

# 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.

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On behalf of the Firm, it is our pleasure to welcome you to our 2016 Year In Review.

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## **2016** —

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

LUCOSKY BROOKMAN and its clients were very active in 2016. 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 financ. lending and securities transactions while protecting their legal rights.

The Firm appreciated an overall increase in the size of its deal flo , as compared to 2015. This increase was both with respect 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 t ansactions.

Throughout 2016, the Firm was successful in assisting its clients to advance their business interests in the areas of mergers, acquisitions, fundraising, banking, financ, 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 it's clients in 2017 and beyond.



# THE FIRM INCREASED THE SIZE OF ITS WORKFORCE, ADDING FIVE NEW ATTORNEYS AND MULTIPLE SUPPORT STAFF.



Lucosky Brookman currently represents over 50 public operating companies ranging from companies listed on the NYSE, the NASDAQ and the NYSE MKT, to companies quoted on the OTC Bulletin Board, OTCQX, OTCQB and Pink Sheets. In addition, the Firm represents numerous private equity funds, banks and other financial institutions in connection with equity and debt financing .

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

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

IN 2016, THE FIRM LAUNCHED ITS COMPLETELY REDESIGNED WEBSITE FEATURING A CLEANER AESTHETIC, NEWLY DESIGNED LUCOSKY BROOKMAN LOGO, SIMPLIFIED NAVIGATION, AND UPDATED FIRM INFORMATION.



Created with the end user's experience in mind, www.lucbro.com uses the latest technology to ensure compatibility with current browsers. In addition, the new website has been enhanced to afford visitors the ability to engage on smartphones, tablets, and other mobile devices without compromising functionality.





#### IN 2016, THE FIRM AND ITS ATTORNEYS WERE GIVEN SEVERAL DISTINGUISHED AWARDS AND HONORS.



# New Jersey Law Journal

#### SETH BROOKMAN NAMED NEW LEADER OF THE BAR

Lucosky Brookman proudly congratulates one of its founding partners, Seth Brookman, on being selected as one of the New Jersey Law Journal's New Leaders of the Bar (formerly called the "40 Under 40"). Among other criteria, the New Leaders of the Bar is an honor which recognizes the top attorneys under the age of 40 whom have achieved expertise in their respective practice areas, whom are leaders in their industries, and whose command of the law has been acknowledged by their peers and clients as exceptional.

Mr. Brookman joins co-founding partner, Joseph Lucosky, as a New Leader of the Bar. Mr. Lucosky was selected by the New Jersey Law Journal as a New Leader of the Bar in 2012.





SmartCEO Magazine named Lucosky Brookman as a winner of the 2016 Corporate Culture Awards. The Firm was delighted to be recognized for the Firm's ongoing commitment to its attorneys and staff.

The partners of Lucosky Brookman believe that the Firm's devotion and support of its employees internally leads to better results for clients externally, which is always the ultimate goal.





#### 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 2016, 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 dontation, please visit www.TheLBF.org. The Foundation website is designed to share the various charitable initiatives that the Lucosky Brookman Foundation has undertaken in the past and those endeavors which we intend to continue in the future – each of which are designed to improve the lives of those in need.

#### SAVE A CHILD'S HEART FOUNDATION

On June 23, 2016, the Lucosky Brookman Foundation, together with its friends at Spartan Capital Securities LLC, raised \$235,000 for The Save A Child's Heart Foundation during the Firm's casino night - our Third 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.

"On behalf of the entire SACH organization, I wish to extend my heartfelt appreciation to Lucosky Brookman, Spartan and their clients, friends and colleagues for their extraordinary philanthropy and commitment. Raising \$235,000 is truly amazing."

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





#### CF BANE CAMPAIGN

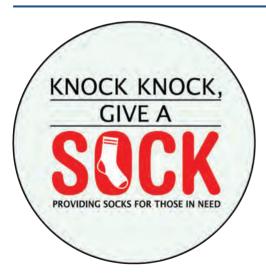
The CF Bane campaign is a unique Lucosky Brookman Foundation initiative designed to raise awareness about the effects of Cystic Fibrosis ("CF"). CF is a life-threatening genetic disorder that damages the lungs and digestive system, often times making it difficult to breathe, Richard M. Canto, also known as "CF Bane," and his ever-growing army, with the support of the Lucosky Brookman Foundation, participates in various obstacle course races and other athletic events while wearing a "bane mask" in an effort to illustrate some of the breathing challenges people living with CF face when participating in both everyday life and athletic activities. The mask serves as a reminder as it inhibits oxygen from entering the lungs, which is the leading symptom of CF, CF Bane's mission is to raise an army of supporters, "CF Bane's Army," to heighten awareness and most importantly, assist in raising the funds necessary to find a cu e for CF.



We believe that Cystic Fibrosis can be cured, and that through our fight to aise awareness and assist the funding of research necessary to find a cure, we can play a small part in improving the lives of those living with this terrible disease.

#### KNOCK KNOCK GIVE A SOCK INITIATIVE

Knock Knock Give A Sock ("KKGS") is a unique initiative adopted by the Lucosky Brookman Foundation which is dedicated to fulfilling one of the most basic human needs of those experiencing homelessness in our communities. Adina Lichtman, KKGS Founder, discovered the significance of something as simple as a pair of socks during a chance encounter with a homeless man on a cold November night. The man requested a warm pair of socks as an alternative to the sandwich being offered. Socks are the single-most in demand item needed by the homeless, yet are among the most under-donated article of clothing, KKGS donates socks to homeless shelters in various cities across the country. The Lucosky Brookman Foundation recognizes that even minor acts of kindness, such as donating a pair of socks, can make a tremendous impact on someone's life and the community.





We believe that we can bring together communities by engaging businesses and schools across the country and assisting in organizing a collective that will eventually lead to a large coordinated effort to clothe the homeless.



#### 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 2016.

#### REPRESENTATIVE TRANSACTIONS INCLUDE

- Representation of publicly-traded company in the solid waste business in connection with the filing of a Form S-1 Registration Statement with respect to an underwritten follow-on public offering of \$12,500,000 of the company's common stock and warrants, together with NASDAO up-listing. as well as amendments to the company's secured credit facility with Goldman Sachs Specialty Finance Group L.P. in the amount of \$55,000,000.
- Representation of a NASDAO-listed. New Jersey based developer of rapid health information technologies in connection with a \$2,000,000 follow-on offering of the company's common stock and warrants on a Form S-3 Registration Statement.
- 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 \$11,500,000 underwritten offering of the company's common stock and warrants on a Form S-1 Registration Statement.
- Representation of a publicly-traded Colorado based company that features end-to-end solutions for businesses operating in the regulated cannabis industry in states where cannabis is authorized for medical use and/or legalized for recreational use, in connection with a \$5,000,000 financing facility and the filing of a Form S-1 Registration Statement.
- Representation of a publicly-traded Utah based diabetic monitoring company in connection with a \$17,500,000 underwritten offering of its common stock and warrants on a Form S-1 Registration Statement.

- Representation of a private California based precious metals exploration and development company in connection with a \$10,000,000 direct public offering.
- Representation of a publicly-traded New Jersey based service provider and reseller of software solutions in connection with a \$1,500,000 underwritten offering of its common stock and warrants on a Form S-1 Registration Statement.
- 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.
- Representation of a publicly-traded New Jersey based producer and distributor of digital media content in connection with the registration of its common stock and warrants on a Form S-1 Registration Statement and merger with another publicly-traded company.
- Representation of a New Jersey based investment bank in connection with a \$7,500,000 private placement transaction.
- Representation of a publicly-traded Puerto Rico based company in the cannabis branding space in connection with a private placement of \$10,000,000 of the company's 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 THROUGHOUT 2016.

#### REPRESENTATIVE TRANSACTIONS INCLUDE

- Representation of a private equity fund in connection with a \$7,500,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a provider of online gambling services in Europe, as borrower, collateralized by, among other things, a first priority security interest in all assets of the borrower and its UK subsidiary.
- Representation of a private equity fund in connection with a Securities Purchase Agreement by and between the private equity fund, as purchaser, and a provider of wholesale and retail telecommunications services and products, as seller, including the issuance of a Senior Secured Redeemable Debenture and collateralized by, among other things, a first priority security interest in all assets of the borrower and its subsidiaries.
- Representation of a publicly-traded Illinois based manufacturing and construction company, specializing in designing and building athletic facilities, and manufacturing high-end synthetic turf products in connection with a \$1,000,000 credit facility.
- Representation of a private equity fund in connection with a \$3,000,000 Senior Secured Debenture Facility by and between the private equity fund, as purchaser, and a Washington based electrical company, as seller, collateralized by, among other things, a first priority security interest in all assets of the seller, including real property.

- Representation of a private equity fund in connection with a \$3,000,000 Senior Secured
  Debenture Facility by and between the private equity fund, as purchaser, and a company specializing
  in the precious metals industry, as seller, collateralized by, among other things, a first priority security
  interest in all assets of the seller
- Representation of a private equity fund in connection with a \$3,000,000 Senior Secured
  Debenture Facility by and between the private equity fund, as purchaser, and a publicly traded
  company focused on the design, development and manufacture of drones, as seller, collateralized by,
  among other things, a first priority security interest in all assets of the seller and its subsidiary
  located in Hong Kong.
- Representation of a private investment fund in connection with a \$5,000,000 Senior Secured
  Revolving Credit Facility Agreement by and between the private investment fund, as lender, and a
  New York-based mine exploration company, as borrower, advanced in several tranches and
  collateralized by, among other things, a first priority security interest in all assets of the borrower, its
  subsidiaries and real property located in New York.
- Representation of a private equity fund in connection with a \$2,000,000 Senior Secured
   Debenture Facility by and between the private equity fund, as purchaser, and an Alabama based
   towing company, as seller, collateralized by, among other things, a first priority security interest in all
   assets of the seller and its affiliates.
- Representation of a 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 a
  publicly-traded company specializing in the ownership and operation of several restaurants in the
  Oklahoma area, as borrower, advanced in several tranches and collateralized by, among other things,
  a first priority security interest in all assets of the borrower and its subsidiaries.

- Representation of a 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 a California based company that owns and operates a menswear label, as borrower, collateralized by, among other things, a first priority security interest in all assets of the borrower and involving the acquisition of a wholly-owned subsidiary occurring simultaneously with the closing of the credit facility.
- Representation of a private equity fund in connection with a \$3,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a public company specializing in leveraged buyout transactions and restructuring with a focus on the staffing industry, as borrower, collateralized by, among other things, a first priority security interest in all of the assets of the borrower and its subsidiaries.



#### LITIGATION AND ARBITRATION

THROUGHOUT 2016, CLIENTS INCREASINGLY ENGAGED THE FIRM TO REPRESENT THEIR INTERESTS IN CONNECTION WITH COMMERCIAL AND SECURITIES LITIGATION, ARBITRATION AND **DISPUTE RESOLUTION MATTERS.** 

#### REPRESENTATIVE TRANSACTIONS INCLUDE -

- Representation of a New York based full service broker-dealer in a dispute before JAMS arbitration with a former client concerning the non-payment of fees and commissions that resulted in a favorable settlement for the client.
- Representation of a New Jersey based software technology company in a dispute with a former executive-level employee for breach of contract incident to employee's separation that resulted in a favorable settlement for the client.
- Representation of a consultant in a cause of action instituted against a pharmaceutical technology company for breach of contract due to unpaid compensation and fees that resulted in a favorable settlement for the client.
- 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.
- Representation of a California based public company in connection with an employment dispute against the company's former Chief Executive Officer and Chairman of the Board which resulted in a favorable settlement for the client.



#### 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 MKT 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

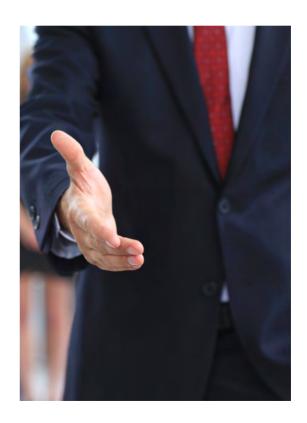
Workouts, Reorganizations and Loan Sales

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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