

**BEFORE THE INVESTOR PROTECTION DIRECTOR  
OF THE STATE OF DELAWARE**

IN THE MATTER OF: )  
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 )  
TEMPORARY RELIEF FOR )  
REGISTRANTS AFFECTED BY )  
THE COVID-19 OUTBREAK )

**ORDER  
ADOPTING MEASURES GRANTING TEMPORARY RELIEF  
TO REGISTRANTS AFFECTED BY THE COVID-19 OUTBREAK**

WHEREAS, on March 12, 2020, Governor Carney declared a State of Emergency for the State of Delaware Due to a Public Health Threat (the “State of Emergency”), because of the proliferation of COVID-19, which became effective as of 8:00 am on March 13, 2020;

WHEREAS, the State of Emergency has been modified on several occasions;

WHEREAS, on March 22, 3030, Governor Carney issued the Fourth Modification of the State of Emergency which, in part, designated certain businesses, establishments, and enterprises operating within the State of Delaware as “Essential Businesses” and “Non-Essential Businesses,” ordering the closure of non-essential businesses through May 15, 2020, and designating as essential certain financial services professionals, including “[w]orkers who support financial operations, such as those engaged in selling, trading, or marketing of securities [and] those engaged in giving advice on investment portfolios ...”;

WHEREAS, on March 22, 2020, Governor Carney issued the Fifth Modification of the State of Emergency which, in part, ordered Delaware residents to shelter in place except as otherwise permitted by the Declaration effective March 24, 2020, and exempting individuals engaged in certain essential activities;

WHEREAS, the COVID-19 outbreak has caused disruptions and dislocations affecting broker-dealers, state registered investment advisers, federal covered investment advisers, and their registered agents or representatives (collectively, “Financial Professionals”) engaged in business deemed essential;

WHEREAS, the Investor Protection Director (the “Director”) recognizes the need to grant temporary relief to Financial Professionals in certain circumstances to enable the continuation of business during the COVID-19 outbreak;

WHEREAS, Section 73-102(b) of the Delaware Securities Act, 6 *Del. C.* §73-101, *et. seq.* (the “Act”) authorizes the Director to make, amend and rescind orders to carry out the provisions of the Act;

NOW, THEREFORE, the Director hereby enters this Order:

**I. Registration or Filing Relief.** The Director understands that certain Financial Professionals who are not registered or notice filed with the Director have been displaced from their ordinary business locations, and are currently engaging, or may desire to engage, in activities that would require them to register or file with the Director.

A. Such displaced Financial Professionals are temporarily exempted from the registration and filing requirements of the Act and the Rules Pursuant to the Act in the following circumstances and provided the Financial Professional meets all of the following requirements:

1. The Financial Professional is working from a location outside of the jurisdiction in which he/she/it is currently registered as a response to the COVID-19 outbreak; and
2. The Financial Professional was properly registered and/or notice filed with all required securities regulators and self-regulatory organizations as of March 12, 2020; and
3. The Financial Professional is not currently the subject of an ongoing enforcement proceeding in any jurisdiction and is not in violation of the Act and related regulations, except for those provisions included within the scope of this Order; and
4. The Financial Professional limits activities to existing customers or clients, and does not solicit new customers or clients in or from Delaware.

B. A Financial Professional who meets the conditions in Section I.A. above may engage in the following activities without registering or filing with the Director:

1. Conduct activities for which registration or filing with the Director as a Financial Professional would be required, but only with or on behalf of customers or clients with whom the Financial Professional had an existing customer or client relationship on March 12, 2020; and/or
2. Open and maintain a temporary branch office or office of supervisory jurisdiction in Delaware that was not in operation prior to March 12, 2020, provided that the Financial Professional informs the Director by electronic mail at [Investor.Protection@delaware.gov](mailto:Investor.Protection@delaware.gov) of the (a) physical address of the office, (b) the names and registration statuses of all persons working in the office, and (c) a primary point of contact for the office, with full contact information.

C. As a consequence of the relief provided in this Section I, any firm that opens a temporary branch office in accordance with Section I.B.2. above is also relieved from the requirement to maintain updated Form U4 information regarding the office of employment address for registered persons who temporarily relocate due to the COVID-19 outbreak.

**II. Relief from Requirement to Obtain Physical Signatures on Forms U4.** The Director understands that broker-dealers, state registered investment advisers and federal covered investment advisers may not be able to obtain physical signatures on Forms U4 in a timely manner as required by FINRA rules. Such firms may submit Forms U4 electronically, without first obtaining physical signatures from individual agents or representatives, provided that the firm (a) provides the individual with a copy of the completed Form U4 prior to filing, (b) obtains the individual's written agreement prior to filing that

the form's content is accurate and complete, (c) retains the written acknowledgement, and (d) obtains the applicant's physical signature as soon as practicable.

**III. Relief from Annual Update Filings and Document Delivery Requirements by State-Registered Investment Advisers.** The Director understands that state registered investment advisers may have difficulty updating their Forms ADV in a timely manner or meeting their Form ADV delivery requirements. Accordingly, an investment adviser registered with the Director may perform any of the Form ADV filing, updating and customer delivery requirements set forth by the Act and related regulations up to 45 days after such action is due to be performed. Relief under this Section III is not available to any person not registered with the Director as an investment adviser, including any financial professional not registered in reliance upon Section I of this Order.

**IV. Reliance.** Financial Professionals who rely on any provision of this Order shall keep a copy of the Order in their records to document their reliance on it. Any activities that do not meet the conditions outlined above may be treated by the Director as non-exempt and may constitute unregistered securities activity subject to state enforcement action.

**V. Effectiveness.** This Order is effective immediately and will remain in effect until May 15, 2020 unless extended or rescinded.

IT IS HEREBY ORDERED on this 27th day of March, 2020.

/s/ Jillian Lazar

Jillian Lazar  
Investor Protection Director