



WOODBIDGE

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NEW YORK

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EDUCATION

Brooklyn Law School, J.D. cum laude

Rutgers University, B.S. Accounting

BAR & COURT ADMISSIONS

New York

New Jersey

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

HONORS & AWARDS

2013 New Jersey Law Journal

New Leaders of the Bar

Corporate Culture Award

PARTICULAR EXPERIENCE WITH THE FOLLOWING:

- Uplist and Cross-list transactions directly to NASDAQ / NYSE
- Private investments in public equity financings (PIPEs)
- Initial public offerings, direct listings, alternative public offerings, Regulation A offerings, and crowdfunding
- Registration statements including Forms S-1, S-3 and S-4
- Bridge loans and other structured debt and equity investments
- Secured and unsecured lending transactions
- Mergers, control acquisitions, tender offers, joint ventures and minority investments
- Angel and venture capital-backed private offerings
- Commercial and transactional-based litigation and dispute resolution
- Governmental and regulatory investigations

Joseph M. Lucosky is the founding and managing partner of Lucosky Brookman LLP and oversees both the transactional and litigation departments. Mr. Lucosky has a broad multidisciplinary practice that includes extensive experience in litigation and dispute resolution, regulatory investigations (including FINRA and SEC matters), negotiated mergers and acquisitions; domestic and cross-border investments/joint ventures; the representation of private equity; venture capital and other private investment funds, placement agents and underwriters; securities offerings; private and public financings (including secured and unsecured lending); bankruptcy transactions; real estate matters; and various other types of commercial transactions. In addition, he counsels corporate boards, board committees (including special committees) as well as being a personal adviser to many entrepreneurs, business leaders and corporate executives. He has counseled clients on significant litigation, regulatory and transactional matters across a number of industry sectors.

Mr. Lucosky has extensive experience with each stage of the corporate life cycle: start-up, expansion, management transition and exit. In addition to advising private corporations, he regularly advises publicly traded companies on a broad range of activities including, listing applications, stock trading issues, corporate governance matters and Sarbanes-Oxley compliance. Mr. Lucosky also regularly assists public company management in compliance with Securities Act and Exchange Act regulations, including with their periodic corporate filings (on Forms 10-K, 10-Q, 8-K and Proxy Statements), as well as, other regulatory and national exchange filing requirements with the SEC, FINRA, OTC Markets (including the OTCQX), NASDAQ and NYSE. He has also participated in many international transactions with dual listings on certain London, Toronto, Frankfurt, Australian and Hong Kong Exchanges.

Additionally, he has counseled clients on numerous international and cross-border transactions, commercial agreements and joint ventures including in the United Kingdom, France, Germany, China, Russia, Africa, Canada, Italy, Lichtenstein, Brazil, Middle East, Israel, Australia, Greece, Switzerland, South Africa, Ireland, New Zealand and many more.

On the investor side, Mr. Lucosky regularly represents, placement agents, underwriters, private investment funds in evaluating, structuring and negotiating both debt, equity and convertible investments for public and private companies in all phases of the corporate life cycle (from start-up through exit).

Mr. Lucosky works closely with his clients as both an attorney and trusted business adviser, helping them find both cost-effective and practical solutions to complex business law issues. Clients appreciate not only his practical advice but also his accessibility and constant communication and his willingness to share his extensive Rolodex to make introductions to sources of capital.

A member of the American Bar Association, Mr. Lucosky is a member of the Committees on Mergers and Acquisitions, Corporate Governance and Middle Market Businesses. He is also a member of the New Jersey State Bar Association Business Law Section— Securities and Corporate Practice/Governance Committee; the New York State Bar Association- Securities Regulation Committee; and is a Corporate Governance Fellow at the National Association of Corporate Directors.

In addition, Mr. Lucosky was appointed by the Supreme Court of the State of New Jersey to the District VIII Ethics Committee and was selected in 2012 by the New Jersey Law Journal as a “New Leader of the Bar” (one of the 40 Best Attorneys under the age of 40).

Mr. Lucosky is also an active supporter of numerous charitable organizations. He is a member of the Board of Directors and serves on the Nominating and Governance Committee for the Save a Child’s Heart Foundation, an international humanitarian project that performs life-saving cardiac surgery for children from developing countries. In addition, Mr. Lucosky is also the Chairman of the Board of Directors of the Lucosky Brookman Charitable Foundation which donates time, money and resources to numerous charitable organizations including Save A Child’s Heart, The Williams Syndrome Foundation, OutRun 38, Make-A-Wish, St. Jude Children’s Research Hospital, the Catholic Charities of America and many more.

Prior to forming Lucosky Brookman, Mr. Lucosky was both a partner and counsel with a New Jersey-based corporate securities law firm. Mr. Lucosky also practiced for almost 8 years in New York City at both Seward & Kissel LLP where he represented dozens of companies, hedge funds and private equity funds in various public and private corporate finance transactions throughout the Americas, Europe and Asia, and Cahill Gordon & Reindel LLP where he represented Fortune 500 companies and bulge bracket investment banks in a wide array of equity and debt securities transactions, bank financings and mergers and acquisitions.

He graduated from Rutgers University with a B.S. degree in Accounting and received his Juris Doctor from Brooklyn Law School where he graduated cum laude and was the Senior Notes and Comments Editor of the Brooklyn Law Review, a member of the Moot Court Honor Society and a Carswell Scholar. He is a member of both the New York and New Jersey bars.

Joseph M. Lucosky

Managing Partner



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Selected Matters & Transactions

Throughout his career, Mr. Lucosky has successfully closed over 150 corporate and finance transactions assisting private and public companies, placement agents, underwriters and investors including representing the following:

- NASDAQ-listed ammunition and munition components manufacturer in the \$240 Million acquisition of the world's largest on-line auction marketplace dedicated to firearms, hunting, shooting and related products.
- NASDAQ-listed company focusing on the design, development and delivery of proprietary intelligent technologies, in connection with \$8.1 Million public offering of securities and Uplisting to the NASDAQ
- NASDAQ-listed Esports and entertainment company in connection with an \$8.4 Million public offering of securities and Uplisting to the NASDAQ
- New York-based investment bank and underwriter in connection with a \$12.8 Million offering and Uplisting to NASDAQ of a biotechnology company developing human immunotherapies and vaccines against infectious diseases
- NASDAQ-listed Canada-based a leading global developer and provider of cellular communications systems for enterprise customers, in an underwritten public offering and capital raise of \$12.6 Million and concurrent dual-listing of its shares on the NASDAQ Capital Market and the TSX
- New York-based investment bank and underwriter in connection with a \$7.8 Million offering and Uplisting to NASDAQ of a holding company that creates technology platforms for the creative community
- NASDAQ-listed Arizona-based premier ammunition and munition components manufacturer and technology leader, in an underwritten public offering and capital raise of \$18 Million and concurrent Uplisting of its shares on the NASDAQ Capital Market
- New York-based direct-to-consumer telemedicine and wellness company, in connection with a \$16 Million private placement with institutional investors
- NASDAQ-listed provider of modular, scalable, transparent, cloud-based software, as legal consultants in connection with the NASDAQ listing process
- 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.
- Texas-based digital recruitment platform provider in connection with a \$2.2 Million asset acquisition
- Texas-based global logistics and freight forwarding company, in connection with a \$12 Million secured credit facility and concurrent merger with public entity
- NASDAQ-listed national provider of transformational business technology solutions and services, in connection with the \$11.5 Million sale of one of its technology divisions, including all related intellectual property
- Florida-based security, surveillance, video and teleconferencing technologies and service provider to businesses, in connection with negotiating and restructuring \$9 Million of debt
- NASDAQ-listed California-based owner, operator, and provider of electric vehicle (EV) charging services, in an underwritten public offering and capital raise of \$18.5 Million and listing on the NASDAQ Capital Market.
- NASDAQ-listed New Jersey-based national provider of transformational business technology solutions and services, in the company's organic Uplisting to the NASDAQ Capital Market.
- NASDAQ-listed \$200 Million China-based infrastructure and real estate development company, in the company's Uplisting to the NASDAQ Capital Market.
- A Georgia-based NASDAQ company, in a \$55 Million secured credit facility with Goldman Sachs Specialty Lending Group, L.P. and, simultaneous closing of two strategic acquisitions resulting in our client having fully-integrated waste management operations in St. Louis, Missouri, including major hauling assets, transfer stations, and a municipal solid waste landfill.
- Up-listing of waste services company to the NASDAQ and a \$12.5 Million underwritten public offering of 3,000,000 shares of common stock at a public offering price of \$4.13 per share and five-year warrants to purchase 3,000,000 shares of common stock at an exercise price of \$5.16 per share.
- NASDAQ-listed, New Jersey-based developer of rapid health information technologies in connection with a \$2 Million follow-on offering of 1,667,000 shares of the company's common stock at a public offering price of \$1.20 per share and 833,500 five-year warrants to purchase common stock with an exercise price of \$1.50 per share.
- International manufacturer of telecommunications equipment in an \$18 Million asset sale, including, but not limited to, advising the Special Committee of the Board of Directors of the company regarding the transaction, in addition to the transition of management following the transaction.
- California based holding company in a \$50 Million minnow/whale purchase of a Colorado-based specialty chain of retail supply stores
- New Jersey-based rapid diagnostic testing company in its \$15 Million initial public offering and dual listing on the NASDAQ and London Stock Exchanges.
- Illinois-based sports engineering and construction company in a \$7.5 Million private placement and simultaneous alternative public offering consisting of common stock and warrants.
- New Jersey-based specialty food manufacturer and retailer in a \$12.5 Million private placement and simultaneous alternative public offering (including 2 follow-on offerings consisting of common stock and warrants).
- Los Angeles-based producer of pop culture and live multimedia conventions in a \$2.5 Million private placement of Series C convertible preferred stock and a subsequent restructure of the Company's balance sheet.
- Counsel to the Independent Directors of a California-based live entertainment company related to the separation of its Chief Executive Officer and other members of senior management.
- New York-based medical device company in its \$8 Million private placement and simultaneous alternative public offering consisting of common stock and warrants.
- New York-based digital content creation company in its \$3 Million private placement of common stock and warrants in connection with the acquisition of intellectual property and other assets from four related companies.
- Placement agent in a \$3 Million private placement for a private Virginia-based financial services company consisting of series B convertible preferred stock and warrants.
- Los Angeles-based transportation company in a complex \$2 Million restructuring transaction whereby the company exchanged various debt instruments for common and preferred equity securities in a combination 3(a)(9) and 3(a)(10) transactions.
- New York-based private equity fund, as a purchaser, in a \$3 Million Common Stock Purchase Agreement entered into in connection with and contingent upon a \$2 Million Senior Secured Loan Agreement, secured by all assets of the seller and its subsidiaries.
- Private Hungarian website provider in an acquisition with a U.S. publicly traded vehicle, including a share exchange, warrant coverage, and the issuance of a convertible promissory note in the principal amount of \$750,000 to a private investor.
- Placement agent in an \$11 Million offering consisting of convertible preferred stock and warrants in connection with an alternative public offering between an Asia based real estate company and a Form 10 shell company listed on the NASDAQ.
- Lead investors in a \$10 Million offering consisting of common stock and warrants for a publicly traded Asian based construction company.
- A U.S. subsidiary of a publicly traded Indian manufacturing company in connection with (i) a \$73 Million purchase of an 80% interest in a U.S. manufacturing company and (ii) a \$36.5 Million stock purchase of a manufacturing company.
- Special counsel to the independent directors of a New Jersey-based biotechnology company in its management restructuring and business realignment initiatives.
- Placement agent in a \$1.25 Million offering consisting of convertible notes and warrants for a publicly traded medical devices company.
- A Chinese metals company in its alternative public offering consisting of a reverse merger with a U.S. publicly traded operating company and subsequent \$8.4 Million common stock and warrant financing.
- Lead investors in an \$18.6 Million offering consisting of common stock and warrants for a NASDAQ listed life sciences company.
- A publicly traded cruise line in its \$100 Million asset purchase of a cruise ship division from a NYSE listed company.
- Lead investors in a \$15 Million offering consisting of convertible preferred stock and warrants in connection with an alternative public offering between a Chinese electronics company and a Form 10 shell company to be listed on a senior exchange.
- A publicly traded media company in connection with two asset and stock acquisitions in excess of \$36 Million.
- Placement agent in a \$1.5 Million offering consisting of convertible notes and warrants for a NASDAQ listed domestic renewable energy company.
- Lead investor in a \$5 Million Series C preferred stock investment in a Chinese internet company.
- A publicly traded iron-ore company in connection with a \$2.3 Million secured bridge loan, \$8 Million revolving line of credit and a \$25 Million Series B convertible preferred offering.
- Lead investor in a \$14 Million equity investment in a private European luxury watch manufacturer.
- Lead investor in a \$25 Million Series B preferred stock offering in a privately held biology-based renewable energy company.
- A domestic, alternative energy company in its alternative public offering consisting of a reverse merger with a U.S. publicly traded operating company and subsequent \$1.7 Million common stock and warrant financing.
- Lead investor in a \$40 Million equity investment in a private South American natural gas company.
- Lead investor in a \$5 Million equity transaction in connection with a minority investment and related shareholders' agreement in a privately owned transportation company.
- A domestic finance company in its self-underwritten registration statement and subsequent 15c-211 to obtain a quotation on the over-the-counter bulletin board.
- Lead investor in a \$4 Million senior term loan (with warrants) to a publicly traded NASDAQ manufacturing company.
- Lead investor in an \$8 Million convertible note investment in a private European sports memorabilia company.
- Lead Investor in a \$500,000 convertible note investment in a private South American technology company
- Lead Investor in a \$2 Million Series A preferred stock investment in a privately held domestic water filtration company.
- Lead investor in a \$50 Million Series D Preferred Stock investment in a private held clean-tech company.