StradleyRonon

Registered Investment Funds

Representing registered investment funds and assisting clients with new and innovative investment products for more than 95 years, Stradley Ronon's registered investment funds practice is among the largest in the United States.

We represent retail and institutional registered investment fund marketing shares through every distribution channel, as well as managers, administrators and underwriters/ distributors. Additionally, we serve as independent legal counsel to registered investment fund independent directors/trustees and as special counsel to industry trade groups and other law firms regarding complex issues arising under the Investment Company Act of 1940 (1940 Act). Stradley Ronon is one of only four firms ranked in Band 1 for Nationwide: Registered Funds by *Chambers USA*.

Cutting-Edge Guidance

Stradley Ronon actively helps registered investment funds respond to the changing investment management environment, including analyzing and implementing the ever-changing patchwork of regulations issued by the U.S. Securities and Exchange Commission (SEC), Commodity Futures Trading Commission (CFTC), Financial Industry Regulatory Authority (FINRA), U.S. Department of Labor (DOL) and Internal Revenue Service, as well as laws adopted by Congress such as the Dodd-Frank Wall Street Reform and Consumer Protection Act and Foreign Account Tax Compliance Act (FATCA). Working with fund sponsors, chief compliance officers and boards, we navigate the many crucial issues that may affect their businesses.

We routinely advise on every type of registered fund product, including:

- 1940 Act and 1933 Act registered funds
- 1940 Act-only registered funds
- Business development companies (BDCs)
- Closed-end funds
- Exchange-traded funds (ETFs)
- Funds-of-funds
- Interval funds
- Manager-of-managers funds
- Money market funds
- Registered alternative funds
- Unit investment trusts (UITs)

Our Services

Among Stradley Ronon's core competencies is assisting with all legal issues throughout a registered investment fund's life cycle — from evaluating investment strategies and distribution plans to identifying the ideal fund structure through fund formation, registration, launch and post-launch phases.

Affiliated Transactions

Our lawyers assist with navigating complex SEC, DOL and other rules that govern transactions among affiliated entities, clients and brokers.

Board and Committee Meetings

We counsel fund sponsors on all aspects of preparing for, attending and documenting board and committee meetings.

Board Governance Matters

We advise on matters related to board expansion and consolidation, compensation, committee structures, retirement plans, independence and other issues.

Disclosures

We prepare and review registration statement disclosures in response to changing markets and regulatory guidance, and advise on integrating disclosures across multiple products and disclosure documents.

Exemptive Orders and No-Action Letters

We seek and successfully obtain novel exemptive or no-action relief to provide clients with a cutting-edge competitive advantage. Stradley Ronon lawyers have been involved in over 250 SEC no-action letters in the past 25 years either while at the firm or during their time at the SEC.

Investment Company Status

Our lawyers advise public and private investment funds, real estate companies, real estate investment trusts (REITs) and other investment vehicles, operating companies and special-purpose vehicles regarding their registration obligations under the 1940 Act and ways to structure their businesses and investments to avoid registration.

Regulatory and Compliance Issues

Our team guides clients through complex compliance issues related to new or novel products or distribution arrangements, handling time-sensitive valuation and other compliance matters that arise in managing daily-priced funds, and assist firms with preparing or updating compliance policies and procedures and conducting compliance audits.

Regulatory Investigations and Enforcement

We guide clients through SEC or other federal and state securities and regulatory enforcement actions.

Tax

We address tax issues arising in the formation, day-to-day operation and distribution of registered investment funds.

Representative Matters

- One of only three firms that served on the Investment Company Institute's steering committee advising on the modernization of the 1940 Act.

- Working on behalf of numerous clients to secure SEC approval to launch ETF share classes of U.S. mutual funds.
- Represented Grayscale, a leading crypto-focused asset manager, in launching its 1940 Act ETF platform and a variety of 1940 Act ETFs providing digital asset exposure, including those that invest in digital asset-related derivatives.
- Represented Franklin Templeton in expanding its digital asset ETP suite, providing counsel on the formation, registration, listing and launch of the Franklin Crypto Index ETF.
- Represented Franklin Templeton in launching the Franklin Ethereum ETF, one of the industry's first spot ether ETPs. The Franklin Ethereum ETF issues shares backed by ether held by the fund's custodian and is registered under the Securities Act of 1933.
- Advised Franklin Templeton in launching the Franklin Bitcoin ETF, one of the industry's first spot bitcoin ETPs. The Franklin Bitcoin ETF issues shares backed by bitcoin held by the fund's custodian and is registered under the Securities Act of 1933.
- Advised Franklin Templeton in launching its entire suite of index-based (including smart beta) and actively managed ETFs.
- Represented Blue Tractor in obtaining some of the first less-transparent active ETF exemptive relief.
- Represented the special committees of BDC boards in their mergers, including recently representing the special committee of Blue Owl Capital Corp. III in a merger with Blue Owl Capital Corp., creating the second largest externally managed, publicly traded BDC by total assets.