



Corporate and Securities

McLaughlin & Stern offers a broad array of corporate services, ranging from establishing ventures to complete capital financings and mergers and acquisitions. Clients are similarly varied and include U.S. public and private held entities (including family-owned businesses), international companies, investment advisors and broker-dealers, investment funds, and not-for-profit corporations. We are known for our innovative approach to structuring deals, our in-depth cultural and legal knowledge of cross-border transactions, and for expertise in regulatory issues.

As a boutique firm with a hands-on approach, we view our clients' needs from both a legal and overall business perspective, mirrored by an integrated approach among our practices that enables us to meet all their needs. We provide a high level of service from senior, experienced attorneys, while also keeping an eye on clients' costs by staffing matters appropriately and efficiently. Perhaps not surprisingly, clients come to us for one transaction, then consult us time and again, and the vast majority of our business is from referrals.

Securities Registration, Listing & Compliance

Our professionals have significant expertise in drafting, filing and procuring effective SEC registration statements and with counseling clients on SEC compliance issues, including the Sarbanes-Oxley Act of 2002 and the 1934 Exchange Act periodic reporting obligations. With the emergence of the Sarbanes-Oxley Act of 2002, public companies are subject to increased disclosure requirements and new corporate governance requirements for securities traded on the Nasdaq, NYSE, AMEX, OTCBB, Pink Sheets, etc. Our representation of many public companies over the years has allowed us to obtain knowledge and experience with these new requirements and with the SEC registration and reporting requirements that all U.S. public companies are subject to under the U.S. securities laws and regulations. At McLaughlin & Stern, we leverage our extensive experiences in working with the SEC on comments to registration statements and periodic filings to minimize the amount of comments on our registration statements and periodic filings. Our burgeoning experience also allows us to effectively counsel companies on compliance with state Blue Sky laws and other securities law issues such as reorganizations,

recapitalizations, board of director and shareholder issues, and employee stock option plans (ESOPs).

Additionally, we represent issuers in assisting FINRA registered broker/dealers in the Form 15c2(11) process to obtain stock quotations on the Over the Counter Bulletin Board (OTCBB) and Pink Sheets, OTCOX Markets, and with national and international exchange listing applications and regulations for the Nasdaq, NYSE and AMEX.

Corporate Finance

Our extensive representation of emerging companies has provided us with a wealth of experience in corporate finance transactions. We are active in representing issuers in public and private debt and equity offerings, including private equity, Private Investment in Public Equity (PIPEs), venture capital, Standby Equity Distribution Agreement (SEDAs), secondary offerings, Regulations D and S offerings, convertible debt, secured and unsecured loans, and bridge financings. We use our relationships in the investment community to introduce clients to sources of capital and have helped our clients raise millions of dollars.

Going Public

At McLaughlin & Stern, we have successfully taken numerous private companies public through reverse mergers, direct public offerings by filing a registration statement and underwritten IPOs. We specialize in going public transactions utilizing a reverse merger and PIPE offering which provides companies with an alternative method of going public without an underwriter. This alternative public offering is considerably quicker and less expensive than a traditional IPO and provides the same capital-raising of a traditional IPO.

Investment Advisor and Broker-Dealer Representation

McLaughlin & Stern provides legal counsel to Investment Advisers and Broker-Dealers in registration, compliance, and regulatory matters involving Federal and State securities laws. Our attorneys have represented Investment Advisers and Broker-dealers before FINRA self-regulatory organizations, including FINRA.

Family Owned Ventures

The firm has played a major role with its clients in restructuring successful family-owned ventures, dealing both with substantial financings and the investment therein of private equity partners. These transactions invariably involve substantial estate and tax planning attributes.

Not-For-Profit Corporations

McLaughlin & Stern provides a full complement of legal services to not-for-profit charitable corporations, including entity formation, counseling concerning event planning, acceptance and disbursement of funds, and general corporate matters.

Commercial Creditor-Debtor Enforcement/Defense, Reorganization, and Bankruptcy

Our professionals handle corporate re-organization, creditor rights, debtor protection, representing both debtor-in-possession and creditors, acquirers, in and out of court throughout the U.S. and in intra-national situations.