



**Jerold N. Siegan**  
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## **CURRICULUM VITAE**

**July 1, 2016**

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Jerry Siegan: Founder of the Law offices of Jerold N. Siegan, Attorney at Law, Chicago, Illinois, 2015.

I have practiced law for more than 30 Years. My practice is concentrated in the areas of corporate, securities and business transaction law. I have extensive experience in general corporate transactions, and in federal and state securities law compliance. My business transactional experience includes mergers, acquisitions and dispositions, corporate structuring, and corporate governance matters, reverse acquisitions/mergers, venture capital and corporate finance transactions, negotiating and documenting asset and stock acquisitions and sales, joint ventures, bridge loans, going private transactions and other business transactions. My federal and state securities law compliance experience includes exempt securities offerings (including Regulation D and Section 4(a)(2) private placements, Regulation S offerings and Regulation A Offerings), EB-5 offerings, real estate syndications, hedge fund and investment fund syndications, technology company offerings, registered public securities offerings, private investments in public equity (PIPEs), and SEC periodic reporting compliance (including proxy statements, information statements, Forms 10-K, 10-Q and 8-K periodic reporting) and securities broker-dealer compliance with applicable FINRA and SEC rules and regulations.

I represent and counsel entrepreneurs, boards of directors, private and public companies, early stage businesses and seasoned companies in a wide range general business, securities and transaction matters. My clients are located throughout the United States and include business entities, investment banking firms and individuals. My clients have also included foreign companies doing transactions in the U.S. (including companies organized in Canada and The Peoples Republic of China).

Throughout my career, I have used my relationships and contacts to network among my clients and business contacts to facilitate business transactions and relationships. My clients cover a broad range of industry segments, including real estate development firms, EB-5 regional centers, telecommunications, software development, internet service companies, securities broker-dealer firms, merchant banking firms, commercial banks, pharmaceutical companies and various types of investment funds (including real estate financing funds and hedge funds) and general business companies.

My first position upon graduation from Law school was as an attorney with the United States Securities and Exchange Commission, Division of Enforcement. Later I was

transferred to the Division of Corporation Finance, Washington, D.C. I was designated Senior Attorney in the Office of Chief Counsel, Division of Corporation Finance - Branch of Small Issues and Tender Offers. In that position, I was in charge of reviewing all tender offers and beneficial ownership filings made with the SEC, issuing interpretations regarding compliance with the tender offer and beneficial ownership rules and regulations, and reviewing and oversight of all Regulation A filings and compliance matters filed with the SEC and related compliance matters. Also while I was at the SEC, I was appointed Associate Counsel to conduct the SEC's Public Hearings in the Matters of Beneficial Ownership, Takeovers and Acquisitions by Foreign and Domestic Persons. While at the SEC, I authored the SEC's tender offer interpretations and I co-authored the SEC's Going Private Rules.

### **Representative Matters**

The following is a partial list of representative matters for which I acted as legal counsel during the past 18 months:

General business and transactional legal services and counseling, regarding the structure and organization of a technology company that provides web and telecommunications based applications and services to hospitals, surgical centers, clinics, acute care facilities and other health care/medical facilities and the development of the transactional and business agreements used by said client.

General business, transactional and special securities counseling and legal services to approved EB-5 regional centers and to real estate development groups, including the preparation of organizational documents, material agreements and a confidential offering memorandum, for use in connection with exempt offerings of securities to raise investment capital from foreign investors in compliance with the USCIS EB-5 Immigrant Investor Program for the development of the following enterprises:

- 2 casino and hotel projects;
- a college student housing development;
- a 214 room hotel project to be built adjacent to an existing casino;
- 4 unrelated hotel development projects for unrelated developers;
- a 385-unit Class A rental community;
- a 95-unit, 18 story high-rise, luxury multi-family complex
- a 150-room, 6-story full service Holiday Inn and Conference Center;
- a 95-unit, 18-story high-rise, luxury multi-family complex;
- a retail outlet mall facility;
- a cement manufacturing facility; and
- 2 unrelated multi-use facilities for unrelated developers each of which includes a hotel, commercial/retail space and private residences.

Special counsel to a real estate investment group in connection with an exempt offering of securities to fund a distressed energy asset opportunity fund that was formed to develop, acquire, own, operate, manage and sell a portfolio of real estate investments located in the United States, including energy related properties and related assets

### **Professional Accomplishments and Achievements**

- Selected to Super Lawyers – Chicago, Illinois, 2005.

- Recipient of the Illinois Secretary of State's Public Service Award for service as a member of the Illinois Secretary of State's Securities Law Advisory Committee, where I co-authored amendments to the Illinois Securities Law of 1953, as amended.
- Served as special counsel in the landmark case of Standard Oil and Exploration of Delaware, Inc., which approved a new financing technique, I developed for raising capital for companies in Chapter 11 proceedings and resulting in a new public successor company.

### **Presentations**

- Throughout my career, I have spoken regularly on a broad range of legal topics relating to the corporate, transactional and securities law matters, including most recently as securities attorney at the August 2015 American Immigration Lawyers Association EB-5 program, at EB-5 programs sponsored by various Immigration and EB-5 consulting firms, and continuing legal education programs and programs sponsored by various organizations.

### **Publications**

"Securities Law Compliance Manual for Regulation S Offerings".

"Securities Law Compliance Manual for Private Placement of Securities".

"Considerations and Problems in Drafting Limited Partnership Agreements and Certificates"

### **Education**

DePaul University College of Law, JD (Dean's List and Law Review)

University of Illinois, B.A.

### **Professional Affiliations**

American Bar Association

### **Bar Admissions**

State of Illinois

U.S. District Court, Northern District of Illinois

U.S. Court of Appeals, Seventh Circuit

District of Columbia Court of Appeals

### **Other Interests**

Abstract painter and sculptor ([www.jsieganfineart.com](http://www.jsieganfineart.com))

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