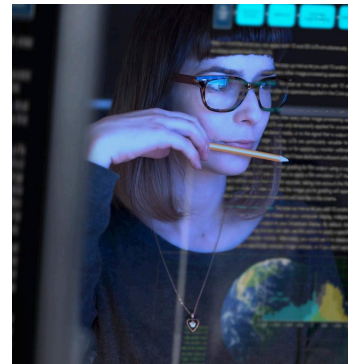


Financial Services & Investment Management



Tonkon Torp is a leading provider of comprehensive legal services for institutions and professionals in the financial services industry.

The financial industry is dense with regulations, and for individuals and businesses trying to navigate them, a knowledgeable legal partner is key to success. Tonkon Torp advises and advocates at the intersection of business and financial services law.

We work with investment advisers and wealth managers to help establish and manage their practices, as well as represent service providers, customers, and funds in litigation. Regardless of scope or scale, your business will benefit the most from a partner who offers expert legal and compliance counsel, and who understands the full operational context of the business.

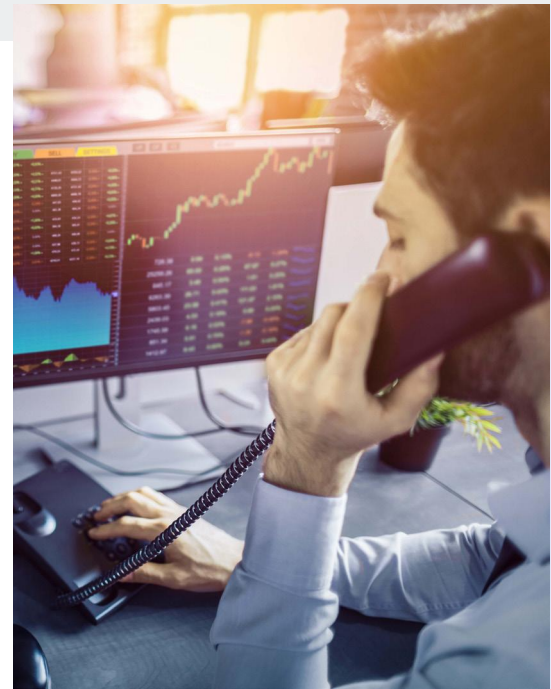
Our legal team advises clients on federal and state securities laws, and on the rules and regulations of the SEC, FINRA, various securities exchanges, and securities regulators. We also represent clients in audits and examinations by regulators.

To address specific needs for each client, we draw on the combined strength of our firm's expertise in corporate finance, ERISA, mergers and acquisitions, real estate and land use, taxation, labor and employment, intellectual property, estate planning, arbitration, and litigation.

Investment Advisers & Broker-Dealers

We help investment advisers and broker-dealers navigate regulatory and compliance obligations at all phases of their business. Our attorneys also help unregistered advisory firms address the availability and scope of exemptions from registration. Our services include:

- Planning, structuring, organizing, and reorganizing investment advisers and broker-dealers
- Advice on SEC, FINRA, and state regulatory authority examinations, audits, and enforcement actions
- Compliance with federal and state securities laws, including registration or compliance with available exemptions from registration
- Advisory, sub-advisory, and brokerage agreements
- ERISA matters
- Tax and succession planning
- Mergers and acquisitions, including sales, acquisitions, and spin-offs
- Compliance programs and compliance manuals, including codes of ethics and insider trading restrictions
- Employee licensing requirements
- Form ADV disclosure reporting



- Form U4/U5 filings and disclosure
- Executive compensation issues, including employment, non-compete, and non-solicitation agreements
- Marketing agreements, including selling agreements and solicitation agreements
- Product development
- Advertising and sales literature reviews
- Governance issues
- Litigation and arbitration, including shareholder and client disputes

Financial Services Litigation

From financial service providers to institutional and individual customers, we represent the full spectrum of clients in financial services litigation. Our experience covers:

- Broker-dealer arbitrations
- Investment adviser disputes
- Claims arising from transactions undertaken by investment funds
- Enforcement efforts by both governmental and non-governmental regulators

Private Investment Funds

Our attorneys advise funds and their managers on a broad scope of legal and compliance issues. We advise clients on the structure, organization, and offering of private investment funds, including private equity funds, hedge funds, real estate funds, and funds of funds.

Private investment fund clients benefit from a full range of legal services, including:

- Fund structure, formation, and documentation
- Securities regulatory and compliance matters relating to fundraising and ongoing operational compliance
- Tax and ERISA analyses
- Federal and state laws and regulations
- Marketing material review
- Investor negotiations, including side letters and coinvestment structures
- Contracts with service providers
- Manager structure
- Fund transactions, including portfolio loans and investments, acquisitions, dispositions, co-investments, debt, and portfolio company representation



We fit business to a T.