BERGER SINGERMAN
FLORIDA'S BUSINESS LAW FIRM

SECURITIES & CAPITAL MARKETS

Berger Singerman's securities and capital markets attorneys advise issuers, underwriters, placement agents, controlling shareholders and other market participants in public and private securities offerings and other capital markets transactions across a broad spectrum of structures, markets and industries. We assist clients with transactions ranging from routine capital raises and related securities issuances, to large and complex private placements and initial and secondary public offering transactions.

We take great pride in acting as deal-facilitators and problem-solvers in equity and debt financing and capital markets transactions, and have nurtured excellent working relationships with market participants and securities regulators. As issuer's counsel, we guide our clients through all stages of the offering and funding process, from identifying and selecting placement agents, underwriters and funding sources, to designing structures and term sheets, to preparing the offering, subscription and registration documentation and appropriate filings and navigating the weave of applicable regulatory requirements. We deploy a practical and experience-based understanding of federal and state securities laws, stock exchange rules and market dynamics to assist clients in taking advantage of opportunities while avoiding potential pitfalls that may delay or derail a critical funding or financing transaction.

Our principal client service areas include advice and assistance regarding:

- Private placements and exempt offerings
- Initial public offerings (including issuer-direct and underwritten offerings)
- Registered public equity and debt financings (including secondary resale offerings)
- Offshore (Regulation S) offerings and EB-5 programs
- Tender and exchange offers
- Employee stock option and other equity incentive compensation plans and awards
- Annual, quarterly and periodic public reports
- Proxy statements and solicitations and shareholder meetings
- SEC, FINRA, State securities law and stock exchange compliance

Representative Matters

HALL V. FINANTRA AND SOMMERS V. CCSI

In two separate securities fraud lawsuits, Berger Singerman represented the plaintiffs, who were defrauded by the officers of unrelated public companies. Our work resulted in the clients recovering nearly all remaining proceeds from those entities' respective officer and director insurance policies. Hall v. Finantra was pending in the 17th Judicial Circuit Court in and for Broward County, Florida, and Sommers v. CCSI was pending in the United States District Court for the Southern District of Florida. In both cases there were numerous other lawsuits filed by various aggrieved plaintiffs suing these public companies and their officers for securities fraud. In every instance, the other plaintiffs either lost their cases through motion practice or at trial, or to the extent one plaintiff in the Hall case won at trial, he failed to collect any money on the officer and director insurance

policies. Berger Singerman studied the other plaintiffs' approach and litigation strategy and adjusted his strategy accordingly. As a result, we won all of our motions, found nuances in how the facts and claims were pled and prosecuted, and made appropriate strategic decisions that resulted in the insurance companies ultimately paying out the maximum amount of the remaining policy benefits available.

MUTUAL BENEFITS – VIATICAL RECEIVERSHIP

Berger Singerman served as counsel to a Japanese entity, MBKK, Ltd. (MBKK), an investor in Mutual Benefits Corporation, which was in an SEC receivership pending in the United States District Court for the Southern District of Florida. The case involves one of the largest insurance viatical frauds in the United States. Our client, MBKK, made its investment of $15 million in Mutual Benefits Corporation shortly before the fraud was uncovered and the receivership instituted. Berger Singerman successfully argued to the Court that his client's funds, then in the custody of the SEC receivership, were segregated and trust funds, not comingled with other corporate funds, and belonged solely to his client. As a result, MBKK recovered all of its $15 million investment within 6 months. Although numerous other investors only received small pro rata distributions from the receivership estate, many creditors followed MBKK's lead to recover their funds.