




AND

INVESTMENT MANAGEMENT

SUTHERL

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We Represent the Investment Management Industry

- Mutual funds
- Exchange-traded funds (ETFs)
- Hedge funds
- Business development companies (BDCs)
- Separate accounts
- 529 plans
- Pension plans
- Investment advisers
- Broker-dealers
- Plan administrators
- Transfer agents

Full Coverage of Investment Management Industry Issues

- Design and organization of investment vehicles and their sponsors
- Counseling on securities law, tax law and other matters
- Counseling boards of directors
- Disclosure documents and regulatory filings
- Defense of regulatory inquiries, investigations and enforcement actions
- Organization and regulation of distribution systems
- Design, production and evaluation (audit) of compliance systems
- Mergers and acquisitions

Sutherland conducts its investment management practice as part of its comprehensive, nationally recognized financial services practice, offering highly developed experience across the financial marketplace. This experience, coupled with the firm's philosophy of focusing on client needs, enables us to provide creative and effective solutions to clients' legal and regulatory challenges.

From institutional money management to investment vehicles for individual investors, Sutherland counsels clients in every aspect of the investment management business.

Design and Organization of Investment Vehicles and Their Sponsors

Sutherland attorneys help clients design and organize mutual funds, hedge funds, business development companies (BDCs), 529 plans, pension plans, and separate accounts. We also counsel sponsors and service providers for these entities, including investment advisers, broker-dealers, plan administrators and transfer agents.

Sutherland provides clients with the "big picture" guidance needed to determine the structure and type of vehicle best-suited to the products or services they offer and the distribution channels on which they rely, as well as assistance with organization details such

as documentation, registration, regulatory approvals, and drafting and negotiating agreements.

Counseling on Securities Law, Tax Law and Other Matters

Sutherland provides advice and guidance with respect to all federal and state securities, commodities, tax, and employee benefits laws and regulations, as well as corporate, trust, partnership, contract and intellectual property law matters related to clients' businesses. We also advise offshore clients regarding the applicability of domestic laws and regulations.

Sutherland advises mutual funds and mutual fund boards, hedge funds, BDCs, 529 plans, pension plans, and separate accounts in matters ranging from portfolio investments to negotiations with regulators and counterparties. Likewise, we help investment advisers, broker-dealers, transfer agents, and plan administrators overcome the challenges of regulatory compliance in an environment fraught with continuous and dramatic change.

Counseling Boards of Directors

Sutherland serves as independent counsel to the independent directors or trustees of several mutual fund and BDC groups. In this capacity, we regularly provide guidance about a variety of issues confronting directors or trustees.



Disclosure Documents and Regulatory Filings

Some of the most visible aspects of our work for investment management clients are the disclosure documents and regulatory filings we prepare or help them prepare. These include prospectuses, private placement memoranda, summary plan descriptions, annual reports and proxy materials.

Defense of Regulatory Inquiries, Investigations and Enforcement Actions

Sutherland regularly represents clients confronted with investigations, enforcement actions and disciplinary proceedings brought by the SEC, state attorneys general, and state securities commissions, as well as FINRA and other self-regulatory organizations (SROs). Our experience includes high-profile cases, as well as more “routine” regulatory matters.

We regularly represent clients in arbitration and litigation proceedings before a variety of forums, including SROs and federal and state courts. Sutherland litigators also have defended class actions in federal and state courts across the country brought under federal and state securities laws. We have represented clients in regulatory and controversy matters involving:

- Failure to disclose.
- Mutual fund switching and late trading.

- Soft dollars and directed brokerage.
- Sales practice abuses.
- Insider trading, market manipulation and penny stock cases.
- Breaches of fiduciary duty.
- Unregistered securities.
- Financial fraud.
- “Fraud on the market” class actions, “mass actions” and Racketeer Influenced and Corrupt Organizations (RICO) Act claims.

Organization and Regulation of Distribution Systems

Sutherland has one of the nation’s largest distribution practices. Our investment management clients use the full spectrum of distribution channels and arrangements, including those that involve investment advisers, broker-dealers, banks, thrift institutions, trust companies, insurance companies, financial planners, transfer agents and plan administrators. Our years of collective knowledge and detailed experience equip us to assist clients with all aspects of the businesses and organizations that offer investment management services and investment vehicles.

We regularly advise clients involved in multi-faceted distribution arrangements, such as joint ventures between mutual fund distributors, broker-dealers and other types of financial institutions and intermediaries. In a financial marketplace where the boundaries

Sutherland’s Long History Dealing With Federal and State Regulators

Sutherland has a long history working with federal and state regulators. In addition, many of our attorneys have previously worked for the SEC or FINRA, which gives us insight into these agencies and helps us better serve our clients.

We maintain close contact with the following:

- Commodity Futures Trading Commission (CFTC)
- Financial Industry Regulatory Authority (FINRA)
- Industry associations
- Internal Revenue Service (IRS)
- Securities and Exchange Commission (SEC)
- State securities, tax and insurance regulators



have eroded between distribution channels, our clients trust us to help them offer a full range of investment services and vehicles in a seamless manner, yet remain in compliance with the applicable laws and regulations.

Design, Production and Evaluation (Audit) of Compliance Systems

Sutherland has extensive experience in designing, implementing and evaluating compliance systems. We have developed compliance policies and procedures and written supervisory procedures for mutual funds, BDCs, hedge funds, pension plans, separate accounts, investment advisers, broker-dealers, plan administrators and transfer agents. Our attorneys also regularly assist investment management clients with the following:

- Designing compliance systems and compliance department functions.

- Drafting and updating written compliance (and supervisory) policies and procedures.
- Auditing operational compliance systems and functions.
- Providing “emergency response” teams to remedy serious compliance deficiencies uncovered during regulatory exams, inquiries and investigations.
- Responding to regulatory inquiries.
- Conducting internal investigations.

Mergers and Acquisitions

During the past two decades, Sutherland has participated in the restructuring and consolidation of the investment management industry by assisting with mergers and acquisitions involving mutual funds, BDCs, separate accounts, investment advisers, broker-dealers, plan administrators and transfer agents.

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ABOUT SUTHERLAND Sutherland Asbill & Brennan LLP is a law firm with global reach known for solving challenging business problems and resolving sophisticated legal issues for many of the world’s largest companies. Founded in 1924, the firm handles matters throughout the United States and worldwide. Seven major practice areas—corporate, energy and environmental, financial services, intellectual property, litigation, real estate, and tax—provide the framework for an extensive range of focus areas, allowing Sutherland attorneys to serve a diverse client base that ranges from small and medium-sized start-up businesses to a significant number of Fortune 100 companies.