

SYNDICATIONS

The bigger better stuff

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Money + Team + Deal



Makes you look at things differently!!!

What is a “Syndication”?

- An organized group
- Pooling resources
- To work together to a common goal
- To achieve synergy in
- Profits, efforts, and results.



Private Placement

- Announcement-The Sizzle
- Offering Document-The Details
- Subscription Agreement-The “Sifter”
- PPM-The Disclosure
- “Operating Agreement’-The Rules

Your MOM told you...

Avoid strangers.

Don't steal.

DO NOT bother grandma.

Tell the truth.

DON'T promise too much.

DON'T surprise me with your report card.

Pick on people your own size.

Make up your mind.

Play by the rules.

Rules 501-508

	504	505	506
Blind Pool OK	No	Yes	Yes
Sophisticated investors OK			No more than 35
Annual \$ in (Millions)	1	5	Offer specifies

Do's and Don't of Raising Capital

- Solicitation rules
 - “Protect the little people”
- Accredited investors
 - People who are not so little
- Sophisticated investors
 - People with experience

PRIVATE Placement

- **Securities Act Release No. 33-285**
 - Number of offerees, securities, size and manner of offering
 - Private raising of capital
 - The sale of exempt securities to a relatively small number of investors

Securities Laws

- Blue Sky Laws

<http://www.seclaw.com/bluesky.htm>

- SEC v. W.J. Howey Co.

www.corp.ca.gov/enf/enforce.htm

- **SEC v. EDWARDS**

–Deed of trust?

SEC v. W.J. Howey Co.

- **Investment of money**
- **In a “common enterprise”**
- **With “expectation of profits”**
- **SOLELY through the efforts of another**

328 U.S. 293 (1946)

Sale of Securities

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	
Estimated average burden hours per response.....	16.00

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
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Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
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Brief Description of Business

Subscription = CYA

- Tracking, Certifications
 - Cannot pay, cannot play
- “Please invite me....”



Think through “unthinkables”

Asset Protection

Bad actors in the group
ex-spouses and creditors

The “unforeseen overrun”

Taxes

Winding up, closing down

Get Advice

“Contracts are drafted in view of breach....”

Hon. Learned Hand

Operating Agreement

- Rules of engagement
- The dirty details
 - Who is in charge
 - Who gets paid and when
 - “What if’s” ...
- When the deal ends

Tools Save Toil

Know which rules apply to your deals
(and what does not)

Get a simplified “rule book”

Get examples of the paperwork

Learn what the experts know
(and don't know)

See one, do one, teach one

Attract money and deals

Resources

- *What is an accredited investor*

<http://www.sec.gov/answers/accred.htm>

- What is a 505 exemption

<http://www.law.uc.edu/CCL/33ActRIs/rule505.html>

- Small business investments

<http://www.sec.gov/info/smallbus/qasbsec.htm>

50 other regulators beyond the SEC

<http://www.seclaw.com/bluesky.htm>

<http://www.law.ab.umd.edu/marshall/bluesky>

Syndication Home Study Course

- Syndication Quickstart Course \$1995
- BYOB \$ Bonus
- Forms CD \$ Bonus
- 1-1 deal coaching \$ Bonus
- Deal makers newsletter \$ Priceless

Syndication Home Study Course

Syndication Quickstart	\$297
BYOB	Free
Forms CD	Free
20 HR Audio Set	Free
1-1 deal consultation	Free
Dealmakers newsletter	Free