

**NEBRASKA DEPARTMENT OF BANKING AND FINANCE  
BUREAU OF SECURITIES**

**INTERPRETATIVE OPINION No. 15: – DETERMINING THE NUMBER OF CLIENTS OF AN  
INVESTMENT ADVISER**

This Interpretative Opinion discusses the method for determining whether a person qualifies as a client of an investment adviser or federal covered adviser for purposes of the Securities Act of Nebraska and the rules and regulations promulgated thereunder.

Section 8-1101(7)(g)(ii) excludes from the definition of an investment adviser, a person who has no place of business in Nebraska, if during the preceding twelve-month period, such person had five or fewer clients who are residents of Nebraska other than other investment advisers, federal covered advisers, broker-dealers, banks, savings institutions, trust companies, insurance companies, investment companies as defined in the Investment Company Act of 1940, pension or profit-sharing trusts, or other financial institutions or institutional buyers.

For purposes of determining the number of clients, the Department utilizes the criteria adopted by the Securities and Exchange Commission in 17 CFR 275.202(a)(30)-1. A copy 17 CFR 275.202(a)(30)-1 is attached hereto and incorporated herein by reference.

The antifraud provisions of Section 8-1102(2) of the Act, and the rules adopted by the Department thereunder, apply to any person providing investment advice for compensation, whether or not the person is required to be registered with the Department as an investment adviser. The antifraud provisions apply even if the person rendering the investment advice is exempt from registration or excluded from the definition of investment adviser.

Questions regarding this opinion should be addressed to:

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