

## Private Investment Fund Services

fredlaw.com

### Related Services

Private Equity

Finance & Securities

Start Up & Rapid Growth  
Enterprises (SURGE)

Venture Capital & Angel  
Financing

Investment Management

Our clients include the sponsors of private equity funds, funds of funds, debt funds, REITs and other real estate funds, hedge funds, venture capital funds and institutional investors. Clients value our practical approach to fund representation, the senior level of attention we bring to every project and our Midwest rate structure.

### Services

- Fund structuring and formation
- Capital raising and Securities Act of 1933 compliance
- Investment Company Act of 1940, Investment Adviser Act of 1940 and Commodity Exchange Act compliance
- Taxation
- Profit sharing and other compensation arrangements
- Ongoing regulatory compliance
- Co-investment transactions
- Secondary transactions
- Liquidation and dissolutions
- Operational issues of funds, advisors and general partners

### Experience

#### Representative Cases

- Formed and assisted in the syndication of numerous private funds, including drafting limited partnership agreements, private placement memorandums/memoranda, subscription agreements and related documents, as well as negotiating with fund investors.
- Advised general partners regarding compliance with the Investment Company Act of 1940, the Investment Advisers Act of 1940, and the Securities Act of 1933 as well as applicable state securities laws in connection with formation and syndication of private funds.
- Represented institutional investors in connection with purchase of interests in over 30 private funds representing aggregate capital commitments of more than \$750 million.
- Advised, drafted and negotiated numerous management company operating agreements with management teams and founding limited partners, including structuring compensation and vesting.

- Structured, drafted, and negotiated direct and indirect secondary sales, including secondary auction of limited partnership interests, including formation of special purpose vehicles with refreshed carried interest.
- Advised, drafted and negotiated fund management team employment agreements including compensation and vesting.
- Represented management team members in connection with negotiation of compensation, including carried interest and vesting.
- Assisted in the liquidation of private funds with original committed capital in excess of \$250 million.
- Advised managers regarding the use of broker-dealers and finders in connection with capital raising and negotiating third-party marketing agreements.
- Advised managers regarding fund governance, fiduciary duties and conflict of interest.
- Advised fund managers with respect to ongoing compliance and regulatory matters, including preparing and filing Form D annual amendments, "blue sky" renewal filings, and Form ADV annual updating amendments, as well as record-keeping and reporting requirements.
- Advised sponsors on formation and structuring of private, non-traded and public REITs and other real estate funds and joint ventures.
- Represented institutional investors with respect to co-investments and minority interest investments, including reviewing offering terms and coordinating transaction execution.