

Securities

Securities and corporate transactions frequently lead to complex legal disputes. When that happens, we are able to draw on our experience in the highly specialized fields of corporate and securities litigation, corporate governance, and securities regulatory law to develop innovative litigation strategies and practical business solutions to meet our client's end game.

Our firm regularly represents clients in disputes involving management and control issues, including litigation arising from mergers and acquisitions, partnership and limited liability company disputes, and other corporate transactions. We have represented clients in matters involving securities fraud, misrepresentation, breach of fiduciary duty and breach of contract. Our clients include companies of all types and sizes, as well as officers, directors, shareholders, and other consultants and professionals.

We have also represented clients in arbitrations before the Financial Industry Regulatory Authority (FINRA) and in investigations, enforcement proceedings, and civil actions involving securities regulators. Our lawyers also advise issuers, broker-dealers, investment advisers, and alternative finance companies on a spectrum of regulatory and compliance obligations affecting their industry. We have attorneys who have previously served as Georgia's Assistant Securities Commissioner, state representatives to the North American Securities Administrators Association (NASAA), and appointed receivers on behalf of the Securities and Exchange Commission (SEC). Through our experience, we know how to engage securities regulators and protect our clients from unnecessary regulatory scrutiny.

As leading industry experts, we have been retained to advise issuers and investment advisors on the evolving securities landscape stemming from the JOBS Act and other federal and state laws. Our attorneys are regularly asked to speak at conferences and seminars on various issues arising from changes in state and federal securities laws. In addition, we assist clients in requesting guidance from regulators, including exemptive and "no-action" relief concerning novel securities issues in the creation and distribution of products or services proposed by our clients, and we work with industry groups and individual clients to address proposed regulations at the state and federal levels through the administrative process.

Representative Matters

- We successfully defended client against claims of breach of fiduciary duty and breach of investment agreements related to investments of approximately \$30 million in an offshore investment vehicle in the British Virgin Islands. Following briefing and a hearing on our motion for summary judgment, the court in *Viken Securities Limited, Felipe Securities Limited, et al. v. Navin Dadlani, et al.*, Case No. 2014cv250215, granted our motion and dismissed the plaintiffs' action.
- The federal court in Atlanta appointed Robbins Firm Partner Jason Alloy as the Receiver in a securities fraud action brought by the U.S. Securities and Exchange Commission. The SEC brought

the action in 2013 against Detroit Memorial Partners (DMP), a company that is alleged to have issued almost \$20 million in promissory notes to over 100 investors based on a false private placement memorandum. The company is alleged to have raised another \$4.5 million from equity investors based on false inducements. Jason Alloy was appointed as the Receiver of DMP in order to manage DMP's business and conduct an accounting of all the funds solicited from investors. The Robbins Firm team since performed the accounting within three months of the receivership appointment and has already distributed over \$12 million to claimants, returning nearly 70% of the money investors lost. *S.E.C. v. Detroit Memorial Partners, LLC et al.*, No. 1:13-cv-01817-WSD (N.D.Ga.).

- Our firm represented minority shareholder challenging actions and fiduciary duties of board and majority shareholders of Delaware corporation during M&A transaction with a private equity fund. Prior to litigation in the Delaware Chancery Court, we obtained a favorable settlement for our client.
- We represented agent of a registered broker-dealer, and an investment advisor representative, in sales practice investigation before state securities regulators. The matter closed without action as to our client.
- We served as issuer's counsel to Groundfloor Finance, Inc., a real estate financing platform, in the registration of its securities offering with the U.S. Securities and Exchange Commission (SEC) and nine state securities regulators in reliance on amended SEC Regulation A. This was the first offering to be qualified by the SEC under amended Regulation A, which the SEC expanded in 2015 as mandated by Title IV of the Jumpstart Our Business Startups (JOBS) Act.
- Our firm advised company in internal investigation involving investor's breach of internal controls and potential theft of company funds. We favorably resolved matter for client, including removal of investor and was able to recoup client's funds.
- We represented an investor whose broker engaged in an unauthorized transaction in our client's account. The unauthorized transaction resulted in significant damage to our client, both in additional taxes and lost profits. The defendants include a national brokerage firm.
- Our firm represented a group of sophisticated investors who were victims of a real estate investment scam and suffered over a million dollars in losses as a result of the scam. The defendants include a national bank and two key persons who facilitated the scheme: the bank's employee and an attorney based in Texas.
- We represented the bankruptcy trustee of a company in the pursuit of securities fraud and related claims arising out of a failed investment in an alternative energy firm. The defendants include investment advisors as well as officers and directors of the energy firm.
- Jason Alloy, at his former firm, represented the Chief Financial Officer of a Fortune 100 company, after the CFO was named a defendant in a class action for misrepresenting his company's financial position. The claims against the CFO were ultimately dismissed by the Court.
- *Hill v. Atlanta Life Ins. Co.*, 988 F.2d 1218 (11th Cir. 1993) (securities tender offer law)
- *Cordova v. Merrill Lynch & Co., Inc.*, 2007 U.S. Dist. Lexis 90309 (S.D. Fla. 2007) (securities litigation)
- *IPM v. Merrill Lynch & Co., Inc.*, 2007 U.S. Dist. Lexis 31066 (S.D. Fla. 2007) (securities litigation)