KAIROS CAPITAL LEGAL ADVISORS

GENERAL COUNSEL SERVICES

360 DEGREES OF SERVICE: BUSINESS, LEGAL & INVESTMENT EXPERTISE

For fund managers who need business judgment, legal judgment, and investment judgment from one relationship — without a general counsel's payroll.

BUSINESS	LEGAL	INVESTMENT
M.B.A.	*Esq. · Securities attorney*	*FINRA arbitrator · Registered investment advisory firm*

COMPLIANCE

meeting what already applies to you

Filings made on time, documents that agree with one another, and a record you can produce the day someone asks for it.

- Exemption analysis and Form D filings
- Georgia and multi-state blue sky notice filings
- Form ADV and exempt reporting adviser status
- Rule 506(d) bad actor screening
- Annual registrations and entity maintenance
- Books, records, and substantiation files

STRATEGY

deciding how it is built, before terms lock

Structure, economics, and the sequence of the raise — settled while they are still cheap to change.

- Entity selection and fund structuring
- LPA and operating agreement terms
- Fee, carry, hurdle, and waterfall design
- 506(b) or 506(c) posture and the raise plan
- Side letters, SPVs, and co-invest vehicles
- GP stakes, key person, and successor funds

RISK MITIGATION & MANAGEMENT

finding it before they do

Locating the exposure ahead of an investor or a regulator, then building the record that answers it.

- Fund Exposure Reviews and gap analysis
- Pitch deck and offering material review
- Placement agent and finder structuring
- Conflicts, allocation, and valuation policies
- Investor complaints and exam response
- FINRA arbitration and dispute posture

HOW WE HELP AT EVERY SEAT IN THE FUND

Our client is the FUND. We support every other party in the structure without representing them.

- **Investors (LPs).** Accreditation, Rule 506(c) verification, and subscription documents that hold up.
- **The Fund.** Formation, Form D, Georgia notice filing, and continuous § 3(c)(1) / § 3(c)(7) monitoring.
- **General Partner.** LPA duties, waterfall and clawback, ERISA plan asset testing, § 1061 holding periods.
- **The Manager.** ERA or registration analysis, Form ADV, and every policy that follows from the answer.
- **Capital Raisers.** Rule 3a4-1 memos, placement agent agreements, and § 15(a)(1) screening.
- **Service Providers.** Engagement terms, custody and audit compliance, and client identity fixed in writing.
- **The Portfolio.** Allocation policy, valuation policy, and the Rule 203(l)-1 80/20 qualifying test.

KAIROS CAPITAL LEGAL ADVISORS

deploy capital, not exposure

Dar'shun Kendrick, Esq., M.B.A. • Securities attorney and FINRA arbitrator • KairosLegalAdvisors.com

BOOK TIME TO CHAT TODAY

20 minutes to find out HOW we can help you.

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