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INTERNATIONAL AND Domestic tax

Ellenoff Grossman & Schole LLP

2021 Representative SPAC Initial Public Offering Transactions

Fusion Acquisition Corp. II

\$500,000,000

Cantor Fitzgerald & Co.

acted as the sole book-running manager in an initial public offering

> March 2, 2021 EG&S acted as counsel to the underwriter

JOFF Fintech Acquisition Corp.

(NASDAQ: OFF)

\$414,000,000

RBC Capital Markets

acted as the sole book-running manager

in an initial public offering

February 5, 2021

EG&S acted as counsel to JOFF Fintech Acquisition

Independence Holdings Corp.

\$495,900,000

Citigroup and Deutsche Bank

acted as joint book-running managers in an initial public offering

March 9, 2021 EG&S acted as counsel to Independence Holdings Corp. Thunder Bridge Capital Partners III Inc.

\$414,000,000

Morgan Stanley

acted as the sole book-running manager in an initial public offering

February 5, 2021

EG&S acted as counsel to Thunder Bridge Capital Partners III

African Gold Acquisition Corp.

\$414,000,000

B. Riley Securities, Inc.

acted as the sole book-running manager in an initial public offering

February 26, 2021

EG&S acted as counsel to African Gold Acquisition Corp.

Peridot Acquisition Corp. II

\$408,500,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

March 9, 2021

EG&S acted as counsel to the underwriter



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Epiphany Technology Acquisition Corp. M3-Brigade Acquisition II Corp. GigCapital4 Inc. (NASDAQ:EPHY) (NASDAQ:GIGGU) (NYSE:MBAC) \$402,500,000 \$400,000,000 \$358,800,000 **Cantor Fitzgerald Cantor Fitzgerald Oppenheimer and Nomura** acted as the sole book-running manager acted as the sole book-running manager acted as joint book-running managers in an initial public offering in an initial public offering in an initial public offering January 8, 2021 March 4, 2021 February 9, 2021 EG&S acted as counsel to Epiphany Technology EG&S acted as counsel to the underwriter EG&S acted as counsel to the underwriter Silver Crest Acquisition Corp. Hennessy Capital Investment Corp. V Atlas Crest Investment Corp. II (NASDAQ:HCIC) (NASDAQ:SLCRU) (NYSE:ACII) \$345,000,000 \$345,000,000 \$345,000,000 UBS **Cantor Fitzgerald** Citigroup and Barclays acted as the sole book-running manager acted as the sole book-running manager in acted as joint book-running managers in an initial public offering an initial public offering in an initial public offering January 14, 2021 January 15, 2021 February 4, 2021 EG&S acted as counsel to the underwriter EG&S acted as counsel to Hennessy Capital Investment Corp. EG&S acted as counsel to Atlas Crest Investment Corp. II



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Cartesian Growth Corporation

\$345,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

February 24, 2021

EG&S acted as counsel to the underwriter

Sierra Lake Acquisition Corp.

(NASDAQ:SIER)

\$300,000,000

Cantor Fitzgerald

acted as the sole book-running manager

in an initial public offering

September 15, 2021

EG&S acted as counsel to the underwriter

Mission Advancement Corp.

\$345,000,000

Cantor Fitzgerald and Moelis

acted as the joint book-running managers in an initial public offering

March 3, 2021

EG&S acted as counsel to Mission Advancement Corp.

Marblegate Acquisition Corp.

\$300,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

October 1, 2021

EG&S acted as counsel to Marblegate Acquisition Corp.

GX Acquisition Corp. II

(NASDAQ:GXII)

\$300,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

March 18, 2021

EG&S acted as counsel to GX Acquisition Corp. II

COVA Acquisition Corp.

\$300,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

February 5, 2021

EG&S acted as counsel to the underwriter



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Clarim Acquisition Corp. **DHB** Capital Corp. Arrowroot Acquisition Corp. (NASDAO:CLRM) (NASDAQ:DHBC) (NASDAQ:ARRW) \$287,500,000 \$287,500,000 \$287,500,000 **BofA Securities and Cantor Fitzgerald** Jefferies and BTIG **RBC** Markets acted as joint book-running managers acted as the sole book-running manager acted as joint book-running managers in an initial public offering in an initial public offering in an initial public offering March 2, 2021 January 29, 2021 March 2, 2021 EG&S acted as counsel to the underwriter EG&S acted as counsel to Clarim Acquisition Corp. EG&S acted as counsel to DHB Capital Corp. **CIIG** Capital Partners II, Inc. **Digital World Acquisition Corp.** Tribe Capital Growth Corp. (NASDAQ:CIIG) (NASDAQ:DWAC) (NASDAO:ATVC) \$287,500,000 \$276,000,000 \$287,500,000 **EF** Hutton **UBS, Barclays and LionTree Advisors** Cantor Fitzgerald and Wells Fargo acted as the sole book-running manager acted as joint book-running managers in an initial public offering acted as joint book-running managers in an initial public offering in an initial public offering September 3, 2021 September 15, 2021 March 5, 2021 EG&S acted as counsel to Digital World Acquisition Corp. EG&S acted as counsel to CIIG Capital Partners II, Inc. EG&S acted as counsel to Tribe Capital Growth Corp.



MDH Acquisition Corp.

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Tastemaker Aquisition Corp.

Kairos Acquisition Corp.

(NYSE:MDH) (NASDAQ:KAIR) (NASDAO:TMKR) \$276,000,000 \$276,000,000 \$276,000,000 Stifel Nicolaus and Oppenheimer Stifel Nicolaus Citigroup acted as joint book-running managers in an initial public offering acted as the sole book-running manager acted as the sole book-running manager in an initial public offering in an initial public offering February 2, 2021 January 8, 2021 January 6, 2021 EG&S acted as counsel to the underwriter EG&S acted as counsel to Tastemaker Acquisition Corp. EG&S acted as counsel to Kairos Acquisition Corp. **Riverview Acquisition Corp. CF** Acquisition Corp. VIII Newcourt Acquisition Corp. (NASDAQ:RVAC) (NASDAQ:NCACU) (NASDAO:CFFE) \$250,000,000 \$250,000,000 \$230,000,000 **Cantor Fitzgerald Cantor Fitzgerald Cantor Fitzgerald** acted as the sole book-running manager acted as the sole book-running manager acted as the sole book-running manager in an initial public offering in an initial public offering in an initial public offering March 12, 2021 August 6, 2021 October 20, 2021 EG&S acted as counsel to CF Acquisition Corp. VIII EG&S acted as counsel to the underwriter EG&S acted as a counsel to the underwriter



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Z-Work Acquisition Corp.

(NASDAQ:ZWRK)

Biotech Acquisition Corp.

\$230,000,000

Cantor Fitzgerald & Co.

acted as the sole book-running manager in an initial public offering

January 26, 2021 EG&S acted as counsel to Biotech Acquisition Corp.

GigCapital5, Inc.

\$230,000,000

Wells Fargo and William Blair

acted as joint book-running managers in an initial public offering

September 24, 2021

EG&S acted as counsel to the underwriter

\$230,000,000

Jefferies

acted as the sole book-running manager in an initial public offering

January 29, 2021

EG&S acted as counsel to Z-Work Acquisition Corp.

IX Acquisition Corp.

\$230,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

October 7, 2021

EG&S acted as counsel to the underwriter

Virtuoso Acquisition Corp.

\$230,000,00

BTIG and Moelis

acted as joint book-running managers in an initial public offering

January 22, 2021

EG&S acted as counsel to Virtuoso Acquisition Corp.

BioPlus Acquisition Corp.

\$230,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

December 3, 2021

EG&S acted as counsel to the underwriter



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9bj]fcbaYbłU =a dUMa E; 'Acquisition Corp. 5: Acquisition Corp. (NMC9:E; ; :) (B5C85E:5:5E) 5Wi ghcb 7cfd (NASDAQ:9BJ =)**\$88**, **\$00,000** \$88€,000,000 \$8\$+,\$00,000 6H **Cantor Fitzgerald** 7UbUW0fX; Ybi]hm acted as the sole book-running manager acted as the sole book-running manager in an initial public offering acted as hYgc Ybook-running manager in an initial public offering in an initial public offering A Uni&, 2021 March %, 2021 >Ubi Ufn%, 2021 EG&S acted as counsel to h Yi bXYfk f]hff EG&S acted as counsel to 9bj |fcba YbłU = a dUMi5 Wi |glhcb EG&S acted as counsel to 5: '5 Wi]ghcb '7 cfd" **ROC Energy Acquisition Corp.** Avalon Acquisition Inc. Intelligent Medicine Acquisition Corp. (NASDAQ:ROC) (NASDAQ:AVAC) (NASDAQ:IQMD) \$207,000,000 \$207,000,000 \$207,000,000 Maxim Group, LLC **Cantor Fitzgerald** EarlyBirdCapital acted as the sole book-running manager acted as the sole book-running manager acted as the sole book-running manager in an initial public offering in an initial public offering in an initial public offering October 6, 2021 December 2, 2021 November 5, 2021 EG&S acted as counsel to the underwriter EG&S acted as counsel to ROC Energy Acquisition Corp. EG&S acted as counsel to the underwriter



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McLaren Technology Acquisition Corp.

\$201,300,000

Mizuho

acted as the sole book-running manager in an initial public offering

November 3, 2021 EG&S acted as counsel to McLaren Tehcnology Acquisition Corp.

Sierra Lake Acquisition Corp. (NASDAQ:SIER)

\$200,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

September 15, 2021

EG&S acted as counsel to the underwriter

Pyrophyte Acquisition Corp.

\$201,300,000

UBS

acted as the sole book-running manager in an initial public offering

October 27, 2021

EG&S acted as counsel to the underwriter

Orion Biotech Opportunities Corp.

\$200,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

May 3, 2021

EG&S acted as counsel to the underwriter

StoneBridge Acquisition Corp.

\$200,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

July 16, 2021

EG&S acted as counsel to the underwriter

Endurance Acquisition Corp.

\$200,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

September 15, 2021

EG&S acted as counsel to the underwriter



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CF Acquisition Corp. VII

(NASDAO:CFFSU)

\$182,500,000

NorthView Acquisition Corp.

\$189,800,000

I-Bankers Securities

acted as the sole book-running manager in an initial public offering

December 20, 2021

EG&S acted as counsel to the underwriter

Phoenix Biotech Acquisition Corp.

\$175,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

October 6, 2021 EG&S acted as counsel to the underwriter Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

December 16, 2021

EG&S acted as counsel to CF Acquisition Corp. VII

Locust Walk Acquisition Corp.

\$175,000,000

Cantor Fitzgerald

acted as the sole book-running manager in an initial public offering

January 8, 2021

EG&S acted as counsel to the underwriter

KludeIn I Acquisition Corp.

(NASDAQ:INKA)

\$172,500,000

Maquia Capital Acquisition Corp.

\$173,100,000

EF Hutton

acted as the sole book-running manager in an initial public offering

May 5, 2021 EG&S acted as counsel to Maquia Capital Acquisition Corp. BTIG acted as the sole book-running manager in an initial public offering

January 7, 2021 EG&S acted as counsel to KludeIn I Acquisition Corp.



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6"F]YmDf]bV/dU%\$A Yf Yf Corp. **Progress Acquisition Corp.** 5ghYUAWuisition Corp. (NASDAO:PGRW) (NASDAO:5G5L) (NASDAQ:6FDA) **\$%+&**) 00,000 \$172,500,000 **\$%+&)** 00,000 9Ufn6]fX7Ud]hU **EarlyBirdCapital** 6"F] Ym 6F acted as the sole book-running manager in an initial public offering acted as the sole book-running manager acted as the sole book-running manager in an initial public offering in an initial public offering February 9, 2021 : Whi Ufm(, 2021 A Un+, 2021 EG&S acted as counsel to Progress Acquisition Corp. EG&S acted as counsel to h Yi bXYfk f]h/f EG&S acted as counsel to h Yi bXYfk f]hff Cascadia Acquisition Corp. ; fUZAcquisition Corp. =J Sizzle Acquisition Corp. (NASDAQ:CCAI) (NASDAQ:SZZLU) (NMG9:: : CF) \$155,000,000 \$150,000,000 \$%+%*00,000 CddYb\Y]a Yf UbX>DA cf[Ub **Cantor Fitzgerald Cantor Fitzgerald** acted as the sole book-running manager acted as the sole book-running manager acted as the sole book-running manager in an initial public offering in an initial public offering in an initial public offering A Un2%2021 August 26, 2021 November 4, 2021 EG&S acted as a counsel to the underwriter EG&S acted as counsel to Sizzle Acquisition Corp. EG&S acted as counsel to the underwriter



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OCA Acquisition Corp. JATT Acquisition Corp. Ibere Pharmaceuticals (NYSE:JATT) (NASDAQ:OCAX) (NYSE:IBER) \$149,500,000 \$138,000,000 \$138,000,000 Stifel Nicolaus and Nomura **Raymond James Raymond James** acted as the sole book-running manager acted as joint book-running managers in acted as the sole book-running manager in in an initial public offering an initial public offering an initial public offering January 15, 2021 February 26, 2021 July 14, 2021 EG&S acted as counsel to OCA Acquisition Corp. EG&S acted as counsel to the underwriter EG&S acted as counsel to the underwriter Adara Acquisition Corp. PONO Capital Corp. **Deep Medicine Acquisition Corp** (NYSEAMERICAN:ADRA) (NASDAQ:DMAQ) (NASDAQ:PONO) \$115,000,000 \$115,000,00 \$126,500,000 **I-Bankers Securities** ThinkEquity **EF Hutton** acted as the sole book-running manager acted as the sole book-running manager acted as the sole book-running manager in an initial public offering in an initial public offering in an initial public offering February 9, 2021 October 27, 2021 August 11, 2021 EG&S acted as counsel to Adara Acquisition Corp. EG&S acted as counsel to Deep Medicine Acquisition Corp. EG&S acted as counsel to the underwriter