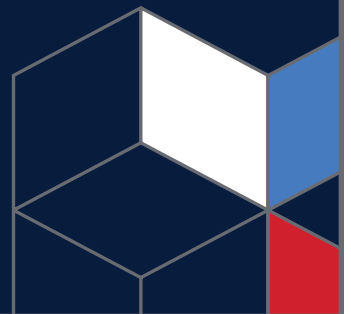
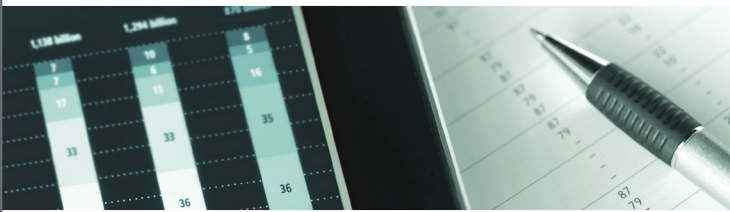


STROOCK

CAPITAL MARKETS/ SECURITIES



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
- 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 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. Our Capital Markets/Securities attorneys work closely with colleagues in a number of other disciplines, such as Tax, Intellectual Property, Insurance Regulatory and Securities Litigation and SEC Enforcement, to employ the full range of leading-edge corporate financing techniques to address many of the complex issues involved in today's capital markets.

The practice group's attorneys are involved in a number of cutting-edge transactions, including the first "Up-C" initial public offering structure in the energy sector and the formation and initial public offering of a drop-down midstream master limited partnership.

Representative Transactions

- Stroock represented **PBF Logistics LP** (NYSE: PBFX), a logistics-based master limited partnership formed by PBF Energy Inc., in its initial public offering.
- Stroock represented **PBF Energy Inc.** (NYSE: PBF), one of the largest independent oil refiners, in its initial public offering and subsequent follow-on offerings.
- Stroock represented **Cedar Realty Trust, Inc.** (NYSE: CDR) in a variety of offerings of preferred stock and common stock.
- Stroock represented **Neff Holdings LLC** in its high-yield debt offerings.
- Stroock has represented **Nomura Group** in \$850 million in note-for-note life insurance reserve financings and **Bank of America Merrill Lynch** in \$240 million in Australian mortgage insurance-linked note offerings.
- Stroock represented **PBF Holding Company LLC** in its \$675 million offering of senior secured notes.



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