# Syndicate Subscription Legal Plans

## VENTURE CAPITAL — INVESTOR SIDE INSTITUTIONAL CLIENT INTAKE QUESTIONNAIRE:

**THIS FORM IS FOR INVESTORS ONLY. Companies raising capital should use our Business Formation or Equity Capital Markets intake forms. Syndicate cannot advise both the investor and the company in the same transaction — please identify the target company so we can run a conflicts check before any information is exchanged.**

*CONFIDENTIAL. This questionnaire is for venture funds, private equity firms, corporate venture arms, angels and angel groups, syndicate and SPV leads, family offices, and investment banks making or managing venture investments. It scopes term sheet and definitive document work, diligence, SPV formation, portfolio governance, follow-ons, secondaries, and exits. If a question does not apply, write "N/A."*

***NAME OF THE CLIENT (INVESTOR):***

Investor type:

[__] Venture capital fund
[__] Private equity firm
[__] Corporate venture arm
[__] Family office
[__] Angel investor / angel group
[__] Syndicate or SPV lead
[__] Fund of funds
[__] Investment bank
[__] Accelerator / incubator

[__] Legal Entity Name: ______________________________

Investing entity / fund name: ______________________ Vintage: ______________

Entity type & jurisdiction: ______________________ Assets under management: $ ______

Adviser status:

[__] SEC-registered adviser
[__] Exempt reporting adviser
[__] Venture capital adviser exemption
[__] Not registered
[__] Not sure

Contact person & title: ______________________

Syndicate Plan Member ID: ______________________

Address: ______________________________

City: ______________________ State: ____________ Country: ___ Zip: _______

Phone: ______________________ Email: ______________________

Fund counsel / administrator: ______________________________

## PART 1 — SERVICES NEEDED

1.1 Check all that apply:

[__] Term sheet preparation or negotiation
[__] Definitive financing documents
[__] Legal due diligence on a target company
[__] SPV or syndicate vehicle formation
[__] Side letter / most favored nation terms
[__] Convertible note or SAFE investment
[__] Follow-on or bridge financing
[__] Pro rata / preemptive rights exercise



[__] Board seat & observer arrangements
[__] Portfolio company governance support
[__] Down round, recapitalization, or pay-to-play
[__] Secondary purchase or sale of shares
[__] Exit (M&A, tender offer, or IPO)
[__] Regulatory review (CFIUS, HSR, sanctions)
[__] Fund formation or LP matters *
[__] Portfolio workout or restructuring

** For fund formation, subscription facilities, or adviser registration and compliance, please also complete our Fund Finance and RIA Legal & Compliance forms.*

1.2 Deadline (signing, closing, board meeting): ______________________________

## PART 2 — THE INVESTMENT

2.1 Target company & state of incorporation: ______________________________

Sector / business: ______________________________ Website: ____________________

2.2 Round / stage:

[__] Pre-seed
[__] Seed
[__] Series A
[__] Series B
[__] Series C+
[__] Growth / late stage
[__] Secondary purchase
[__] Bridge

2.3 Round size: $ ____________________ Your investment: $ ____ Ownership %: ________

2.4 Pre-money valuation: $ ____________________ Post-money: $ ____________________

2.5 Your role in the round:

[__] Leading the round
[__] Co-lead
[__] Following / participating
[__] Sole investor

2.6 Instrument:

[__] Preferred stock
[__] SAFE
[__] Convertible note
[__] Common stock (secondary)
[__] Venture debt
[__] Revenue-based / other

2.7 Other investors in the round: ______________________________



## PART 3 — DEAL TERMS TO NEGOTIATE

| Term | Required | Negotiable | Not Needed |
|---|---|---|---|
| Liquidation preference (multiple & participation) | [__] | [__] | [__] |
| Anti-dilution protection | [__] | [__] | [__] |
| Board seat or observer right | [__] | [__] | [__] |
| Protective provisions / consent rights | [__] | [__] | [__] |
| Pro rata & preemptive rights | [__] | [__] | [__] |
| Right of first refusal & co-sale | [__] | [__] | [__] |
| Drag-along rights | [__] | [__] | [__] |
| Registration rights | [__] | [__] | [__] |
| Information & inspection rights | [__] | [__] | [__] |
| Redemption rights | [__] | [__] | [__] |
| Dividends | [__] | [__] | [__] |
| Founder vesting & lock-ups | [__] | [__] | [__] |
| Option pool size & timing | [__] | [__] | [__] |
| Most favored nation clause | [__] | [__] | [__] |

3.1 Any specific terms, valuation caps, discounts, or conditions you require: ____________________________

____________________________________________________________________________________________

____________________________________________________________________________________________

3.2 Is the investment conditioned on other investors closing or on milestones? [__] Yes [__] No

## PART 4 — DUE DILIGENCE

| Diligence Area | Reviewing | Not Needed | Company to Provide |
|---|---|---|---|
| Capitalization table & prior financings | [__] | [__] | [__] |
| Securities exemption compliance for prior rounds | [__] | [__] | [__] |
| Founder & employee IP assignments | [__] | [__] | [__] |
| Patent, trademark & open-source review | [__] | [__] | [__] |
| Material contracts & customers | [__] | [__] | [__] |
| Employment, contractor classification & equity grants | [__] | [__] | [__] |
| Litigation & regulatory matters | [__] | [__] | [__] |
| Data privacy & cybersecurity | [__] | [__] | [__] |
| Financial statements & tax filings | [__] | [__] | [__] |
| Insurance (including D&O) | [__] | [__] | [__] |

4.1 Has a data room been opened, and is an NDA in place with the company? [__] Yes [__] No



4.2 Known problems (missing 83(b), promised equity, IP gaps)? [__] Yes [__] No

If yes, explain: ______________________________________________

______________________________________________________

4.3 Do you require a legal diligence report or red-flag memo? [__] Yes [__] No

## PART 5 — FUND, TAX & REGULATORY CONSIDERATIONS

| Item | Applies | Not Sure | N/A |
|---|---|---|---|
| Fund LPA limits (concentration, follow-on reserves, geography) | [__] | [__] | [__] |
| Venture capital adviser exemption qualifying investments | [__] | [__] | [__] |
| ERISA plan assets / VCOC or REOC status | [__] | [__] | [__] |
| UBTI or ECI concerns for LPs (blocker needed) | [__] | [__] | [__] |
| Qualified small business stock (QSBS) eligibility | [__] | [__] | [__] |
| Regulation D exemption & Form D filing | [__] | [__] | [__] |
| State blue sky notice filings | [__] | [__] | [__] |
| CFIUS (non-U.S. investors or sensitive technology) | [__] | [__] | [__] |
| HSR antitrust notification thresholds | [__] | [__] | [__] |
| Sanctions & KYC screening of parties | [__] | [__] | [__] |

5.1 Are any of your investors or co-investors non-U.S. persons? [__] Yes [__] No

5.2 Does the company operate in a regulated or export-controlled sector? [__] Yes [__] No

## PART 6 — SPV, SYNDICATE & CO-INVESTMENT

6.1 Will the investment be made through a new SPV or syndicate vehicle? [__] Yes [__] No

Vehicle name / jurisdiction: ____________________ Number of investors: ____________

6.2 Carry / management fee terms: ____________________ Minimum commitment: $ ____________

6.3 Will you charge fees or carry to participants? [__] Yes [__] No

6.4 Are side letters expected with any participants? [__] Yes [__] No

## PART 7 — PORTFOLIO MANAGEMENT & EXITS

7.1 Do you hold board seats or observer rights at other portfolio companies? [__] Yes [__] No

7.2 Are there competitive or conflicting investments in your portfolio? [__] Yes [__] No

If yes, explain: ______________________________________________

______________________________________________________

*Board service and overlapping investments raise fiduciary duty, confidentiality, and corporate opportunity issues that should be addressed in the investment documents.*

7.3 Current portfolio events:

[__] Follow-on investment [__] Down round / recapitalization



[__] Pay-to-play provisions
[__] M&A exit
[__] Wind-down or assignment for benefit of creditors
[__] Secondary sale of your position
[__] IPO
[__] Not applicable

7.4 Company & transaction details: ______________________________________________

## PART 8 — DOCUMENTS & CERTIFICATION

8.1 Is a non-disclosure agreement required before documents are shared? [__] Yes [__] No

*Please provide the following, if applicable. Check each item available.*

[__] Term sheet / letter of intent
[__] Draft financing documents
[__] Prior round documents & Form Ds
[__] Your fund LPA & side letters
[__] Board consents & resolutions
[__] Company capitalization table
[__] Company formation documents
[__] Diligence materials / data room index
[__] SPV formation documents
[__] Existing shareholder agreements

***Certification:***

I declare that the information provided in this questionnaire is true, correct, and complete to the best of my knowledge, and that I am authorized to provide it on behalf of the investor named above. I understand this information is provided to Syndicate Subscription Legal Plans in confidence for the purpose of evaluating and scoping this investment.

**Signed and dated this ____ day of ________________________, 20___**

**Signature:** ______________________________________________

**Print Name:** ______________________________

**Title:** ______________________________

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***Your information will be reviewed within one hour.***