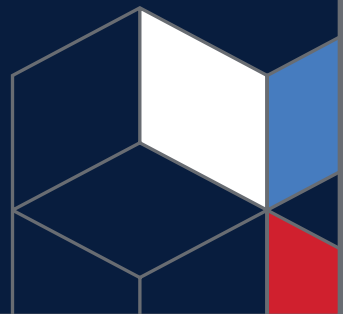
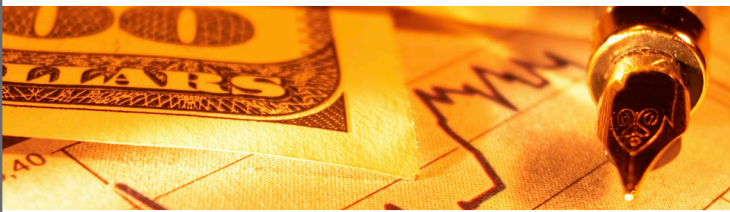


STROOCK

CORPORATE PRACTICE



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Stroock & Stroock & Lavan LLP provides comprehensive corporate legal services across a broad range of disciplines and industries. Stroock's overall excellence in Corporate law has been recognized by a wide range of industry publications, such as *Chambers USA*, *The Legal 500*, *IFLR*, *Best Lawyers in America* and *Super Lawyers*. Individual practices and attorneys have been singled out for praise in publications including the *M&A Advisor* and *Turnarounds & Workouts*.

CAPITAL MARKETS/SECURITIES

Stroock's Capital Markets/Securities Practice Group represents both issuers and placement agents or underwriters in debt and equity transactions, including commodities financing, insurance transactions, IPOs, PIPEs and registered directs, private placements, Regulation S/144A transactions, REIT transactions and structured and derivative securities. Stroock interacts frequently with the Securities and Exchange Commission and Commodity Futures Trading Commission, staying current on interpretations of securities rules and regulations. Stroock also closely follows pronouncements of self-regulatory organizations such as the Financial Industry Regulatory Authority (FINRA), the National Association of Insurance Commissioners and related state regulatory activities. This knowledge benefits our clients as we are able to guide them in transaction structuring issues and appropriate offering disclosures, avoiding substantial delays in the offering process. Representative clients include [Bank of America Merrill Lynch](#), [Cedar Realty Trust, Inc.](#), [Neff Holdings LLC](#), [Nomura Group](#) and [PBF Energy Inc.](#)

COMMERCIAL FINANCE

Stroock's Commercial Finance Practice Group represents banks and other financial institutions, private equity and hedge funds, and domestic and international public and private companies in connection with a variety of complex financing transactions. Our Commercial Finance attorneys have experience representing various financial institutions, borrowers, ad hoc creditor groups and hedge providers in connection with asset-based and working capital financings, bridge loans, debtor-in-possession (DIP) financings, exit financings, intercreditor arrangements, letters of credit, rescue and special situations financings, restructurings, revolving loans, secured hedging transactions, term

loans and workouts. Clients call upon us to analyze facilities and capital structures for parties contemplating participation in existing financings or providing special situations financings. Stroock also has experience in analyzing lien structures and collateral risks across various asset classes, as well as practical experience providing clients with effective remedies to limit these risks.

Representative clients include [LightSquared LP](#), [PBF Energy Inc.](#), [Philadelphia Energy Solutions LLC](#), and [Southeast PowerGen, LLC](#).

COMMODITIES & DERIVATIVES

Stroock's Commodities & Derivatives Practice Group provides guidance relating to commodities and derivatives transactions in the billions of dollars each year. Our attorneys participate in designing vehicles to meet our clients' specific trading, financial and credit needs. Our litigators in this area understand the business from the trading floor to the boardroom – an insider's grasp that has fueled an impressive record of victories. We are leaders in the physical markets, such as those for petroleum, natural gas, electricity and precious and base metals, as well as in the complex financial derivatives and foreign exchange markets.

Representative clients include [Allianz Risk Transfer](#), [Bank of America Merrill Lynch](#), [Castleton Commodities International LLC](#), [Cogentrix Energy Power Management, LLC](#), [Freepoint Commodities LLC](#), [Hartree Partners, LP](#), [Morgan Stanley](#) and [United Nations World Food Programme](#).

ENERGY AND PROJECT FINANCE

Stroock's Energy and Project Finance Practice Group represents clients throughout the energy sector. Stroock lawyers have experience with the full range of energy projects, including gas, coal, hydro, nuclear, wind, solar, and other alternative energy generation facilities, transmission and distribution facilities, gas and refined product pipelines,

refineries, LNG liquefaction and re-gasification facilities and biofuels production facilities. Stroock's lawyers have represented developers, sponsors, lenders, investors and other market participants in the development and financing of energy projects throughout the world, aggregating billions of dollars of value. Representative clients include **BPZ Resources, Cogentrix Energy Power Management, LLC, GE Energy Financial Services, MUFG Union Bank, N.A., PBF Logistics LP** and **The Carlyle Group**.

ENTERTAINMENT

Stroock's Entertainment Practice Group attorneys are recognized leaders in media focused M&A transactions, film and television financing transactions, complex media focused joint venture arrangements, single and multi-property distribution arrangements, and cross-border/tax driven media transactions. Clients include sources of capital (financial institutions, private equity, hedge funds, family offices and high net worth individuals), major, mini-major, major-independent and new media studios, producers and distributors, as well as broadcast, cable and new media distributors. Representative clients include **Boies/Schiller Film Group, Butler Productions, LLC, Eden Rock Media, Inc., Hunan Group, Relativity Media LLC** and **Valiant Entertainment LLC**.

FINANCIAL RESTRUCTURING

Stroock's Financial Restructuring Practice Group represents institutional investors in the acquisition of financially troubled companies through consensual and hostile in- and out-of-court balance sheet and operational restructurings. We have particular experience representing hedge funds and private equity funds as secured and unsecured noteholders, lenders, strategic investors and equity holders, and representing banks and other financial institutions, debtors, DIP lenders and unsecured creditors' committees. We help these clients effectuate acquisition strategies and often represent the acquired entities upon successful emergence from the bankruptcy or restructuring process. Our attorneys have experience in virtually every industry that has undergone a restructuring cycle over the last few decades. Representative clients include **Fortress Investment Group, Franklin**

Mutual Advisers, Goldman, Sachs & Co., GSO Capital Partners, KKR & Co, Och Ziff Capital Management Group and **Wayzata Investment Partners**.

INSURANCE

Stroock advises insurers and reinsurers, commercial and investment banks, hedge funds and private equity firms in a wide variety of insurance-related transactions, including mergers and acquisitions, demutualizations, sponsored demutualizations, mutual holding company conversions, reinsurance, reserve financings, embedded value transactions, catastrophe bond issuances and mortgage guaranty insurance securitizations. Representative clients include **Allianz, Arch Capital Group, Arrowpoint Capital, Bank of America Merrill Lynch, Black Diamond Capital Management LLC, Crédit Agricole CIB, Deutsche Bank AG, Goldman, Sachs & Co., J.C. Flowers & Co., Liberty Mutual, Nomura Group, ORIX Life Insurance Corporation, Reservoir Capital Group, Société Générale S.A., XL Group plc** and **Willis Re**.

MERGERS, ACQUISITIONS AND JOINT VENTURES

Stroock's Mergers, Acquisitions & Joint Ventures Practice Group advises a broad spectrum of clients including private equity and hedge funds and their portfolio companies, S&P 500 public companies, cross-border acquirers and sellers, investment banks and other financial institutions and boards of directors and special committees in the full range of M&A activities, including auctions, joint ventures and strategic alliances, distressed situations, friendly and contested tender offers, going private transactions, leveraged buyouts, mergers, acquisitions and dispositions, special committees and corporate governance, friendly and contested proxy contests and sponsored demutualizations. The practice group counsels clients in a wide variety of industries, including commodities, energy, financial services, gaming, healthcare, insurance, manufacturing and industrial goods, media and entertainment and real estate. Representative clients include **AMETEK, Inc., Jacobson Partners, ORIX Corporation, QinetiQ Group plc, The Carlyle Group/Cogentrix** and **The Ultimate Software Group, Inc.**

PRIVATE EQUITY/VENTURE CAPITAL

Stroock's Private Equity/Venture Capital Practice Group represents clients in all aspects of their investments, including control and non-control investments, going private transactions, growth equity and venture capital transactions, leveraged buyouts, add-on acquisitions, financings and sales for portfolio companies, seed funds and investments and turnaround and distressed situations. We have advised on large cap and middle-market transactions in a wide range of industries, including defense, energy, financial services, insurance, manufacturing, media and entertainment, medical technology, real estate, retail, shipping and other logistics. Representative clients include **Caraustar**, **Jefferies Capital Partners**, **Platinum Equity**, **Saybrook Corporate Opportunity Funds** and **Shamrock Capital**.

PRIVATE FUNDS

Stroock's Private Funds Practice group has been involved with virtually every type of private fund across a variety of asset classes, geographies and market cycles, working with clients to develop effective and practical solutions that minimize exposure to regulatory obligations and reflect the evolving demands of the marketplace at the fund formation stage and throughout the life cycle of the fund. Today, our practice remains focused on the representation of sophisticated sponsors, investment managers and distributors in asset classes such as real estate, infrastructure, commodities, credit, distressed debt and insurance. representative clients include **Bank of America Merrill Lynch**, **J.P. Morgan Asset Management**, **Mizuho Alternative Investments**, **Morgan Stanley Wealth Management** and **Prudential**.

STRUCTURED FINANCE

Stroock's Structured Finance Practice Group handles securitizations, commercial paper conduits, credit facilities, portfolio purchases and sales and other asset-backed and mortgage-backed transactions. The practice group assists clients with both traditional asset classes and with more innovative asset classes. These matters have involved asset classes including billboard revenues, business loans, buying/selling assets, catastrophe bonds, cell towers, derivative transactions,

equipment leases, financing assets, insurance-linked securities, life settlements, lotteries, music and film receivables, pre-settlements, structured settlements, student loans, tax liens and timeshare loans. Representative clients include **Barclays Capital Inc.**, **Citigroup Inc.**, **Crédit Agricole CIB**, **Credit Suisse**, **Deutsche Bank** and **Nomura Group**.