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EDUCATION

Fordham School of Law

New York, NY

Juris Doctorate

New York University

New York, NY

Bachelor of Arts

London School of Economics and Political Science

London, UK

BAR ADMISSIONS

New York

New Jersey

U.S.D.C. Southern District of New York

U.S.D.C. Eastern District of New York

U.S.D.C. District of New Jersey

ABOUT SETH

Seth A. Brookman is a founding partner of Lucosky Brookman LLP. Mr. Brookman currently serves as the Firm's Administrative Partner and the Head of the Banking and Finance Practice Group. His practice focuses on the representation of investors, issuers, loan originators and their customers, domestic and foreign commercial banks, investment banks, hedge funds, private equity funds, venture capital funds, private investment funds, underwriters, placement agents, and other financial institutions in a broad variety of complex secured and unsecured lending and other syndicated and single-lender loan transactions.

Mr. Brookman has counseled clients on significant transactions across many practice areas and industry sectors. He has particular experience with term and revolving lending transactions, asset-based lending, structured finance, acquisition financings, revolving lines of credit, bridge loans, the financing of commercial assets, loan restructurings, workouts, reorganizations, and loan sales. In the last few years, Mr. Brookman has acted as lead counsel on over 150 senior-secured credit facilities and senior-secured convertible debenture facilities. He has also acted as lead counsel for over 100 equity, debt, and convertible securities investments. He performs highly sophisticated legal work for micro-, small-, and mid-cap companies.

In 2016 Mr. Brookman was selected by the New Jersey Law Journal as a New Leader of the Bar (formerly called the "40 Under 40"). Among other criteria, this honor is given by the New Jersey Law Journal which recognizes the top attorneys under the age of 40 who have achieved expertise in their respective practice areas, who are leaders in their industries, and whose command of the law has been acknowledged by their peers and clients as exceptional.

Prior to forming Lucosky Brookman, Mr. Brookman was an attorney in the New York office of Seward & Kissel LLP in the Corporate Finance Group as well as an associate in the New York office of Entwistle & Cappucci LLP in the Securities Litigation Group.

Mr. Brookman graduated from New York University with a Bachelor of Arts and, while pursuing his undergraduate degree, attended the London School of Economics and Political Science. Mr. Brookman received his Juris Doctor from Fordham University School of Law, where he was a member of the Moot Court Board, the International Law Journal, and the Trial Advocacy Team. While attending Fordham, Mr. Brookman was recognized with the Georgetown University Law Center Outstanding Advocate Award and the Magna Cum Laude Public Service Award.

Mr. Brookman is a member of the Board of Directors of The Lucosky Brookman Foundation, the Firm's charitable 501(c)(3) foundation.

He is a member of both the New York and New Jersey bars and is admitted to practice before the United States District Courts for the Southern and Eastern Districts of New York and the District of New Jersey.

PUBLIC FINANCE

We have successfully represented clients across a wide range of public finance transactions, including traditional and more innovative taxable and tax-exempt bond issuances, infrastructure financing, creative municipal finance structures, tax-advantaged financing, securities law, internal revenue service, and treasury compliance. Our attorneys have the knowledge and practical experience to draft and negotiate key financing documents, analyze tax implications, provide tax advice, navigate regulatory requirements, and coordinate and deliver smooth closings. We understand the complexities involved and the need for tailored legal solutions that meet our client's unique needs. No matter what role our client plays in the financing, we have the expertise to advise that client on the issues that are important to that role.

OTHER PRACTICE AREAS



SELECTED MATTERS & TRANSACTIONS

- Georgia-based owner and operator of coin operated amusement machines (COAM) in \$120 million senior secured credit facility with Fortress Investment Group LLC.
- NASDAQ-listed emerging fintech company in connection with a \$100 million indenture financing.
- NASDAQ-listed leading sports brand focused on innovating game improvement technology and equipment company in connection with a \$11 million private placement.
- NASDAQ-listed esports and entertainment company in connection with private placement of \$35 million convertible notes.
- NASDAQ-listed leading direct-to-patient telehealth company in connection with closing a \$15 million debt financing.
- Texas-based global logistics and freight forwarding company, in connection with a \$12 Million secured credit facility and concurrent merger with public entity.
- Texas-based provider of cloud services specializing in UCaaS (Unified Communications as a Service) solutions for the small to medium-sized business, in connection with a \$20 Million senior secured credit facility and the simultaneous asset and share acquisition with respect to two companies.
- Florida-based security, surveillance, video and teleconferencing technologies and service provider to businesses, in connection with negotiating and restructuring \$9 Million of debt.
- Texas-based digital recruitment platform provider in connection with a \$2.2 Million asset acquisition.
- NASDAQ-listed Arizona-based premier ammunition and munition components manufacturer and technology leader, in a \$10 Million senior secured credit facility transaction.
- A Georgia-based public company, in a \$55,000,000 secured credit facility with Goldman Sachs Specialty Lending Group, L.P., as the lender, and, simultaneous closing of two strategic acquisitions resulting in our client having fully-integrated waste management operations in St. Louis, Missouri, including, but not limited to, major hauling assets, transfer stations, and a municipal solid waste landfill.
- A private equity fund, as the lender, in a \$5,000,000 Senior Secured Revolving Credit Facility Agreement, advanced to a private healthcare distribution company in several tranches and collateralized by, among other things, a first priority security interest in all assets of the parent company and its subsidiaries.
- A Florida-based private equity fund, as the lender, in a \$3,000,000 Senior Secured Revolving Credit Facility Agreement, advanced in several tranches to a Maryland-based private equity fund and collateralized by, among other things, a first priority security interest in all assets of the parent company, its subsidiaries and certain third parties.
- Private equity fund in a \$60 Million senior secured loan advanced to the borrower for the purpose of purchasing credit card receivables in South America.

PARTICULAR EXPERIENCE

- Term and revolving lending transactions
- Asset-based lending transactions
- Structured lending transactions (Structured Finance)
- Acquisition financings
- Revolving lines of credit
- Bridge loans
- Workouts, reorganizations and/or loan sales
- Loan enforcement and post-default UCC foreclosure and asset/stock sales
- Venture capital and private equity funding transactions

RECENT FIRM HIGHLIGHTS



\$6.5 Million
IPO



\$8.9 Million
IPO



\$2.25 Million
Capital Raise



\$3 Million
Private Placement



\$3.2 Million
Pricing



\$5 Million
Underwritten Public Offering



Definitive Agreement for the
Planned Purchase of the Fintech
Assets of GoLogiq, Inc.



\$4 Million
Registered Direct Offering

SELECTED MATTERS & TRANSACTIONS CONT.

- A NYSE-listed insurance benefits provider in a \$2,000,000 Senior Secured Loan Agreement advanced for to finance the purchase of a private insurance benefits company and collateralized by, among other things, a pledge of the membership interests in the borrowing entities.
- A publicly traded software acquisition company in a \$750,000 Senior Secured Credit Facility provided by a specialized commercial bank, advanced to refinance existing company debt and for general working capital purposes and collateralized against company Account Receivables.
- A public company in a \$244.8 Million secured purchase and sale of iron ore, pursuant to which the buyer shall purchase certain amounts of iron ore in installments over the course of a three years.
- An investment Bank in a \$46 Million senior secured loan facility and a \$25 Million junior secured loan facility advanced to the borrower to finance the purchase of luxury cruise ships.
- A subsidiary of a publicly traded manufacturing company in connection with a \$73 Million purchase of an 80% interest in a U.S. manufacturing company and a \$36.5 Million stock purchase of a manufacturing company.
- Private equity fund in a corporate reorganization of certain subsidiaries and investment vehicles in connection with four senior secured loan agreements totaling, in the aggregate, \$60 Million.
- Private equity fund in a \$75 Million senior secured loan facility advanced to the borrower to finance the purchase of wind turbines.
- A domestic alternative energy company in a \$2 Million senior secured loan consisting of convertible notes and warrants to purchase common stock.
- An investment Bank in two cross-collateralized \$17.2 and one \$20.6 Million senior secured loan facilities.
- A private equity fund in a \$10 Million senior secured loan facility advanced to the borrower for to finance the purchase of a wood pellet manufacturing plant.
- A private equity fund in a \$34 Million loan default, workout, reorganization and loan sale resulting in a successful purchase of secured debt and collateral in South America.
- An investment bank in a \$77.2 Million loan default and exercise of pledged shares and the acquisition of certain pledged assets and collateral.
- A private healthcare and pharmaceutical provider in a \$1 Million senior secured loan facility advanced by a high net worth investor to the borrower for the purpose of providing bridge financing.
- A London-based private equity fund, as the lender, in a \$2,000,000 Senior Secured Revolving Credit Facility Agreement, advanced in several tranches to a software manufacturer and collateralized by, among other things, a first priority security interest in all assets of the parent company and its subsidiaries.

CHARITABLE GIVING

**GIVING
OVER \$1M
— TO**

CHARITABLE ORGANIZATIONS

Since our inception in 2010, we have dedicated considerable time and resources to giving back to the community with a hands-on approach to charitable activities. Since 2013, the Firm has raised over 1 million dollars for charity. In 2016, we established the Lucosky Brookman Foundation, a private foundation with an annual budget through which we provide donations to qualified organizations on behalf of the Firm. The Foundation was created to take over the management and coordination of the law firm's ever-increasing charitable contributions and activities.



SAVE A CHILD'S HEART

**Robert Wood Johnson
University Hospital** | **RWJBarnabas
HEALTH**

Make-A-Wish.

SELECTED MATTERS & TRANSACTIONS CONT.

- London-based private equity fund, as the lender, in a \$5,000,000 Senior Secured Revolving Credit Facility Agreement, advanced in several tranches for general working capital purposes and collateralized by, among other things, a pledge of shares of the parent company and a first priority security interest in all assets of the parent company and its subsidiaries.
- A New York-based private equity fund, as the purchaser, in a \$3,000,000 Common Stock Purchase Agreement entered into in connection with and contingent upon a \$2,000,000 Senior Secured Loan Agreement, secured by all assets of the seller and its subsidiaries.
- A London-based private equity fund, as lender, in a \$4,000,000 Senior Secured Revolving Credit Facility Agreement, advanced in several tranches for general working capital purposes and collateralized by, among other things, all assets of the borrower and its subsidiaries.

ABOUT LUCOSKY BROOKMAN

Lucosky Brookman is a corporate law firm with offices in New York, New Jersey, and Philadelphia representing both domestic and international clients in sophisticated corporate and securities transactions, mergers and acquisitions, secured and unsecured lending transactions, PIPEs, commercial and securities litigation, intellectual property, insurance coverage and defense, real estate and general corporate matters.

The Firm was established out of a desire to dedicate more time and effort to directly serve a select clientele in the small and middle markets. At Lucosky Brookman, we see the world through our clients' eyes. It is our mission to provide clients with exceptional legal representation and hands-on attention. We are able to do this by listening to our clients and anticipating their needs.

Our offices are located in New York, NY, Woodbridge, NJ, and Philadelphia, PA. The New Jersey office is centrally located between New York City and Philadelphia.

Our firm is built on lasting relationships with our clients, and we are committed to supporting them at all times, as they adjust to changes in their businesses, economic environment and the regulatory landscape. We provide a comprehensive and sustained focus on service at the highest levels to meet and anticipate our clients' evolving needs. Quite simply, the building of relationships starts with listening to you, our clients.

We believe that the strength and depth of our practices and our client relationships give us a significant competitive advantage. As a client of Lucosky Brookman, you will have access to our Rolodex of relationships at your disposal. We have substantial contacts and relationships with numerous individual lawyers, boutique law firms and large law firms throughout the United States and abroad in almost every specialty of law. This allows Lucosky Brookman to lead a project or transaction while allowing our clients to obtain guidance in specific areas of the law in which the Firm does not practice (e.g. environmental law and trust and estates). We can also, in certain cases, partner or co-counsel with such firms in areas of the law or in jurisdictions in which we do not practice.