***Securities Law Issues***

***for Entities Raising Money from Investors in a***

***Real Estate Fund, Securities Fund, Hedge Fund, VC Fund, PE Fund***

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1. ***Funding Methods***

Self-Funding: Seed capital from founders’ personal savings & credit cards

* Family & very, very close friends
* Angels / friends/ business associates – larger group
* Professional investor or VC round

1. ***What is a Security?***

Definition of Security in SEC vs. Howey 328 US 293 (1946)

* Investment of money, property or services,
* Into a common scheme or enterprise,
* With the expectation of profit,
* Through the efforts of others.
* A Real Estate investment with more than one investor is a security (unless it’s a true loan).
* An investment pool, including common pool of real estate investors, is a security.
* Investors who actively work in the venture as MMs/GPs are not investors, and their interests are not securities.
* Options, warrants, stock bonus, convertible securities, participating notes, are all securities.

1. ***When Loans Are /Are Not Securities - Borrowing Debt vs. Raising Investor Equity***

**Security:**

* Shared equity ownership in the property or investment
* Investor owns a percentage or $ value of the LLC or LP or corp.
  + Note or Loan Convertible into stock or equity ownership.
  + Participating Note, or Loan, where borrower’s payments only due, or lender makes more $, if investment makes profits. No fixed P&I.

**Not a Security:**

* Debt, Loans, Notes (generally), Borrowing a loan from lenders
* Fixed payments, payment dates & obligation amount
* Payment Not Based on Profits or Loss: Borrower’s payments due even if business becomes financially unsuccessful
* Lender has priority rights over investors in liquidation

***Borrowing Debt vs. Raising Investor Equity – Pros & Cons***

* Lenders easier to find
* Debt faster to negotiate and close.
* Debt less costly than equity in a few ways.
  + Equity (Investor money) more expensive than debt due to securities compliance costs. Deal must be large to be worth cost
  + Equity: Issuer gives up a piece of the company
* Investors share fully in profits & losses and only get paid if there are profits; while lenders get paid regardless of profits & losses.
* Lenders often prefer debt because of lender priority in liquidation or dissolution.

1. **Issuing *any* equity interest in your business entity, in exchange for cash, property, or services, or in exchange for a vendor contract, is deemed to be the issuing of a security.** 
   * **Any share of stock, LLC interest, or LP interest, in a real estate LLC or LP, or in a securities trading fund, or any other type of company.**
   * **An “investor”** is any person who gives you money, property (or even free services), in exchange for equity, with expectation of making profits, or a return on their investment in your entity, through your efforts (or the efforts of others you engage) as opposed to their own efforts. Such a transaction is the issuance of a security.

* Even issuing, *or even giving*, **equity interests to employees**, board members, advisors, or consultants, in exchange for services, is a securities issuance.
* **Debt can be a security**, if:
  + There is no fixed obligation of principal or interest payments, similar to those that would be on a mortgage loan, or
  + The payments to the lender are only due if the business makes money, and are not due if the business does not make money
  + The debt is convertible into equity.
* A “Securities” issuance includes **shares, options, warrants**, any employee plan interest, (employees and advisers), even for services and no cash
* **Even selling stock to your mother is a securities sale.**
* Pooling investor money in an entity, with an investment purpose = a security. The investment purpose can be either real estate investment, securities trading, other companies, or other, and the pooled money is deemed to be a “fund”. If the investor money is used to invest in securities of other issuers or into other real estate entities, it can be deemed to be an “investment company” under the 1940 Act.

1. ***Securities Laws Apply if Investors in the Deal***

**Sale or Issue of Security:**

Issuing *any* equity interest in an investment LLC in exchange for cash, property, services, or vendor contract, is a security.

* Selling LLC interests, or stock, LLC or LP interest in a real estate investment, any fund interest, is a security.
* Selling investment or issuing shares to your parents, your employees, board members, advisors, is a security sale.
* Giving a security for services or property is a security sale!

Find exemptions under 4(2) or Reg D where security issued.

* Registration exemptions typically require a notice filing, even in very small deal.
* There are no disclosure exemptions (Need PPM or Offering Memo, or abbreviated version of them.)

1. ***If the Investment is a Security, then Registration or* exemption is required: Use Reg D or 4(2) exemptions.**

* **Key: Comply with private offering exemptions from registration.**
* **However, there are *no exemptions from disclosure – the “Offering Memo”***
* ***The Exemptions are from registration, and not from disclosure or notice filings. Still required to let the SEC & State Regulators know about the offering (through a notice filing.).***

1. ***Disclosure Document / Offering Memo***

* **Why?** § 10b-5 (anti-fraud) laws require “**full and fair disclosure**” of all info material to investment decision: Offering, terms, principals, risks, industry, repayment, exit
* Why PPM? Oral disclosure is inconsistent, time-consuming and not memorialized.
* **Legal Protection** (to Issuer), from investors if unsuccessful investment, and exaggerating brokers. Investors may sue.
* Don’t say anything outside of the book, anddon’t say anything untrue or misleading.
* **Investor Perception**: Improved with professional book; Increases investor confidence that compliance done correctly.
* Forces Issuer to crystalize thoughts in writing.
* **Anticipates & answers investor questions.**
* Can and should be a **marketing document**: Touting the virtues of investment strategy, your background, your team.
* **Time Saver** for your sales pitches.
* Balances Sales Pitch with Full Disclosure
* Puts your **money where your mouth is**: You have invested personal assets in start-up costs (legal, accounting, printing.)

**Why Disclosure?**

* **Even in an exempt private offering are *no exemptions from disclosure – the “Offering Memo”***
  + ***Exemptions are from registration, and not from disclosure*** or notice filings.
  + ***Disclosure is the SOLE requirement of the 4(2) and Reg D exemptions in most cases, if all investors are accredited.***
  + ***Disclosure is the CYA, the insulation (not 100% protection, but insulation) against a lawsuit if deal crashes. Investors can sue, but they likely will not win if you have provided full and complete disclosure doc.***
  + ***Disclosure required even if a “no filing” registration exemption applies***

**Disclosure – What?**

* **Material information** for investment decision, “full and fair disclosure” about deal and principals.
* **Biography** and 20-year historical background of principals and 5% owners.
* “**Bad boy”** history on all principals: Criminal, Fraud, Regulatory/licensing history, court actions, bankruptcy, tax liens.
* Investment Strategy / Property Types, Geographic Scope
* Prior Performance / Track record
* Financial condition including debt.
* Any brokers or Finders? Compensation to whom and how much?
* **Fees** charged to investors; fees & expenses to fund, clear & concise.
* Material **Agreements,** including debt.
* **Risk Factors**: Strategy Risks, Market Risks, Your Competition, experience level.
* Any other affiliated funds? Who owns what of this fund?

**Disclosure Curtailed,** but not omitted, in a few instances of

* + ***Seed capital, first small money in after founder’s money***, and
    - Only in cases where all investors would **forgive you and *never* sue you even if you lost all of their money** (I call it the “folks who would never sue you exemption”
    - Very limited in number, like 1 to 3 investors
    - **Immediate family** (parent’s siblings), small number, providing start-up seed money (perhaps up to 5 immediate family members) a couple of close friends OK. Like 2 or 3.
    - **Institutional Investors**
    - “Single, Sophisticated” investor providing single shot of startup seed money, someone well-known to the company and principals.
    - Other very limited situations by judgment of the attorney after discussion with attorney about the facts of the investors
    - Even without a traditional disclosure document, you still need to provide disclosure somehow, and comply with the requirements. Don’t do this at home without professional advice and help
    - Land mine of errors that, in the worst case:
      * Have to give back the money (rescission), and/or
      * Can forever bar you from raising additional money
  + Other methods of accomplishing disclosure under 10b-5: Providing everything investors need, or ask for, all material information, in the form of a “document stack and financials”. Include full disclosure of all due diligence info.
  + 4(2) – exemption, very small group
* **Exempt from complex disclosure, but investors often require complex terms and investment documents before they will invest**
* **Or Use the safe harbor of a Reg D 506 with Offering Memo**

1. **Offering Memo is the “CYA” Document**

[Hand Out – Why Offering Memo Required]

* + - * Securities law rules require Disclosure of all info material to investment decision
      * Not promising to make money, not promising a fair deal, just telling facts of people, industry, strategy
      * If you are uncomfortable disclosing it, it’s probably material
      * Protect, not insulate, from liability
      * Cost: Is a $25,000 insurance policy
      * Initial Cost is high, but the first private placement memo can be recycled and enhanced with each successive deal, more complex deal, and even act at the foundation for the IPO prospectus or the M&A Disclosure Document.
      * **Saves you time as a business tool, so that you are covering much of your presentation first in writing, presentation is consistent.**
      * No need to repeat same info to multiple parties over and over.
      * CYA so that you are saying the same thing to each investor – no deviation

*[Hand Out – Why Offering Memo Required]*

1. ***Disclosure Doc Highlights***

**Bios, Background Check, Use of Proceeds, Property Description; Cap table, Industry Analysis, Risks**, Corporate and Personal Due Diligence, Summary of all material agreements.

1. **Registration Exemptions - What Is a 4(a) and a SEC Reg D 506? [chart]**

* **Risk of non-compliance is rescission (give back the money to investors)**
* **Compare to 4(2)** (Self-executing, but hard to prove, no safe harbors)
* **Why Reg D 506 most preferable** Why Reg D 506 most preferable:
  + Consistency Among States, Uniform Notice Filing, Uniform Conditions of Exemption; Blue Sky.
  + But disclosure document required
* **Reg D 506 Limits on Method of Solicitation of Investors – No public Solicitation.** Issuer must know investors before solicitation of investment,   
  “pre-existing relationship of sufficient depth and duration in order to determine the suitability of the investment”.

**[Handout – Private Offerings Turned Public by Solicitation]**

* **Reg D 506 New Law 4/2012 that allows public solicitation of private offering, as long as sales are made only to accredited investors. Proof of accredited status now required.**

1. **Regulation D Rule 506 Conditions**

* Unlimited dollar amount on offers & sales.
* Unlimited time for offering.
* Unlimited Accredited Investors Permitted.
  + Subject to ‘40 Act 100 / 500 investor limit
  + Subject to ‘34 Act Reporting Requirements for over 500 investors.
* Maximum of 35 Nonaccredited Investors.
* No General Solicitation.
* **Reg D 506 Limits on # of investors: 35 nonaccredited and unlimited accrediteds (you can accept up to 499 accredited investors).**

[Handout – Private Offering Exemption Q & A Chart]

1. **Accredited Investor Qualifications** - **What is an Accredited Investor?** 
   * $1 million net worth, or $200K gross income, or $300K joint income with spouse
   * Why prohibit, or limit, sales to investors? Sophistication correlated to risk
   * Audited Financials requirement for nonaccrediteds, none required for all accredited deal.
   * Full Disclosure Book for nonaccrediteds, more abbreviated disclosure permitted for all accredited deal.
   * Family members, who are not accredited, still count as nonaccrediteds.

* **No Dollar Limits on a Reg D 506 Deal**

1. ***Nonaccredited Investors Change the Nature / Cost of Compliance***

* Audited Financial Statements Required.
* Lengthier Offering Book Required under Reg D 506 and 502.
* If nonaccrediteds permitted as investors, compliance often becomes prohibitively expensive (legal & accounting costs).
* Nonaccrediteds do not qualify as ‘40 Act QEP investors for > 100 investor fund.

1. ***Integration of Offerings***

* 6 month window between offerings
* Required to avoid the offerings being “integrated” or lumped together as one offering.
* Integration is only an issue or problem if you have two offerings with nonaccrediteds that total more than 35 for both, or if you have two offerings and one used prohibited solicitation or inadequate offering disclosure.
* Multiple Offerings must have 6 month window between each offering, or
* Start a separate fund with completely different trading strategy (gray area).
* Consequence of failure to comply = all funds lumped together as 1, by the SEC.
* Not a problem if total of all nonaccredited investors in all funds < 35.

1. ***Notice Filings Required for EVERY deal and Every Sale to Investor***

* **Notice filing required with the SEC - SEC Form D** Filed for a Reg D offering
* SEC Form D 10 page disclosure notice filed online on EDGAR.
* Disclosure of principals and deal terms
* Disclosure of brokers & finders, names & fees, offering amount, $ sold, # investors.
* File with SEC 15 days after 1st sale in any state. Plus in states file 15 days after 1st sale in each state.

1. **Blue Sky Law - Notice filings are required in each state in which investors reside:**
   * 50 states each have own securities laws.
   * State of residence of investor is key.
   * State review and comment on Reg D 506 pre-empted by federal law (National Securities Market Improvement Act 1996)
   * Filings still required in each state: Form D, Notice Letter & Fee
   * 15 days after sale in each state (except PA & NY).
   * New York attempt to require pre-offer filing.
   * If the offering is a Reg D, either 506 or 504
   * Even if the offering is not a Reg D
   * For 4(2) offerings. Conditions and exemptions are not uniform for 4(2)
   * For sales or issuances to family, friends, employees, angels, VCs and sometimes institutions.
   * For Reg D 504 Offering of $1 million to nonaccrediteds (many states don’t have uniform exemptions, or any exemptions)
     + **Filings required in almost every state**
     + Advise company counsel & securities lawyer immediately when investor checks come in, because filings are required with in 15 days after sale.

[Hand out summarizing 50-state notice filing requirements.

1. ***Private vs. Public Offering Distinction***

* Private Offering = No Public Solicitation, no cold-calls, no mass email or mail to unknown recipients, no newspaper or magazine ads, no planted articles, no websites selling, No Internet Solicitation, no LinkedIn Hunt for Investors, No Facebook PR
* Pre-existing Relationship with your Investors Required = Must know your investor, even if not long,
* Or selling broker-dealer must have pre-existing relationship with his /her investors.
* New Law 4/9/2012 – Public Solicitation permitted in Private Offering, if only selling to accredited investors.
* **What Contact Allowed?**
* **Jobs Act 4/5/2012 (Eff. 7/5/12):** Nonaccrediteds: Must know Nonaccredited Investors in advance of offering. *“Pre-existing Relationship of sufficient length and duration to determine suitability of investment”.*
* Accrediteds: May solicit unknown investors, but may sell only to confirmed Accredited investors. Must verify Accredited status.
* **SEC No Action Letters**: Issuer may solicit Accredited Investors from pre-qualified list of prior accredited subscribers to password-protected list. Lamp, IPO.Net
  + - **Why It’s Illegal to Offer Your on the Internet**
    - **Limitations on Solicitations**
  + **Manner of Offering – No general Solicitation**
    - Private vs. Public Fund – Don’t want to be a public fund
    - Illegal to Offer Your Fund on the Internet,
      * IPO.Net and Lamp Technologies which allowed password protected websites giving access to offering memos on the websites, apply only to:
        + Website info provided to existing investors or existing clients of the issuer or broker
        + Funds sold by registered broker-dealers
    - Cold Calls, Advertising prohibited
    - Pre-exiting relationship or private introduction
    - Cold calls to Professional VCs are probably OK, but gray area

1. ***Reg D Rule 504 & Crowd Funding***

* Blue Sky for Reg D 504 (Small Public Offering of $1 million) requires full registration in at least one state.
* 504 allows public solicitation.
* Crowdfunding – New Law effective 7/2012 – allows public or social media offering up to $500,000, but limit of $500 per investor.
* Crowdfunding does not work for investment fund.

**Do not use Reg D Rule 504 (expensive one or 505 (obsolete):**

* 504 is limited to $1 million in sales,
* Must be registered in at least one state, many states require full-blown registration
* CPA reviewed Financials required.
* 505 is limited to $ 5 million in sales,
* State 505 exemptions are a landmine.

Do Rely on Reg D 506 **as the only practical and cost-effective exemption.**

1. ***1934 Act: Broker-Dealer Issues (Person Selling)***

* Person selling your investment must be registered as a broker-dealer in US and in states. No commissions.
* Issuer-Dealer Exemptions for you, the fund operator, and your partners: Rule 3a4-1 and comparable state exemptions:
  + Officer or Director status required,
  + No commissions, and
  + No other concurrent deals.
* Hire a broker to help you sell ?

1. **Money Finders *Avoid Use of Money Finders to sell the Deal – Unless they Are Registered BDs*:**

* Beware: Unregulated industry, no licensing of finders.
  + **Illegal if they are not registered** securities brokers under 1934 Act. Ask for their CRD number and run it through [www.nasdr.com](http://www.nasdr.com).
  + **Be careful**, as the finder pool contains a high percentage of **disbarred** stock brokers and lawyers, de-licensed insurance brokers and real estate brokers, and convicted felons.
  + **Check references** and experience level
  + Make sure they have **good book of investor** business
  + Red Flag if they are advertising on Internet “money available”.
* Some are expelled brokers; or people with criminal records.
* Quality & ethics run the gamut.
* Disclosure on Form D brings finder before SEC & states, may cause regulatory trouble for unregistered finder.
  + Will increase your legal fees to use one.

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**Private Placement or Public Offering?**

* **A "General Solicitation” Turns a Private Offering into an Unregistered Public Offering**

An “Offering” is any instance of a company (an “Issuer”) selling its own stock in exchange for cash, services, property or stock. An Offering can be public or private.

Public Offerings must be registered with the SEC and the states. They require the preparation of a full blown prospectus, which must be cleared with the SEC and the states before use.

Private Offerings don’t need to be registered with the SEC and states, but they still require exemption notice filings with the SEC and states, and the preparation and distribution of a disclosure document (Private Offering Memo) and complying with all of the conditions of the exemption (including dollar limits, investor number limits, investors income or net worth requirements, limits on the manner of solicitation.)

* **Private vs. Public Offering Distinction**:

***A Private Offering*** is one made to people who:

* Are your friends, family and business colleagues,
* With whom you have a pre-existing relationship,
* With your company (the issuer) has a pre-existing relationship,
* With whom your other officers or directors have a pre-existing relationship,
* Whom you already knew before the issuer’s offering them an investment in the company, or in advance of discussing the investment with them,
* To whom you have been privately introduced by a close contact such as a professional service provider like an accountant, lawyer, friend, close business colleague, or perhaps on a very limited basis, through a private introduction from one of your other investors,
* To whom you have been introduced by a registered broker-dealer, who have a pre-existing relationship with a registered broker, or
* Are professional venture capital investors, or professional institutional investors who, as their business invest in securities of other issuers.

The following contacts ***do not qualify as proper private placement contacts***, and could be deemed an unregistered public offering:

* Offers and sales made people to whom you have been introduced by a money finder, unregistered broker, financial consultant, investment banker, if those introducing people are not registered as a broker-dealer,
* Offers and sales from a “list of accredited investors” (purchased list, or confirmed list, or website list, all not permitted if you don’t know them in advance.)
* Offers made as a result of an email blast to a list of people you don’t know, or a list from someone else’s address book, or
* Contacts made through an “invest here” button on your own, or someone else’s, website.

***A Public Offering*** is one made:

* To people you don’t know by way of cold calling, or
* To your entire customer list, or
* By mass email, or otherwise on the Internet, to people you may or may not know, or
* On your website or someone else’s, or
* In a magazine, newspaper or newsletter, or
* By way of a press release,
* To all the X People in Y Group, even though you are a member of Y group or know someone from it: Each of the following would be, or has been deemed to be, an illegal public offering: “All the Doctors in Cincinnati”, or “all the realtors in Chicago”, “all the radiologists in townX”, to “all the partners in a large law firm”, “all the Executives in a trade association”, “all the attendees of a conference”.
* By one of the above done by someone acting on your behalf, such as a finder or a broker or a business broker.

In order to comply with the strict letter of the law, you must get to know the person in advance of offering them an investment in your company. Your relationship should be of “sufficient length and duration in order that the Issuer can determine the financial sophistication of the investor and suitability of the investment”.

There is a gray area between public and private offerings: If you offer to people you don’t know, but who are introduced to you by someone you do know, that’s probably fine, if it is a limited, calculated, private introduction. However, someone you know giving you their entire rolodex, would not be acceptable.

If the person you know who introduces you to someone they know, who introduces you to someone that they know, it’s probably to far removed.

* **Regulation D Prohibition on Public Solicitation**

Under the federal securities laws (Regulation D, Rule 502(c)(1) and (2)) it is a violation of the private placement exemption under Reg D Rule 506, to obtain an investor through a seminar invitation or newspaper ad. (Most states’ securities laws are consistent with the federal rules.) The SEC has followed that prohibition through to internet solicitations as well.

New law April 2012, effective July 2012, allowing public solicitation if sales are made only to accredited investors. Confirmation of accredited status required.

For a private offering:

* **No general solicitation** permitted; no mass mailing or cold calling to people you don’t know, no newspaper ads, no **planted news** articles.
* **No Internet** solicitation permitted, unless you already know the investor.
* Pre-existing relationship required with investors; of “sufficient length and duration” that you can evaluate their financial position and suitability for investment.

SEC No Action Letters on General Solicitation:

* Lamp Technologies (5/97 and 5/98), IPO.Net (7/96) and ACE.Net , No Action Letters; Internet Solicitations allowed to a **password-protected list of pre-qualified accredited investor subscribers** to listing service. ***SEC announced at the ABA Meeting in July, 2000 in New York, that IPO.Net and Lamp ONLY apply to issuers or hedge fund operators who are a registered broker-dealer firm, or who have a subsidiary registered broker- dealer firm, and that those No Action Letters do not apply to issuers who are not affiliated with a registered broker-dealer firm. ACE.Net only applies to Rule 504 offerings of <$1,000,000.***
* Mobile Biopsy, LLC No Action Letter (8/99): SEC **prohibits** issuer solicitation to list of persons that it thinks **might be accredited** (“all doctors in North Carolina”), and after indication of interest, requiring certification of accredited status after solicitation.

Wilmer Cutler No Action Letter (10/98) No Action: Offshore funs performing “Ten Commandments”.

1. ***Business Issues and Deal Structure***

* **Determine in advance, the Liquidity Event or how investors will be paid back**
  + **Selling the Properties**
  + **Quarterly/Annual Profit splits**
  + **Management buy out of investors.**
  + **Acquisition/Merger with another entity**
* **Fees for “real estate fund”, often Management fee if the property is income generating, or instead a “back end fee” or “participation fee”, or a portin of the profits on sale of property**

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***Selling the deal –***

* + **Determine the “liquidity event”, explain, don’t promise. How will investors get paid back?**
  + **Full disclosure,** whole truth and nothing but the truth.
    - **No superlatives.**
    - **No BS**
  + **Separate selling your product** and the virtues of you company from selling the stock in the company, Turn off the marketing press.
  + You’re **not selling a used car or real estate** – Taking the approach of “if you don’t buy into the opportunity to day, it will be gone” is not appropriate.
  + Will be **partners with your investors** for a long time, and want to develop and maintain a good relationship with them, don’t BS them.
  + **Investors can file Lawsuits for misstatements or even misleading statements**

1. ***Common Mistakes:***

* Salaries to Founders, or paying back founder loans, early in the game. Don’t expect to get paid back the money you invested until after the investors have cashed out. Don’t expect to receive salary as a founder out of early stage seed money, perhaps an option after a year or two after funding by investors.
* Pie-in-the-sky projections, or
  + Only one set of projections (use 3, min, mid, max) or
  + No substance as back-up for the projections
  + Excel sheet that does not add up
* Unrealistic expectations about % of equity give-up for the funding you so desperately need. Professional investors will expect to take 40% or 50% or 70% or even higher, if the company is not yet well developed.
* Ignoring Due Diligence Issues in backgrounds of principals, officers and directors. Run a background check on yourself, and also Google yourself, before you contact any investors. Do a credit check on yourself as well. Investors will do all of the above.
* Dispensing stock loosely, to everyone including the cleaning lady. Don’t make promises of “I’ll take care of you” to people you can’t keep, or will not keep. You will need to account for all of the “pieces” of equity you have doled out along the way. It dilutes your ownership and/or investors, and they don’t like that.
* Waiting too long to start preparation for a capital raise, creating an emergency out of it.
  + Desperate will be written all over your face and your financials
  + Intention is to overlap between the next capital raise and the end of the current money.
  + Allow 12 to 18 months to do the preparation, find the money and close the deal.
* Wrong Motivation for doing capital raise – to Cash you out
  + Examine your motivation
  + Not a get rich quick scheme based on exit quick strategy – expect to be in it for the long haul
* Believing that your lawyer or accountant will find your investors for you
  + Definition of private placement means that the issuer knows the investors. The main group of investors you bring in, should be people you know first hand.
* Believing that your lawyer, accountant and other professionals can be paid out of proceeds of offering.
* Thinking that a Business plan works as an Offering Memo.
* Not realizing that Sophisticated Investors will negotiate terms: You can raise larger $$ from professional investors, but they will hold you hostage to their own terms. Friends and family will not negotiate terms, but you can’t raise much $$ from them
* Using AOL or hot mail or as your business email account,
  + looks unprofessional and
  + emails of any size will bounce,
  + can’t store emails to keep as business records
  + emails are deleted after 30 days
  + Spend some money on technology so you look like a professional playing in the tech field (or any other field.)