid sale of securities ......................................... 10C

### JUDICIAL REVIEW
- Of decision or order of the Commissioner or Board .......................................... 27
- Substantial evidence rule .................................................................................. 27
LIMITED OFFERING EXEMPTION
See also APPLICATION FOR REGISTRATION OF SECURITIES, EXEMPT SECURITIES, EXEMPT TRANSACTIONS, PERMIT, SALES, and SECURITIES

Fee for
Amended notice ............................................................................................................. 35-1B
Filing notice ................................................................................................................... 35B(7)

LIMITED PARTNERSHIP
See also PARTNERSHIP
Dealer or investment adviser registration, copy of copartnership or statement
of plan of business required ............................................................................................ 13H
Limited partner interest as a security ............................................................................. 4A
“Person” and “company” include .................................................................................. 4B

LISTED SECURITIES
See STOCK EXCHANGES

MAIL
Emergency cease and desist order .................................................................................. 23-2B
Notice prior to cease and desist order ............................................................................. 23A, 23B
Notice sufficient if sent certified or registered ................................................................. 26
Service of process, forwarded by Commissioner ............................................................ 8

MARKETING EXPENSES
Excessive expenses prohibited ....................................................................................... 9B

MIDWEST STOCK EXCHANGE
See CHICAGO STOCK EXCHANGE

MORTGAGE
Deed of trust, term includes ........................................................................................... 4I
Defined ............................................................................................................................. 4I
Exempt transaction involving ....................................................................................... 5J
Mortgage certificate as a security ................................................................................... 4A

MUNICIPAL CORPORATION
As intrastate crowdfunding portal .................................................................................. 44
Securities issued or guaranteed by, exempt transaction involving .................................. 5M

MUTUAL LOAN CORPORATION
Securities issued by, exempt transaction involving ....................................................... 5N

NAME
Advertisement under trade name .................................................................................... 28-1F
Officers’ and directors’ in registration applications ......................................................... 7A, 13A
Subscribers’ to be furnished .............................................................................................. 9A

NASDAQ STOCK MARKET
Options on securities quoted on, exempt transaction involving ..................................... 5S
Securities designated on, exempt .................................................................................... 6F

NEW YORK STOCK EXCHANGE
Securities fully listed upon, exempt ................................................................................ 6F

NONPROFIT ORGANIZATION
As intrastate crowdfunding portal .................................................................................. 44

NO PAR VALUE
See DEFINITIONS

NOTE
As a security ..................................................................................................................... 4A
Exemptions involving ...................................................................................................... 5J, 6I, 6J
NOTICE

See also CONSENT TO SERVICE OF PROCESS, PROCESS, and SERVICE

Address in filings to Commissioner, or last known, sufficient for .................................................. 26
Certified or registered mail .................................................................................................................. 26
Changes in dealer or investment adviser personnel ................................................................. 17
Dealers in secondary market, of court injunction or order ....................................................... 50
Emergency cease and desist order ............................................................................................... 23-2B, 23-2D
Examination results ...................................................................................................................... 13E, 13F
Expiration of registration ............................................................................................................. 25
Financial exploitation of vulnerable adults, suspected ............................................................ 45

Hearings

Assessment of administrative fines ................................................................................................. 23-1A
Cease and desist order ..................................................................................................................... 23A, 23B
Emergency cease and desist order .................................................................................................. 23-2B, 23-2D
Limited offering exemption, claiming .......................................................................................... 35B(7)
Offers prohibited after notice of cease and desist or cease publication order ......................... 22A, 22B, 23
Penalty for sale after notice of order ............................................................................................. 29D, 29H
Proposed rule .................................................................................................................................. 28-1C
Receiver, action for appointment of ......................................................................................... 25-1C
Recognized manuals, suspension or revocation ....................................................................... 50
Revocation of dealer registration, to agent of dealer ................................................................. 25
Revocation of investment adviser registration, to investment adviser representative ............. 25
Rules and regulations, prior to adoption of ................................................................................. 28-1C
Secondary trading exemption, claiming ...................................................................................... 35B(6)
Status of complaint ....................................................................................................................... 2-4C
Stock exchange approval, withdrawal of ...................................................................................... 6F
Stop order .................................................................................................................................... 7C

NOTICE FILING

By federal covered investment advisers and their representatives — See FEDERAL COVERED
INVESTMENT ADVISER

NOTIFICATION

See REGISTRATION, SECURITIES

OATHS

See REGISTRATION, SECURITIES

Application for registration of

Agent or investment adviser representative ................................................................................. 18
Dealer .......................................................................................................................................... 13A
Investment adviser ....................................................................................................................... 13A
Securities ...................................................................................................................................... 7A
Changes in dealer or investment adviser personnel, notice of ................................................. 17
Commissioner may administer in investigations ....................................................................... 28A

OFFER FOR SALE

See also SALES

Defined .......................................................................................................................................... 4E
Permitted offers, generally ............................................................................................................. 22
Prohibited offers, generally .......................................................................................................... 7A, 12A
Prospectus required ..................................................................................................................... 9C

OFFER TO REPURCHASE

See RESCISSION

OIL AND GAS

Any instrument representing interest in or under lease, fee or title as a security ................................................. 4A
Exemption for certain transactions involving .................................................................................. 5Q

OPEN GOVERNMENT

See also ADMINISTRATIVE PROCEDURE ACT, OPEN MEETINGS LAW, and OPEN RECORDS LAW

Board and Commissioner subject to

Open meetings law ......................................................................................................................... 2N
Open records law .............................................................................................................................. 2N
OPEN MEETINGS LAW
See also ADMINISTRATIVE PROCEDURE ACT and OPEN GOVERNMENT
Board and Commissioner subject to ................................................................. 2N

OPEN RECORDS LAW
See also CONFIDENTIAL INFORMATION, DOCUMENTS, BOOKS AND RECORDS, OPEN GOVERNMENT, and RECORDS
Authorized disclosure of confidential information does not violate .................................................. 28
Board and Commissioner subject to ................................................................. 2N

OPTION
Defined ........................................................................................................ 5S
Guarantee of, by a dealer ........................................................................ 5S
Sale of, by or through a registered dealer, exempt transaction involving .................................. 5S

ORDER
Appeal from Commissioner's orders, generally .................................................. 24
Cease and desist ............................................................................................... 23A, 23B, 24A
Cease publication ............................................................................................... 23C, 24A
Contract in violation of, unenforceable .................................................................. 33K
Denying registration of securities ........................................................................ 7B, 7C, 10A, 24B
Emergency cease and desist .............................................................................. 23-2, 24A
Judicial review of ............................................................................................... 27
Penalty for violation of ...................................................................................... 29D, 29H
Prohibiting offer or sale of securities .................................................................... 23A, 23C, 24A
Refund ............................................................................................................... 32-1
Secondary trading, stop order ............................................................................ 5O
Violation of, basis for ....................................................................................... 14A
Administrative sanction ..................................................................................... 32C
Civil penalties ..................................................................................................... 23-1A
Fine .................................................................................................................. 32A
Injunction .......................................................................................................... 33L
Waivers void ...................................................................................................... 33L

ORGANIZATION EXPENSES
Disclosed in application for securities registration .................................................. 7A
Limitations on ...................................................................................................... 9B

PAR VALUE
Change in, exempt transaction involving .............................................................. 5G
Disclosed in application for securities registration .................................................. 7A
No par value defined ............................................................................................ 4K

PARTICIPATION AGREEMENT
As a security ........................................................................................................ 4A

PARTNERSHIP
See also LIMITED PARTNERSHIP
Articles of to accompany securities registration application ........................................ 7A
Dealer or investment adviser, report of personnel changes .............................................. 17
Limited partner's interest in, as a security .................................................................. 4A
“Person” and “company” include ........................................................................... 4B

Penalty
Civil penalties ....................................................................................................... 32C
Criminal sanctions for violations of Act ..................................................................... 29

PERMIT
See also APPLICATION FOR REGISTRATION OF SECURITIES, EXEMPT SECURITIES, EXEMPT TRANSACTIONS, LIMITED OFFERING EXEMPTION, SALES, and SECURITIES
Appeal of Commissioner's action on ........................................................................ 24
Application for registration of securities ........................................................................ 7
Denial, suspension, or revocation of securities registration by Commissioner .................... 7B, 7C, 10A, 23A, 24
Form and contents of .............................................................................................. 10B
Instrument unnecessary in certain cases ..................................................................... 10B

OPEN RECORDS LAW
Section

Registration — See REGISTRATION
Renewal of ................................................................. 10B
Use of to make a sale, prohibited ........................................ 10C

PERSON
Defined ........................................................................... 4B

PLAN OF BUSINESS
Dealer or investment adviser applicant must state .......................................................... 13A
Proposed plan must be fair, just and equitable .......................................................... 7A, 7C, 10A

PREORGANIZATION CERTIFICATE
As a security ........................................................................... 4A

PRINCIPAL PLACE OF BUSINESS
Dealer’s or investment adviser’s registration application, included in .......................................................... 13A
Securities registration application, included in .......................................................... 7A, 7B

PROCEDURE
See also ENFORCEMENT
Administrative Procedure Act, applicability of .......................................................... 2N, 14B, 24C
Adoption of rules ........................................................................... 28-1
Alternative dispute resolution ........................................................................... 2-8
Civil penalties ........................................................................... 32C
Depositions ........................................................................... 28A
Exemptions
  Burden on claimant to establish ........................................................................... 37
  Unnecessary to negative ........................................................................... 37
Foreign country judgment, enforcement ........................................................................... 33-2
Hearings — See HEARINGS
Injunction ........................................................................... 32A
Judicial review ........................................................................... 27
Negotiated rulemaking ........................................................................... 2-8
Notice of proposed rules ........................................................................... 28-1C
Notice, sufficiency of ........................................................................... 26
Rescission offer to
  Buyers ........................................................................... 33I
  Sellers ........................................................................... 33J
Subpoena by Commissioner ........................................................................... 28A

PROCESS
See also CONSENT TO SERVICE OF PROCESS, NOTICE, and SERVICE
Commissioner as agent for service of, for foreign (nonresident) issuers, dealers or investment advisers ....................... 8
Subpoenas ........................................................................... 28A

PROFIT SHARING AGREEMENT
As a security ........................................................................... 4A

PROSPECTUS
Copy must accompany securities registration application .......................................................... 7A, 7B, 7C
Federal disclosure provisions ........................................................................... 9C
Offers to sell securities by ........................................................................... 9C

PROTECTION OF INVESTORS
Cease and desist orders ........................................................................... 23
Civil liability ........................................................................... 33
Civil penalties ........................................................................... 32C
Consideration in rulemaking ........................................................................... 28-1C
Criminal liability ........................................................................... 29
Emergency cease and desist orders ........................................................................... 23-2
Escrow as deemed necessary by Commissioner ........................................................................... 9A
Financial exploitation of vulnerable adults, suspected ........................................................................... 45
Injunction ........................................................................... 32A
Purpose of the Act ........................................................................... 10-1B
Receiver, appointment of ........................................................................... 25-1A
Vulnerable adults from financial exploitation ........................................................................... 45
Waiver of restrictions or requirements in rules if unnecessary for
By Board ................................................................. 28-1B
By Commissioner .................................................. 10D

PUBLIC
Inspection materials confidential ............................................. 13-1E
Investigatory materials confidential ........................................... 28A
Papers filed with Commissioner available to .............................. 11
Protection of
Approval of stock exchange, requirement for ............................. 6F
Cease publication order ...................................................... 23C
Emergency cease and desist order ........................................... 23-2
Registration-related materials confidential .............................. 28B
Rules, notice and comment on ............................................... 28-1C

PUBLIC INFORMATION LAW
See OPEN RECORDS LAW

PUBLIC SOLICITATION
See also ADVERTISEMENT, CEASE PUBLICATION ORDER, and PUBLICATION
Sales to not more than 15 persons within 12 months, must be without advertisement or public solicitation .................. 5I(c)
Sales to not more than 35 persons within 12 months of oil, gas, or mining interests, must be without advertisement or public solicitation ............................................................... 5Q
Sales to not more than 35 securities holders, or of less than 35 interests, must be without advertisement or public solicitation ............................................................... 5I(a), 5Q

PUBLIC TESTIMONY
Before the Board ................................................................. 2-5

PUBLICATION
See also ADVERTISEMENT, CEASE PUBLICATION ORDER, and PUBLIC SOLICITATION
Of offer prohibited after cease publication order ......................... 23C

PURCHASE
See also SALES
Liability for fraudulent purchases ............................................. 33B
Offer to, invitation of offers to, fraud in connection with .......... 29C
Rescission offers for fraudulent purchases ............................... 33J

PURCHASER
Civil liability of ................................................................... 33B
Examination of records ...................................................... 11
Issuer may be required to escrow stock or money .................... 9A
Private right of action .......................................................... 33A

PURPOSES
Of Act ............................................................................ 10-1
Rules consistent with Act .................................................. 28-1B, 28-1C

QUALIFICATION
See REGISTRATION, SECURITIES

RECEIVERSHIP
Action brought in District Court ............................................. 25-1B
Affiliates subject to .......................................................... 25-1A
Appointment of receiver by court .......................................... 25-1C
Attorney General brings action ............................................. 25-1B
Commissioner requests Attorney General to bring action ......... 25-1A
Disclosure of confidential information to receiver ................. 28
Evidence, Attorney General may obtain ................................ 25-1B
Qualification standards for receiver ....................................... 25-1D
Receiver appointed without notice to affected person, opportunity for hearing .................................................... 25-1C
Remedy not exclusive ....................................................... 25-1E
Requirements for appointment of receiver .............................. 25-1A, 25-1D
Venue ............................................................................. 25-1B
## RECOGNIZED SECURITIES MANUAL

<table>
<thead>
<tr>
<th>Defined</th>
<th>Listing in</th>
<th>Revocation or suspension of recognition</th>
</tr>
</thead>
<tbody>
<tr>
<td>...</td>
<td>...</td>
<td>...</td>
</tr>
</tbody>
</table>

## RECORDS

See also CONFIDENTIAL INFORMATION, DOCUMENTS, BOOKS AND RECORDS, and OPEN RECORDS

<table>
<thead>
<tr>
<th>LAW</th>
<th>Advice, analyses, opinions, or recommendations are confidential</th>
<th>13-1E, 28B</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Administrative hearing</td>
<td>26</td>
</tr>
<tr>
<td></td>
<td>Board, access to</td>
<td>2G</td>
</tr>
<tr>
<td></td>
<td>Certified copies of, by Commissioner</td>
<td>11, 30</td>
</tr>
<tr>
<td></td>
<td>As evidence</td>
<td>30</td>
</tr>
<tr>
<td></td>
<td>Fee for</td>
<td>35B(3)</td>
</tr>
<tr>
<td></td>
<td>Complaints against employees, former employees, or registered persons</td>
<td>2-6A</td>
</tr>
<tr>
<td></td>
<td>Examination of, in</td>
<td>13-1</td>
</tr>
<tr>
<td></td>
<td>Inspections</td>
<td>28</td>
</tr>
<tr>
<td></td>
<td>Filings required are public</td>
<td>11</td>
</tr>
<tr>
<td></td>
<td>Financial exploitation of vulnerable adults, relevant to suspected</td>
<td>45M</td>
</tr>
<tr>
<td></td>
<td>Furnish copies to</td>
<td>13-1B, 13-1C, 28A</td>
</tr>
<tr>
<td></td>
<td>Commissioner</td>
<td>11</td>
</tr>
<tr>
<td></td>
<td>Purchaser</td>
<td>30</td>
</tr>
<tr>
<td></td>
<td>In custody of Commissioner</td>
<td>28A</td>
</tr>
<tr>
<td></td>
<td>Investigation, internal notes, memoranda, reports or communications confidential</td>
<td>32A</td>
</tr>
<tr>
<td></td>
<td>Production of, in connection with injunction</td>
<td>32A</td>
</tr>
<tr>
<td></td>
<td>Subpoena to produce</td>
<td>25-1B, 28A, 32A</td>
</tr>
</tbody>
</table>

## RECOVERY

See also CIVIL LIABILITY, CIVIL PENALTIES, ENFORCEMENT, REMEDIES, and RESCISSON

<table>
<thead>
<tr>
<th>Attorney fees</th>
<th>Civil penalties</th>
<th>Costs</th>
<th>Damages</th>
<th>Defense, good faith compliance with rule</th>
<th>Disgorgement</th>
<th>Equitable relief</th>
<th>Limitations, small business issuances</th>
<th>Recission</th>
<th>Restitution</th>
</tr>
</thead>
<tbody>
<tr>
<td>...</td>
<td>...</td>
<td>...</td>
<td>...</td>
<td>...</td>
<td>...</td>
<td>...</td>
<td>...</td>
<td>...</td>
<td>...</td>
</tr>
</tbody>
</table>

## REFUND

See also RESCISSON

<table>
<thead>
<tr>
<th>Commissioner may order</th>
<th>Registration fees</th>
</tr>
</thead>
<tbody>
<tr>
<td>...</td>
<td>...</td>
</tr>
</tbody>
</table>

## REGISTERED AGENT

See AGENT

## REGISTERED DEALER

See also DEALER

<table>
<thead>
<tr>
<th>Defined</th>
<th>Inspections of</th>
</tr>
</thead>
<tbody>
<tr>
<td>...</td>
<td>...</td>
</tr>
</tbody>
</table>

## REGISTERED INVESTMENT ADVISER

See also FEDERAL COVERED INVESTMENT ADVISER and INVESTMENT ADVISER

<table>
<thead>
<tr>
<th>Defined</th>
<th>Inspections of</th>
</tr>
</thead>
<tbody>
<tr>
<td>...</td>
<td>...</td>
</tr>
</tbody>
</table>

## REGISTERED INVESTMENT ADVISER REPRESENTATIVE

See INVESTMENT ADVISER REPRESENTATIVE

## REGISTRATION, DEALER OR AGENT

See also APPLICATION FOR REGISTRATION AS DEALER OR AGENT

<table>
<thead>
<tr>
<th>Appeal from Commissioner’s failure or refusal to register</th>
<th>Appeal from Commissioner’s failure or refusal to register</th>
</tr>
</thead>
<tbody>
<tr>
<td>...</td>
<td>...</td>
</tr>
<tr>
<td>Section</td>
<td></td>
</tr>
<tr>
<td>----------</td>
<td></td>
</tr>
<tr>
<td>Application for</td>
<td>13, 18</td>
</tr>
<tr>
<td>Cancellation of agent’s</td>
<td>18</td>
</tr>
<tr>
<td>Certificate of, dealer</td>
<td>15, 17</td>
</tr>
<tr>
<td>Display of</td>
<td>21</td>
</tr>
<tr>
<td>Changes in dealer personnel</td>
<td>17</td>
</tr>
<tr>
<td>Civil liability for sale in violation of requirements</td>
<td>33A(1)</td>
</tr>
<tr>
<td>Continuing education</td>
<td>19D</td>
</tr>
<tr>
<td>Denial, suspension, or revocation of</td>
<td>14</td>
</tr>
<tr>
<td>Evidence of, agent</td>
<td>18</td>
</tr>
<tr>
<td>Examination required</td>
<td>13D, 19C</td>
</tr>
<tr>
<td>Expired</td>
<td>19</td>
</tr>
<tr>
<td>False statement or representation concerning, penalty</td>
<td>29F</td>
</tr>
<tr>
<td>Fees — See FEES</td>
<td></td>
</tr>
<tr>
<td>Inactive status</td>
<td>42A</td>
</tr>
<tr>
<td>Multiple capacities</td>
<td>42B</td>
</tr>
<tr>
<td>Records open to public inspection</td>
<td>11</td>
</tr>
<tr>
<td>Renewal of</td>
<td>19</td>
</tr>
<tr>
<td>Required</td>
<td>12A</td>
</tr>
<tr>
<td>Exemption from</td>
<td>5, 12C</td>
</tr>
<tr>
<td>Revocation of</td>
<td></td>
</tr>
<tr>
<td>Dealer’s, effect on agent’s</td>
<td>25</td>
</tr>
<tr>
<td>Grounds and procedure for</td>
<td>14</td>
</tr>
<tr>
<td>Sanctions, criminal</td>
<td>29</td>
</tr>
<tr>
<td>Sanctions, grounds for</td>
<td>14</td>
</tr>
<tr>
<td>Surrender of original certificate</td>
<td>17, 25</td>
</tr>
<tr>
<td>Temporary</td>
<td>15</td>
</tr>
<tr>
<td>Term of</td>
<td>19A</td>
</tr>
<tr>
<td>Unlawful use of</td>
<td>20</td>
</tr>
<tr>
<td>Unregistered dealer or agent, penalty</td>
<td>29A</td>
</tr>
<tr>
<td>Waiver, examination requirement</td>
<td>13D</td>
</tr>
<tr>
<td>REGISTRATION, INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE</td>
<td></td>
</tr>
<tr>
<td>See also APPLICATION FOR REGISTRATION AS INVESTMENT ADVISER OR INVESTMENT ADVISER REPRESENTATIVE</td>
<td></td>
</tr>
<tr>
<td>Administrative fines for violation of</td>
<td>23-1</td>
</tr>
<tr>
<td>Appeal from Commissioner’s failure or refusal to register</td>
<td>24A</td>
</tr>
<tr>
<td>Application for</td>
<td>13, 18</td>
</tr>
<tr>
<td>Cancellation of investment adviser representative’s</td>
<td>18</td>
</tr>
<tr>
<td>Certificate of, investment adviser</td>
<td>15, 17</td>
</tr>
<tr>
<td>Display of</td>
<td>21</td>
</tr>
<tr>
<td>Changes in investment adviser personnel</td>
<td>17</td>
</tr>
<tr>
<td>Civil liability for investment advisory services rendered in violation of requirements</td>
<td>33-1A</td>
</tr>
<tr>
<td>Civil penalties</td>
<td>32C</td>
</tr>
<tr>
<td>Continuing education</td>
<td>19D</td>
</tr>
<tr>
<td>Criminal liability for investment advisory services rendered in violation of requirements</td>
<td>29C</td>
</tr>
<tr>
<td>Denial, suspension, or revocation of</td>
<td>14</td>
</tr>
<tr>
<td>Evidence of, investment adviser representative</td>
<td>18</td>
</tr>
<tr>
<td>Examination required</td>
<td>13D, 19C</td>
</tr>
<tr>
<td>Expired</td>
<td>19</td>
</tr>
<tr>
<td>False statement or representation concerning, penalty</td>
<td>29F</td>
</tr>
<tr>
<td>Fees — See FEES</td>
<td></td>
</tr>
<tr>
<td>Inactive status</td>
<td>42A</td>
</tr>
<tr>
<td>Multiple capacities</td>
<td>42B</td>
</tr>
<tr>
<td>Records open to public inspection</td>
<td>11</td>
</tr>
<tr>
<td>Renewal of</td>
<td>19</td>
</tr>
<tr>
<td>Required</td>
<td>12B</td>
</tr>
<tr>
<td>Exemption from</td>
<td>12C</td>
</tr>
<tr>
<td>Revocation of</td>
<td></td>
</tr>
<tr>
<td>Grounds and procedure for</td>
<td>14</td>
</tr>
<tr>
<td>Investment adviser’s, effect on investment adviser representative’s</td>
<td>25</td>
</tr>
<tr>
<td>Sanctions, criminal</td>
<td>29</td>
</tr>
<tr>
<td>Sanctions, grounds for</td>
<td>14</td>
</tr>
<tr>
<td>Surrender of original certificate</td>
<td>17, 25</td>
</tr>
<tr>
<td>Temporary</td>
<td>15</td>
</tr>
<tr>
<td>Term of</td>
<td>19A</td>
</tr>
<tr>
<td>Unlawful use of</td>
<td>20</td>
</tr>
</tbody>
</table>
Unregistered investment adviser or investment adviser representative, penalty .......................................................... 29I
Waiver, examination requirement .......................................................................................................................... 13D

REGISTRATION, SECURITIES
See also COORDINATION and QUALIFICATION
Appeal from Commissioner's failure or refusal to register .................................................................................. 24B
Application to issue securities by
  Coordination .......................................................................................................................................................... 7C
  Notification .......................................................................................................................................................... 7B
  Qualification ...................................................................................................................................................... 7A
Civil liability for sale in violation of requirements ......................................................................................... 33A(1)
Escrow ................................................................................................................................................................. 9A
Examination of application for .......................................................................................................................... 10A
Excess securities ................................................................................................................................................. 35-1A
Fair, just and equitable ....................................................................................................................................... 7A, 7C, 10A
False statement or representation concerning, penalty .................................................................................. 29F
Fees — See FEES
Financial statements
  Audited ................................................................................................................................................................. 7A, 7B
  Reviewed, if issuer is “small business issuer” .................................................................................................. 7A
Marketing expenses .............................................................................................................................................. 9B
Renewal of ........................................................................................................................................................... 7B, 7C, 10B
Sale of unregistered securities, penalty ........................................................................................................... 29B

REGULATED PUBLIC SERVICE UTILITY
Exemption for securities issued or guaranteed by ............................................................................................... 6D

REMEDIES
See also CIVIL LIABILITY, CIVIL PENALTIES, DAMAGES, ENFORCEMENT, RECOVERY, and RESCISSON
Civil liabilities, generally ......................................................................................................................................... 33, 33-1
Civil penalties ......................................................................................................................................................... 32C
Cumulative ........................................................................................................................................................... 31, 33M, 33-1F
Disgorgement ......................................................................................................................................................... 32B
Enforcement of foreign country judgment ....................................................................................................... 33-2
Equitable relief ........................................................................................................................................................ 32B
Illegal contracts, unenforceable ........................................................................................................................... 33K
Injunction ................................................................................................................................................................. 32A
Limitations, small business issuances .................................................................................................................. 33N
Nonexclusive, of Commissioner ........................................................................................................................ 3-1, 25-1E
Receivership .......................................................................................................................................................... 25-1
Refund ................................................................................................................................................................. 32-1
Restitution .............................................................................................................................................................. 32B

RENEWAL
See FEES and REGISTRATION, SECURITIES

REORGANIZATION
Certificate as a security ........................................................................................................................................... 4A
Issue of securities by company in process of, exempt transaction involving ...................................................... 5F

REPEALED LAWS
Insurance Securities Act of Texas (1955) ................................................................................................................ 39
Securities Act of Texas (1955) ................................................................................................................................. 39

RESCSSION
See also CIVIL LIABILITY, DAMAGES, RECOVERY, and REMEDIES
Civil action for .......................................................................................................................................................... 33
Legal rate of interest ............................................................................................................................................... 33D
Requirements of offer to
  Buyers ................................................................................................................................................................. 33I
  Sellers ................................................................................................................................................................. 33J

RESTITUTION
Power of Attorney General to seek ....................................................................................................................... 32B
### REVIEW
- Administrative review of Commissioner’s action .............................................. 24
- Judicial review of Commissioner or Board decision .......................................... 27

### REVOCATION
- Agent’s registration .................................................................................................. 14, 25
- Dealer’s registration .................................................................................................. 14, 25
  - Effect on agent’s registration .................................................................................. 25
- Investment adviser representative’s registration ..................................................... 14, 25
- Investment adviser’s registration ............................................................................. 14, 25
  - Effect on investment adviser representative’s registration .................................. 25
- Recognition of securities manual ............................................................................ 5O
- Secondary trading exemption ................................................................................... 5O
- Surrender of registration after ................................................................................ 25

### RULES AND REGULATIONS
- Administrative Procedure Act, subject to ............................................................. 2N
- Advertising ............................................................................................................... 28-1F
- Agent, Board authority to exempt from registration requirements ...................... 12C
- Authority to adopt .................................................................................................... 2-5, 4N, 4P, 5S, 5T, 7A, 8, 12C, 12-1B, 19B, 28, 28-1, 42, 44, 45N
- Comment, notice and opportunity for ................................................................... 28-1C
- Competitive bidding .................................................................................................. 28-1F
- Contracts in violation of are unenforceable .............................................................. 33K
- Dealer, Board authority to exempt from registration requirements ...................... 12C
- Defense to liability or penalty, act done in conformity with ...................................... 28-1E
- Defined ...................................................................................................................... 28-1A
- Delegation of rulemaking power to Commissioner or Deputy Commissioner ........ 28-1D
- Disclosure of confidential information ................................................................... 28
- Federal covered investment adviser or representative ............................................ 12-1B
- Hearing on proposed rules ...................................................................................... 28-1D
- Interpretation by General Counsel ......................................................................... 35B(8)
- Intrastate crowdfunding portal .............................................................................. 44
- Investment adviser, Board authority to exempt from registration requirements ........ 12C
- Investment adviser representative, Board authority to exempt from registration requirements .............................................................................................................. 12C
- Necessity for ............................................................................................................ 28-1B, 28-1C
- Notice of ................................................................................................................... 28-1C
- Protection of investors considered ......................................................................... 28-1B, 28-1C
- Reliance on, as defense ............................................................................................ 28-1E
- Report of suspected financial exploitation of vulnerable adult ............................... 45N
- Small business issuer definition, Board authority to adopt ...................................... 7A
- Violation of, as grounds to ....................................................................................... 23-1A
  - Assess administrative fine ..................................................................................... 23-1A
  - Assess civil penalty ................................................................................................ 32C
  - Deny, revoke, or suspend registration .................................................................. 14A
  - Enjoin activity ........................................................................................................ 32A
  - Pursue criminal conviction .................................................................................... 29
  - Render contract unenforceable ............................................................................. 33K
- Waiver of compliance with ...................................................................................... 10D, 28-1B, 28-1D, 33L

### SALES
- See also APPLICATION FOR REGISTRATION OF SECURITIES, LIMITED OFFERING EXEMPTION, OFFER FOR SALE, PERMIT, PURCHASE, and SECURITIES
  - Defined .................................................................................................................... 4E
  - During period between expiration and renewal of registration, consequences ........ 19C
  - Excess securities .................................................................................................... 35-1
- Exemptions — See EXEMPT SECURITIES and EXEMPT TRANSACTIONS
  - Liability for fraudulent sales .................................................................................. 23-1, 29, 32, 33A
  - Prohibited without registration ............................................................................ 7A, 12A
  - Rescission offers for fraudulent sales ..................................................................... 33I
  - Secondary, exemption for ..................................................................................... 5O
  - Unregistered securities ........................................................................................... 35-2
  - Use of registration to aid, prohibited .................................................................... 10C, 20

### SALESMAN
- See AGENT and APPLICATION FOR REGISTRATION AS DEALER OR AGENT
## SECONDARY TRADING
- Exemption: .......................................................... 5O
- Fee, notice filing for: ............................................. 35B(6)
- Isolated transaction exemption: .......................... 5C(1)
- Listed securities: .................................................... 6F

## SECRETARY OF STATE
- Permits, orders, and licenses issued by, preserved: ........................................................................ 39

## SECURITIES
See also APPLICATION FOR REGISTRATION OF SECURITIES, EXEMPT SECURITIES, EXEMPT TRANSACTIONS, LIMITED OFFERING EXEMPTION, PERMIT, and SALES
- Advertising of: ...................................................... 22
- Defined: ................................................................. 4A
- Exemptions: .......................................................... 5, 6
- No par value and non-par defined: ......................... 4K
- Offers of: ............................................................... 22
- Registration by
  - Coordination: ..................................................... 7C
  - Notification: ....................................................... 7B
  - Qualification: ..................................................... 7A
- Written instrument not required: .......................... 4A

## SECURITIES COMMISSIONER
- Access to information of other governmental agencies: ................................................................. 28A
- Administration of Act, vested in: ............................ 3
- Administrative fines: ............................................. 23-1
- Advertisements, filed with: ................................... 22A
- Agent for service of process: ................................. 8
- Annual report to Governor and Legislature: ............ 2J
- Appeal from action of: ........................................... 24
- Application by agent or investment adviser representative, additional information required: .......... 18
- Application for securities registration
  - Examination of: .................................................. 10A
  - Form prescribed: ................................................... 10B
- Application of dealer or investment adviser, form prescribed: ...................................................... 13J
- Appointed by State Securities Board: ....................... 2G
- Assessment of administrative fines: ........................ 23-1
- Assistance to county or district attorney: ................ 3
- Authority to adopt rules: ........................................ 28-1D
- Authority to inspect registered dealers and registered investment advisers: ............................... 13-1A
- Cease and desist order: ......................................... 23A, 23B
- Cease publication order: ......................................... 23C
- Certificate of compliance and non-compliance: ......... 30
- Certified copies: .................................................... 11, 30
- Civil penalties, request for: ..................................... 32C
- Collaboration with public or nonprofit entities, investor education: ............................................. 43B
- Complaints information maintained: ..................... 2-6
- Confidential information, disclosure by: ........................ 13-1E, 28
- Criminal prosecution, assistance with: ..................... 3
- Delegation of powers and duties: ............................ 2H
- Depositions: .......................................................... 28A
- Discretion to waive or relax rules: ............................ 10D
- Duty of enforcement: ............................................ 3
- Emergency cease and desist order: ........................... 23-2
- Enforcement, means of are nonexclusive: ................. 3-1
- Equal employment opportunity policy statement: .......... 2-7
- Examination, required of applicants for dealer, agent, investment adviser, and investment adviser representative registration: .................................................... 13D
- False filing with, penalty: ........................................ 29E
- Fee for certified copies: .......................................... 35B(3)
- Form of, prescribed by
  - Application for agent or investment adviser representative registration: ............................... 18
  - Application for dealer or investment adviser registration: ......................................................... 13A
  - Certificate of registration for dealers or investment advisers: .................................................... 17
  - Permit registering securities: ................................... 10B
- Grants and donations for investor education, acceptance of: ...................................................... 43C
Hearings — See HEARINGS
Injunctive relief, request for ........................................................................................................ 32A
Inspections — See INSPECTIONS
Intraagency career ladder, development by .................................................................................. 2K
Investigatory powers of .................................................................................................................. 3, 28
Investor education, development and implementation by .............................................................. 43
Judicial review of decision .............................................................................................................. 27
Management and policy responsibilities, division of ...................................................................... 2-4
Notice if investment adviser services are fraudulent ....................................................................... 23B
Notice if offer or method of sale of a security is fraudulent ............................................................... 23A
Offers containing materially false or misleading statements, or likely to deceive the public prohibited by ................................................................. 23C
Permit, form prescribed by .............................................................................................................. 10B
Receivership for assets of dealer, agent, investment adviser, investment advisor representative, issuer, or affiliate thereof, request for .................................................................................................................. 25-1A
Records — See RECORDS
Refund ordered by ............................................................................................................................. 32-1
Registrations, denial, revocation, or suspension of ......................................................................... 14
Removal of Board member, notification of potential ground ............................................................ 2F
Renewal of registrations, filing additional information .................................................................... 19A
Report of suspected financial exploitation of vulnerable adult to ................................................. 45C, 45N
Rulemaking power, delegation of authority to ................................................................................. 28-1D
Standards of conduct, provide information to state officers and employees ................................... 2-2
Subpoena or summons power ........................................................................................................ 28A
Temporary registration, dealer or investment adviser .................................................................. 15
Tenure of office ............................................................................................................................ 2G
Testimony in proceeding before, record of ..................................................................................... 26
Training manual for Board members ................................................................................................ 2-3D
Verification of facts in petition for
  Injunction .................................................................................................................................... 32A
  Receivership ................................................................................................................................ 25-1B
SECURITIES MANUAL
Must be “recognized” for exemption ............................................................................................. 50
SECURITY
See also SEcurities
Defined ........................................................................................................................................... 4A
SELLING EXPENSES
Maximum allowed ............................................................................................................................. 9B
SERVICE
See also CONSENT TO SERVICE OF PROCESS, NOTICE, and PROCESS
Commissioner as agent for service of process for foreign (nonresident) issuers, dealers, or investment advisers .......................................................................................................................... 8
Of subpoena ..................................................................................................................................... 28A
SHARE
As a security .................................................................................................................................... 4A
SMALL BUSINESS DEVELOPMENT ENTITY
See INTRASTATE CROWDFUNDING PORTAL
SMALL BUSINESS INVESTMENT COMPANY
Sales to, exempt transaction involving ............................................................................................... 5H
SMALL BUSINESS ISSUANCES
See INTRASTATE CROWDFUNDING PORTAL
Limitation on liability ......................................................................................................................... 33N
SOLICITATION
Bearing on exemptions ...................................................................................................................... 5E, 5I, 5P, 5Q
STATE
Agency, of securities issued or guaranteed by, exempt transaction involving ........................................ 5M
Securities issued or guaranteed by, exempt transaction involving ................................................... 5M

68
## STATE BOARD OF INSURANCE

---

**Administrative Procedure Act, subject to**

Advising, may not restrict ........................................................................................................ 2N

Agent registration, authority to adopt rules exempting persons from ................................. 28-1F

Agents may not be members .................................................................................................... 2B

Annual report to Governor and Legislature ........................................................................ 12C

Appointment by Governor ........................................................................................................ 2J

Audit by state auditor ................................................................................................................ 2B

Board members, appointment ................................................................................................... 2J

Chairman of Board, designated by Governor ........................................................................ 2A

Compensation of Board members ............................................................................................ 2B

Competitive bidding, may not restrict .................................................................................... 2B

Complaints information ........................................................................................................... 2B

Composition ............................................................................................................................. 2B

Conflict of interest .................................................................................................................... 2B

Continuing education programs for persons registered under the Act ................................. 2B

Costs of administering The Act paid only from fees ............................................................... 2B

Creation of ................................................................................................................................ 2B

Dealer registration, authority to adopt rules exempting persons from ................................. 2B

Dealers may not be members .................................................................................................... 2B

Deputy Securities Commissioner, consent to appointment of .................................................. 2B

Duties .......................................................................................................................................... 2B

Examination requirement, waiver by ..................................................................................... 2B

Exempt transactions, Board may prescribe ............................................................................ 2B

Expenses, per diem .................................................................................................................... 2B

Federal covered investment adviser or representative, rulemaking ...................................... 2B

Fee reduction by rule .................................................................................................................. 2B

Fees, authority to establish ........................................................................................................ 2B

Financial exploitation of vulnerable adults, report of suspected ............................................. 2B

Information about standards of conduct .................................................................................. 2B

Information of consumer interest, preparation of ..................................................................... 2B

Investment adviser registration, authority to adopt rules exempting persons from ............... 12C

Investment adviser representative registration, authority to adopt rules exempting persons from 12C

Investment adviser representatives may not be members ...................................................... 2B

Investment advisers may not be members .............................................................................. 2B

Investor education, approval of ................................................................................................ 42A

Judicial review of decision by .................................................................................................. 42A

Lobbyists not to serve on ........................................................................................................... 42A

Next highest ranking officer ..................................................................................................... 42A

Office of Commissioner, access to ............................................................................................ 2B

Open meetings law, subject to .................................................................................................... 2B

Open records law, subject to ....................................................................................................... 2B

Policy and management responsibilities, division of .............................................................. 2B

Powers of Commissioner, exercise of ...................................................................................... 2B

Presiding officer, designated by Governor ............................................................................... 2B

Public testimony before ............................................................................................................ 2B

Qualifications of members ........................................................................................................ 2B

Quorum ...................................................................................................................................... 2B

Records of Commissioner, access to ....................................................................................... 2B

Removal of member .................................................................................................................... 2B

Effect on validity of Board action ............................................................................................ 2B

Grounds for ................................................................................................................................. 2B

Rulemaking power ..................................................................................................................... 2B

Delegation to Commissioner ..................................................................................................... 2B

Securities Commissioner, appointment of ............................................................................... 2B

Securities manuals, to be approved by ..................................................................................... 2B

Sunset Act, subject to .................................................................................................................. 2B

Term of members ....................................................................................................................... 2B

Time of expiration of registration, may vary ........................................................................... 2B

Training manual, annual review of ........................................................................................... 2B

Training program ....................................................................................................................... 2B

---

**STATE SECURITIES BOARD**
Travel expenses, training ................................................................. 2-3C
Validity of Board action when ground for removal of member exists........................................................................ 2F
Witness fees set by ........................................................................ 28A

STATUTE OF LIMITATIONS
Administrative fines ........................................................................ 23-1E
Civil ............................................................................................. 33H, 33-1D
Criminal ....................................................................................... 29-1

STOCK
As a security .................................................................................. 4A

STOCK CERTIFICATE
To accompany application to register securities .......................... 7A
Under a voting trust agreement as a security ................................. 4A

STOCK EXCHANGES
Approval by Commissioner ............................................................. 6F
Evidences of indebtedness guaranteed by company whose securities are listed, exempt .................................................... 6F
Options on listed securities, exempt transaction involving .......... 5S
Securities senior to or on a parity with listed securities, exempt ....................................................................................... 6F

STOP ORDER
Prohibiting secondary trading ....................................................... 5O
Registration by coordination, denying or suspending ..................... 7C

SUBPOENA
Commissioner’s power to issue ..................................................... 28A
Court to issue per Attorney General’s request in
  Injunctive proceedings ................................................................. 32A
  Receivership proceedings .......................................................... 25-1B
Service of ..................................................................................... 28A

SUBSCRIPTION
As a security .................................................................................. 4A

TEMPORARY DEALER’S OR INVESTMENT ADVISER’S REGISTRATION
Authority for .................................................................................. 15

TEXAS DEPARTMENT OF INSURANCE
See also BOARD OF INSURANCE COMMISSIONERS and INSURANCE
Insurance products not securities .................................................. 4A
Exemption for insurance companies supervised by ....................... 5C

TEXAS SUNSET ACT
Board subject to ............................................................................. 20

TEXAS VETERANS COMMISSION
As intrastate crowdfunding portal .................................................. 44

TIME
Application for hearing on dissolution of receivership ................. 25-1C
Hold on transaction involving suspected financial exploitation of vulnerable adult ......................................................... 45H, 45I
Limitation for assessment of administrative fines .......................... 23-1E
Limitation for indictment ............................................................... 29-1
Renewal of registrations of dealers, agents, investment advisers, and investment adviser representatives ........................................ 19
Renewal of securities registration .................................................. 7B, 7C, 10B
Report of suspected financial exploitation of vulnerable adult ......................................................................................... 45C
Return of escrow money by bank .................................................. 9A
Term of a registration .................................................................... 7B, 7C, 10B, 19A

TREASURY STOCK
As a security .................................................................................. 4A

TRUST
Common law trust included in term ............................................... 4B
Defined ........................................................................................................ 4B
Equity trust certificate as a security ................................................................. 4A
Equitable trust not included in term ................................................................. 4B
Instruments by which created must accompany securities registration application. ......................................................... 7A
Testamentary trust not included in term ........................................................ 4B

**TRUST COMPANY**
Escrow of securities ....................................................................................... 9A
Sales to, exempt transaction involving ......................................................... 5H

**UNITED STATES**
Sale of securities issued or guaranteed by, exempt transaction involving .......... 5M

**VALUE**
Ascertainment by Commissioner .................................................................... 7A
Bonus securities, presumption that sold for .................................................... 4E
“Sale” or “offer for sale” or “sell” ................................................................. 4E

**VOTING TRUST AGREEMENT**
As a security ................................................................................................. 4A

**VULNERABLE ADULT**
See FINANCIAL EXPLOITATION OF VULNERABLE ADULTS

**WAIVER**
Compliance with rules or regulations by
  Board ......................................................................................................... 28-1B
  Commissioner ......................................................................................... 10D, 28-1D
Examination requirements for dealers, agents, investment advisers, and investment adviser representatives ................. 13D
Void, of Act, Rule, order or requirement ....................................................... 33L
Waiting period for registration of securities ................................................. 7B, 7C

**WITHIN THIS STATE**
Sale within this State .................................................................................. 4D, 23D, 29G, 29H

**WORDS**
  See also ACT, CONSTRUCTION OF ACT, and INTERPRETATION
Construction of, includes singular and plural ................................................ 4J
Masculine includes feminine and neuter ....................................................... 4J