

**Recent U.K. M&A Matters:**

- **Pixology Limited:** Represented the shareholders of Pixology Limited, a London based technology business in the U.S. aspects of the sale of their company to Oracle, for an undisclosed amount.
- **Murgitroyd Group plc:** Represented Murgitroyd Group plc, a U.K.-based international patent and trademark law firm, with U.S. law aspects of its purchase by Sovereign Capital LLP, a U.K.-based private equity firm, pursuant to a U.K. law scheme of arrangement.
- **Cappfinity Limited:** We assisted Cappfinity Limited, a U.K. business engaged in the business of employee assessment solutions with purchase of certain intellectual property assets from a U.S. company.
- **Conversocial Limited:** Represented Conversocial Limited, a U.K. company that provides customer service software in its acquisition of Assist Megacorp, Inc. a California based messaging platform company.
- **DEM Solutions Limited:** Represented DEM Solutions Limited, a Scottish company, in the U.S. aspects of its sale to a U.K. subsidiary of Altair Engineering Inc., a global technology company.
- **CRF Health Group Limited:** Represented CRF Health Group Limited, a U.K. company and its U.S. affiliate, in acquiring EHS Holdings, Inc., a San Diego mobile IT cloud-based health monitoring company.
- **Lucid Group Communications Limited:** Represented Lucid Group Communications Limited, a U.K.-based healthcare communications company, in its assessment of a merger and acquisition opportunity in the U.S.
- **SamSoft Solutions, Ltd:** Represented SamSoft Solutions, Ltd., a U.K. software development, website design, data recovery, and IT security service provider, in negotiating certain debt instruments preliminary to its proposed acquisition by a U.S. company.
- **Cappfinity Limited:** Represented Cappfinity Limited, a U.K. company engaged in the business of employee assessment solutions, in the acquisition of Koru Careers Inc., engaged in the business of talent selections solutions.
- **A U.K. Company:** Represented a U.K. company in the U.S. aspects of a 15% holding in a U.K. company, which in turn held positions in 16 Delaware companies.
- **Spend 360 International Limited:** Represented Spend 360 International Limited, a U.K. company in an asset sale of its business to Nasdaq listed Coupa Software Incorporated.

- **Converse.AI, Inc:** Represented the U.K. shareholders of Converse.AI. Inc., a Delaware company engaged in automated workflow solutions, in the sale of their company to Smartsheet Inc., a Washington company.
- **Incisive RWG Inc.:** Represented Incisive RWG Inc an affiliate of Incisive Media Limited, a U.K. company, in the sale of its shares to Infopro Digital Holding (U.K.) Limited.
- **Scotland-based company in U.S.:** Represented a Scotland-based company in the U.S. legal aspects of its purchase by a leading U.S. clinical stage and gene therapy platform company.

### Previous Illustrative M&A Matters

- **The Economist Newspaper Group Incorporated:** Represented The Economist Newspaper Group Incorporated in its acquisition of GalleryWatch.com, a U.S. company that provides website services enabling the realtime tracking and analysis of the legislative activities of the U.S. Federal and State authorities.
- **Must Have Limited:** Represented the U.K. shareholders of Must Have Limited, a Manchester based electronic cigarette company in its sale to Electronic Cigarettes International Group, an over the counter, bulletin board, public company in exchange for a purchase price of approximately \$50 million in cash and stock of ECIG.
- **HLD Group Limited:** Represented HLD Group Limited, a company registered in Malta, with the proposed purchase by auction of a U.S. manufacturer of kitchen and bath products.
- **Incisive Media plc:** Represented Incisive Media plc, a U.K., AIM listed information provider, in its \$43 million acquisition from Jupiter Media Corporation (NASDAQ JUPM) of its search engine strategies business.
- **Incisive Media plc:** Represented Incisive Media plc, a U.K. listed company in its \$56 million acquisition of U.K. based Risk Waters Group Ltd., including a U.S. subsidiary in the business of publishing magazines and organizing conferences for investment bankers. The purchase price was financed partially by the Royal Bank of Scotland and by a secondary offering of Incisive Media in the U.K.
- **Cambrian Mining plc:** Represented Cambrian Mining plc in its acquisition by Western Canadian Coal Corp., through a U.K. Scheme of Arrangement valuing Cambrian at approximately \$104 million.
- **King-Coal Corporation Limited:** Represented King-Coal Corporation Limited in its \$12 million acquisition out of bankruptcy of the coal

reserves, mining permits and related assets of Gauley Eagle Holdings, Inc. in West Virginia and the financing of the purchase.

- **Coal International plc:** Represented Coal International plc, in the purchase for £30 million of the shares of King-Coal Corporation Limited and Maple Coal Co. Limited from U.S. persons pursuant to a share exchange agreement in which the U.S. shareholders of King Coal and Maple Coal received AIM listed shares in Coal International plc.
- **Cambrian Mining plc:** Represented Cambrian Mining plc in the U.S. aspects of the purchase of all of the shares it did not already own of Coal International plc for £56 million.
- **Western Coal Corp.:** Represented Western Coal Corp. in U.S. aspects of its sale to Walter Energy, Inc. a U.S. public company for \$3.3 billion.
- **A U.K. Company:** Represented the shareholders of a U.K. company engaged in business payment solutions in the sale of their company to a U.K. purchaser in exchange for cash and shares in the Nasdaq listed Delaware parent of the purchaser.
- **Archangel Investors Limited:** Represented Archangel Investors Limited, an angel investor based in Edinburgh Scotland and Maclay Murray & Spens LLP, (whose client was the Scottish Investment Bank, a Scottish quasi-government body), with the sale to Akamai Technologies Inc, of Bloxx Limited, a Scottish provider of web filtering services, in which Archangel and SIB were principal shareholders.
- **A U.K. Company:** Represented the sole shareholder of a U.K. company engaged in payment collection process solutions in the sale of the Company to a U.K. purchaser in exchange for Class B Units in a Delaware limited partnership, parent of the purchaser.
- **Wage Day Advance Limited:** Represented Wage Day Advance Limited in the U.S. aspects of the sale of their shares to SRC Transatlantic Limited backed up by a guarantee from the parent of buyer, Speedy Cash Intermediate Holdings Corp.
- **Vee24 Inc.:** Represented Vee24, Inc., a leading Boston based Video Chat company, in a reverse subsidiary exchange agreement with its parent, Rixen U.K. Ltd and a subsequent Series A Investment in Vee24, Inc. by Boston based venture capitalist firms, Data Point Capital and Point Judith Capital.
- **Cello Group plc:** Represented Cello Group plc in the acquisition of MedErgy HealthGroup, Inc., a U.S. company engaged in the business of healthcare communications and marketing services.

- **Sword Soft Limited:** Represented Sword Soft Limited, a subsidiary of a French public company and a leading provider of business process improvement solutions in Collaboration Technology, Inc., a California based company providing document management software.
- **Sword Soft Inc.:** Represented The Sword Group S.E., in acquiring Vianovus, Inc., a California corporation engaged in the business of data base business applications.
- **The Sword Group:** Represented Sword Group in the purchase of AgencyPort Insurance Services, Inc., a Boston based developer of computer software for the insurance industry.
- **The Sword Group SE:** Represented Sword Group SE in the U.S. aspects of the sale of its subsidiary Ciboodle to Kana Software Inc. and the restructuring of some of Swords U.S. assets prior to the sale.
- **The Sword Group SE:** Represented Sword Group SE in its sale of CT Space, one of its U.S. document management business, to IDOX plc, a U.K. public company.
- **Sword Group SE:** Represented Sword SE in the sale of Sword Insurance, a provider of Software and services to the insurance industry, to Thomas H. Lee Partners.
- **A U.K. Company:** Represented a U.K. provider of telecommunication network services, in the sale of its shares to a U.S. company.
- **Construction Industries Solutions Ltd.:** Represented Construction Industries Solutions Ltd., a U.K. corporation, in the purchase of Shaker Computer and Management Services, Inc., a New York corporation providing business intelligence software to the construction industry.
- **ETV Interactive, Ltd:** Represented ETV Interactive, Ltd., a Scottish company engaged in the supply of software technology and media content to the hospitality industry, in the sale of the company to iBAHN Corporation, a U.S. Company.
- **Giusseppe Bonfiglioli:** Represented Giusseppe Bonfiglioli and his U.K. lawyer in the sale of his shares to Bonfiglioli SpA, an Italian company, to TASI Holdings, Inc. in return for units in TASI's affiliate, Global T&M Holdings LLC.
- **Genetix Group plc:** Represented Genetix Group plc, a U.K. quoted company, in the U.S. aspects of its acquisition by way of tender offer by Danaher Corporation.
- **Litre Meter Limited:** Represented Litre Meter Limited, a manufacturer of flow meters for the oil industry, in the sale of its business to the TASI Group of companies in the U.S.

- **Maple Coal Co.:** Represented Maple Coal Co., an affiliate of Coal International plc, an AIM listed company, in the acquisition of mining properties and permits from Lexington Coal Company LLC in West Virginia for \$6.4 million.
- **Shazam Entertainment Limited:** Represented Shazam Entertainment Limited, a U.K. Company, in the U.S. aspects of an investment by KBCP Holdings, Inc.
- **Scor SE:** Represented Scor SE a French Company in the U.S. aspects of the purchase of all of the shares of 5 Avenue Kleber SAS from Kleber Luxembourg Sarl and Beacon Ventures.
- **Western Canadian Coal Corp.:** Represented Western Canadian Coal Corp. with the U.S. aspects of the sale of shares for proceeds of \$59.7 million pursuant to a prospectus filed with the Canadian security regulatory authorities.
- **BlueGem Capital Partners:** Represented BlueGem Capital Partners LLP, in a proposed acquisition of a minority interest in U.K. investment bank Panmure Gordon & Co., plc's investment advisor and broker subsidiaries in the U.S.
- **Robert Brett and Sons Limited:** Represented Robert Brett and Sons Limited, a leading aggregates producer in the sale of substantially all of its sand and gravel mining business in Virginia to Aggregate Industries Management, Inc.
- **Medscreen Holdings Limited:** Represented Medscreen Holdings Limited, a U.K. drug testing company, in connection with the purchase of Drug Testing Corporation of America.
- **Mutek Solutions Ltd:** Represented subsidiary merger for purchase by Mutek of Raleigh Group International, Inc., a North Carolina distributor.
- **Smallbone USA Inc.:** Represented Smallbone USA Inc. in the sale of U.S. assets for an undisclosed amount.
- **HIT Entertainment plc:** Represented HIT Entertainment plc, one of the worlds leading children's entertainment providers that owns the rights to Barney's®, Bob the Builder® and Thomas® brands in its sale to Apax Partners for approximately £490 million.
- **Hill Station:** Represented Hill Station plc in connection with the purchase of the majority of shares of a related company from private U.S. shareholders in connection with a merger and AIM listing.
- **Franke Washroom Systems AG:** Represented Franke Washroom Systems AG, a Swiss company, in certain U.S. aspects of its acquisition of Dart Valley Systems Limited, a U.K. company, from P&L Systems

Holding (U.K.) Limited and its U.S. parent company, Waterbury Companies Acquisition Corp.

- **MK Secure Solutions Limited:** Represented a U.K. private company in its due diligence investigation of various public shell companies in connection with a proposed reverse subsidiary merger.
- **A U.K executive in a joint venture with a U.S. subsidiary:** Represented a U.K. client in connection with the client's entrance into an LLC agreement together with Incepta Group Inc., a Delaware subsidiary of Incepta plc, a listed U.K. P.R. Company.

### Representative Corporate Finance Matters

- **MJ Hudson Group plc:** Represented the international asset management consulting company MJ Hudson Group plc with U.S. law aspects of its admission to the London Stock Exchange's Alternative Investment Market.
- **Rokstone Underwriters (North America) Limited:** Represented Rokstone Underwriters (North America) Limited, a subsidiary of U.K.-based commercial insurance broker Direct Insurance Group plc, in connection with a shareholders' agreement between Rokstone and certain minority shareholders of Rokstone Construction Risk Underwriters Limited, a Delaware company.
- **Servelec Group plc:** Represented Servelec Group plc in the U.S. aspects of a public offering of its shares in the U.K. and their listing on the London Stock Exchange and advised on the due diligence on its U.S. subsidiary.
- **BankMuscat S.A.O.G.:** Represented BankMuscat S.A.O.G., the flagship financial services provider of the Sultanate of Oman, in its \$252 million rights issue to its shareholders, including U.S. holders of its Rule 144A Global Depositary Receipts and Regulation S Depositary Receipts.
- **Investec Bank (U.K.) Limited:** Represented Investec Bank (U.K.) Limited with the U.S. private placement of the securities of Styles and Wood Group plc made simultaneously with its public offering on the London Stock Exchange.
- **Cenkos Securities Limited:** Represented Cenkos Securities Limited with a proposed public offering of a U.S. company on AIM.
- **SLR Acquisition Corp.:** Represented a legal and administrative executive search firm in connection with the spin-off of its IT and

administrative division to a newly formed joint venture and the raising of capital by way of a private placement.

- **The Royal Bank of Scotland:** Represented The Royal Bank of Scotland in connection with the registration and sale of their shares in a U.S. public company.
- **Strategic Work Force Solutions:** Represented Strategic Workforce Solutions, a legal administrative executive search firm in a convertible note offering to a group of private equity investors.
- **Genesis Direct, Inc.:** Represented Genesis Direct, Inc., in the following debt and equity financings: Private placement offering for approximately \$25 million; sale of \$62 million in stock and convertible debt to GE Investment Private Placement Partners II; \$30,000,000 secured credit facility with CIT; Private Placement Offering for approximately \$8.6 million; sale of approximately \$71 million in Series A Preferred Stock to various institutional investors; Initial Public Offering, for approximately \$166 million of common stock on the Nasdaq Stock Market.

### Representative Banking Matters

- **JP Boden (Holdings) Limited:** Represented JP Boden (Holdings) Limited, the U.K.-based clothing retailer, and its U.S. subsidiary in connection with U.S. law aspects of the company's loan facility with Barclays Bank plc.
- **HSBC Bank plc:** Represented HSBC Bank plc in a loan to 4B Elevator Components Limited for the purchase by its parent, T.F. & J.H. Braime (Holdings) plc of a Property in Illinois, secured by a mortgage over the property.
- **Western Cambrian Coal Corporation:** Western Cambrian Coal Corporation in the U.S. aspects of securing a \$50 million loan from The Bank of Nova Scotia and a \$125 million loan syndicated by The Bank of Nova Scotia to HSBC Bank Canada and the Royal Bank of Canada.
- **Lloyds Bank:** Represented Lloyds Bank in connection with the U.S. aspects of an overdraft facility agreement with a European borrower whose parent guarantor is a Delaware LLC.
- **Tyman plc:** Represented Tyman plc, a U.K. public company with certain of its U.S. subsidiaries which were parties to a refinancing pursuant to a multicurrency agreement for £240 million with Lloyds Bank and in the accession of its recently acquired subsidiary, Ashland, to the Lloyds £240 million credit facility.

- **Tyman plc:** Represented Tyman plc in a loan by Fifth Third Bank to Amesbury Industries, Inc. a U.S. Subsidiary of Tyman plc.
- **Tyman plc:** Represented Tyman plc, a U.K. public company engaged in supplying components to the door and window industry, in connection with the U.S. aspects of a £180 million credit agreement with Lloyds Bank plc.
- **JP Boden & Co. Ltd:** Represented affiliates of JP Boden & Co. Ltd. in connection with U.S. law aspects of a loan facility provided by Barclay Bank plc and a guarantee of the facility by the borrower's U.S. subsidiary.
- **Lloyds Bank plc:** Represented Lloyds TSB Bank plc in connection with a loan facility to JZ Prevhoud B.V., a Dutch company, guaranteed by a U.S. affiliate of the borrower.
- **Punjab National Bank (International) Limited:** Represented Punjab National Bank (International) Limited, the U.K. affiliate of an Indian bank in a \$10 million secured overdraft facility to Pesco Bean Environmental Solutions, a Virginia company.
- **Cambrian Mining plc:** Represented Cambrian Investment Holdings Limited, a U.K. subsidiary of Cambrian Mining plc, in a £36 million loan facility from Western Canadian Coal Corp., a British Columbian corporation.
- **Atlantic Leaseco, LLC:** Represented Atlantic Leaseco, LLC and Maple Coal, Co., U.S. in a financing by CIT of heavy mining equipment.
- **Lupus Capital plc:** Represented Lupus Capital plc in the U.S. aspects of its credit facility with a syndicate of banks, including Barclays Bank plc, HSBC Bank plc, Lloyds TSB Bank plc and the Royal Bank of Scotland plc.
- **AgDevCo Tanzania Limited:** Represented AgDevCo Tanzania Limited, the Norwegian Investment Fund for Developing Countries of Oslo, and Capricorn Investment Group LLC on U.S. law matters in connection with their role as lenders to Kilombero Plantations Limited.
- **Barclays Bank plc:** Represented Barclays Bank plc in the provision of credit facilities to Goodridge (UK) Limited and perfection of its security interests in the borrower's U.S. collateral.

### Representative Reorganization Matters

- **A Global Asset Management Firm:** Represented a global asset management firm in the U.S. aspects of its worldwide reorganization as



a preliminary to an investment by a third party which invests in alternative asset managers.

- **Incisive Media Limited:** Represented Incisive Media Limited in a debt reorganization and dividend declaration involving some of its U.S. subsidiaries.
- **Electrocomponents plc:** Represented Electrocomponents plc in connection with the U.S. aspects of an intercompany dividend declaration involving a U.S. subsidiary.
- **Tyman plc:** Represented Tyman plc in a debt reorganization and dividend declaration involving some of its U.S. subsidiaries.
- **Lupus Capital plc:** Represented Lupus Capital plc in the restructuring of its debt and U.S. corporate structure.

### **Representative Matters Regarding Establishment of Business in U.S.**

- **Cappfinity Limited:** Represented Cappfinity Limited in setting up a subsidiary and establishing its business in the U.S.
- **The Floop Limited:** Represented The Floop Limited, a U.K. company engaged in telematics solutions that make cars safer, in connection with establishing its business in the U.S.
- **Emr.ai Inc.:** Represented Emr.ai Inc. a company engaged in the automatic speech recognition business in the establishment of its business in California involving a preferred stock shareholder agreement between its founders and various employee benefits agreements.
- **Vuealta Limited:** Represented Vuealta Limited, a U.K. company in expanding its business in New York City by setting up a U.S. subsidiary and drafting employment agreements.
- **Opitead Limited:** Represented Opitead Limited, a U.K. company in establishing its business in the U.S. and negotiating its service agreements with U.S. customers.
- **Disciple Media Ltd:** Represented Disciple Media Ltd., a U.K. company in connection with establishing its U.S. operations.
- **Tangerine Holdings U.K.:** Represented Tangerine Holdings U.K., engaged in the sale of veterinary nutraceuticals products, in establishing its business in the U.S.
- **University of St. Andrews:** Represented the University of St. Andrews in connection with activities in the U.S.
- **1E Inc.:** Represented 1E Inc., in negotiations of a 10,000 square feet lease at One Penn Plaza.

- **Retronix Limited:** Represented Retronix Limited, a Scottish semiconductor company, and its U.S. affiliate Retronix International Inc., regarding the management, organization and corporate governance of its U.S. business.
- **The American Associates of the Old Vic:** Represented The American Associates of the Old Vic, instructed by The Old Vic, London, in connection with activities in the U.S.
- **The New Millennium Group:** Represented the New Millennium Group, a U.K. executive search firm with offices in London, New York and Hong Kong, in connection with the establishment of its U.S. operations including all corporate matters relating to formation, trademarks, employment, retained search agreements and real estate.

### Representative Employment Matters

- **Cappfinity Limited:** Represented Cappfinity Limited in setting up a subsidiary and establishing its business in the U.S.
- **A U.K. Company:** Represented a U.K. company engaged in safety services for the biotechnology industry in connection with exploring the issues regarding the hiring of an employee subject to various restrictions arising out of a non-solicitation agreement between the U.K. company and the employee's former employer.
- **The Floop Limited:** Represented The Floop Limited, a U.K. provider of telematic solutions that makes cars safer, in connection with various non-compete issues involving the hiring of a U.S. employee, bound by certain restrictive covenants with his former employer.
- **Cognito Europe Limited:** Represented Cognito Europe Limited engaged in the media advisory and systems business, and its U.S. affiliate on a separation agreement involving non-compete issues with U.S. executive.
- **Cognito Europe Limited:** Represented Cognito Europe Limited and its U.S. affiliate, on a separation agreement involving non-compete issues with two of its U.S. executives.
- **Disciple Media Limited:** Represented Disciple Media Limited, a U.K. based company engaged in the development of subscription based mobile apps for the music/sport/lifestyle industries in connection with a stock option plan and employment agreements for employees in its U.S. subsidiary.
- **Scottish Law Firm:** Represented client of a Scottish law firm in connection with the client's employment separation from his U.K.

employer and his rights under a Stock Incentive Plan governed by Delaware law issued by a U.S. affiliate of the U.K. employer.

- **DEM Solutions:** Represented DEM Solutions, a U.S. subsidiary of a Scottish company, in its separation from a U.S. employee.
- **Becatech, Inc.:** Represented Becatech, Inc., a U.S. commercial security company, in certain employment matters.
- **Harper MacLeod LLP:** Represented a client of Scottish law firm Harper Macleod LLP in connection with the client's employment separation from his U.K. employer and his rights under a Stock Incentive Plan governed by Delaware law issued by a U.S. affiliate of the U.K. employer.
- **APAX Summer, Ltd. Liability Partnership:** Represented APAX Summer, Ltd. Liability Partnership, a subsidiary of APAX, in structuring a U.S. registration exempt employee benefit plan for employees of its U.S. subsidiaries including Incisive RWG, Inc. and Incisive Interactive Marketing, LLC.

### Representative Commercial Agreements

- **1E Inc.:** Represented 1E Inc., in negotiations for a 10,000 square feet lease at One Penn Plaza, N.Y.
- **Rapids EPS Limited:** Represented Rapids EPS Limited, a provider of construction site edge protection systems in a distribution agreement with Aluma Systems Inc., a U.S. distributor.
- **Bead Goes on and Beadniks:** Represented a wholesale Catalog company established in Massachusetts, in connection with general corporate, trademark and franchise agreement advice.
- **Artscroll Printing Corporation:** Represented Artscroll Printing Corporation and publisher Mesorah Publications, Ltd. in obtaining a trademark from a third party.
- **Roberts Mart (Holdings) Co. Ltd:** Represented Roberts Mart (Holdings) Co. Ltd. On a contract to provide services to T&L Sugars Limited.
- **Scipher plc:** Represented Scipher plc in connection with licensing transactions in the U.S.
- **A U.K. Client:** Represented a U.K. client regarding the structure and transfer of U.S. Orphan Drug registrations for the National Blood Authority of England and Wales (NBA)/Bio Products Laboratory (BPL).

## Representative Litigation Matters

- **Proposition 65:** Defended a U.K. company from a claim that the sale, through Amazon in California, of allegedly toxic goods without a labeled warning was in violation of California legislation Proposition 65.
- **Ingenico:** We represented Ingenico SA (Euronext Paris: ING) a French public company and manufacturer of payment systems in securing dismissal of a suit filed by PointPay International in the U.S. District Court for the Southern District of Florida alleging claims of breach of contract and tortious interference.
- **Dr. Gianfranco Guty:** Represented Dr. Gianfranco Guty, a director of the Unicredit Bank, in the successful dismissal of a \$56.4 billion claim brought against him and 50 other defendants by the Madoff Trustee for allegedly deepening the Madoff Ponzi scheme by soliciting and funneling money through feeder funds to Bernard L. Madoff Investment Securities LLC before the collapse.
- **A U.K. Vice President:** Represented a U.K. Vice President of a California based public company in connection with an SEC and Department of Justice investigation into revenue recognition aspects of the U.S. company.
- **A U.K. Company:** Represented a U.K. Company with a potential fee dispute arising out of an engagement letter with an investment bank.
- **A U.K. Director:** Represented a U.K. director in connection with director liability for sales of medical products manufactured by Japanese companies through subsidiaries in the U.S.

## Representative Bankruptcy Matters

- **A U.K. Creditor:** Represented a U.K. creditor with respect to his rights in connection with the Weinstein Company following its bankruptcy.
- **Gardner Group Limited:** Represented the Gardner Group Limited in its creditor claims against Hawker Beechcraft in the U.S. Bankruptcy Court for the Southern District of New York.
- **Quercus Publishing plc:** Represented Quercus Publishing plc in a claw back claim brought against it by the liquidating trustee of Borders Books to claw back payments made during the 90-day period before bankruptcy.
- **U.K. Shareholders and Creditors:** Represented U.K. shareholders and creditors in the dissolution of Raeford Airlines, Inc., a Delaware corporation.

## Representative Hedge Fund Matters

- **Lodestone Global Natural Resources Fund:** Represented former Lodestone Global Natural Resources Fund in the registration of an affiliated entity with the National Futures Association as a Commodity Pool Operator under the Commodity Exchange Act as revised in the wake of the Dodd-Frank Act.
- **Society of the Sacred Heart:** Represented Trustees for the Society of the Sacred Heart with the investment of trust funds and a related investment agreement with BNY Mellon.
- **GI Partners Fund II LP:** Represented GI Partners Fund II LP in connection with U.S. legal advice in establishing the fund and its contractual relationships with its fund managers.
- **Global Destinations Fund I:** Represented Global Destinations Fund I, an offshore fund in connection with a sale of worldwide real estate interests to U.S. institutional investors with various investments into the fund through offshore feeder funds.
- **Japan Commercial Property Company Limited:** Represented Japan Commercial Property Company Limited, a closed end fund incorporated in Jersey, in connection with the sale of interests to U.S. investors.
- **Vertex, Inc.:** Represented Vertex Inc., a venture capitalist in connection with an investment in various portfolio companies.
- **First Arrow Investment Management Ltd:** Represented First Arrow Investment Management Ltd. in connection with regulatory advice regarding investments in the U.S.

## Representative Australian Matters

- **Kaplan Equity Limited:** Represented the Sydney based asset management firm Kaplan Equity Limited with the U.S. aspects of its acquisition of all of the shares of Summit Water Holdings Pty Ltd, from its parent Summit Water Development Group LLC.
- **Nucleus Network Limited:** Represented Nucleus Network Limited, a clinical research organization in a claim for payment of fees for clinical trial services rendered to as U.S. drug company.
- **Brandon Capital Partners Pty Limited:** Represented Brandon Capital Partners, a venture capital firm for life science companies in establishing its business in the U.S. and advised on broker dealer investment advisor matters.

- **Tony Wettherall:** Represented Tony Wettherall, an Australian citizen in an offer by Macro Acquisitions LLC for his shares in XIIVA Holdings, Inc.
- **Brandon Capital Partners:** Represented Brandon Capital Partners in a fee dispute with a New York based placement agent.
- **Slater & Gordon Limited:** Represented Slater & Gordon Limited, an Australian global law firm listed on the Australian Stock Exchange in the offering of its shares to U.S. shareholders pursuant to a Dividend Reinvestment Plan.
- **Soprano Design Pty Ltd:** Represented Soprano Design Pty Ltd in establishing an ESOP for its U.S. based employees.
- **Orbis Gold Limited:** Represented Orbis Gold Limited, a company with mineral deposits in Queensland, Australia, in a private offering of its shares to U.S. institutional investors.
- **King Coal Corporation Limited:** Represented King Coal Corporation Ltd, a U.K. company, in its \$5 million acquisition from Deepgreen Minerals Corporation Limited, an Australian company of the stock of Deepgreen West Virginia Inc, a company engaged in the recovery of coal from waste.
- **Photon Group Ltd:** Represented Photon Group Ltd (ASX:PGA) in structuring the Leading Edge Research and Strategy Consultants LLC, in a joint venture between a U.S. subsidiary of Photon and two executives for the purpose of market research activity in the U.S.
- **Wasabi Energy, Ltd:** Represented Wasabi Energy, Ltd., an Australian public corporation, in the sale of energy assets to Global Geothermal, Ltd., a joint venture with a U.S. partner.
- **An Australian Law Firm:** Advised an Australian law firm in connection with the contemplated sale of an Australian wine and beverage company by way of a reverse merger into a U.S. Shell.

### Representative Singapore Matters

- **CSE Global Limited:** Represented CSE Global Limited, a Singapore stock exchange listed company, as selling shareholder, in the sale of its shares in CSE-Global (UK) Limited to an institutional investor in the U.S.
- **Rajah & Tann LLP:** Represented Singapore law firm Rajah & Tann LLP with regard to the structuring of a proposed sale of a 35,000 dwt bulk carrier owned by its client, a Hong Kong ship owner, to a Nasdaq listed company and the financing of the transaction by a New York based private equity firm.