# 2015 Year in review Lucosky Brookman



## **EXPERTISE**

## EFFICIENCY

## **EXPERIENCE**

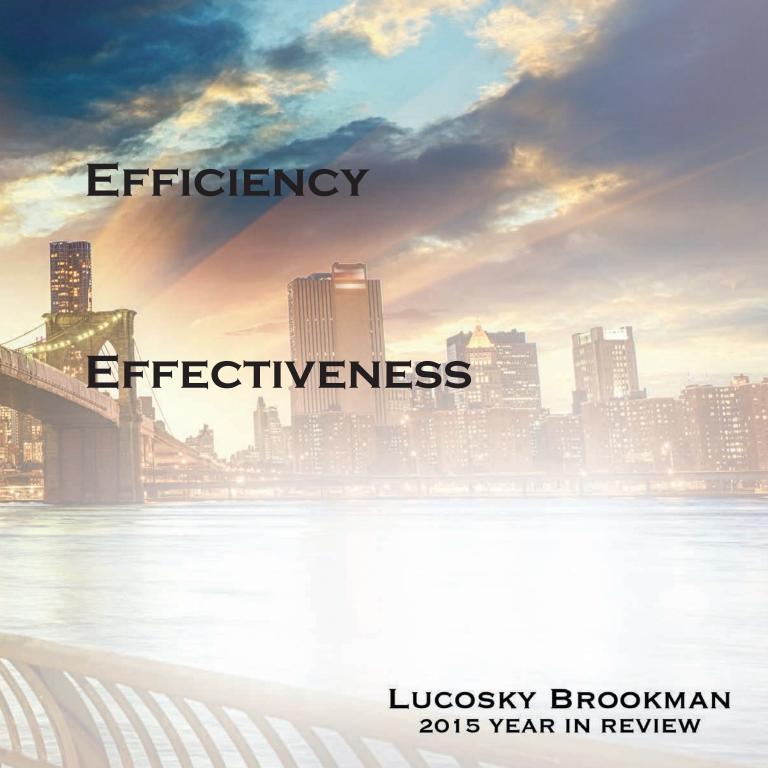
## **EFFECTIVENESS**

### **Building long-lasting relationships by adding value.**

Each year, Lucosky Brookman LLP 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 many accomplishments and milestones of the Firm and it's clients in the prior year. On behalf of the Firm, it is our pleasure to welcome you to our 2015 Year In Review.

Lucosky Brookman is a boutique 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 a 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. At Lucosky Brookman, we see the world through our clients' eyes.





LUCOSKY BROOKMAN and its clients. had a very active year in 2015. 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.

The Firm appreciated an overall increase in the size of its deal flow, as compared to 2014. 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 transactions, alternative public offerings, S-1 Registration Statements, Form 10 Registration Statements, Equity Credit Facilities, Senior Secured Credit Facilities and various other private equity, venture capital, corporate finance and PIPE transactions.

Throughout the year, the Firm further expanded its representation, which now comprises an even more diverse range of industries including, but not limited to, industries in the technology, biotechnology, energy, alternative energy, agriculture, food services, waste services, software, jewelry, nutrition, insurance and banking sectors.

Lucosky Brookman takes pride in successfully representing its clients by providing insightful, costeffective, practical, business-focused legal advice. From the very beginning of any sophisticated corporate, securities or lending transaction, through navigating the documentation process, up to closing, funding and beyond, Lucosky Brookman puts clients first.

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

Throughout 2015, the Firm was successful in assisting its clients to advance their business interests in the areas of mergers, acquisitions, fund raising, banking, finance, litigation and arbitration, among others.

As clients continue to choose to engage Lucosky Brookman, the Firm pledges to provide the same level of high quality legal service to our clients in 2016 and beyond.







### The Firm had many milestones and significant achievements in 2015.

The Firm is particularly proud of its work in connection with counseling its client, Meridian Waste Solutions, Inc., a Georgia based publicly-traded company, with respect to closing a \$55,000,000 senior secured credit facility with Goldman Sachs Specialty Lending Group, L.P. and, simultaneously, closing on two strategic acquisitions. As a direct result of these transactions, Meridian has fully integrated it's waste management operations in the St. Louis, Missouri marketplace, with major hauling assets, transfer stations, and a municipal solid waste landfill. The Firm is also pleased to have contributed to Meridian's growth by advising the company in connection with multiple prior financings and other related transactions, as well as with respect to various securities law matters.

"Meridian Waste Solutions is extremely pleased with the representation of Lucosky Brookman throughout 2015, including, in particular, in helping the Company close its \$55,000,000 senior secured credit facility with Goldman Sachs, a critical step in the Company's growth. We look forward to working together in 2016 and beyond."

Jeffrey Cosman, Chief Executive Officer

Among its many representations, the Firm advised the Special Committee of the Board of Directors of Emrise Corporation, a publicly-traded international manufacturer of telecommunications equipment, in connection with the \$18,000,000 sale of substantially all of its assets. The Firm's representation also included advising the Special Committee regarding the transition of management following the asset purchase and sale transaction and in connection with the sale of the company's remaining assets and dissolution.

"Emrise Corporation is overwhelmingly grateful for the efforts of Lucosky Brookman for its legal advice to the Special Committee of the Company's Board of Directors. The Firm provided invaluable representation with respect to navigating the difficult process of the sale of the Company's key business dissolution." and Frank Russomanno, Executive Director

In addition to providing the best possible legal representation to its clients, the Firm also has various charitable organizations which it proudly supports. On June 11, 2015, the Firm hosted the Second Annual Lucosky Brookman Charity Golf Outing at Trump National Golf Club in Colts Neck, New Jersey. For its second year, the Firm and it's clients and friends raised \$155,000 for the Save A Child's Heart Foundation, an international humanitarian project whose mission is to improve the quality of pediatric cardiac care for children from developing countries whom suffer from congenital heart disease. Lucosky Brookman adopted the Save A Child's Heart Foundation as its charity of choice because of its mission and tangible impact on children around the world. Building upon the success of the 2014 event in which \$101,520 was raised for the charity, the Firm was able to surpass last year's donations by over 50%. The combined charitable net donations made to the Save A Child's Heart Foundation over the last two years equals over a quarter million dollars – \$256,520.

"Over \$150,000 raised is truly amazing and is a credit to the tremendous efforts of the Firm and it's clients and friends, and also to the energy, commitment and passion of it's founding partners. It is hard to express how thankful I am, along with the entire Save A Child's Heart Foundation, to Lucosky Brookman for not only hosting a golf tournament to benefit the charity, but putting so much commitment and spirit into it that it turned out to be such a huge success. Raising over \$250,000 in two years is an incredible accomplishment." David Litwack, Executive Director



On October 17, 2015, the Firm sponsored the 95th running of the Far Hills Race Meeting in Far Hills, New Jersey. The Far Hills Race Meeting, also known as "The Hunt", is a charity horse race which benefits the Robert Wood Johnson University Hospital. The event, which draws more than 35,000 spectators each year, has raised more than \$18,000,000 since 1950.

Robert Wood Johnson University Hospital is an acute care hospital in Somerset, New Jersey, providing comprehensive health care services. The hospital's Steeplechase Cancer Center is designated as a Comprehensive Community Cancer Center by the American College of Surgeons – a distinction achieved by only one in four hospitals nationwide that treats cancer patients.

The Firm was delighted to sponsor the event and donate to this worthwhile charity. Everyone had an amazing day while supporting a great cause with clients, family and friends.







#### **CORPORATE & SECURITIES**

Corporate, securities, and mergers acquisitions, equity investments and other strategic transactions remained a significant part of the Firm's practice in 2015.

### A representative sample of the Firm's 2015 corporate and securities transactions include the following:

Representation of a California based chain of retail hydroponic stores in connection with a \$50,000,000 merger with a Colorado based chain of retail hydroponic stores.

Representation of a Special Committee of the Board of Directors in connection with the sale of substantially all of the assets of a publicly-traded international manufacturer of telecommunications equipment for an aggregate purchase price of approximately \$18,000,000.

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 private placement of \$4,250,000 of the company's common stock.

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 the Compensation Committee of the Board of Directors of a publicly-traded international manufacturer of telecommunications equipment in connection with matters related to the payment of bonuses to executives and in connection with the separation of executives from such company pursuant to the sale of substantially all of its assets.

Representation of a publicly-traded California based developer, owner and operator of high volume carbohydrate based transportation fuel plants and biorefineries in connection with a \$1.500,000 financing facility and the filing of a Form S-1 Registration Statement.

Representation of a privately-held New Jersey based producer and distributor of digital media content in connection with a \$3,000,000 Series A financing of convertible preferred equity and common stock purchase warrants.

Representation of a publicly-traded New York based biomedical company in connection with a private placement of \$5,000,000 of the company's common stock.

Representation of a Connecticut based private company that supplies radio frequency and microwave products in connection with the filing of a Form 10 Registration Statement

Representation of a publicly-traded Georgia based company in the solid waste business in connection with the acquisition of certain assets, including a landfill, for approximately \$10,000,000.

Representation of a New York based real estate investment company in connection with the formation of a real estate investment fund

Representation of a Colorado based supplier to the legal cannabis industry, in connection with a Reverse Merger with a publicly-traded company.

Representation of a publicly-traded New Jersey based distributor and marketer of frozen food products in connection with a convertible debt financing of \$2,000,000.

Representation of a Massachusetts based private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a Nevada based company which specializes in the production and marketing of LED light fixtures and components for the residential and commercial markets.

Representation of a publicly-traded New York based medical device company to effectuate FINRA corporate actions, including name change and stock symbol change.

Representation of a publicly-traded Colorado based supplier to the legal cannabis industry to effectuate a Joint Marketing Agreement with a New York based marketing company.

Representation of a private California based chain of retail hydroponic stores, in connection with a \$2,200,000 private offering of the company's equity securities.

Representation of a publicly-traded Florida based video surveillance and video conferencing company, in connection with a convertible promissory note and related securities purchase agreement and guaranty and pledge agreement by and between the company and a New York based institutional lender

Representation of a publicly-traded California based health food company in connection with the filing of a Form S-1 Registration Statement.

Representation of publicly-traded Georgia based company in the solid waste business to effectuate FINRA corporate actions, including a name change and stock symbol change.

Representation of a New Jersey based service provider and reseller of software solutions in connection with the acquisition of a Washington based software developer and reseller

Representation of a publicly-traded Arizona based mineral exploration company, in connection with an \$8,000,000 financing facility and the filing of a Form S-1 Registration Statement.

Representation of a Colorado based supplier to the legal cannabis industry, in connection with a \$2,000,000 private offering of the company's equity securities, including common stock purchase warrants.



Representation of a publicly-traded Colorado based supplier to the legal cannabis industry to effectuate FINRA corporate actions, including a name change and stock symbol change.

Representation of a publicly traded New Jersey based distributor and marketer of frozen food products in connection with a \$10,000,000 private equity financing in the form of convertible preferred equity and common stock purchase warrants.

Representation of a Colorado based publicly-traded supplier to the legal cannabis industry, in connection with a common stock equity investment including warrants and a convertible promissory note with a New York based institutional lender.

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 an \$800,000 financing through the issuance of convertible debentures.

Representation of a publicly-traded Colorado based supplier to the legal cannabis industry, in connection with the registration of shares of the company's common stock on a Form S-1 Registration Statement.

Representation of a publicly-traded New York based medical device company to effectuate a listing from the OTC Markets Group OTC Pink to the OTCQB.

Representation of a publicly-traded Arizona based mineral exploration company, in connection with the listing of the company on the OTCOB and OTCBB.

Representation of a private California based chain of retail hydroponic stores, in connection with a \$6,250,000 private offering of the company's equity securities.

Representation of a publicly-traded Florida based video surveillance and video conferencing company, in connection with multiple unsecured convertible debt financing transactions totaling over approximately \$500,000 with a New York based institutional lender.

Representation of a publicly-traded Colorado based supplier to the legal cannabis industry to effectuate the acquisition of a Colorado based related agricultural and garden supply company.

Representation of a publicly-traded Florida based video surveillance and video conferencing company, in connection with the drafting and filing of a Certificate of Designation for the creation of Series A Preferred Stock with certain controlling stockholder voting rights.



Representation of a private California based chain of retail hydroponic stores in connection with the acquisition of two retail locations, via a stock purchase transaction, for an aggregate purchase price of approximately \$1,000,000 paid to sellers in the form of cash and convertible promissory notes

Representation of a private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded media company specializing in a new multi-platform entertainment distribution channel based in Nevada

Representation of a publicly-traded Nevada based bitcoin company, in connection with an Exchange Agreement whereby a controlling interest in the company was acquired by another publicly-traded Nevada corporation.

Representation of a New York based biomedical company in connection with a special purpose joint venture with a Colorado based medical marijuana company.

Representation of a Massachusetts based private equity fund in connection with the issuance of promissory notes by a California based biotechnology company in the medical device and regenerative medicine industry.

Representation of a Delaware private equity fund in connection with the issuance of promissory notes by a Texas based company engaged in the acquisition, purchase, maintenance and creation of mobile software applications.

Representation of a New Jersey based service provider and reseller of software solutions in connection with the acquisition of a North Carolina based software application reseller.

Representation of a Florida based provider of outsourced accounting and bookkeeping services to small businesses in connection with the registration of shares of the company's common stock on a Form S-1 Registration Statement.

Representation of a privately held New Jersey based producer and distributor of digital media content in connection with a \$1,500,000 Series B financing of convertible preferred equity and common stock purchase warrants.

Representation of a Nevada based publicly-traded bitcoin company to effectuate FINRA corporate actions, including a complicated name and symbol change.



Representation of a New Jersey based service provider and reseller of software solutions in connection with the \$1,360,000 acquisition of another New Jersey based software provider.

Representation of publicly-traded Georgia based company in the solid waste business in connection with the acquisition of a privately-held company for approximately \$18,000,000.

Representation of a publicly-traded New Jersey based service provider and reseller of software solutions in connection with a cash dividend to shareholders and related FINRA filings.

Representation of a Florida based publicly-traded video surveillance and video conferencing company to effectuate a reverse split of the company's common stock.

Representation of a Massachusetts based private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a Florida based company focused on the acquisition and development of high quality metallurgical coal properties in Colombia

Representation of a Massachusetts based private equity fund in connection with the issuance of promissory notes by a California based entertainment company specializing in the production financing and leasing of motions pictures.

Representation of a Delaware private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a California based electronic cigarettes company.

Representation of a private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a Texas based research and development company focused in the legal cannabis industry.

Representation of a Delaware private equity fund in connection with the issuance of promissory notes by a Greece based global commercial shipping company.

Representation of a private equity fund in connection with the issuance of promissory notes by a Wisconsin based company which develops, manufactures, markets and sells a broad portfolio of environmentally friendly, highly effective, liquid and powder cleaning and watermanagement products based on proprietary blended botanical, nontoxic and natural chemical technologies.

Representation of a Massachusetts based private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a Pennsylvania based company specializing in innovative systems and solutions to water pollution, wastewater and environmental problems.





#### **BANKING & 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 2015.

### A representative sample of the Firm's 2015 banking and finance transactions include the following:

Representation of publicly-traded Georgia based company in the solid waste business in connection with the refinancing of a Senior Secured Credit Facility with Goldman Sachs, as lender, in the principal amount of \$55,000,000.

Representation of a Florida based private equity fund in connection with a \$10,000,000 Senior Secured Debenture Facility by and between the private equity fund and a publicly-traded Greece based international, vertically integrated shipping, logistics and commodity company, collateralized by a first priority mortgage on a Liberian flagged vessel.

Representation of a Nevada based private equity fund in connection with a \$10,000,000 Senior Secured Debenture Facility by and between the private equity fund and a New Jersey based company specializing in safe, full turnkey infrastructure site development for telecommunications companies, tower companies, the oil and gas industry, government entities, universities, health care and other forward leaning organizations.

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 and a prepaid service provider that specializes in the development and promotion of branded promotion communications services products based in Florida and collateralized by, among other things, a first priority security interest in all assets of the borrower and its affiliates.

Representation of a Massachusetts based private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a New York based corporate strategy consulting services company.

Representation of a Florida based private equity fund in connection with a \$5,000,000 Senior Secured Debenture Facility by and between the private equity fund and a rock salt supplier based in Minnesota, collateralized by, among other things, a first priority security interest in all assets of the seller and personal guaranties provided by its principals.

Representation of a Delaware private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a Nevada based fingerprint medical security storage solutions company.

Representation of a private equity fund in connection with a \$5,000,000 Securities Purchase Agreement by and between the private equity fund, as purchaser, and a publicly-traded, Nevada based company offering a comprehensive suite of online marketing and reporting solutions, performance media, social and affiliate marketing, as well as other related web services, including the issuance of a Senior Secured Redeemable Debenture.

Representation of a Massachusetts based private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a Colorado based technology services company specializing in the legal cannabis industry.

Representation of a Florida based private equity fund in connection with an Amendment to a \$10,000,000 Senior Secured Debenture Facility, by and between the private equity fund and a publicly-traded Nevada based company.

Representation of a private investment fund in connection with a \$3,500,000 Senior Secured Revolving Credit Facility Agreement by and between the private investment fund and publicly-traded Colorado based beverage company, collateralized by, among other things, a first priority security interest in all assets of the borrower and its Mexican subsidiary.

Representation of a Massachusetts based private equity fund in connection with the issuance of promissory notes by a Florida based supplier of legal cannabis and hemp growing equipment.

Representation of a London based private equity fund in connection with a \$5,000,000 Senior Secured Debenture Facility by and between the private equity fund and a Nevada based private company, collateralized by, among other things, a first priority security interest in all assets of the seller and its subsidiary, a Georgia based company that offers services that unite business with technology through IT solutions that include cloud computing, data management, support services, and professional services.

Representation of a Delaware private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a New York based nanomaterials company.

Representation of a private equity fund in connection with a \$5,000,000 Senior Secured Debenture Facility by and between the private equity fund and a New York based company specializing in the development and delivery of cloud-based technologies to emerging markets, collateralized by, among other things, a first priority security interest in all assets of the seller and the pledge of all of the seller's ownership rights in its subsidiaries.

Representation of a Nevada based private equity fund in connection with a \$3.000.000 Senior Secured Debenture Facility by and between the private equity fund and a Washington based cultivation facility service provider for the production of organics, herbs, greens and plant-based medicines, collateralized by, among other things, a first priority security interest in all assets of the seller and its subsidiaries

Representation of a Massachusetts based private equity fund in connection with the issuance of promissory notes by a North Carolina based company specializing in the sale of miniature body cameras for law enforcement professionals.



Representation of a private equity fund in connection with a Securities Purchase Agreement by and between the private equity fund and a Florida based construction company, 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 seller.

Representation of a Delaware private equity fund in connection with the issuance of promissory notes by a California based company which offers a comprehensive suite of cloud communications, cloud connectivity, cloud computing, and managed cloud-based application solutions to small, medium and large businesses, and offers domestic and international voice services to communications carriers worldwide

Representation of a Florida based private equity fund in connection with an Amendment to a \$3,000,000 Senior Secured Debenture Facility, by and between the private equity fund and a Florida based construction company.

Representation of a Massachusetts based private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a multimedia entertainment company which produces live radio programming, based in Nevada.

Representation of a Nevada based private equity fund in connection with a \$6,000,000 Senior Secured Debenture Facility by and between the private equity fund and a publicly-traded holding company that owns and operates businesses in the medical services sector, collateralized by, among other things, a first priority security interest in all assets of the seller and its subsidiaries.

Representation of a private investment fund in connection with a \$2,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private investment fund and a solar installation and design company based in

California, collateralized by, among other things, a first priority security interest in all assets of the borrower and its affiliates

Representation of a private equity fund in connection with the issuance of promissory notes by a drug development company based in California.

Representation of a London based private equity fund in connection with a \$10,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund and an Arizona based advertising agency. collateralized by, among other things, a first priority security interest in all assets of the borrower and certain third parties.

Representation of a Nevada based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund and a real estate, financial services and energy management company based in New York, 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 purchase and sale of securities by and between the private equity fund and a company which provides cuttingedge mobile marketing solutions based in California.

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 and a Delaware based private equity firm specializing in investments in small and middle-market companies, collateralized by, among other things, a first priority security interest in all assets of the borrower and an assignment of certain securities owned by the borrower in various third parties.

Representation of a Massachusetts based private equity fund in connection with a purchase and sale of securities by and between the private equity fund and an electric motors and vehicles company based in California.

Representation of a Florida based private equity fund in connection with a \$2,000,000 Senior Secured Debenture Facility by and between the private equity fund and a publicly-traded Nevada based specialty food company, collateralized by, among other things, a first priority security interest in all assets of the company.

Representation of a private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a mineral company engaged in the acquisition and exploration of mineral properties, based in Nevada.

Representation of a Florida based private equity fund in connection with the issuance of an Amended and Restated Senior Secured Convertible Redeemable Debenture, by and between the private equity fund and a publicly-traded Nevada based company.

Representation of a Delaware private equity fund in connection with the issuance of promissory notes by a publicly-traded company specializing in mobile sales and marketing, based in Georgia.

Representation of a Delaware private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a Canada based company specializing in the development of products targeting the immunoassay segment of the point-of-care in vitro diagnostic testing market.

Representation of a London based private equity fund in connection with a Securities Purchase Agreement by and between the private equity fund and a California based company specializing in the design and installation of stateof-the-art mechanical systems in commercial buildings, 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 seller.

Representation of a Massachusetts based private equity fund in connection with a purchase and sale of securities. by and between the private equity fund and a Texas based company engaged in the selling of new food products produced or developed by North American companies to foreign markets.

Representation of a Florida based private equity fund in connection with an Amendment to a \$3,000,000 Senior Secured Debenture Facility, by and between the private equity fund and a real estate service provider.

Representation of a private equity fund in connection with a purchase and sale of securities by and between the private equity fund and a Georgia based company engaged in the sale of portable waste solutions for consumers of tobacco products.





#### LITIGATION & ARBITRATION

Throughout 2015, clients increasingly engaged the Firm to represent their interests in connection with commercial and securities litigation, arbitration and dispute resolution matters.

A representative sample of the Firm's 2015 litigation, arbitration and dispute resolution matters include the following:

Representation of a publicly-held Illinois based manufacturing and construction company specializing in designing and building athletic facilities and manufacturing high-end synthetic turf products in connection with an alleged breach of contract, resulting in a favorable settlement for the company.

Representation of a privately-held New Jersey based producer and distributor of digital media content in connection with a cease and desist action against a third party's alleged infringement of the company's intellectual property.

Representation of a New York based medical device company in defense of a civil matter alleging breach of fiduciary duty and breach of contract.

Representation of a publicly-held Illinois manufacturing and construction company specializing in designing and building athletic facilities and manufacturing high-end synthetic turf products in connection with settlement negotiations related to a lease dispute.

Representation of a publicly-traded Florida based pharmacy in connection with an SEC subpoena document request.

Representation of an executive officer against a company creditor alleging breach of contract.

Representation of a New Jersey based medical diagnostics company against a distributor alleging breach of a license and supply agreement.

Representation of a California based renewable energy company in connection with an alleged breach of contract.

Representation of a California based developer, owner and operator of high volume carbohydrate based transportation fuel plants and bio-refineries in connection with an SEC subpoena document request.



Representation of a New Jersey based medical diagnostics company in connection with an alleged breach of contract and patent infringement.

Representation of a California based legal hydroponic retail company against a former executive officer alleging wrongful termination.

Representation of a New York based medical device company in a dispute with former investors related to an alleged breach of contract, resulting in a settlement agreement favorable to the company.

Representation of a Nevada based publicly-traded bitcoin company in connection with an SEC subpoena document request relating to certain 3(a)(10) transactions.

Representation of a Florida based video camera surveillance and video conferencing technology company related to alleged breaches of contract, resulting in a settlement favorable to the company.

Representation of a Colorado based legal cannabis company in a dispute with a former investment bank related to its alleged breach of contract, resulting in a settlement favorable to the company.

Representation of a Nevada based private equity fund in connection with a secured loan dispute between the private equity fund and a private Texas based oil supply company, which resulted in a favorable settlement for the private equity fund.

Representation of executive officers and directors of a California based renewable energy company in connection with an alleged breach of fiduciary duty.

Representation of a Nevada based private equity fund in connection with a secured loan dispute between the private equity fund and a high net worth individual, which resulted in a favorable settlement for the private equity fund.

Representation of a broker-dealer in connection with alleged FINRA disclosure violations relating to the failure of a broker to timely update the broker's Form U-4 filing, resulting is a satisfactory settlement for the broker-dealer.

Ongoing representation of a high net worth individual in connection with certain claims against a NASDAQ publicly-traded company relating to the company's alleged breach of contract and violation of the rules governing finder's fees



#### 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 Amex 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

Fund Formation and 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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