



Contact

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About MLA

Marlowe Legal Advisors, LLC provides corporate and securities legal advice, on-demand general counsel services, and specialty private investment fund services to its clients. We use a unique approach that utilizes the legal expertise and business experience of its attorneys to provide high-level, but cost-effective, legal advice that is practical from a business standpoint while protecting our clients' interests from legal risk. In order to provide this high-level service in a cost effective manner, we custom tailor our services to each client as well as our pricing methodology utilizing, where most beneficial to the client, fixed fee and recurring retainer arrangements.

The end result is an *extremely high value proposition*: an effective, cost-saving, solution to your corporate and securities legal needs.

Marlowe Legal Advisors is led by Keith S. Marlowe, Esq., an 18-year corporate and securities law veteran who has practiced in the business

and finance departments of the world's largest law firms, was general counsel, chief operating officer and chief compliance officer of hedge funds, and has been involved in hundreds of financing transactions of public and private companies in nearly every industry. Our business and analytical background allows us to thoroughly understand your business so that we are not just your corporate/securities lawyer but your trusted business advisor.

Practice Areas

Corporate/Securities Law

Business Agreements

- Partnership Agreements and other business arrangements
- NDAs and Employment Agreements
- IP Licensing Agreements
- General Business Contracts

General Corporate Advice

- Start-up and business formation
- Business disputes and litigation management
- Board advisory

Mergers and Acquisitions

- Mergers, asset sales, and joint ventures

Securities Advice

- Private placements and venture capital (equity and debt)
- Securities and trading advice
- Section 13 and 16 reporting

Private Investment Funds/ Investment Management

- Hedge, Private Equity, Venture Capital, and Real Estate Funds

- Managed Accounts and other private investment vehicles
- Offerings, compliance, board and manager advisory
- Investment management and service provider agreements and issues (prime broker, ISDA, administrator, executing broker, systems and technology, NDAs)
- Operational and compliance due diligence, offering and subscription document review

Investment Advisor Compliance

- Specialize in smaller advisors and advisors of private funds
- SEC and state registration
- Construction of compliance program to outsourced CCO services

PIPEs/Alternative Public Financings

- PIPEs, Registered Directs, Equity Lines and Reverse Mergers
- All aspects of transaction from investment to exit
- Deal structuring/restructuring
- Represent investors, issuers and intermediaries

Restricted Securities

- Sales/transfers of restricted public and private securities (including 144 sales)
- Experience in the entire process from sale/transfer to settlement

Public Convertible Securities

- Public converts and 144A
- Activist strategies, restructurings and take-outs
- Compliance and trading issues



Legal Solutions

Transaction-based Legal Advice

Our corporate and securities legal services differ from the typical law firm transactional practice. While we have the legal expertise and knowledge to provide the high-level advice you need, our lawyers' business experience and flexible fee arrangements set us apart.

Due to our business and in-house backgrounds, we understand the business person's needs allowing us to offer practical solutions to your legal issues that protect your legal interests allowing you to achieve your business goals. We offer alternative fee arrangements (such as fixed fee pricing and recurring retainers) that give you a set, easily budgeted, cost for our services. Where hourly arrangements make sense, the matter will be in the hands of an experienced, high-level, attorney that performs most, if not all, the work in an efficient manner.

On-Demand General Counsel

Our On-Demand General Counsel services allow you to retain experienced general counsel on an as-needed basis. Services are provided either at your office or remotely and we provide flexible and creative fee arrangements such as monthly (or even weekly or daily) retainers, which end up at a fraction of what it would cost to hire a full-time in-house attorney.

Because we are experienced in-house attorneys with business backgrounds, we understand management's need for practical, timely, legal solutions, we can quickly understand your business and its legal risks, and can communicate creative problem-solving solutions that save costs and mitigate legal risk. Businesses that

still need outside counsel benefit from our experience managing outside lawyers as we control these costs by supervising matters, monitoring billing, and negotiating rates. We are also adept at choosing the right outside counsel for particular issues.

Advisor Compliance Solutions

We construct compliance programs and provide Chief Compliance Officer (CCO) support to SEC registered investment advisors. We specialize in advisors that manage private funds and smaller advisors that do not have the capability to hire a dedicated CCO. We have the experience required to help with your compliance needs as our founder, Mr. Marlowe, was a CCO for a registered investment advisor of a private fund and built and implemented its compliance programs. We can construct your compliance program (or review an existing program), advise and assist your named CCO, and help you implement and monitor your compliance program.

Private Fund Due Diligence

Our Private Fund Due Diligence services help investors in private funds (hedge, private equity, venture, and real estate) mitigate fraud risks through operational and compliance due diligence reviews of their investment funds and managers. Many investors are not properly advised on operational and compliance risks, resulting in recent high profile frauds. We review the fund/manager's back and middle office operations (including an on-site visit), their compliance programs, and interview service providers. We also assist with the investment process itself, including reviewing offering and subscription documents.

We have extensive experience in this area as our founder, Mr. Marlowe, has worked for private funds for 10 years including in the roles of general counsel, chief operating officer and CCO. For a fraction of your investment, you can reduce operational risk before investing in a private investment vehicle.

Keith S. Marlowe, Esq.

Keith brings 18 years of unique legal and business experience to his clients. Drawing from his vast and varied experience as large law firm veteran, and his various roles at private investment funds, Keith is able to clearly communicate complex legal issues and resolutions using a practical business approach while effectively managing legal risks.

Law Firm Experience: Business and finance associate:

Morgan Lewis & Bockius, LLP
Ballard Spahr LLP

In-House Experience:

Rock Hill Partners, LLC – General Counsel, COO and CCO

Rose Glen Capital Group, Inc.

Bar Admissions:

Pennsylvania, New Jersey

Education:

J.D., **The Dickinson School of Law**,
magna cum laude, 1995

B.B.A., **Temple University**, *magna cum laude*, 1990
