

**WAC 460-24A-035 Counting of clients for registration purposes.**

(1) **General.** You may count each of the following as a single client of an investment adviser for purposes of the registration requirement in RCW 21.20.040(3):

- (a) A natural person; and
  - (i) Any minor child of the natural person;
  - (ii) Any relative, spouse, or relative of the spouse of the natural person who has the same principal residence;
  - (iii) All accounts of which the natural person and/or the persons referred to in (a) of this subsection are the only primary beneficiaries; and
  - (iv) All trusts of which the natural person and/or the persons referred to in (a) of this subsection are the only primary beneficiaries;

- (b)(i) A corporation, general partnership, limited partnership, limited liability company, trust (other than a trust referred to in subsection (1)(a)(iv) of this section), or other legal organization (any of which are referred to hereinafter as a "legal organization") to which you provide investment advice based on its investment objectives rather than the individual investment objectives of its shareholders, partners, limited partners, members, or beneficiaries (any of which are referred to hereinafter as an "owner"); and

- (ii) Two or more legal organizations referred to in subsection (1)(b)(i) of this section that have identical owners.

(2) **Special rules.** For purposes of this section:

- (a) You must count an owner as a client if you provide investment advisory services to the owner separate and apart from the investment advisory services you provide to the legal organization; provided, however, that the determination that an owner is a client will not affect the applicability of this section with regard to any other owner;

- (b) You are not required to count an owner as a client solely because you, on behalf of the legal organization, offer, promote, or sell interests in the legal organization to the owner, or report periodically to the owners as a group solely with respect to the performance of or plans for the legal organization's assets or similar matters;

- (c) A limited partnership or limited liability company is a client of any general partner, managing member or other person acting as investment adviser to the partnership or limited liability company;

- (d) You are not required to count as a client any person for whom you provide investment advisory services without compensation;

- (e) If you have your principal office and place of business outside the United States, you are not required to count clients that are not United States residents, but if your principal office and place of business is in the United States, you must count all clients;

- (f) You may not rely on subsection (1)(b)(i) of this section with respect to any company that would be an investment company under section 3(a) of the Investment Company Act of 1940, 15 U.S.C. 80a-3(a), but for the exception from that definition by either section 3(c)(1) or 3(c)(7) of such act, 15 U.S.C. 80a-3(c)(1) or (7); and

- (g) For purposes of (e) of this subsection, a client who is an owner of a private fund is a resident of the place at which the client resides at the time of the client's investment in the fund.

[Statutory Authority: RCW 21.20.005, 21.20.020, 21.20.030, 21.20.040, 21.20.050, 21.20.060, 21.20.070, 21.20.080, 21.20.090, 21.20.100, 21.20.330, 21.20.340, 21.20.450, and 21.20.702. WSR 19-03-133, §

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