

2013

Year In Review



LucoskyBrookman

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Lucosky Brookman and its clients had a very active year in 2013. 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.

As the economic environment improved throughout 2013, the Firm observed an increase in deal flow from 2012. 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 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 client base, which now comprises an even more diverse range of industries including, but not limited to, industries in the technology, biotechnology, energy, alternative energy, metals and mining, food services, software, jewelry, nutrition, insurance and banking sectors.

from Handshake to Signature





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

Lucosky Brookman currently represents over 50 public operating companies ranging from companies listed on the NYSE, the NASDAQ and the NYSE Amex, to companies quoted on the OTC Bulletin Board, OTCQB 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 2013 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 2014 and beyond.

The Firm had many milestones and significant achievements in 2013.

Among these, after two years of planning and construction, the Firm opened its Flagship Office in Woodbridge, New Jersey. The opening of the Woodbridge Office was done to accommodate the Firm's growing client base and advancing business needs. The new Woodbridge Office accommodates the Firm's continued growth, with state-of-the-art technology and conferencing capabilities. The office is approximately 6,000 square feet and enables the Firm to employ in excess of 25 attorneys and staff members. The layout features 15 private offices with floor-to-ceiling windowed conference rooms, enabling the Firm to continue to grow by adding additional attorneys and staff, expanding into diverse practice areas, and hosting larger client conferences and meetings, including board and shareholder meetings.









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 2013.

A representative sample of the Firm's 2013 corporate and securities transactions include the following:

Representation of a New Jersey-based AIM listed diagnostics company specializing in the development, manufacture, and supply of medical screening and testing products in connection with a \$15,000,000 underwritten offering of its common stock and dual-listing onto the NASDAQ.

Representation of an 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 \$5,000,000 of the company's equity securities.

Representation of a foreign private energy consulting company specializing in the sale and distribution of specialty energy efficient lighting products in connection with a Reverse Merger with a publicly-traded entity and simultaneous equity financing.

Representation of a California-based private energy company specializing in the development and sale of wind energy solutions in connection with a Reverse Merger with a publicly-traded entity and simultaneous equity financing.

Representation of a California-based producer of pop culture, comic book and multimedia conventions in connection with restructuring the company's capital structure to remove derivative liability from the company's balance sheet.

Representation of a New Jersey-based manufacturer and marketer of specialty pre-prepared frozen and refrigerated all-natural food products in connection with a Reverse Merger and \$7,500,000 offering of the company's common stock.

Representation of a New Jersey-based publicly-traded wholesale jewelry manufacturer in connection with the removal of the deposit transaction chill imposed by the Depository Trust Company.

Representation of a South Carolina-based manufacturer and distributor of fashion accessories and educational toys in connection with the registration of shares of the company's common stock on a Form S-1 Registration Statement.

Representation of a South Carolina-based provider of healthcare and medical products in connection with the registration of shares of the company's common stock on a Form S-1 Registration Statement.



Representation of a New Jersey-based manufacturer and distributor of frozen food products in connection with the registration of shares of the company's common stock on a Form S-1 Registration Statement.

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 publicly-traded mobile marketing services company.

Representation of a New Jersey-based nanotechnology company in connection with the removal of the deposit transaction chill imposed by the Depository Trust Company.

Representation of a New York-based corporation that engages in the preparation and implementation of on-line university platforms in connection with a Reverse Merger with a publicly-traded entity and simultaneous equity financing.

Representation of an Illinois-based manufacturing and construction company specializing in designing and building athletic facilities and manufacturing high-end synthetic turf products in connection with a debt financing of \$650,000 and the issuance of convertible promissory notes.

Representation of a Florida-based provider of marketing and web-related services to small businesses in connection with the filing of a post-effective amendment of their resale registration statement.

Representation of a Georgia-based manufacturer of health foods in connection with the removal of the deposit transaction chill imposed by the Depository Trust Company.

Representation of a California-based developer, owner and operator of high-value carbohydrate-based transportation fuel plants and bio-refineries in connection with the filing of a post-effective amendment of their resale registration statement.

Representation of a California-based private producer of pop culture and multimedia conventions in connection with a restructuring transaction, pursuant to which preferred stock and warrants were exchanged for shares of the company's common stock.

Representation of a Colorado-based developer of wind farms in Costa Rica in connection with the filing of a Form 10 Registration Statement.

Representation of a South Carolina-based provider of healthcare and medical products in connection with the removal of the deposit transaction chill imposed by the Depository Trust Company.

Representation of New York-based technology development company focused on advanced integrated marketing, mobile marketing, social networks, and digital media, in connection with a \$2,000,000 financing facility and the filing of a Form S-1 Registration Statement.



Representation of a Maryland-based bitcoin company in connection with an alternative public offering with a publicly-traded company.

Representation of a New Jersey-based medical diagnostic device company in connection with a \$2,500,000 Regulation S offering on the AIM.

Representation of numerous publicly-traded companies in connection with ongoing 1934 Exchange Act reporting, compliance and corporate governance matters.

Representation of a New Jersey-based food and manufacturing company in connection with a \$2,500,000 private placement offering.

Representation of a Georgia-based publicly-traded health food company to effectuate FINRA corporate actions, including a reverse stock split and a change in the company's name and stock symbol.

Representation of a Pennsylvania-based publicly-traded waste management company to effectuate FINRA corporate actions, including a reverse stock split.

Representation of a Georgia-based publicly-traded company, engaged in various technology-related businesses, to effectuate FINRA corporate actions, including a reverse stock split.

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 publicly-traded company specializing in the development of cyber security solutions.

Representation of a South Carolina-based manufacturer of fashion accessories in connection with the purchase of interactive fashion accessories and educational toys.

Representation of a Florida-based private equity fund in connection with a purchase and sale of securities by and between the private equity fund, as purchaser, and a provider of consumer financial services, as seller, including the issuance of a Senior Secured Redeemable Debenture.

Representation of a North Dakota-based publicly-traded agricultural business company to effectuate FINRA corporate actions, including a reverse stock split and a change in the company's name and stock symbol.

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 publicly-traded real estate advertising company.





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 2013.

A representative sample of the Firm's 2013 banking and finance transactions include the following:

Representation of a London-based private investment fund in connection with a multi-tranche \$5,000,000 Senior Secured Revolving Credit Facility by and between the private investment fund, as lender, and a Texas-based residential and commercial real estate company, as borrower.

Representation of a New Jersey-based manufacturer and marketer of specialty pre-prepared, frozen and refrigerated all natural food products, as borrower, in connection with a \$1,500,000 Credit Facility advanced by a New York-based private equity fund, as lender, and collateralized by all of the company's account receivables.

Representation of a Florida-based private investment fund in connection with a multi-tranche \$5,000,000 Senior Secured Credit Facility by and between the private

investment fund, as lender, and a California-based company focused on creating, acquiring and licensing consumer brands, as borrower.

Representation of a Florida-based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a California-based publicly-traded provider of waste equipment processing services, as borrower.

Representation of a Massachusetts-based private equity fund in connection with the issuance of promissory notes by a New York-based publicly-traded manufacturer and distributor of medical and home health diagnostic devices and products.

Representation of a Nevada-based private equity fund in connection with a multi-tranche \$2,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Maryland-based provider of pharmaceuticals and over the counter health supplements, as borrower.

Representation of a Florida-based private equity fund in connection with a multi-tranche \$5,000,000 Senior Secured Credit Facility by and between the private equity fund, as lender, and a California-based operator of a social marketing website and marketing platform, as borrower.

Representation of a Nevada-based private equity fund in connection with a \$3,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Virginia-based private equity fund, as borrower.



Representation of a Massachusetts-based private equity fund in connection with the issuance of promissory notes by a Nevada-based publicly-traded company specializing in the acquisition, development, production, exploration and sale of oil and natural gas.

Representation of a London-based private equity fund in connection with a multi-tranche \$5,000,000 Revolving Credit Facility by and between the private equity fund, as lender, and a Georgia-based mobile entertainment media company, as borrower.

Representation of a Florida-based private equity fund in connection with a multi-tranche \$5,000,000 Credit Facility by and between the private equity fund, as lender, and a Florida-based provider of behavioral health and substance abuse healthcare products, as borrower.

Representation of a Nevada-based private investment fund in connection with a \$10,000,000 Senior Secured Revolving Credit Facility by and between the private investment fund, as lender, and a California-based precious metals company, as borrower.

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 California-based publicly-traded green product automotive company.

Representation of a Florida-based private investment fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private investment fund, as lender, and a California-based publishing and communications company, as borrower.

Representation of a London-based private equity fund in connection with a multi-tranche \$8,000,000 Revolving Credit Facility by and between the private equity fund, as lender, and a Texas-based publicly-traded provider of wireless and broadband products, as borrower.

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 foreign-based publicly-traded mine exploration and development 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, as purchaser, and a Nevada-based company focusing on electrical engineering, as seller, including the issuance of a Senior Secured Redeemable Debenture.

Representation of a London-based private equity fund in connection with a multi-tranche \$3,000,000 Senior Secured Credit Facility by and between the private equity fund, as lender, and a foreign-based manufacturer of heat recovery and hot water heating systems, as borrower.

Representation of a London-based private equity fund in connection with a Second Amendment to an \$8,000,000 Credit Facility, by and between the private equity fund, as lender, and a Florida-based publicly-traded provider of medical laboratory services, as borrower.



Representation of a Florida-based private investment fund in connection with a \$3,000,000 Senior Secured Credit Facility by and between the private investment fund, as lender, and a Michigan-based company focused on the auctioning of fine arts, as borrower.

Representation of a Nevada-based private equity fund in connection with a multi-tranche \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a New Jersey-based manufacturer of bamboo products, as borrower.

Representation of a London-based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Florida-based restaurant chain, as borrower.

Representation of a Florida-based private equity fund in connection with a \$2,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Texas-based full servicer provider of LED lighting systems, as borrower.

Representation of a London-based private equity fund in connection with a \$3,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Florida-based publicly-traded noninvasive medical device company, as borrower.

Representation of a London-based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a California-based publicly-traded entertainment content creation company, as borrower.

Representation of a Nevada-based investment fund in connection with an Amendment to a \$3,000,000 Credit Facility, by and between the private equity fund, as lender, and a Florida-based publicly-traded provider of payment transaction processing solutions, as borrower.

Representation of a Florida-based private investment fund in connection with a \$8,000,000 Senior Secured Revolving Credit Facility by and between the private investment fund, as lender, and a California-based publicly-traded company focused on the processing and distribution of rice bran products, as borrower.

Representation of a Massachusetts-based private equity fund in connection with the issuance of promissory notes by a California-based publicly-traded vehicle design, engineering, manufacturing and distribution company.

Representation of a Florida-based private equity fund in connection with an Amendment to a \$3,000,000 Senior Secured Credit Facility, by and between the private equity fund, as lender, and a Virginia-based company focused on investing in private and public companies, as borrower.

Representation of a Massachusetts-based private equity fund in connection with the issuance of promissory notes by a Texas-based publicly-traded oil and natural gas development and production company.

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... had sufficient time in order
... independent legal advice



Signature



Throughout 2013, 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 2013 litigation, arbitration and dispute resolution matters include the following:

Representation of a New York-based publicly-traded regenerative medicine company in the defense of certain claims for breach of contract, brought by two private equity funds, resulting in the company saving in excess of \$376,000.

Ongoing representation of a New Jersey-based publicly-traded medical device company in a civil action, filed in the United States District Court for the District of New Jersey, involving the company's purported breach of certain licensing agreements.

Representation of a Connecticut-based engineering and nanotechnology company in a civil action, filed by an investor in the Supreme Court of the State of New York, involving the company's purported breach of certain convertible promissory notes, resulting in a favorable settlement for the company.

Ongoing representation of a North Carolina-based publicly-traded company's board of directors in the defense of a hostile take-over attempt brought by a minority shareholder.

Ongoing representation of a Florida-based pharmaceutical company in a civil action, filed by a secured creditor in the Supreme Court of Pennsylvania, involving the company's purported breach of certain financing agreements.

Representation of a Massachusetts-based privately-held company in the defense of the company against claims for breach of contract brought by the company's former Chief Executive Officer, resulting in a favorable settlement for the company.

Ongoing representation of a special committee of independent directors related to various allegations of breach of fiduciary duties brought by a group of minority shareholders.

Representation of a publicly-traded company and an investor in responding to FINRA investigation inquiries relating to certain trading activities with respect to the company's common stock, resulting in FINRA withdrawing from proceeding against the company and the investor.

Ongoing representation of a California-based pharmaceutical company in a civil action, filed by an equity investor in the Superior Court of the State of California, involving the company's purported breach of certain Subscription Agreements.

Corporate, Securities, Banking and Finance

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

Litigation and Arbitration

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

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