



2019 YEAR IN REVIEW



ATTORNEYS WHO ARE AS INTERESTED IN YOUR BUSINESS AS YOU ARE

**LB LUCOSKY
BROOKMAN** is a corporate finance and securities law firm with offices in New York and New Jersey, representing both domestic and international clients in sophisticated corporate and securities transactions, mergers and acquisitions, secured and unsecured lending transactions, PIPEs and general corporate matters.

The Firm was established to serve select clientele in the emerging and middle markets. It is our mission to provide clients with exceptional legal representation by listening to our clients and anticipating their needs.

Each year, Lucosky Brookman publishes an annual progress report in order to examine current trends for emerging growth companies in the legal marketplace, as well as to highlight the accomplishments and milestones of the Firm in the prior year.

On behalf of the Firm, it is our pleasure to welcome you to our **2019 YEAR IN REVIEW**.



LUCOSKY BROOKMAN REPRESENTS OVER 50 PUBLIC COMPANIES

Lucosky Brookman represents over 50 public operating companies ranging from companies listed on the NYSE and the NASDAQ Capital Markets, to companies quoted on the OTC Bulletin Board, OTCQX, OTCQB and OTC Pink Sheets. In addition, the Firm represents numerous private equity funds, investment banks and other financial institutions in connection with equity and debt financings.

We are continuing to enhance our capabilities and strengths in all of the Firm's practice areas. To that end, in 2019 Lucosky Brookman

has expanded upon the commercial and securities litigation practice, insurance coverage and defense practice, real estate practice and the intellectual property practice. The talent that we have added to the Firm in 2019, allows the Firm to continue its growth pattern and permits the Firm to consistently exceed client expectations.

Lucosky Brookman takes pride in successfully representing its clients by providing insightful, cost-effective, practical, business-focused legal advice.

2019 A YEAR OF CONTINUED STRENGTH FOR THE FIRM AND FOR ITS PRACTICE AREAS

LUCOSKY BROOKMAN and its clients were very active in 2019. The Firm, through its diverse range of practice areas, continued to advance the economic interests of its clients by guiding them through a wide variety of corporate finance, lending and securities transactions while protecting their legal rights.

The Firm appreciated an overall increase in the size of its deal flow, as compared to 2018. This increase was attributed to the number of individual transactions as well as the value of each transaction.

The Firm realized an increase in the number of clients engaged in going-public transactions, merger and acquisition transactions, S-1 and F-1 Registration Statements for primary and secondary offerings, Form 10 Registration Statements, Senior Secured Credit Facilities and various other private equity, venture capital, corporate finance and PIPE transactions.

Throughout 2019, the Firm was successful in assisting its clients to advance their business interests in the areas of mergers, acquisitions, fundraising, banking, finance, litigation and arbitration, among others.

As clients continue to engage Lucosky Brookman, the Firm pledges to provide the same level of high quality legal service to its clients in 2020 and beyond.



THE FIRM EXPANDS ITS LITIGATION PRACTICE GROUP, FOCUSING ON COMPLEX BUSINESS, SECURITIES AND COMMERCIAL DISPUTES

Throughout 2019, the Firm has expanded the number of experienced litigation attorneys. The Firm is committed to the representation of small and mid-sized companies, banks, private equity firms, venture funds, investment advisors, insurance companies and individuals.

The Firm litigates a wide variety of subject matters, including breach of contract, breach of purchase and sale agreements, breach of partnership agreements, shareholder disputes, disputes among members of limited liability companies, real estate contract and lease disputes, foreclosure disputes, breach of warranty actions, breach of promissory notes, breach of employment agreements, breach of non-compete agreements, and general commercial litigation.

Our attorneys are equipped with a deep understanding of complex financial products, credit agreements, and the capital markets. Utilizing this expertise, Lucosky Brookman represents companies, funds and individuals in litigation arising from activist investment strategies, distressed investment scenarios, including insolvency and restructuring, inadequate disclosures, alleged securities laws violations, market manipulation, and other complex financial disputes. The Firm has particular expertise in defending mid-sized and smaller companies against shareholder-initiated complaints in which investors request additional equity to compensate for capital losses experienced by the investor due to market downturn.

The Firm litigates Securities Act and Exchange Act claims, fraud and non-disclosure cases under federal and blue-sky laws, corporate governance litigation, and insider trading disputes. We represent companies, directors, officers, banks, accountants, institutional investors, financial advisors and broker-dealers in federal and state courts throughout the country. The Firm represents issuers and boards of directors, as well as individuals, in administrative enforcement hearings, trials and appeals. We are retained to represent individuals in enforcement actions in industries ranging from health care and entertainment to pharmaceuticals and technology.



MANAGING PARTNER JOSEPH LUCOSKY CHAIRS UPLIST PANEL AT 2019 PLANET MICROCAP SHOWCASE



On April 30, 2019, Joseph Lucosky, Managing Partner of Lucosky Brookman, served as the Chair of the spotlight expert panel entitled Uplisting In The Current Regulatory and Business Environment. The Uplist Panel included top industry executives and professionals discussing the process of uplisting a public company from the OTC Capital Markets to the Nasdaq or NYSE exchanges. The Uplist Panel addressed the uplisting process, common difficulties, exchange requirements and best-practices, among other important topics.

The expert panel was part of the 2019 Planet MicroCap Showcase which brought together the most promising companies and the top dealmakers in MicroCap Finance for three days of company presentations, one-on-one meetings, and networking.



Joseph M. Lucosky is the founding and managing partner of Lucosky Brookman LLP and oversees both the transactional and litigation departments. Mr. Lucosky has a broad multidisciplinary practice that includes extensive experience in litigation and dispute resolution, regulatory investigations (including FINRA and SEC matters), negotiated mergers and acquisitions (including reverse mergers); domestic and cross-border investments/joint ventures; the representation of private equity; venture capital and other private investment funds; securities offerings; private and public financings (including secured and unsecured lending); bankruptcy transactions; real estate matters; and various other types of commercial transactions. In addition, he counsels corporate boards, board committees (including special committees) as well as being a personal adviser to many entrepreneurs, business leaders and corporate executives. He has counseled clients on significant litigation, regulatory and transactional matters across a number of industry sectors.



2019 SELECT TRANSACTIONS



LUCOSKY BROOKMAN SUCCESSFULLY REPRESENTS DUOS TECHNOLOGIES GROUP, INC. IN NASDAQ UPLISTING AND \$8.1 MILLION CAPITAL RAISE; FIRM RINGS NASDAQ OPENING BELL



The Firm has successfully represented its client, Duos Technologies Group, Inc. (NASDAQ: DUOT), in connection with the Company's uplisting to the NASDAQ Capital Markets and the closing of the Company's underwritten public offering of 1,350,000 shares of common stock at an offering price of \$6.00 per share, for aggregate gross proceeds of \$8.1 million. The common stock began trading on the NASDAQ Capital Market under the symbol DUOT on February 13, 2020.

Lucosky Brookman acted as lead outside securities counsel to Duos. ThinkEquity, a division of Fordham Financial Management, Inc., acted as sole book-running manager for the offering and The Benchmark Company acted as co-manager for the offering.

Lucosky Brookman was invited to join its client at the NASDAQ opening bell ringing ceremony in New York on February 21, 2020. Chief Executive Officer of Duos, Gianni Arcaini stated, "Our company, just successfully uplisted from OTC to NASDAQ. We would not have been able to do so were it not for the Lucosky Brookman team who helped us each step of the way. I highly recommend Joseph Lucosky. He is a dedicated, professional and has an extremely hard working team. There was not a moment that I doubted their commitment and their efforts led us to our eventual success. Thank you Joe, Lawrence and your entire team."



"It is with great pride that the Firm was able to once again ring the NASDAQ opening bell – this time with long-time client Duos Technologies Group, Inc. This bell ringing ceremony in particular is very fitting because, as we embark on the beginning of our 10th year as a law firm, the Duos transaction truly exemplifies the spirit and character of what we do every day and what we as a Firm are known for in the marketplace – hard work, creativity and persistence."

-JOSEPH LUCOSKY, Managing Partner of Lucosky Brookman

FIRM REPRESENTS CLIENT IN NEGOTIATION AND RESTRUCTURING OF \$9 MILLION OF DEBT, POTENTIALLY CANCELLING \$6 MILLION OF DEBT



The Firm has successfully represented its client, a public company focused on ownership and management of leading video and security technology companies, in connection with a \$9 million debt restructuring initiative with a high net worth investor, potentially eliminating approximately \$6 million of convertible debt and consolidating the remaining debt to approximately \$3 million. The Firm was happy to assist with the restructuring for the long-term benefit of the Company and its shareholders.

On October 3, 2019, the Company entered into documentation pursuant to which approximately \$9 million of the Company's indebtedness was to be immediately reduced to \$3 million upon the sale of \$3 million of Company indebtedness to an investor to be thereafter named, thereby effectively reducing and canceling the Company's indebtedness by approximately \$6 million.

LUCOSKY BROOKMAN REPRESENTS PLACEMENT AGENT, SPARTAN CAPITAL SECURITIES LLC, IN REGISTERED DIRECT OFFERING OF \$3.38 MILLION OF BIOHITECH GLOBAL, INC. COMMON STOCK



The Firm successfully represented its client, Spartan Capital Securities LLC, as Placement Agent, in connection with the registered direct offering of approximately \$3.38 million of BioHiTech Global, Inc. (NASDAQ: BHTG) common stock. BioHiTech is a technology and services company that provides cost-effective and sustainable waste management solutions.

The registered direct offering provided for the sale of approximately 1,875,000 shares of common stock at a price of \$1.80 per share. The offering closed on September 9, 2019. The Firm represented Spartan in their role as the exclusive placement agent for the offering. The offering was made pursuant to an effective shelf registration statement on Form S-3 previously filed with the United States Securities and Exchange Commission.

CLIENT SILVER SUN TECHNOLOGIES, INC. SELLS MAPADOC EDI DIVISION FOR \$11.5 MILLION



The Firm was delighted to represent its long-time client SilverSun Technologies, Inc. (NASDAQ: SSNT), a national provider of transformational business technology solutions and services, in connection with the sale of its MAPADOC EDI division, including all related intellectual property, to SPS Commerce, Inc. (NASDAQ: SPSC), a leader in retail cloud services.

The purchase price was \$11.5 million. According to Mark Meller, Chief Executive Officer of SilverSun, "The sale of the division gives us the resources to rapidly accelerate our growth plans, which centers around providing products and services to our small and medium-sized business customers that enable the digital transformation of their companies." Meller continues, "We are pleased to have created value for all our stakeholders with this transaction. It will help fuel the Company with additional resources to more rapidly realize our strategic goals and enable us to maximize our returns." The Firm is pleased to have been able to assist its client with the sale and the creation of shareholder value.

FIRM SUCCESSFULLY REPRESENTS PRIVATE EQUITY FUND CLIENT IN THE PURCHASE AND SALE OF AEROSPACE COMPANY FOR \$12.5 MILLION



The Firm is pleased to have successfully represented its client, a Cayman Islands-based private equity fund, in the purchase and sale of a California-based aerospace company for \$12.5 million. The Firm assisted the Fund in the sale of 100% of its preferred and common membership units in exchange for a \$2 million cash payment and a promissory note for \$8.5 million, as well as a profit-sharing percentage, dependent on the company exceeding agreed-upon performance projections during an eight year period. The Firm served as lead counsel and prepared all transaction documents.

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FRIENDSHIP offer kindness
gratitude support. INSPIRE
altruism volunteer
compassion give
service SHARE NOW commu
get involved TIME gener

CHARITABLE GIVING

UNCONDITIONAL

make a difference

ness UNITE gift

LOVE thank you

back charity

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THE LUCOSKY BROOKMAN FOUNDATION

Since our inception, we have dedicated considerable time and resources to giving back to the community with a hands-on approach to charitable activities. We established the Lucosky Brookman Foundation, a 501(c)(3) public charity, through which the Firm donates to qualified organizations on behalf of the Firm and through which we are able to receive donations from charitable friends, clients and colleagues. The Foundation was created to take over the management and coordination of the Firm's ever-increasing charitable contributions and activities. The Lucosky Brookman Foundation's primary goal is to use the power of philanthropy to impact the lives of those less fortunate, with a particular focus on children's causes. The Foundation hopes to educate individuals and bring awareness to various sponsored initiatives that make a profound difference on other individuals' lives, now and far into the future.



THE LUCOSKY BROOKMAN FOUNDATION CONTINUES SUPPORT FOR THE SAVE A CHILD'S HEART FOUNDATION; RAISES OVER \$775,000 TO DATE



Since 2014, with the help of its clients, friends and colleagues, Lucosky Brookman has raised over \$775,000 for charity. The net proceeds allow children from developing countries to receive much-needed life-saving pediatric heart surgery and post-operative care. SACH is an international humanitarian project whose mission is to improve the quality of pediatric cardiac care for children from developing countries whom suffer from congenital and rheumatic heart disease.

"On behalf of the entire SACH organization, I wish to extend my heartfelt appreciation to Lucosky Brookman, and their clients, friends and colleagues for their extraordinary philanthropy and commitment."

DAVID LITWACK,
Executive Director of Save A Child's Heart, U.S.



LUCOSKY BROOKMAN PARTNERS SUPPORT THE MAKE-A-WISH FOUNDATION

As part of Lucosky Brookman's continuing commitment to children's charitable causes, over the past five years, Lucosky Brookman has donated almost \$50,000 to the Make A Wish Foundation. The Make A Wish Foundation grants wishes to children with life-threatening medical conditions. According to the Make A Wish Foundation, the granting of wishes makes children feel stronger, more courageous, and more determined to overcome their illnesses. Many families and healthcare providers believe the wish experience is the turning point in a child's battle against their illness. Lucosky Brookman is proud to be an ongoing sponsor of the Make A Wish Foundation.



THE FIRM SPONSORS THE FAR HILLS RACE MEETING FOR THE FIFTH YEAR; PROCEEDS BENEFITTING ROBERT WOOD JOHNSON UNIVERSITY HOSPITAL



Lucosky Brookman continues its philanthropic efforts each year by sponsoring and attending the Far Hills Race Meeting, also known as "The Hunt". The Hunt is a charity horse race which benefits the Robert Wood Johnson University Hospital, RWJ Barnabas Health, and the Cancer Support Community of Central New Jersey. The event, which draws more than 35,000 spectators each year, has raised more than \$18,000,000 since 1950. 2019 marks the fifth annual sponsorship of The Hunt by Lucosky Brookman.

"Each year The Hunt provides the Firm's attorneys, clients, friends and colleagues an opportunity to build relationships in an informal and relaxing atmosphere while supporting a worthwhile charitable endeavor. We are looking forward to continuing to support the Far Hills Race Meeting in 2020." -**SETH BROOKMAN**, *Partner of Lucosky Brookman*





PRACTICE AREAS



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CORPORATE, SECURITIES, BANKING AND FINANCE

- Public Offerings
- Private Placements (PIPEs)
- Mergers and Acquisitions
- Acquisition Financings
- Joint Ventures
- NYSE, NASDAQ and NYSE American Listing Matters
- Uplistings
- Exchange Act Reporting and SEC Compliance
- Corporate and Commercial Transactions
- Equity Lines of Credit
- Recapitalizations (Reverse and Forward Splits)
- Rule 144 Matters
- General Corporate Matters
- Corporate Governance
- Term and Revolving Lending Transactions
- Asset-based Lending Transactions
- Revolving Lines of Credit
- Letter of Credit Transactions
- Bridge Loans
- Workouts, Reorganizations and Loan Sales
- Registration Statements (S-1, S-3, S-4, S-8, Form 10)
- DTC Deposit Chill Representation

LITIGATION AND ARBITRATION

- Commercial and Business Litigation and Arbitration
- Securities Litigation and Arbitration
- Administrative Actions before Regulatory Agencies
- Regulatory Investigations (SEC, FINRA, and PCAOB)
- Labor and Employment Litigation
- Investor Litigation

INSURANCE COVERAGE AND DEFENSE

- Mass Loss and Product Liability
- Asbestos Litigation
- Insurance Defense Litigation

INTELLECTUAL PROPERTY

- Patent Prosecution and Litigation
- Patent Trademark and Copyright Applications
- Due Diligence
- Licensing and Royalty Agreements

REAL ESTATE

- Residential and Commercial Purchases and Sales
- Joint Ventures
- Real Estate Financing
- Real Estate Leasing
- Warehouse Restructures and Foreclosures



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