



About the Firm

Ellenoff Grossman & Schole LLP is a New York City-based law firm comprised of over 115 professionals, offering its clients legal services in a broad range of business related matters. Founded in 1992, the Firm specializes in many areas of commercial law: Corporate, Securities, Real Estate, Broker-Dealer Regulation, Private Investment Funds, Intellectual Property, Litigation, Labor, Employment, ERISA, Executive Compensation, Tax and Estate Planning.

The philosophy of the Firm is to provide the highest quality legal advice and counsel, dedicating consistent, personalized attention to each client at a reasonable price. Due to our Firm's significant experience and expertise in the areas of practice in which we specialize, we believe that we can provide greater efficiency of service and, consequently, reduced actual and time expense to our clients. Members of the Firm also contribute substantial amounts of time to assist charitable organizations in the fulfillment of their missions. The following is a short description of the various practice areas of the Firm:

Corporate/Securities Practice Group

To date, the Firm has assembled over 60 experienced corporate and securities professionals. We believe that this depth of talent and expertise enables our Corporate/Securities Practice Group to distinguish itself from other small and large firms, which simply don't have either that amount of capacity or our level of public securities experience. In particular, all of the Firm's securities professionals have devoted their careers to providing representation to microcap public companies, which have their own particular set of issues not typically associated with large cap companies, and investment banks that cater to these same type of companies.

Representation of Small Cap Companies. Consistent with our mission, we represent nearly 80 microcap public companies, assisting them with their ongoing regulatory filings ('34 Act reporting (10-Qs, 10-Ks and proxies)) general corporate work, M&A, financing, intellectual property and litigation.

Investment Banks, Hedge Funds and Private Equity. The Firm also maintains an active practice representing nearly 25 broker-dealers and investment banking firms, as well as private investment and hedge firms in connection with private placements, PIPEs (Private Investments in Public Equity), public financing transactions (IPOs, Confidentially Marketed Public Offerings, Registered Direct, "follow on" and "special purpose/blank check" offerings, known as "SPACs") and resale registration statements. The Firm also has an active private investment fund practice, representing both sponsors of, and investors in, hedge funds and other private equity vehicles.

The Firm has consistently ranked top 10 in the U.S. for most actively involved in IPOs of all law firms. The Firm also retained its #1 ranking in handling PIPEs/RD Financings on behalf of placement agents. Over the course of the last 15 years, the Firm's lawyers have participated in excess of 800 Registered Directs/PIPEs; and 40 Reverse Mergers.

SPACs. The Firm has been one of the leading U.S. law firms involved in each of the SPAC, SPACquisitions, PIPEs, and Reverse Merger industries. In 2010, the Firm innovated a new SPAC structure for 57th Street General Acquisition Corp. that is now the accepted convention and which culminated in that company's acquisition of Crumb's Bakery in May 2011. During the course of the last five years, the Firm has regularly been one of the most active firms in the U.S. for its IPO representations and ranked #1 in the U.S. for its SPAC IPOs and PIPEs. EGS led the SPAC IPO Legal League Tables for 2020 ranking at #1 for number of deals completed. EGS worked on 70 SPACs in 2020 – more than double our deals completed in 2019. Firm clients have raised nearly \$1 Billion. We leverage this significant experience every day in helping clients navigate the often complicated regulatory waters associated with the U.S. capital markets.

CrowdFunding/Reg A+. Ellenoff Grossman & Schole has been heavily involved in the programs since their inception. The Firm has sponsored conferences, webinars and has been invited to speak at different events on the topic. Douglas S. Ellenoff, a member of the Firm, has met with the SEC numerous times to discuss many aspects of the new law, how the industry currently operates and how both the SEC and FINRA will register and regulate the portals. The Firm is actively engaged with clients in fashioning what level of regulatory review and monitoring is appropriate by the SEC and FINRA in balancing the interests of the program with investor protection.

M&A and General Corporate Matters. The Firm also represents buyers and sellers in both public and private merger and acquisition activity (including reverse merger transactions). In our largest transaction in 2018, we represented the acquirer in a \$1.3 billion transaction. Our corporate attorneys also regularly advise corporate clients in connection with contractual matters, including, partnerships, strategic alliances, licenses, joint ventures (including in the real estate sector), executive compensation and employment/consulting agreements, stock option plans and other routine business matters. In addition, our Corporate/Securities Practice Group also engages in financings and cross-border transactions involving EU, Chinese, Indian, Middle Eastern and other offshore companies.

Corporate Restructuring and Bankruptcy

In today's complex business environment, experience in corporate restructuring, bankruptcy and creditors' rights has taken on a significant role in corporate transactions. Whether a client wishes to buy substantially all or parts of a company in or on the verge of bankruptcy or dispose of all or parts of its assets or restructure its operations, the Firm has the experience to accomplish such goals in an efficient manner at reasonable rates. Our experience covers all aspects of financial restructurings and creditors' rights, including:

- Out-of-court and in-court restructurings
- Distressed mergers and acquisitions
- Purchase and sale of distressed assets and debt
- Claims trading

- Loan-to-own strategies
- Maximizing creditor recoveries
- Debtor-in-possession and exit financings
- Real estate restructurings
- Enforcement of landlords' rights
- Prepackaged and prearranged plans of reorganization
- Bankruptcy litigation, such as defense and prosecution of fraudulent conveyance and preference claims, contested plan confirmation hearings and claims objections
- Cross-border bankruptcies
- Representation of official committees of creditors and equity holders

Intellectual Property

Our clients routinely rely on our Intellectual Property Practice Group for a broad range of intellectual property needs including drafting and negotiating brand name licenses, software and non-disclosure agreements; handling patent prosecution; recovering domain names from cybersquatters; and stopping misappropriation or infringement of their intellectual property.

Our Intellectual Property department specializes in the domestic and international protection, enforcement, licensing and litigation of trademarks, trade dress, copyrights, rights of publicity and privacy. We have substantial experience in advising clients on potential litigation, and representing clients in enforcement, licensing, and litigation of patent and trade secret disputes, including related claims, including antitrust, tort, and contract claims, involving a wide variety of technologies, including computer hardware and software, consumer electronics, telecommunications products and services, smart phones, smart phone applications, data transmission, the Internet, immunoassays, medical diagnostic devices, financial services, financial services software and technology, e-commerce, pharmaceuticals, pharmaceutical capsules, mechanical devices, consumer products, and food products and processes.

Additionally, we regularly represent clients in adversarial proceedings in federal and state court, before the US Trademark Trial and Appeal Board (TTAB) and in connection with international disputes. We handle proceedings under the Internet Corporation for Assigned Names and Numbers' (ICANN's) Uniform Domain Name Dispute Resolution Policy (UDRP), as well as under the Anticybersquatting Consumer Protection Act (ACPA).

We assist our clients in evaluating intellectual property assets that they are acquiring or selling. We also protect them by identifying and assessing potential liabilities in a variety of transactions, including mergers and acquisitions and asset-based financing. Integral to the firm's financing activities, our intellectual property lawyers conduct a due diligence review of intellectual property portfolios.

Labor and Employment Practice Group

Our Labor and Employment Practice Group has extensive experience assisting clients in the United States and around the world to ensure compliance with all applicable U.S. federal and state labor and employment laws. Our attorneys have litigated virtually every type of labor and

employment claim in state and federal courts as well as before administrative boards such as the EEOC, New York State Division of Human Rights, NLRB and Department of Labor. Our attorneys also specialize in drafting and negotiating employment contracts, handbooks, policies and advise on the labor aspects of corporate transactions.

Working on its own and in tandem with our other practice groups, our Labor and Employment Practice Group's goal is to provide clients with high-quality and efficient legal services by experienced labor relations and employment law attorneys. We are dedicated to learning each client's industry and business objectives in order to formulate the appropriate legal and business strategies necessary to solve complex labor and employment issues, vigorously litigate cases, and counsel clients to avoid or minimize personnel problems that can result in costly litigation.

Broker-Dealer Regulation Practice Group

A complement to our Corporate/Securities Practice is our Broker-Dealer Regulation Practice. In this area, the Firm represents broker-dealers, investment banks and other corporate and individual securities professionals in their regulatory dealings in the U.S. and foreign capital markets. Our attorneys are experienced in all aspects of U.S. securities regulation, including regulation by the SEC, national securities exchanges, FINRA and other self-regulatory organizations. The Firm also advises broker-dealers and securities professionals in connection with preliminary registration and continuing membership applications, trading and market making issues, enforcement and other compliance matters.

Real Estate Practice Group

Our Real Estate Practice Group has extensive experience in structuring, negotiating and documenting a variety of complex and sophisticated real estate transactions involving leasing, development, sales and acquisitions and financing. In the development area, the Firm represents real estate developers in numerous development projects in the New York metropolitan area and throughout the New York region, with an emphasis on commercial properties. In our leasing area, we represent private and institutional developers, landlords, asset managers, investors and tenants in connection with their leasing of major commercial real estate properties throughout the New York metropolitan area, including office buildings, shopping centers, retail stores and industrial properties. We also represent a select group of large national and multinational corporations in leasing matters for their corporate facilities throughout the United States. Our real estate group is also involved in the acquisition and sale of office buildings, shopping centers, residential and mixed use buildings, industrial properties and undeveloped land. Many of these transactions have been accomplished by means of a like-kind (1031) exchange of real property. The Firm also represents lenders and borrowers in commercial lending and financing transactions, including construction loans, leasehold mortgage loans, mortgage loans secured by properties in numerous states, interim, bridge or mezzanine-type financing, permanent loans and subordinated financing and intercreditor transactions.

Litigation Practice Group

Our Litigation Practice Group is engaged in representing the interests of the Firm's clients in a broad range of cases before various tribunals and also provides support to the transactional

practice areas of the Firm. The Firm's litigation attorneys have a well established record of success before New York State and Federal trial and appellate courts, as well as administrative agencies and arbitration/mediation forums. In the commercial and corporate area, clients call upon our attorneys to assist in corporate disputes including complex contractual relationships and issues involving ownership and governance such as contests for corporate control and disputes among shareholders, partners and co-venturers. Our litigators also augment the Firm's Broker-Dealer Regulation practice by representing issuers, broker-dealers, investment advisors and other investment professionals in connection with civil and regulatory actions and investigations undertaken against such entities and individuals by the SEC, NYSE, FINRA and state and foreign securities regulators. The Firm also represents private and institutional landlords, property owners, REITs, asset managers, investors, cooperative corporations and condominium associations throughout the New York metropolitan area in connection with a wide range of real estate related litigation and commercial landlord/tenant disputes. The Firm also represents clients in construction litigation involving owners, contractors and construction managers, as well as in land use issues involving local and state government agencies.

Immigration

The Immigration Practice Group is dedicated to providing effective counsel to clients navigating the complex and rapidly changing landscape of immigration laws in the U.S. We are highly experienced in working with Human Resources personnel, in-house client counsel and foreign individuals from across a wide spectrum of industries to efficiently obtain U.S. immigrant and non-immigrant visas. Working on our own or in cooperation with our other practice groups, our clients benefit from our expertise to ensure they are in compliance with all applicable immigration laws. We provide clients seeking investment/establishment of companies in the U.S., transfer of employees to the U.S. from foreign affiliates, or the hiring and placement of highly-skilled foreign employees with cost-effective and realistic legal solutions.

Our particular areas of focus in our Immigration Practice Group include: H-1B (Temporary Foreign Workers), L-1A/L-1B (Intracompany Transferee Executives or Managers; Intracompany Transferee Specialized Knowledge Professionals), E-2 (Treaty Investor), EB-1 & O-1 (Extraordinary Ability in Athletics, Arts, Sciences, etc.), EB-1 (Multinational Managers & Executives), EB-2 (Advanced Degree), EB-3 (Skilled Workers, Professionals, Unskilled Workers), EB-5 (Immigrant Investor), TN (NAFTA Professionals), J-1 (Exchange Visitors) visa categories, and Labor Certification (PERM applications).

We encourage you to visit our website (www.egsllp.com) to familiarize yourselves with our Firm and to learn more about our range of practice areas. We look forward to working with you on any of your future business matters.

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