

**2017**  
**YEAR IN REVIEW**



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# **BUILDING LONG-LASTING RELATIONSHIPS BY ADDING VALUE**



**LUCOSKY BROOKMAN** is a corporate finance and securities law firm with offices in New York and New Jersey, representing both domestic and international clients in sophisticated corporate and securities transactions, mergers and acquisitions, secured and unsecured lending transactions, PIPEs and general corporate matters.

The Firm was established to serve select clientele in the emerging and middle markets. It is our mission to provide clients with exceptional legal representation by listening to our clients and anticipating their needs.

Each year, Lucosky Brookman publishes an annual progress report in order to examine current trends for emerging growth companies in the legal marketplace, as well as to highlight the accomplishments and milestones of the Firm in the prior year.

On behalf of the Firm, it is our pleasure to welcome you to our 2017 Year In Review.

# LUCOSKY BROOKMAN

## 2017

### YEAR IN REVIEW





# — 2017 —

## A YEAR OF GROWTH FOR THE FIRM AND FOR ITS CLIENTS

**LUCOSKY BROOKMAN** and its clients were very active in 2017. The Firm, through its diverse range of practice areas, continued to advance the economic interests of its clients by guiding them through a wide variety of corporate finance, lending and securities transactions while protecting their legal rights.

The Firm appreciated an overall increase in the size of its deal flow, as compared to 2016. This increase was attributed to the number of individual transactions as well as the value of each transaction.



The Firm realized an increase in the number of clients engaged in going-public transactions, merger and acquisition transactions, S-1 and F-1 Registration Statements for primary and secondary offerings, Form 10 Registration Statements, Senior Secured Credit Facilities and various other private equity, venture capital, corporate finance and PIPE transactions.

Throughout 2017, the Firm was successful in assisting its clients to advance their business interests in the areas of mergers, acquisitions, fundraising, banking, finance, litigation and arbitration, among others.

As clients continue to engage Lucosky Brookman, the Firm pledges to provide the same level of high quality legal service to its clients in 2018 and beyond.

## THE FIRM EXPERIENCED SIGNIFICANT GROWTH IN 2017.



Lucosky Brookman represents over 100 public operating companies ranging from companies listed on the NYSE, the NASDAQ and the NYSE American, to companies quoted on the OTC Bulletin Board, OTCQX, OTCQB and OTC Pink Sheets. In addition, the Firm represents numerous private equity funds, banks and other financial institutions in connection with equity and debt financings.

We are continuing to enhance our capabilities and strengths in all of the Firm's practice areas. The talent that we have added to the Firm in 2017, allows the Firm to continue its growth pattern and permits the Firm to consistently exceed client expectations.

Lucosky Brookman takes pride in successfully representing its clients by providing insightful, cost-effective, practical, business-focused legal advice.



# CHARITABLE GIVING

## LUCOSKY BROOKMAN FOUNDATION

Since our inception, we have dedicated considerable time and resources to giving back to the community with a hands-on approach to charitable activities. In 2017, we established the Lucosky Brookman Foundation, a 501(c)(3) public charity through which the Firm donates to qualified organizations on behalf of the Firm and through which we are able to receive donations from charitable friends, clients and colleagues. The Foundation was created to take over the management and coordination of the Firm's ever-increasing charitable contributions and activities. The Lucosky Brookman Foundation's primary goal is to use the power of philanthropy to impact the lives of those less fortunate, with a particular focus on children's causes. The Foundation hopes to educate individuals and bring awareness to various sponsored initiatives that make a profound difference on other individuals' lives, now and far into the future.



To learn more about the Foundation's charitable endeavors, or to make a donation, please visit [www.TheLBF.org](http://www.TheLBF.org).



## SAVE A CHILD'S HEART FOUNDATION

On October 3, 2017, the Lucosky Brookman Foundation, together with its friends at Spartan Capital Securities LLC and TCA Capital, raised \$175,000 for The Save A Child's Heart Foundation during the Firm's casino night - our Fourth Annual Charity Event - held at Capitale in New York City. The Save A Child's Heart Foundation is an international humanitarian project whose mission is to improve the quality of pediatric cardiac care for children from developing countries whom suffer from heart disease. The Lucosky Brookman Foundation adopted the Save A Child's Heart Foundation because of its mission and tangible impact on children around the world.

We believe that all children, regardless of race, religion, gender, or financial status deserve to receive the best possible care that medicine has to offer.



*"Raising \$175,000 is truly amazing. This donation enables us to save the lives of five children. On behalf of the entire SACH organization, I wish to extend my heartfelt appreciation to Lucosky Brookman, Spartan, TCA, and their clients, friends and colleagues for their extraordinary philanthropy and commitment."*

David Litwack  
Executive Director of Save A Child's Heart, U.S.



## MAKE A WISH FOUNDATION

As part of Lucosky Brookman's continuing commitment to children's charitable causes, over the past four years, Lucosky Brookman has donated almost \$50,000 to the Make A Wish Foundation. Lucosky Brookman partners have joined friends, clients and colleagues each year at the Make A Wish Annual black tie charity fundraiser, held in Miami, Florida. The Make A Wish Foundation grants wishes to children with life-threatening medical conditions. According to the Make A Wish Foundation, the granting of wishes makes children feel stronger, more courageous, and more determined to overcome their illnesses. Many families and healthcare providers believe the wish experience is the turning point in a child's battle against their illness. Lucosky Brookman is proud to be an ongoing sponsor of the Make A Wish Foundation.



***"We are truly grateful for the overwhelming support of the Make A Wish Foundation by Lucosky Brookman each year. The Firm, through its charitable work, inspires a level of social and philanthropic responsibility that we should all strive to achieve. We look forward to working with Lucosky Brookman in 2018 and beyond as they continue to support children's causes and the Make A Wish Foundation."***

Robert Press  
Vice-Chairman of the Board  
Make A Wish Foundation of Southern Florida

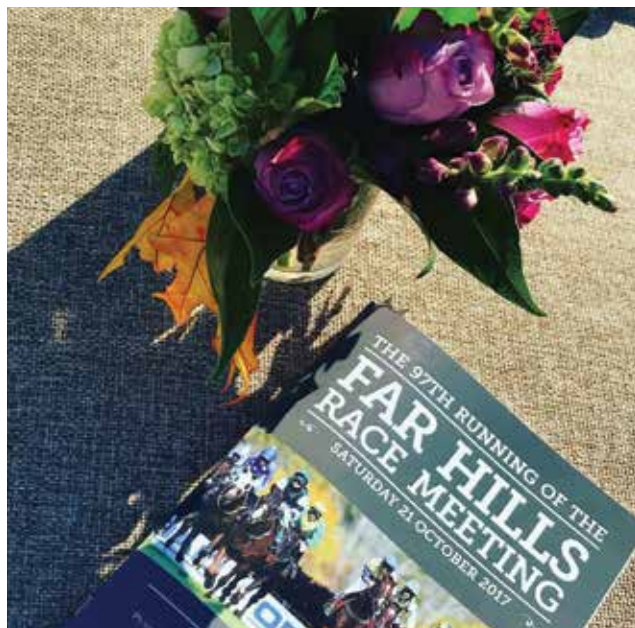


## FAR HILLS RACE MEETING

Lucosky Brookman continues its philanthropic efforts each year by sponsoring and attending the Far Hills Race Meeting, also known as "The Hunt". The Hunt is a charity horse race which benefits the Robert Wood Johnson University Hospital, RWJ Barnabas Health, and the Cancer Support Community of Central New Jersey. The event, which draws more than 35,000 spectators each year, has raised more than \$18,000,000 since 1950. 2017 marks the third annual sponsorship of The Hunt by Lucosky Brookman.

*"Each year The Hunt provides the Firm's attorneys, clients, friends and colleagues an opportunity to build relationships in an informal and relaxing atmosphere while supporting a worthwhile charitable endeavor. We are looking forward to continuing to support the Far Hills Race Meeting in 2018."*

Seth Brookman,  
Partner of Lucosky Brookman.







# TRANSACTIONS



## CORPORATE AND SECURITIES

**CORPORATE, SECURITIES, MERGERS AND ACQUISITIONS, EQUITY INVESTMENTS AND OTHER STRATEGIC TRANSACTIONS CONTINUED TO BE A SIGNIFICANT PART OF THE FIRM'S PRACTICE IN 2017.**

### REPRESENTATIVE TRANSACTIONS INCLUDE

- Representation of a publicly-traded, NASDAQ-listed, New Jersey based developer of rapid health information technologies in connection with a \$7,000,000 follow-on offering of the company's common stock and warrants on a Form S-1 Registration Statement.
- Representation of a publicly-traded Florida based electric vehicle charging equipment company in connection with an underwritten offering and uplist to NASDAQ and the registration of \$23,000,000 of the company's common stock and warrants on a Form S-1 Registration Statement.
- Representation of a publicly-traded Massachusetts based biological sample preparation technology company in connection with an underwritten offering and the registration of \$14,000,000 of the company's common stock and warrants on a Form S-1 Registration Statement.
- Representation of a publicly-traded, NASDAQ-listed, Georgia based waste disposal company in connection with the filing of a Form S-3 Registration Statement pertaining to over \$5,000,000 of the company's common stock and warrants.
- Representation of a publicly traded Florida based intelligent technology company in connection with a private placement offering of \$11,000,000 of the company's common stock and warrants and simultaneous application for listing onto the NASDAQ.
- Representation of a private California based mining company in connection with a \$10,000,000 private placement offering of the company's common stock.

- Representation of a publicly-traded manufacturing and construction company specializing in designing and building athletic facilities and manufacturing high end synthetic turf products in connection with a \$10,000,000 underwritten offering of its common stock.
- Representation of a Delaware based security technology company in connection with a \$2,000,000 private placement offering of its convertible preferred securities.
- Representation of a private California-based online beauty products retailer in connection with the qualification of its Regulation A Offering Circular and public offering of its common stock.
- Representation of a private New Jersey-based mobile messaging application developer in connection with the qualification of its Regulation A Offering Circular and public offering of its common stock.



## BANKING AND FINANCE

**THE FIRM'S BANKING AND FINANCE PRACTICE GROUP CONTINUED TO EXPAND ITS REPRESENTATION OF BOTH LENDERS AND BORROWERS, INCLUDING BANKS, PRIVATE EQUITY FUNDS AND PUBLIC AND PRIVATE COMPANIES, IN CONNECTION WITH SECURED AND UNSECURED LENDING TRANSACTIONS.**

### REPRESENTATIVE TRANSACTIONS INCLUDE

- Representation of a Florida based private equity fund in connection with a \$4,500,000 Senior Secured Loan Facility advanced to a New Zealand private company for the purpose of permitting the purchase and sale of a third party fertilizer company.
- Representation of a Nevada based private equity fund in connection with a Senior Secured Revolving Credit Facility, a \$10,000,000 initial tranche advance and a \$2,200,000 secondary tranche advance to a Canadian private company specializing in television content programming.
- Representation of a Cayman Islands based private equity fund in connection with a \$2,400,000 Securities Purchase Agreement and the issuance of a Senior Secured Convertible Redeemable Debenture by an intellectual property investment and licensing company.
- Representation of a Florida based private equity fund in connection with a Uniform Commercial Code public auction foreclosure upon all of the assets of a borrower.
- Representation of a Nevada based private equity fund in connection with a multi-tranche \$2,000,000 Amended and Restated Securities Purchase Agreement and the issuance of a Consolidated Amended and Restated Senior Secured Redeemable Debenture by a precious metal purchaser.

- Joint representation of a Cayman Islands private equity fund and a Guernsey private equity fund in connection with the purchase and sale of \$10,000,000 of preferred membership units and warrants from a Florida based digital content provider.
- Representation of a private equity fund in connection with a multi-tranche \$5,000,000 Securities Purchase Agreement and the issuance of a Senior Secured Redeemable Convertible Debenture by a Washington based agriculture company.
- Representation of a lender in connection with a Factoring Agreement and the purchase and sale of a Texas based contracting company's account receivables.
- Representation of a private equity fund in connection with a \$2,000,000 Securities Purchase Agreement and the issuance of a Senior Secured Redeemable Convertible Debenture by a Texas based waste recycling company.
- Representation of a Florida based private equity fund in connection with a \$1,400,000 Securities Purchase Agreement and the issuance of a Senior Secured Redeemable Convertible Debenture by a New Jersey based energy conservation company.
- Representation of a Cayman Islands based private equity fund in connection with a multi-tranche \$3,000,000 Securities Purchase Agreement and the issuance of a Senior Secured Redeemable Debenture by a Washington based electrical contracting company.
- Representation of a Florida based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and an electrical contracting company advanced for the purpose of purchasing a third party construction company.
- Representation of a Nevada based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement advanced to a Texas based pet food manufacturer.



## LITIGATION AND ARBITRATION

**THROUGHOUT 2017, CLIENTS INCREASINGLY ENGAGED THE FIRM TO REPRESENT THEIR INTERESTS IN CONNECTION WITH COMMERCIAL AND SECURITIES LITIGATION, ARBITRATION AND DISPUTE RESOLUTION MATTERS.**

### REPRESENTATIVE TRANSACTIONS INCLUDE

Successful representation of a Delaware-based publicly traded company in connection with defending the company against shareholder allegations concerning breaches of fiduciary duties with respect to the company's reverse stock split, alleged abuse of corporate authority relating to the dilution of the company's common stock, and alleged improprieties relating to the issuance of the company's common stock to certain shareholders.

Successful representation of a Florida-based lender in connection with three UCC foreclosures by public auction pursuant to which the lender foreclosed upon all of the assets of multiple borrowers and guarantors.

Successful representation of a New Jersey-based private investment fund in connection with prosecuting the fund's claims against a Nevada-based publicly traded company for alleged breaches of certain securities purchase agreements and convertible promissory notes.

Successful representation of a New Jersey-based private company in connection with pursuing claims against a Nevada-based publicly traded company for alleged breaches of certain professional services agreements.

Successful representation of publicly traded supply company in connection with an SEC subpoena request and production of documents.

Successful representation of a private lender in a dispute with various borrowers for unpaid principal and interest that resulted in a favorable settlement for the client.

A person in a business suit is working at a desk. Their left hand is on a computer mouse, and their right hand is holding a smartphone. A laptop is open in front of them. In the foreground, there is a document with a bar chart. The background is a warm, golden light, possibly from a window. The text "PRACTICE AREAS" is overlaid in the center.

# PRACTICE AREAS

## PRACTICE AREAS

### Corporate, Securities, Banking and Finance

Public Offerings  
Private Placements (PIPEs)  
Equity Lines of Credit  
Recapitalizations (Reverse and Forward Splits)  
Rule 144 Matters  
Mergers and Acquisitions  
Acquisition Financings  
Joint Ventures  
NYSE, NASDAQ and NYSE American Listing Matters  
Exchange Act Reporting and SEC Compliance  
Corporate and Commercial Transactions  
General Corporate Matters  
Corporate Governance  
Term and Revolving Lending Transactions  
Asset-based Lending Transactions  
Revolving Lines of Credit  
Letter of Credit Transactions  
Bridge Loans  
Workouts, Reorganizations and Loan Sales  
Registration Statements (S-1, S-3, S-4, S-8, Form 10)  
DTC Deposit Chill Representation

### Litigation and Arbitration

Commercial and Business Litigation and Arbitration  
Securities Litigation and Arbitration  
Administrative Actions before Regulatory Agencies  
Regulatory Investigations (SEC, FINRA, and PCAOB)  
Labor and Employment Litigation





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