



Legal & Compliance, LLC Provides Broad Corporate and Securities  
Legal Services to a National Client Base

The firm was founded to fill a specific void. We provide high-end legal representation to small, publicly traded companies and private companies that are generally not deemed as priority clients for large, impersonal, securities law firms. Moreover, larger firms tend to be less familiar with the myriad of small business specific securities rules and regulations and the operations of the over the counter trading market. Startup entities as well as established public companies receive experienced corporate counsel for all SEC filings, transactional work and daily corporate operations.

We unite time-tested dedication with extensive legal experience to provide our corporate clients with superior legal representation. Legal & Compliance operates as one of the most cost-effective corporate and securities law firms in the industry. We pride ourselves in being able to deliver the personalized service and prompt results of in-house counsel without the inherent costs.

Securities Law - Representation of Public Companies

Representation of public companies generally includes compliance with the offering rules, regulations and exemptions contained in the Securities Act of 1933, as amended; reporting requirements of the Securities Exchange Act of 1934, as amended; state corporate and securities laws compliance; compliance with the rules for quotation in the over the counter market including pinksheets, OTCQB, OTCQX and OTCBB, and compliance with regulatory and self-regulatory organizations such as FINRA and DTC.

In particular, areas of representation under the Securities Act of 1933, as amended, include, but are not limited to:

- The preparation of initial public offering documents such as an S-1 registration statement and subsequent filing and clearing of such registration statement with the SEC
- Assistance with the preparation and clearance of a 15c2-11 application with FINRA (through a market maker)
- Assistance with preparation of supporting documents and opinion letters related to DTC eligibility
- The preparation and filing of short form registration statements under Regulation A and subsequent filing and clearing of such registration statement with the SEC
- Preparation of employee stock option plans and S-8 registration statements

- Preparation of S-4 registration statements in relation to mergers and acquisitions
- The preparation and filing of state registration statements under Rule 504 and subsequent filing and clearing of such registration statement with the subject state
- The preparation and filing of multi-state small offerings pursuant to SCOR and subsequent clearing of such offerings
- The preparation of offering documents under a securities registration exemption such as Regulation D or Section 4(2)
- The preparation of offering documents under new Section 4(6) related to crowdfunding and subsequent filing requirements with the SEC
- The preparation of relevant documents and assistance with the exemptions found in Section 3 of the Act including the intrastate exemption found in Section 3(a)(11); court approved conversion and reorganization found in 3(a)(10) and general conversion found in 3(a)(9)
- State blue sky compliance for both public and private offerings
- Advise and consult and preparation of opinion letters relating to the Rule 144 and Rule 144A safe harbors for selling unregistered securities

In particular, areas of representation under the Securities Act of 1934, as amended, include, but are not limited to:

- Assistance with the preparation and filing of annual, quarterly and periodic filings including forms 10-K, 10-Q and 8-K
- Preparation and assistance with the filing of a Form 10 registration statement
- Assistance with officer and director filing requirements including Forms 3, 4 and 5 under Section 16 and Forms 13D and 13G under Section 13
- Preparation of and assistance with completing the proxy rule requirements, including a 14A notice of special or annual meeting and 14C Information statement
- Regulation FD compliance regarding information to the public and corporate communications
- Advise and consult regarding insider trading rules
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Areas of representation under the state corporate and securities laws, include, but are not limited to:

- Complying with state law, board and shareholder regulations for amendments to the articles of incorporation
- changes to corporate documents and bylaws and notices of actions and meetings
- Notices to shareholders of actions taken by consent
- Quorum and voting requirements
- Anti-takeover and other poison pill options

- Capitalization structures including designating and properly documenting different series of common and preferred stock
- Minority shareholder rights including rights of dissention and appraisal
- Blue sky requirements related to offerings and quotation of company securities

Areas of representation relating to compliance with the rules for quotation in the over the counter market including Pink Sheets, OTCQB, OTCQX and OTCBB include, but are not limited to:

- Meeting current information and disclosure requirements
- Review of disclosure materials and preparation of attorney representation letters
- Assistance in meeting the requirements of the various OTC market tiers including OTCQX, current information, and limited information
- Assistance in meeting the FINRA requirements for corporate changes including name changes, reverse and forward splits
- Facilitating a smooth change in management and updating the over the counter market on such changes
- Assisting with transfer agent and DTC requirements for the clearance and trading of securities

We continuously monitor corporate and securities law developments to advise clients of pending and recent changes that affect their businesses. The firm also advises issuers and underwriters in connection with public and private issuances of debt and equity instruments.

Areas of representation relating to FINRA and DTC compliance include:

- Assistance in meeting the FINRA requirements for corporate changes including name changes, reverse and forward splits
- Assisting with transfer agent and DTC requirements for the clearance and trading of securities
- Preparation of supporting documents, corporate history narratives and legal opinions for both FINRA and DTC

### Crowdfunding

This firm's lawyers provide advice on every aspect of crowdfunding, including:

- Advising on rule making progress and changes in rulemaking;
- Preparation of Issuer offering documents meeting the requirements of new Section 4(6)

- Advising on offering structure
- Preparation and assistance in filing the SEC post offering reporting requirements;
- Advising funding portals and intermediaries on compliance with federal regulations;
- Monitoring and advising Issuers and funding portals on state regulations impacting crowdfunding;
- Monitoring and Advising Issuers and funding portals on potential and emerging secondary markets related to crowdfund equity holders;

### Mergers and Acquisitions

The firm's corporate lawyers provide advice on every aspect of mergers and acquisitions, including details on joining two operating business or merging an operating business with a publically traded shell company or publically traded development stage company. Our firm prepares all related deal documentation as well as necessary SEC filings and shareholder and board meeting notices and consents.

The devil is in the details especially when it comes to reverse mergers with shell companies. Our corporate finance attorneys perform due diligence for the acquiring operating entity or the public shell company being reversed into and prepare all SEC mandated disclosure communications to the existing shareholder base.

We assist in bringing non-reporting entities current in their reporting requirements and assist officers and directors in meeting Sections 13 and 16 reporting requirements. We offer corporate officers and insiders ongoing legal support to ensure absolute compliance with SEC requirements and the Sarbanes-Oxley Act. Our attorneys are there every step of the way, from inception to completion, and also direct EDGAR filings and provide ongoing counsel after the merger is completed.

### Private Placement Memorandums (PPM's)

There is no substitute for experience when it comes to Private Placement Memorandums (PPM's). Our securities attorneys have created PPM's for start-up companies as well as multi-million-dollar national corporations, exercising the same degree of care and due diligence in every scenario while respecting the provisions of the Securities Act of 1933, as amended and applicable state regulations.

We combine professionalism and attention to detail to provide our clients with the best possible work product, whether they are embarking on a 504, 505 or 506 Reg D offering or Section 4(2) PIPE (private equity into public entity) financing or any other exempt financing.

### Registration Statements

Securities regulations are constantly changing as is the SEC, court and other regulatory bodies' interpretations of existing regulations. In December 2005, the SEC adopted the Securities Offering Reform Act streamlining the offering process and providing for expanding regulations related to corporate communications before, during and after the filing of a registration statement.

It is imperative that the securities law practitioner stay abreast of these changing regulations and interpretations by the SEC and other governmental bodies. The most important aspect of an offering is the Registration Statement. In addition to setting forth relevant information regarding a Company and its offering, the contents of a registration statement can provide a defense to claims of fraud or misrepresentation and conversely can create strict liability on company officers and directors for omissions and inaccurate or negligent representations.

### Initial and Secondary Public Offerings (IPO's)

The IPO process can indeed be complicated, all the more reason to exercise a high degree of due diligence when retaining corporate legal counsel. Our legal team takes many factors into consideration when drafting registration statements. We work to assure absolute SEC compliance in regards to various disclosure issues. We also prepare public offerings in compliance with Rule 419 of the Securities Act.

Regulatory compliance is our first and foremost consideration and our attorneys provide comprehensive follow through advice and counsel after the deal is funded. Our firm assists in the preparation and filing of all registration statements, including S-1's, S-4's, S-8's and Form 10's.

### Section 3 Exempt Transactions

Our firm advises clients and prepares documents related to Section 3 exempt transactions including intrastate offerings under Section 3(a)(11), conversions under Sections 3(a)(9) and 3(a)(10). Our attorneys only handle the court proceedings related to a 3(a) (10) transaction in the state of Florida.

### Corporate Law Business Transactions

In addition to taking private companies public, standard business transactions include, but are not limited to, the purchase and sale of business entities; negotiating and preparing commercial lease transactions; consignment transactions; licensing and

distribution agreements; equipment leases; business loans, including bank loans; employment agreements; finance agreements and contracts which encompass daily business operations. Our attorneys prepare all forms of transaction and operational documents for businesses. As requested by the client, our attorneys can also undertake thorough due diligence for business transactions as well.

### General Corporate Counsel

It is necessary to respect the administrative technicalities of each business entity in order to ensure continued protection from liability. In addition to other functions, general corporate counsel responsibilities include maintaining proper corporate books and records, documenting contracts and transactions with board minutes; having yearly shareholders meetings; providing yearly and periodic reports to shareholders and advising officers, directors and shareholders on their rights and responsibilities.

### Regulatory and Compliance

The firm provides counseling and conducts internal company investigations to assist senior executives in eliminating potentially unlawful conduct. We evaluate the effectiveness of internal company policies and procedures that are designed to detect and reduce negligent or criminal conduct. When appropriate, we make recommendations to update and enhance these procedures in order to maximize overall effectiveness.

### Contracts, Shareholder & Operating Agreements

The firm provides all documents pertaining to practical business relationships including:

- Shareholders Agreements
- Operating Agreements
- Compensation Agreements
- Confidentiality Agreements
- Sales Manufacturing and Supply Agreements
- Technology Licenses
- Licensing and Distribution Agreements
- Purchase Agreements (for both products and services)
- Consulting Agreements
- Manufacturer's Representative/Sales Agent/Dealer Agreements
- Distribution and Consignment Agreements
- Equipment Leases

## Entity Formation

Our attorneys are well-versed in the formation of all business entities, each with their own set of operating requirements and benefits.

We form Corporations (both S corps and C corps) in any state. This formation includes the preparation of and filing of articles of incorporation; bylaws; minutes and corporate books and seals.

Limited Liability Companies (LLC's) are formed in all states as well. We also form;

- Limited Partnerships
- Limited Liability Partnerships
- General Partnerships

Inquiries of a technical nature are always encouraged.

Laura Anthony, Esq.  
Founding Partner  
Legal & Compliance, LLC