

# Fund Finance Friday



## The FFF Primer Navigator

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New to fund finance or know someone who is? Here's a guide to primers we've previously published in *Fund Finance Friday*.

### **Capital Commitments, Side Letters and Other Investor Considerations**

#### ***A Waiting Game...***

Topic: Annual limits on capital calls in the LPA.

#### ***Cross-Referenced Debt Limits***

LPA leverage limits that may be revised by advisory committee consent.

#### ***Immunity Unlikely***

Sovereign immunity and related concepts.

#### ***Not All Commitments Are Treated Equal***

Investor commitments structured as both a loan commitment and equity commitment.

#### ***(Over) Call Me, Maybe***

Types of overcall limits and their prevalence.

#### ***Political Contributions Cease Funding Rights***

Cease funding rights tied to political contributions by a fund or its affiliated personnel.

#### ***Side Letters: A Round-Up of Common Issues for Lenders***

Common side letter terms most relevant to subscription lenders.

### **Credit Agreement Concepts**

#### ***It's My Equity, and I'll Pledge If I Want To***

The exclusion event related to an investor encumbering its equity interest in a fund.

#### ***Concentration-Linked Overcall Limitations***

Applying a use-of-proceeds limitation to address an investment concentration-linked overcall limit in the LPA.

#### ***Letters of Credit – An Increasingly Popular Tool?***

Letters of credit in the subscription facility context.

#### ***Cash Collateralizing Letters of Credit***

The interplay between outstanding letters of credit and credit facility repayment at maturity.

### ***Call Me MAE-Be?***

Material adverse effect clauses.

### ***Whose Cash Is It Anyway?***

Negotiating the available sources of payment available to service certain required payments by the borrower.

### ***You're Out!***

Lender replacement provisions in the credit agreement.

### ***The Involuntary Bankruptcy Exclusion Event***

Lender exposure related to an investor's involuntary bankruptcy during the typical cure period.

### ***The Intersection of Overcall Limitations and the Investor Default EOD Trigger***

The interrelationship between the cumulative default EOD and a fund's percentage overcall limit.

### ***April Showers Bring ... Umbrella Facilities?***

Considerations in structuring umbrella facilities.

### ***Umbrella Academy: A Guide to Umbrella Facilities in Fund Finance***

An update on applying an umbrella structure in various contexts.

### ***Top 10 Items to Consider When Structuring Your ESG Facility***

A top-10 list of structuring considerations for ESG facilities.

### ***SONIA: A Primer***

Differences between SONIA and SOFR, plus key terms for loan documents.

### **NAV Facilities**

#### ***Structuring Security for NAV Loans***

Security for NAV loans and related concepts in the lender's disposition of collateral.

#### ***Considerations for Post-IPO NAV Financing***

Considerations specific to post-IPO shares pledged as collateral.

#### ***Blurred Lines***

NAV facilities to primary funds.

#### ***An Introduction to Secondaries***

The private equity secondaries market.

### **Other Borrower and Transaction Structures**

#### ***Top Considerations for Structuring an SMA***

Key considerations in lending to an SMA.

#### ***One Is the Loneliest Number***

Unique issues lenders face in lending to SMAs.

#### ***Key Issues for Loans to '40 Act Funds***

Common issues that are addressed in loan documentation when the borrower is a registered investment company.

## ***Get To Know Your BDCs***

BDC basics and subscription facility considerations.

## ***A Closer Look at Management Fee Facilities***

Management fee line collateral, due diligence, credit support and common terms.

## ***Getting Personal — Lending to Fund Executives***

Diligence and structuring points related to loans to fund executives in a European context.

## ***Diligence Considerations for Fund Executive Facilities***

Due diligence demands with respect to the executives and their rights to receive distributions in their capacity as LPs of the co-invest vehicle.

## ***Diligence Considerations for GP Facilities***

Due diligence requirements specific to GP facilities.

## ***Financial Covenant Protection in GP Facilities***

Structuring of financial covenants in the context of GP facilities in Europe.

## ***Lending to Venture Capital Funds***

Points to keep in mind when structuring credit facilities with venture capital funds.

## ***Open-Ended Funds: A Few SCF Considerations***

Distinguishing factors of open-ended funds.

## ***Preferred Equity — The Best of Both Worlds?***

Preferred equity, particularly with regard to secondary investors.

## **Other Transaction Documents**

### ***Payoff Letters – Routine until Rocky***

Fundamental legal principles underlying the use of and the market practice of payoff letters.

### ***Investor Letters: Key Provisions***

Investor Letters continue as a credit support tool for certain types of facilities.

### ***Get Well, Keep Well***

Credit enhancement through guaranties, equity commitment letters and keepwell agreements.

### ***Equity Commitment Letters under English Law: Beware of the Pitfalls!***

Key aspects of equity commitment letters and implications for lenders.

## **Other General Topics**

### ***Ten Things Every Fund Finance Banker Should Know About the UCC***

UCC building blocks relevant to fund finance.

### ***ERISA in Fund Finance***

An overview of ERISA and related concepts in fund finance.