

# Proven Counsel for Underwriters

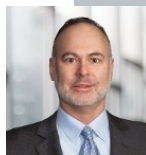
Our attorneys have represented leading investment banking firms and underwriters in connection with initial public equity offerings and follow-on equity offerings. We have also represented these firms in connection with debt and debt-like offerings, including Rule 144A and Regulation S offerings, as well as unit and other types of offerings.

Our experience includes:

- Structuring offerings
- Drafting and negotiating pre-offering underwriter letter agreements
- Assistance in connection with “testing the waters” and road shows
- Due diligence reviews, including management, customer, supplier, and industry experts calls
- Drafting and negotiating underwriting agreements
- Drafting and negotiating agreements among and between underwriters
- Drafting and negotiating placement agent agreements
- Conducting FINRA clearance of offerings, including those requiring a qualified independent underwriter
- Blue Sky clearances of offerings, as necessary
- Negotiating comfort letters with accounting firms and other accounting diligence
- Preparing, reviewing, and approving offering documents, including registration statements, prospectuses, and similar offering documents
- Preparing, negotiating, and reviewing offering closing documents, including lock-up agreements and legal opinions

We also regularly represent issuers in connection with their equity, debt, and unit public and private offerings. We represent these companies in connection with their ongoing federal securities compliance, corporate finance, and mergers and acquisitions transactions. We also represent selling security holders in equity offerings.

## Our Team



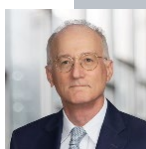
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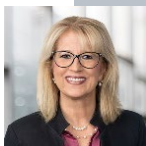
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