

**Velocity Law, LLC**

**(Business Lawyer: Nancy Fallon-Houle)**

Business Law Firm; Securities Law Firm

5449 Bending Oaks Place, Downers Grove, Illinois 60515-4456

[nfallon@velocitylaw.com](mailto:nfallon@velocitylaw.com) 630-963-0439 x 22 [www.velocitylaw.com](http://www.velocitylaw.com)

**Business Law, Business Transactions, Corporate and Securities Law**

***Business Formation, Small Business, Entrepreneurship:*** LLC Formation, Incorporation, Start-Up, Early-Stage, Emerging Growth Company, Legal Issues unique to Entrepreneurship and Start-Up, Outside General Counsel to Small-to-Mid-Sized Business, Closely-held, or Family Business.

***Corporate Law:*** Company ownership, corporate “clean-up” before sale, corporate maintenance, resolutions, annual report, state qualification, amendment, reinstatement, dissolution.

***Owner Agreement, Partner Transaction, Corporate Split-Up:*** Shareholder Agreement, LLC Agreement, Buy Sell Agreement for privately held businesses; Owner buy-out or buy-in, corporate split-up, Minority Shareholder Rights, additional shares issues, add owners, dissolution.

***Business Law, Transactional Law, Business Venture, Partnership, LLC:*** Business Transaction, Negotiate Deal; Document Deal to Contract, Manage transaction; Due Diligence, Business Agreement, Nondisclosure & Noncompete Agreement, Business / Legal advice.

***Buying a Business, or Selling a Business, Private M & A:*** Private company M & A; Transaction negotiation, contract and deal closing. Stock Purchase, Asset Purchase, Due Diligence, Noncompete, for business owner buying or selling small to mid-sized business, facilitate intro to valuation expert, broker & accountant.

***Business Raising Private Capital, Angel Investing, Venture Capital:*** Negotiate & document investor equity financing transaction (Issuer side or Investor side); Early Stage or Growth Issuers; Due Diligence inquiry by investor, Due Diligence preparation by company; Write Executive Summary, Private Offering Memo, Investor Agreement, Subscription Agreement; Investor qualification, SEC Form D and state securities law Filing, “Bad Actor” certification, Long-range planning and prep of Issuer for later, larger rounds of financing, or for acquisition or public offering.

***Securities Fund, Hedge Fund, Futures Fund, Commodities Fund, Real Estate Fund:*** Start-up, early-stage and emerging growth fund, family office, entity formation, operational and investor agreement, financial regulatory compliance; Securities and futures registration and notice filing with SEC, NFA, CFTC and state securities commissions, Offering Memo or PPM to sell fund, Subscription Agreement, ERA exemption, investment adviser registration for fund manager.

***Blue Sky and Regulation D Fund Compliance:*** SEC Regulation D 506 and State Securities law compliance for fund, fund manager & fund of funds; SEC EDGAR electronic filing.

***Investment Adviser:*** Investment adviser exemption and registration, Prepare and file Form ADV with SEC & states, Dodd-Frank compliance; managed accounts or fund manager. IARD, FINRA and NFA electronic filing, compliance & maintenance, adviser agreement, adviser formation.

***Blue Sky and Regulation D Rule 506 Compliance:*** Blue Sky law (state securities) for private placement under Regulation D Rule 506(b) and 506(c), Rule 504, SCOR, DPO, Regulation A Offering, Crowdfunding. SEC EDGAR electronic filing of Form D. Securities law interpretation issues and exemptions before state securities regulators and SEC. (See Back)

September 15, 2016

Blue Sky co-counsel to your public securities counsel on public offering: State registration, negotiation and clearance of exchange offering, rights offering, DRIP, recap. All sizes & types of Blue Sky clearance.

***SEC Filer Compliance:*** EDGAR Filer compliance under SEC Section 13 and Section 16; Buyer or seller of public shares, Officer or Director of public company. Prepare and file EDGAR Schedule 13D, 13G, Form 3, Form 4 and Form 5 for person buying, selling or exercising in public market, including individuals, trading firms and hedge funds.