



## Robert C. Brighton, Jr.

Partner

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### PRACTICE AREAS

Commercial Finance  
Corporate  
Financial Services  
Complex Loan  
Workouts  
Corporate Finance  
Insurance  
International  
Mergers &  
Acquisitions  
Securities  
Public Finance

### INDUSTRIES

Financial Services  
Health Care  
Automotive  
Energy  
Entertainment &  
Sports  
Hospitality/Food &  
Beverage  
Hotels  
Insurance  
Manufacturing  
Real Estate  
Telecommunications

### BAR ADMISSIONS

The Florida Bar  
New York Bar

Robert Brighton is a partner in the Corporate Practice Group in Shutts & Bowen's Fort Lauderdale office. His practice has included a variety of capital market transactions representing U.S. and international issuers and investors, as well as underwriters and placement agents. These transactions have ranged from initial public offerings by emerging companies to offerings of sophisticated financial products by Fortune 500 corporations. His merger and acquisition experience is similarly varied. Mr. Brighton has represented buyers, sellers and investment bankers in connection with asset purchases and sales relating to small closely-held corporations and tender offers for publicly-traded Fortune 500 corporations involved in a variety of service, commercial and manufacturing industries, including regulated industries.

Mr. Brighton has assisted public companies in corporate governance matters and the filing of periodic reports and proxy statements, as well as other compliance matters, including informal and formal investigations by the Securities and Exchange Commission such as Foreign Corrupt Practices Act investigations, and related internal corporate investigations. He has advised broker-dealers, investment advisers, investment companies, insurers, banks and other financial service companies with respect to formation, regulatory and transactional issues, including those related to M&A and capital raising transactions. His clients include venture capital and private equity firms, and investment and commercial banks, as well as public and private companies in various industries, including high technology, telecommunications, media and information, health services, oil and gas, mining, public utilities and real estate.

Mr. Brighton represents borrowers and lenders in credit transactions ranging from acquisition financing to asset-based and cash-flow loans and revolving credit facilities. His proficiency also includes collateralized mortgage and other collateralized debt obligations, project finance and securitization areas, as well as business reorganizations and recapitalizations.

Mr. Brighton has extensive experience in the insurance industry and has served as counsel to state insurance commissions, insolvent insurers, and insurance company creditors and investors in connection with insurance company insolvencies. His experience includes representation of insurance companies and insurance brokers in acquisition and financing transactions, as well as sponsors of captive insurers in their formation and capitalization.





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Mr. Brighton writes and speaks on topics in the corporate and securities law area and is frequently quoted in local and national publications on business related topics. He has served as a judge on securities law topics for the Kauffman National Moot Court competition and taught Lawyers Skills and Values-Transactional, as an adjunct professor of law at Nova Southeastern University's Shepard Broad Law School.

Mr. Brighton is a member of The Florida Bar and the New York Bar and actively participates in bar activities with the Business Law Section of the American Bar Association, The Florida Bar and New York Bar Association, including their respective committees on securities law regulation, commercial credit and corporate finance transactions, corporate governance and compliance, legal opinions, accounting and small businesses. In addition, Mr. Brighton served as the immediate past-President of the South Florida Chapter of the Association for Corporate Growth (ACG). He was Chair of ACG Florida's 2006 Capital Connection® and serves as Chair 2011 Florida ACG Capital Connection. He is also an active member of the Turnaround Management Association (TMA), the Commercial Finance Association (CFA), the Florida Venture Forum (FVF), Bio Florida and the South Florida Technology Alliance (SFTA).

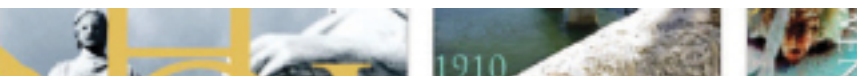
## EXPERIENCE

### Capital Markets Transactions

- U.S. and international investment fund offerings (including distressed assets, hedge, venture capital, private equity and LBO funds)
- U.S. and international public and private offerings of debt and equity securities, including Rule 144A and Regulation S offerings
- Initial public offerings of securities
- Venture capital investments in start-up companies
- Private equity investments in public and private companies
- Swaps, repurchase agreements and other derivative securities transactions, including drafting of master agreements and advice regarding regulation and disclosure
- Offerings of collateralized mortgage obligations, collateralized debt obligations and other collateralized securities (securitizations)
- Offerings of structured debt products and hybrid instruments
- Commercial paper programs
- Medium term note programs
- PIPE (private investment in public equity) offerings
- SPAC (special purpose acquisition company) offerings

### M&A Transactions

- Acquisitions of banks, insurance companies, broker-dealers, healthcare companies and other regulated entities





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- Corporate reorganizations, including divestitures of subsidiaries and divisions
- Acquisitions and dispositions of portfolio companies of venture capital and private equity firms
- Management Buy-Outs (MBOs), including ESOP transactions, and other Leveraged Buy-Outs
- Acquisitions and dispositions of publicly-traded companies, on both a negotiated and hostile basis, representing both financial and strategic parties, including companies having significant overseas assets
- Acquisitions and dispositions of privately-owned companies, including subsidiaries and divisions of publicly-held companies
- Roll-ups of companies in fragmented industries
- Reverse mergers between private companies and public shells, including SPAC transactions

### **Securities**

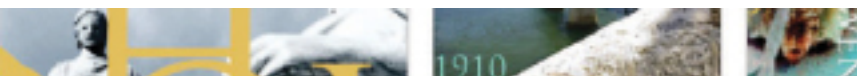
- Periodic reporting and other disclosure obligations applicable to public companies and their insiders
- U.S. securities law considerations relating to acquisitions and sales, including accounting issues
- Investment company regulation
- Investment adviser regulation
- Broker-dealer regulation
- State securities (“blue sky”) and takeover laws
- Internal corporate investigations and investigations by the SEC, FINRA and state securities commissions of public companies, brokers, investment advisers and individuals
- Foreign Corrupt Practices Act investigations

### **General Corporate**

- Financial transactions, including negotiation of acquisition financing and working capital lines of credit on behalf of commercial banks and other financial institutions, as well as borrowers
- Commercial transactions, including negotiation of manufacturing and distribution agreements, and equipment leasing and international trade transactions
- Corporate governance considerations, including those applicable to “close” corporations
- Fiduciary obligations of officers, directors and “control” persons
- Employment and consulting agreements, including sophisticated executive compensation arrangements

### **Practice Areas**

- Bank transactions, including securities financings, restructurings and acquisitions
- Healthcare and biotechnology companies, including formation, capital transactions, secured financings and mergers and acquisitions





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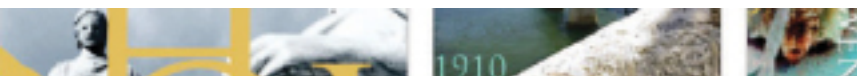
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- Real estate investment companies (REITs), including those engaged in origination and trading of mortgages and other real estate securities
- Start-up companies, including those engaged in telecom, technology, internet commerce and software
- Insurance company transactions, including formation of on-and offshore insurers, financings, acquisitions and insolvencies
- Expert witness in securities and corporate matters, including matters relating to auditing compliance and corporate governance
- Emerging markets, including Latin America, the Far East and Eastern Europe
- Media and information industries, including entertainment and publishing
- Retail, including apparel and food and beverage products
- Project financings, including synthetic lease transactions
- Public utility transactions, including financings, acquisitions and insolvencies

#### **Selected Publications**

- Dodd-Frank Implementation - When and In What Form?
- Dodd-Frank Effects Changes to Financial Service Regulation
- A Guide to Investments in Failed Banks
- The Dodd-Frank Wall Street Reform and Consumer Protection Law: A Perspective and Preliminary Assessment
- Effect of Accounting Changes on Bank Capital Requirements
- Corporate Law Advisory (Spring 2009)
- Florida's Annual Report Requirement: A Trap for the Unwary
- How To Avoid That Knock On The Door From The SEC (and what to do about it when it happens)
- Know Your Position: Does FAS 150 Affect Your Ability to Keep Your Lender Happy?
- Legal Update: SEC Issues Rules On Executive Compensation which Address Option Backdating
- Sarbanes May Affect Private Company Corporate Governance and Compliance
- Sarbanes-Oxley: A Primer for Public Companies and their Officers and Directors, and Audit Firms
- SEC Staff Prompts Inclusion of Short Sale Provision in Registration Rights, Agreements, Documents
- Securities Law Update (2009)
- Special Report: Surviving the Credit Crunch
- The SEC Announces Small Company Initiatives
- The SEC'S New Golden Rules for Executive Compensation
- An Introduction to Sarbanes-Oxley
- Angels with New Wings: The New Age Angel Investor
- Attorneys at the Gate – The Implications of the Evolving Role of Company Counsel
- Communications During the Offering Period
- Delaware Decision Instructive on Drafting Purchase Agreements
- Recent Developments Facilitating the Access of Middle Market Companies to the Capital Markets





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- Riegel v. Medtronics – A Victory for the Medical Device Manufacturers?
- SEC Final Rules on Executive Compensation Disclosure Address Stock Option Controversy
- United Rentals, Inc. v. RAM Holdings, Inc. (CERBERUS) – Delaware Chancellor Delivers a Lesson in Contract Drafting

### **Selected Speaking Engagements**

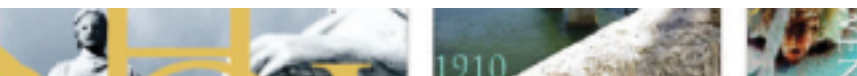
- Annual Retreat of Tax Section of The Florida Bar (Attorney Audit Responses and Loss Contingencies)
- 23rd Annual Accounting Show (Attorney Audit Response Letters)
- Florida Accounting & Business Expo (Effect of FAS 70 on Disclosure)
- Recent Trends in M&A Transactions
- The Anatomy of the LLC (and Other NBI Seminars)
- Federal Securities Bar Annual Meeting (SEC Investigations)
- Broward County Bar Association (Using LinkedIn)
- Florida Bar Business Law Retreat (SEC Reforms to Securities Offerings)

### **EDUCATION**

- Vanderbilt School of Law, J.D., 1982
  - Associate Articles Editor, Law Review
- Duke University, A.B., *magna cum laude*, 1979
  - La Prade Prize for Outstanding History Honors Thesis
  - AB Duke at Oxford Scholar

### **AFFILIATIONS**

- American Bar Association (ABA)
- ABA Section of Business Law
  - Ad Hoc Committee on Audit Responses
  - Ad Hoc Committee on Corporate Compliance
  - Committee on Corporate Governance
  - Committee on Federal Securities Regulation
  - Committee on Legal Opinions
  - Committee in Intercreditor Agreements
  - Small Business Committee • Committee on Institutional Investors
  - Committee on Investment Management
- The Florida Bar
  - Business Law Section
  - Chair of the Committee on Corporations, Securities and Financial Services (CSFS)
  - Committee on Legislation





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- Committee on Relations with the Florida Institute of Certified Public Accountants (FICPA)
  - International Law Section
  - Past Chair of Ad Hoc Committee on the Relations with the FICPA and CPAs
- The New York Bar Association
- The New York Bar Business Law Section
  - Committee on Federal Securities Law
- Association for Corporate Growth (ACG)
  - 2011 ACG Florida Capital Connection, Chairman
  - 2006 ACG Florida Capital Connection, Chairman
  - ACG South Florida Chapter, Immediate Past-President
  - Member of the Board of Directors of ACG South Florida
- Florida Venture Forum (FVF)
- Turnaround Management Association (TMA)
- Commercial Finance Association (CFA)
- South Florida Technology Alliance (SFTA)
- Gold Coast Venture Forum (GCVF)
- Economic Development Corporation (EDC)
- Bio Florida

