



CORPORATE FINANCE AND SECURITIES LAW

The Firm has a strong practice group focusing on corporate finance and securities law matters. We represent clients in all areas of financing and securities law compliance, including private placements and public offerings of debt, equity and hybrid securities, venture capital, SEC reporting and compliance, broker-dealer matters, franchising, securities arbitration and litigation.

Members of our corporate finance and securities practice group work closely with clients to help them avoid problems through careful planning and due diligence, while assisting them in raising needed capital and providing employee stock incentives.

Ray Quinney & Nebeker's corporate finance and securities law attorneys also handle the following matters:

- Arbitration
- Blue Sky Compliance
- Broker/Dealer Licensing
- Broker/Dealer Regulatory Investigations
- Franchising
- Litigation
- Mergers and Acquisitions involving stock
- Private Placements
- Public Offerings
- SEC Reporting and Compliance
- Venture Capital

PRIVATE PLACEMENTS

Federal and state securities laws provide important exemptions from securities registration requirements for the nonpublic offering of securities. These exemptions are available to large companies placing securities with large institutions as well as to small companies raising equity from friend and family. The issues are the same regardless of size or type of private offering. We have significant experience in designing and supervising all types and sizes of privately placed securities, including debt, common stock, preferred stock, limited partnership units, stock warrants, and limited liability company units.



VENTURE CAPITAL

We understand the needs of both the start up company and the venture capital provider in reaching a balanced investment decision. Our lawyers have documented and designed a wide variety of venture-type investment programs, including convertible preferred stock or debentures, joint ventures, strategic partnering, and asset-based financing.

PUBLIC OFFERINGS

Ray Quinney & Nebeker was the first law firm in the United States to successfully use Form SB-1 to register an initial public offering of securities for a small business issuer. At the same time, we have acted as issuer counsel for the largest public offerings of securities by anybody in Utah. Our activities in between these benchmarks cover a wide array of registration statements, offering circulars, official statements and information statements, and billions of dollars in securities placed. Ray Quinney & Nebeker public offerings also run the gamut from debt to equity and into hybrid securities, such as securitized auto loans and home mortgages.

SEC REPORTING AND COMPLIANCE

Over the last 50 years, Ray Quinney & Nebeker has advised some of the largest and most prominent public companies in our market area on compliance with Securities and Exchange laws and regulations. This long and broad experience has served us well in the same representation of smaller companies with similar problems. Our counseling includes corporate management advice as well as significant shareholder help to meet personal securities reporting requirements. We regularly write and review Forms 10-K, 10-Q, 10-C, 8-K, 8-A, 3, 4, 5 and 13D covering a number of industries and shareholders.

BLUE SKY COMPLIANCE

We have an equally long relationship with state securities regulation, especially in the states of New York, California, Colorado, Utah, Idaho and Nevada. Our efforts have won valuable ad hoc exemptions from local securities authorities for a number of important financings and recapitalizations.

BROKER/DEALER REGULATORY INVESTIGATIONS

We have organized and registered securities broker-dealers and investment advisors, and have advised these companies with respect to ongoing regulatory compliance issues such as "know your customer", net capital and Form U-4 questions. Ray Quinney & Nebeker has also successfully defended broker dealers and investment advisors in SEC investigations and customer arbitration claims.

Several of our lawyers are active arbitrators with the NASD and/or NYSE.



MERGERS AND ACQUISITIONS INVOLVING STOCK

Ray Quinney & Nebeker has counseled several public companies with respect to acquisition and merger transactions involving the registration of stock or other securities. We have also represented the selling shareholders with their securities issues and ongoing reporting requirements under Rule 145.

A special niche of our practice involves roll-ups of companies and partnerships into "mother" entities for either consolidation and management purposes or for public offering liquidity purposes. Our experience in this area is varied, and includes oil and gas drilling partnerships, restaurant owner partnerships, insulation contractors, automobile dealerships, and back and recovery therapy supply stores.



Andrew Applegate
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