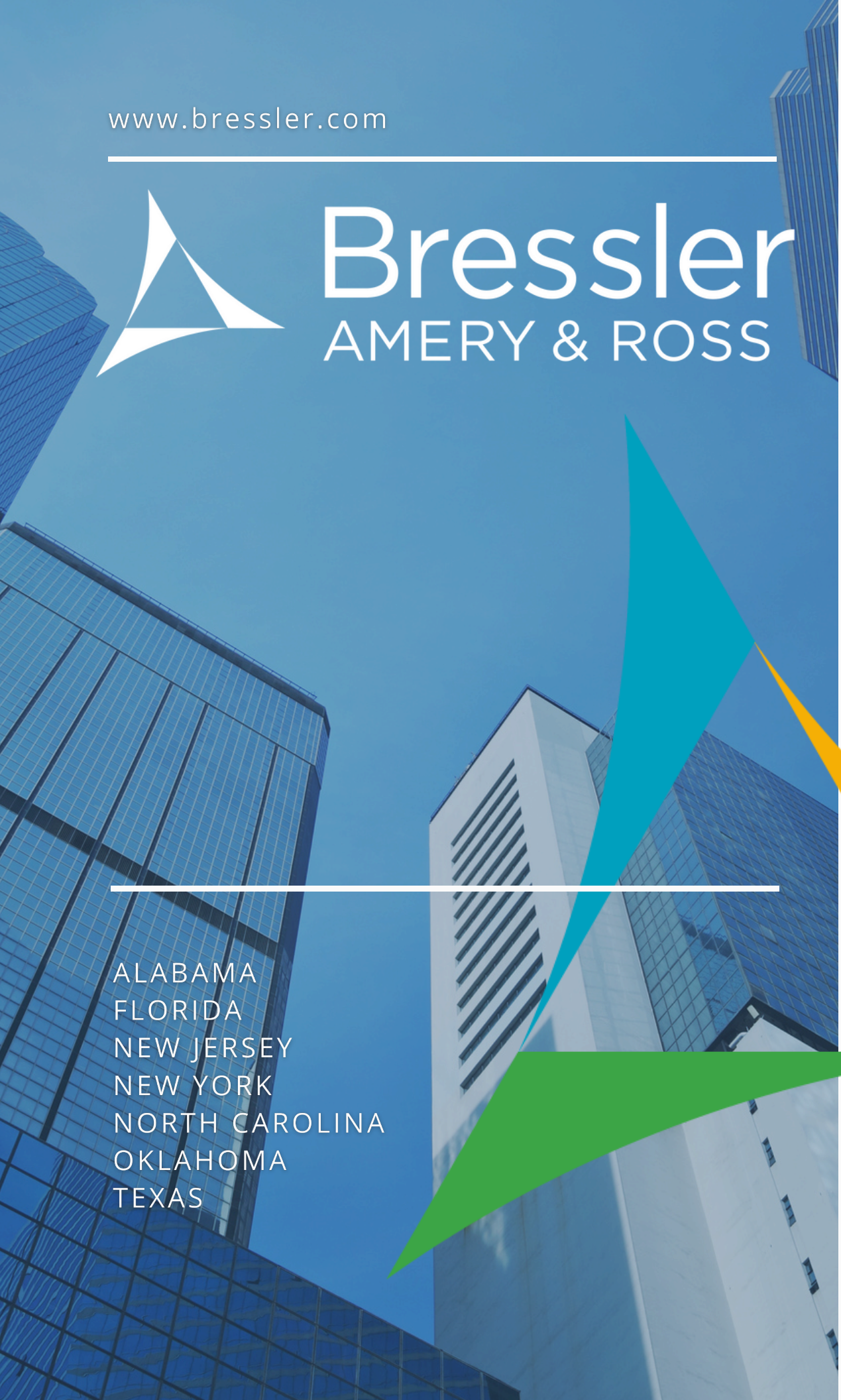


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Bressler
AMERY & ROSS

ALABAMA
FLORIDA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OKLAHOMA
TEXAS

RAISING THE BAR
EVERY DAY, IN EVERY RELATIONSHIP, IN EVERY MATTER

WHO WE ARE

Bressler, Amery & Ross is a preeminent, full-service law firm committed to raising the bar. Through our network of more than 150 attorneys across our offices in New Jersey, New York, Florida, Alabama, North Carolina, Oklahoma, and Texas, we have a comprehensive geographic footprint to represent clients on a local, regional, national, and cross-border basis. We provide personalized, responsive, and hands-on legal services to businesses and individuals, including Fortune 100 and 500 Corporations, mid-sized and privately held companies, investment advisers, brokerage firms, financial institutions, financial services firms, national insurers, non-profit organizations, emerging and start-up companies, high-net-worth individuals and other corporate clients.

Our leading position in the market and our distinguished national practice, combined with our extensive industry and regulatory knowledge, uniquely equip us to offer clients a comprehensive range of top-tier legal representation across numerous industries and more than two dozen specialized practice areas.

We are well-known for our commitment to offering impeccable client service. We always go above and beyond to assist clients with their most complex and demanding legal challenges. We strive for integrity in everything we do, in every relationship, and in every matter, upholding the highest standards of our profession in the service of our clients.

OUR CORE VALUES



Relationship Focused. As we continue to grow, we do not lose sight of what is most important – our relationships. We place the interests of our clients, our firm and each other before our own self-interest, openly supporting each other as we work cooperatively toward common goals.

Commitment to Excellence. Every day, we challenge ourselves to raise the BAR in all we do. We continually strive to provide the highest quality service and value for our clients, always conducting ourselves with the utmost integrity and professionalism.

Unity in Diversity. We celebrate our differences and recognize that diversity of thought, background, experiences, and views is critical to our success. By maintaining a supportive environment and transparent processes, we seek to empower diverse professionals to attain their professional goals and build a life-long home at Bressler.

Entrepreneurial Approach. Our firm's entrepreneurial spirit fuels our extraordinary performance and ability to adapt and grow. We are committed to creative and innovative solutions; we reward hard work and fully support and promote business generation.

Teamwork and Mutual Respect. We practice law with our friends. We treat each other with mutual respect, supporting and promoting each other as teammates and colleagues.

WHY CHOOSE US?

We are leaders. We are at the cutting edge of current legal and business issues, and we help our clients remain there too. Bressler has been recognized in several leading publications, including *U.S. News*' Best Lawyers in America and Best Law Firms, *Chambers USA*, *Super Lawyers* and *Super Lawyers Rising Stars* lists, *Business Journal's* Top Law Firms list and Rising Stars lists, the *National Law Journal's* top 350 law firm's list and as a *New Jersey Law Journal's* Top 20 Law Firm. Our lawyers practice at the peak of our profession. They serve as leaders of various professional organizations and render public service through pro bono representations and philanthropic service to their communities. As leaders in legal and industry organizations, we guide discussions that shape the legal and business landscape.

We work smart. At our law firm, we understand the challenges business people and in-house lawyers face when it comes to legal matters. That's why we work smart, with a focus on teamwork and collaboration with in-house counsel. Our approach to every matter is customized to fit the needs of our clients, with appropriate staffing, close coordination with in-house counsel, reasonable billing rates, and cost-effective strategies. We value our clients' time and resources and strive to provide them with high-quality legal services that support their business goals.

We place great value on relationships. Our goal is to establish long-lasting personal connections that go beyond just being professional. We firmly believe that when our clients realize that we genuinely care about them beyond just providing legal services, they have faith in us to always act in their best interests while recommending legal strategies and business decisions.



We prioritize your financial success. We recognize that each client has distinct requirements and financial constraints. As a result, our services and pricing are tailored to meet the specific needs of our clients. We aim to provide exceptional value and quality work, ensuring our clients feel satisfied. Our approach to case management and flexibility enables us to develop financial solutions that align with our clients' specific needs.

We leverage our collective strengths. We have unparalleled industry understanding and overlapping practice expertise. We leverage these unique synergies across several practice areas to apply a careful, intentional strategy considering all competing issues.

OUR PHILOSOPHY & APPROACH

We have over 40 years of experience providing advice to financial institutions, insurance companies, business owners, and corporate clients on strategic business and legal issues. Unlike most larger firms, we take the time to truly understand our clients and their goals. We believe that each client is unique, and our success is a result of the strong relationships we have built, our shared interests, and our understanding of each client's dynamics and individual business objectives.



OUR APPROACH TO EVERY MATTER, EVERY TIME

Principal Involvement

A core value of our firm is that Principals must be personally involved in every matter. This ensures that the legal advice provided is of the highest quality, as clients can benefit from the broader perspectives and deeper experience that Principals bring to the table.

Right Sized Staffing

At our firm, we ensure that every case is promptly and expertly handled by assigning the appropriate number of attorneys and support staff. We strive to maintain a balance between efficiency, cost-effectiveness, and quality at all times. Our team is carefully selected to ensure that we have the right people working on the right client matters, in the right place, and at the right time.

Exceptional Work Product

All attorneys assigned to client matters have prior experience and a proven ability to provide high-level legal work.ed an ability to provide legal work at the highest levels.

Collaborative Practices and Processes

Our clients benefit greatly from the combination of our services and the strengths of our professionals. At Bressler, we approach the practice of law in an integrated manner. Our multiple disciplines allow us to be more highly leveraged than most traditional law firms. Our multidisciplinary approach offers inherent flexibility, collaborative methods, and careful problem-solving strategies that consider all competing interests and issues.

OUR SERVICES

ALTERNATIVE DISPUTE RESOLUTION

APPELLATE

BANKRUPTCY & CREDITORS' RIGHTS

Creditors' Rights Litigation
Loan Workouts and Restructuring

BUSINESS & COMMERCIAL LITIGATION

CANNABIS LAW

CLASS ACTION AND MULTI-DISTRICT LITIGATION

CONSTRUCTION LAW

CORPORATE & COMMERCIAL TRANSACTIONS

Mergers & Acquisitions
Emerging Companies
Cross-Border Transactions & Investments
Intellectual Property, Technology, Media and Telecommunications
Artificial Intelligence & Data Privacy
Trademark

CYBERSECURITY, PRIVACY & TECHNOLOGY

Data Security
Electronic Discovery

ENVIRONMENTAL

CERCLA/Superfund
Environmental Litigation
Regulatory Permitting & Compliance
Corporate & Real Estate Transactions

FAMILY LAW

FINANCIAL CRIME COMPLIANCE

FINANCIAL INSTITUTIONS

Anti-Money Laundering
Expungements
Financial Institutions Advisory Practice
Financial Institutions Enforcement Defense
Financial Institutions Internal Investigations
Financial Institutions Litigation & Arbitration
Public Funds Advisory
Retail Client Relationships
Senior & Vulnerable Investor Group

FRANCHISE LAW

GENERAL LITIGATION

IMMIGRATION

INSURANCE & HEALTHCARE REGULATORY COMPLIANCE & TRANSACTIONAL

Managed Care Litigation and Counseling

INSURANCE LITIGATION

First Party Property Insurance Defense
Insurance Coverage Disputes & Bad Faith Claims
Insurance Premiums & Collection Litigation
Life, Health, Disability & ERISA Litigation
National Accounts and Loss Sensitive Insurance Programs
Premises Liability and General Litigation
Transportation Negligence and Counseling
Workers' Compensation

INVESTMENT ADVISERS

LABOR & EMPLOYMENT LAW

Expungements
Employment Litigation
FINRA Employment Arbitration
Employment Strategic Advice & Counseling
Trade Secrets & Unfair Competition
Wage and Hour Law
Labor Law
Executive Compensation & Employee Benefits

LEGAL ETHICS AND COMPLIANCE

NEUTRAL ARBITRATORS & MEDIATORS

PRIVATE CLIENT

Corporate Fiduciaries
Estate Planning Administration
Trust and Estate Litigation

PROFESSIONAL LIABILITY

REAL ESTATE

TAX

TAX EXEMPT ORGANIZATIONS

FINANCIAL INSTITUTIONS

LITIGATION & ARBITRATION

Since its founding, Bressler has represented national, regional and local banks, broker-dealers, investment advisers, mortgage lenders, leasing companies, trustees and other financial institutions in defense of claims alleging violations of federal and state securities laws, as well as common law claims.

Our nationally recognized securities practice, comprised of more than 75 attorneys, includes more than 20 attorneys with in-house brokerage experience and several former regulators.

We regularly appear in state and federal trial and appellate courts, as well as in FINRA, AAA, CBOE and NFA arbitration proceedings. From defending consumer claims and class actions, to complex international arbitration in high-profile litigation, our attorneys have successfully represented regional, national, and international clients in valuation disputes, securities, fiduciary obligations, real property and construction finance, broker-dealer/investment management and other related litigation.

Our attorneys utilize the firm's collective knowledge of the financial services marketplace to provide effective and efficient representation that balances business interests with the highest level of service and performance.

REGULATORY COMPLIANCE

Financial services companies face an ever-expanding maze of complex rules and regulations promulgated and enforced by federal and state regulatory agencies. Bressler's Financial Institution Regulatory Compliance group regularly advises on the legal, regulatory and compliance implications of broker and dealer activities. Our capabilities encompass the broad spectrum of SEC, FINRA and state regulatory and compliance matters, and we advise clients on a wide range of regulatory and compliance issues including broker-dealer status issues, advertising and marketing, public and private offerings, distribution and dealer agreements, securities lending and credit matters, anti-money laundering and regulatory inquiries. We advise on written supervisory policies and procedures, customer documentation, clearing arrangements, trading and sales practice issues, privacy matters, conflicts of interest, registration issues and new or continuing membership applications.

ENVIRONMENTAL LAW

Bressler's Environmental Law group represents clients in all aspects of environmental law, with particular emphasis on Superfund/cost recovery litigation and PRP allocation proceedings, as well as regulatory compliance and transaction-related issues. Our Environmental Law group includes a former government lawyer and seasoned litigators who offer in-depth experience in all phases of federal, state and local judicial and administrative proceedings.

Our attorneys are involved in some of the largest Superfund sites in the country and have extensive experience prosecuting and defending CERCLA and Spill Act cost recovery actions. Our attorneys also counsel clients with respect to water, stormwater, and solid/hazardous waste issues, Brownfields redevelopment, site remediation, and natural resources damages, as well as regulatory, permitting, and real estate issues. Our Environmental Law group provides a comprehensive and strategic approach to virtually every area of environmental law, always with the goal of achieving practical and cost-effective results for our clients.

LABOR & EMPLOYMENT LAW

For more than 20 years, our highly experienced litigators have represented employers in disputes with current or former employees whether in federal and state courts, various civil rights agencies, or in arbitration. We defend actions involving claims of employment discrimination, whistleblowing, harassment, failure to accommodate, unfair competition, wrongful termination, defamation, and breach of employment agreements.

We also provide comprehensive employment counseling and advice for our clients. We draft policies, handbooks, non-compete and non-solicit covenants as well as nondisclosure, non-recruitment and confidentiality agreements. We advise on matters involving discharge, discipline, equal opportunity, federal and state whistleblower protections, ERISA, wage and hour regulations, employee benefits, health and welfare plans, reductions in force, executive compensation, corporate governance, fiduciary responsibilities and human resource best practices, policies and procedures.



FINRA EMPLOYMENT ARBITRATIONS

While our Employment attorneys represent employers from a wide variety of industries, a significant portion of our practice is dedicated to representing broker-dealers, registered investment advisers, and other financial services firms. Our years of experience in this space have made us one of the nation's leading firms for handling employment matters before FINRA arbitration panels.

IMMIGRATION

Bressler's Immigration practice serves a diverse group of clients including multinational and Fortune 500 publicly-traded corporations, medium-sized privately-held companies, smaller-sized start-up ventures and individuals on a wide range of immigration matters and visa needs. Our Immigration attorneys provide employers with a full range of immigration and naturalization legal services which are carefully crafted to reflect each client's goals and objectives.

Our Immigration group advises on the full array of immigration-related disciplines including Form I-9 and E-verify compliance, visa petitions, Department of Labor and Homeland Security Investigations, ICE enforcement actions, customs and immigration advocacy, business immigration and permanent residence ("green card") applications. We also provide an array of valuable legal services for companies and individuals who need assistance with business visa issues, including Specialty Occupation (H-1B), International Transfer (L-1), O-1 visas for outstanding researchers, scientists and artists and TN visas for Mexican and Canadian nationals.

ALTERNATIVE DISPUTE RESOLUTION (ADR)

Alternative Dispute Resolution (ADR) procedures may lead to a better, quicker and less expensive result than other traditional forms of dispute resolution. Acting as a neutral third party, Bressler's ADR attorneys deliver insightful, creative and practical counsel to help minimize the expense and frustration of the litigation process. Leveraging our experience as both litigators and neutrals, we are adept at navigating ADR rules and procedures, often assisting parties in negotiating agreeable outcomes to their disputes as efficiently as possible.



BANKRUPTCY, CREDITORS' RIGHTS & BUSINESS REORGANIZATIONS

Our Bankruptcy, Creditors' Rights & Business Reorganization attorneys have great depth in representing the interests of all parties of interest in a bankruptcy case - creditors' committees, Chapter 7 and 11 trustees, strategic asset purchasers, debtors, secured and unsecured creditors, landlords and litigants in adversary proceedings. We offer legal counsel on the defense of preference and fraudulent conveyance claims, problem loans, debt restructurings, workouts, foreclosure and the bankruptcy process.

Our Bankruptcy practice has successfully advocated our clients' positions on the assortment of issues that arise in the course of bankruptcy litigation, including the resolution of disputes about cash collateral, relief from automatic stay, fraudulent transfer actions, conveyance actions, fee disputes, debtor-in-possession financing and confirmation of reorganization plans. Our team is comprised of seasoned litigators who offer not only a comprehensive understanding of bankruptcy law and procedure but are also able to understand how businesses and specialized market segments function.



FRANCHISE LAW

For over 25 years, our Franchise Law practice group has represented a comprehensive range of businesses across the country. Many such clients, including franchised automotive dealers, maintain contractual relationships with their manufacturers and distributors that are governed, not only by their dealer agreements, but also by industry specific state laws in all fifty states. We assist those dealerships, other franchised businesses, and also independent businesses in their relationships with their suppliers and in complying with state and federal laws and regulations. Our team provides litigation, transactional and counseling services for these clients, and we represent them in their interactions with state, federal and local agencies. We provide counsel in a wide variety of franchise and dealer activities, such as relocations, renovations, acquisitions, sales and protests, as well as the complex maze of regulatory compliance matters.

BUSINESS & COMMERCIAL LITIGATION

Bressler's Business and Commercial litigators are problem solvers and tireless advocates. Our litigators provide litigation counsel, advice and support to large corporations as well as to prominent local and regional companies. Whether through artful diplomacy, forceful advocacy, proven trial tactics, effective settlement or on appeal, our litigators consistently deliver thoughtful, steadfast and strategic solutions to every matter in which we are involved.

Bressler's Business & Commercial Litigation practice encompasses all aspects of commercial relationships, including breach of contract claims, disputes involving the Uniform Commercial Code (UCC), business dissolutions, director and officer liability, products liability, franchise disputes, leveraged buyouts and business torts. The skills developed over several decades litigating complex cases—the ability to analyze issues, manage intricate discovery and try cases to verdict— has made Bressler's Business & Commercial Litigation attorneys ideal for handling a business's most difficult commercial litigation.



CORPORATE & COMMERCIAL TRANSACTIONS

Our Corporate and Commercial Transactions group represents businesses across a diverse range of corporate transactions from entity formation to capital raising and mergers and acquisitions (M&A). Serving clients in multiple industries, our experienced corporate attorneys are active in both domestic and cross-border transactions and work with clients of many sizes and requirements. We bring a unique level of creativity and problem-solving ability to address our clients' needs and objectives in a cost- and time-efficient manner.

Our team also represents numerous emerging and mature technology companies in intellectual property and software licensing, telecom, datacoms and tech transfer transactions. We have broad experience in working with tech company startups and angel and venture investors, and offer clients the full range of corporate services to establish and grow their business, whether to IPO or exit.

Further, inbound European M&A and subsidiary formation activities are a specialty of the Corporate department which prides itself in its experience, expertise and extensive international network of professionals that handle such matters for its global clients.

CANNABIS LAW

Legalized cannabis is a rapidly expanding industry in the United States, with a growing list of jurisdictions now regulating its use for medical and/or recreational purposes. Bressler has assembled a national team of skilled and experienced attorneys to assist cannabis businesses at every step – attorneys with skills and experience in a broad range of practice areas, providing this team with the depth and flexibility needed to help clients capitalize on opportunities within the legal cannabis industry and to successfully navigate and manage the complexities posed by its piecemeal legalization within the United States.



Our Cannabis attorneys consistently collaborate with the other lawyers in our firm to leverage our wide range of legal strengths, and our national network of industry-leading professionals, to offer our clients effective and timely support.

Businesses and investors operating in this highly regulated industry rely on Bressler's Cannabis Law practice to serve as strategic advisors, combining industry knowledge with experience across corporate and finance, tax, real estate, environmental, intellectual property, employment, health care and litigation.

Bressler's Cannabis Law team represents financial institutions, entrepreneurs, investors and property owners in all aspects of this emerging field including banking and financing, corporate formation and governance, financial crime compliance, litigation and dispute resolution, regulatory and municipal compliance and environmental, land use and zoning issues.

INSURANCE LITIGATION

Our broad insurance industry experience and reputation gives us an edge in defending claims, counseling insurers, drafting policies and contracts, litigating premium and coverage disputes and recommending the best litigation strategy. Our Insurance litigators offer a full range of services to self-insured employers, insurance carriers, commercial insurance brokers, claim administrators, third party administrators and risk management providers, including litigation defense, risk management programs and consulting services. More specifically, our practice provides analysis, guidance, litigation, and resolution services in the following areas:

FIRST PARTY PROPERTY INSURANCE DEFENSE

Our Insurance litigators routinely represent insurance companies in legal disputes with their insureds. Our team handles first-party residential and commercial property coverage and litigation in cases involving water damage, wind and hurricane damage, sinkhole damage, fire damage, and other property damage claims throughout the state of Florida.

ERRORS & OMISSIONS

Insurers regularly retain us to handle their most important and complex errors and omissions (E&O) coverage matters on a national basis. Our Insurance litigators routinely handle disputes arising out of claims handling, the procurement of commercial insurance, and the administration of group self-insured trusts.

INSURANCE COVERAGE & BAD FAITH

Our Insurance litigators advise and represent insurance companies relating to complex issues of insurance coverage, policy interpretation, and the appropriate application of policy exclusions. The firm provides coverage advice and related representation in coverage litigation, including bad faith claims and extra-contractual liability issues.

PREMIUM & AUDIT DISPUTES

Our Insurance litigators handle disputes arising out of commercial insurance products across all lines of coverage and exposure bases. This includes a broad range of issues related to policy terms, audit calculations and premiums, class codes and rates, experience modifiers, premium credits (e.g. construction classification premium adjustment programs), and approved rating plans.

COMPLEX CLAIM DEFENSE

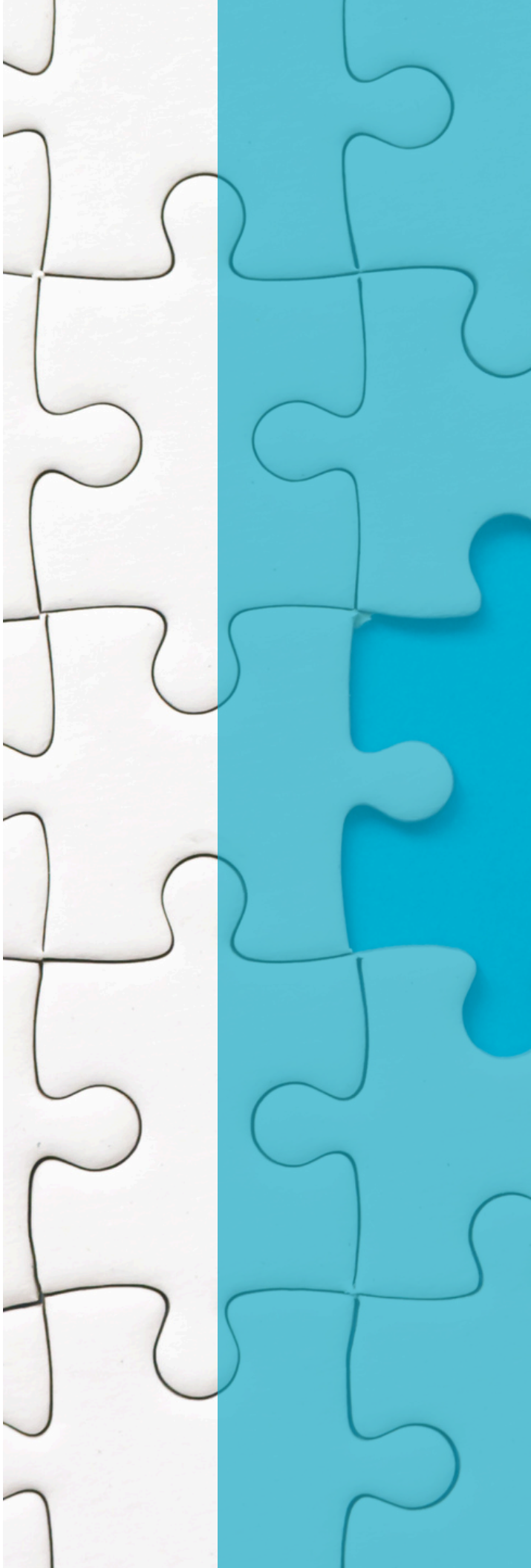
Self-insured employers, insurance carriers, and third-party claim administrators retain our team for complex, high exposure claims. With decades of experience in the field of claims management and litigation, our Insurance litigators are uniquely suited to handle large exposure, complex and catastrophic claims, especially those alleging employer intentional wrongs, and subrogation disputes.

INSURANCE AND HEALTHCARE REGULATORY COMPLIANCE & TRANSACTIONAL

Our attorneys are well-acquainted with the myriad regulations that govern the insurance industry and the policies and politics behind them. We advise clients on all aspects of state and federal insurance regulation, including enforcement investigations and administrative actions, appellate litigation, licensing, holding-company systems regulation, underwriting and rating of commercial insurance, policy wording, financial and solvency regulation, state insurance receivership and insolvency proceedings, insurer and broker relationships, reinsurance and surplus lines eligibility, captive insurers, offshore insurers, alternative risk-transfer products, mergers, acquisitions and changes of control, and conducting discrete internal reviews of complaints.

Our attorneys also counsel clients on the full array of corporate, marketing, product development, and regulatory compliance matters, as well as advocate their positions before regulators.

We are litigators for the insurance industry. We handle sophisticated litigation defense and offer corporate and regulatory guidance for our clients across all sectors of the insurance industry.



FINANCIAL CRIME COMPLIANCE

Bressler has broad experience in addressing financial crime compliance issues affecting our clients. Our Financial Crime Compliance practice focuses on anti-money laundering (AML), anti-bribery and corruption, and sanctions.

ANTI-MONEY LAUNDERING

We advise banks, broker-dealers, insurance companies, money services businesses, cryptocurrency businesses and others with regard to AML laws and regulations and how to comply with them. Our attorneys are skilled at designing compliant AML programs. One of the unique aspects of our Financial Crime Compliance practice is that it advises credit unions on how to bank state licensed marijuana-related businesses in compliance with AML laws. Our attorneys also represent financial institutions when their AML programs are examined or investigated by federal regulators and in any resulting enforcement actions. Our Financial Crime Compliance practice has the skills to assist with new AML rule implementations and/or remediation projects of all sizes.

ANTI-BRIBERY & CORRUPTIONS

Our Financial Crime Compliance attorneys also focus on anti-bribery and corruption. We assist corporations with regard to policies and procedures, risk management, due diligence and global investigations.
Our attorneys have the cross-border experience to handle multi-jurisdictional investigations for multinational corporations. We defend our clients during regulatory investigations relating to bribery and corruption and in enforcement actions relating to the Foreign Corrupt Practices Act (FCPA).

SANCTIONS

Our sanctions practice focuses on providing advice on U.S. and international sanctions. We advise financial institutions with regard to their sanctions compliance programs. We help businesses and individuals apply for Office of Foreign Asset Control (OFAC) licenses to engage in otherwise prohibited transactions. Our attorneys also represent clients during OFAC investigations and enforcement actions.

With substantial industry experience and local market insights, we provide comprehensive and fully integrated services to clients across the United States.

PROFESSIONAL LIABILITY

Claims against professionals, including lawyers, accountants, officers, directors, brokers and trustees are being brought with increasing frequency. Our Insurance litigators are experienced trial attorneys and appellate advocates who defend professionals against a wide spectrum of liability suits, including malpractice, negligent misrepresentation, fraud, breach of fiduciary duty and securities fraud.

We also counsel and draft formal opinions designed to assist professionals in understanding and complying with their legal and ethical obligations.

REAL ESTATE

Bressler's Real Estate group frequently works closely with brokers, accountants and other financial advisors on matters involving both commercial and residential properties. Our Real Estate group represents institutional and private lenders, investors, developers, builders, corporate end users and other stakeholders in negotiating, structuring and documenting real estate transactions, including acquisitions and sales, complex financing transactions, land use and development, retail and office leasing and development, contracting and dispute resolution, property rights issues and real estate litigation.

PRIVATE CLIENT

Bressler's Private Client practice is structured to meet the complex wealth transfer needs of high-net-worth individuals. Our attorneys provide comprehensive, personal and strategic legal representation on wealth management matters for high-net-worth individuals and families, privately owned companies, foundations and individual and corporate fiduciaries. We counsel clients on the full spectrum of wealth management issues, including fiduciary obligations, trust and estate administration, philanthropic planning, foundation management and business management.

To best advise and protect our private clients and their financial future, Bressler's Private Client group also draws on the expertise of attorneys in related issues, including securities law, venture capital transactions, partnership taxation, real estate law and estate litigation.

We are at the cutting edge of current legal and business issues.

WHAT THEY ARE SAYING

Nationally ranked for Commercial Litigation, Litigation - Securities, and Securities/Capital Markets, and regionally ranked in 25 practice areas.

- The U.S. News -Best Lawyers® "Best Law Firms"

Recognized as a Leader in Client Service

- BTI Consulting's BTI Client Service A-Team 2023

Numerous attorneys recognized by Best Lawyers in America including 2 "Lawyers of the Year"

- The Best Lawyers in America

Top 20 Law Firm

- New Jersey Law Journal

Award for Excellence: Environmental and Employment

- Chambers USA America's Leading Lawyers for Business, 2014-2022

Recognized as a Best Company to Work For

- U.S. News & World Report 2025

Named an Honoree of NJBIZ's Empowering Women Award

- NJBIZ 2023

Recognized as Litigation Standout

- BTI's Litigation Outlook 2023

Ranked as a Top 350 Law Firm

- National Law Journal

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