

FisherBroyles

Name: James Rosenbluth

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Office: New York

Practice Areas: General Corporate; International; FinTech and Blockchain; Securities and Private Equity

Bar Admissions: New York; California; Connecticut

Education: Columbia Law School, J.D., 1985; Brown University, B.A., 1979; Fulbright Graduate Research Fellow, University of Tokyo Faculty of Law, 1985-1986

Experience: Skadden, Arps, Slate, Meagher & Flom LLP; Brown Rudnick LLP; Epstein Becker & Green, P.C.

Jim is a partner in FisherBroyles' corporate department. He has more than 30 years' experience advising strategic and financial investors, entrepreneurs, startups, and private and public companies in connection with M&A, complex restructurings and reorganizations, joint ventures and strategic alliances, securities offerings (including private placements of debt and equity and "mini-IPO" offerings pursuant to Regulation A+ of the JOBS Act), and venture capital transactions. Jim also regularly advises clients on executive employment agreements and equity-based compensation arrangements, family business formation and succession arrangements, state and federal securities regulation, stockholder agreements, LLC and partnership agreements, commercial real estate transactions, and general business contract preparation and review.

Jim has represented clients in a broad spectrum of industries, including aerospace, biotechnology, cannabis, commercial real estate, computer software, consumer goods, electronics, financial services, financial technology, hospitality, insurance, multimedia and entertainment, pharmaceutical, resort acquisition and development, sports, and telecommunications.

Jim has business-level fluency in written and spoken Japanese and is experienced in representing domestic and foreign clients in cross-border business acquisitions and strategic alliances. He has represented the U.S. subsidiaries of several foreign companies, including the U.S. subsidiary of a Tokyo Stock Exchange-listed Japanese corporation, as their outside general counsel.

Fisher Broyles

Page 2 of 4

Jim began his legal career at Skadden, Arps, Slate, Meagher & Flom LLP and prior to joining Fisher Broyles was a corporate and securities partner at Brown Rudnick LLP and Epstein Becker & Green, P.C.

Representative Transactions Include

- A Canadian global asset management fund in connection with the successful negotiation of a technical cooperation agreement to provide quantitative investment strategies to a leading Chinese securities investment fund manager.
- U.S. investors in the formation of two separate joint ventures with a leading Chinese commercial real estate developer and investor to purchase (i) a 49% interest in Park Avenue Plaza (NYC) for \$569 million, and (ii) a 40% interest in the GM building (NYC) for \$1.4 billion.
- U.S. and foreign investors in the formation of a multi-billion dollar offshore and domestic family office structure, including investment vehicles for private equity and commercial real estate investments.
- A Tokyo stock exchange-listed company in connection with its U.S. commercial real estate acquisitions.
- The limited partners of an alternative investment fund that at its peak had more than \$28 billion in assets under management in a complex pre-bankruptcy restructuring.
- A multistate family-owned electronics business in a tax- and business succession-driven restructuring.
- A NYSE-listed electronics company in connection with the formation of joint ventures with (i) a leading Japanese chemical manufacturer to manufacture specialty flexible laminates for a global supplier of suspension assemblies for hard disk drives, and (ii) a Taiwanese electronics company to manufacture flexible circuit laminates for the Taiwanese market.
- A European software company in connection with the acquisition of a U.S. voice activated software developer for \$560 million.

Presentations & Teaching Experience

- Panelist, MIT Forum of Cambridge, November 2000 Startup Seminar on Preparing an Effective Business Plan.

Publications

- “Enforceability of “Material Adverse Effect” Clauses under Delaware Law: Practical Lessons from Akorn,” Curran Antonelli, LLP website blog (April 2019)
- “Recently Proposed Federal Legislation Would Facilitate Access to Banking Services by the Cannabis Industry,” Curran Antonelli, LLP website blog (April 2019)
- “Foundations of Computer Forensics” (with Wang & Canady), 21 Computer Law & Security Report 2, Elsevier Ltd. (2005)
- Quoted in “A Faster Way to Pay for an Acquisition” by Alison Rogers, Corporate Board Member (March/April 2003)
- “Expediting the Stock-Based M&A Transaction with the California Fairness Hearing Process,” 12 Mergers & Acquisitions Litigation Reporter (August 2002)
- Quoted in “California Fairness Hearings Provide Cheaper, Faster M&A Alternative” in Corporate Financing Week (August 11, 2002)
- “Corporate Divestitures: A Selective Guide to the Key Business and Legal Issues,” 9 The Investment Lawyer (2002); summarized in Bowne Digest for Corporate and Securities Lawyers (2002)
- “Venture Investing in the ‘New’ New Economy: Strategies for Enhancing Investor Value and Minimizing Risk,” 8 The Investment Lawyer (2001); reprinted in Law.com (Corporate Practice Center); 21 Boston Business Journal (2001); Connecticut Technology Tribune (May-June 2001); summarized in Bowne Digest for Corporate and Securities Lawyers (2001)

Awards & Recognitions

- “Jim is a brilliant lawyer who represented us efficiently and creatively in successive joint ventures with a billionaire real estate developer through which we successfully completed two of the largest commercial real estate investments ever made in the U.S. by a Chinese investor. Jim was also instrumental in crafting a complex, multi-jurisdictional legal structure for the family business of one of the world’s wealthiest and most successful investor families for which our businesses provide certain key asset management services. Our successes over the last five years would have been unattainable without Jim’s invaluable legal advice.” --***CEO of Seven Valleys LLC, a family office specializing in commercial real estate investment, and co-founder of Sungate Asset Management LLC, which facilitates equity investments by off-shore entities in Midtown Manhattan trophy properties***

- “I have relied on Jim for legal advice in my business affairs for a number of years and have the highest opinion of his skills as a business lawyer. Several years ago, Jim guided me and my partners with a sure hand through a complex, tax driven pre-bankruptcy restructuring of what was once a multi-billion dollar alternative asset fund. Jim has also provided me with excellent counsel in a wide spectrum of international investment transactions and has assisted me with personal estate planning matters. I consider his legal advice indispensable.” -- **co-founder of *Diamondgate Capital LLC; co-founder of the Tishman Speyer China Fund, an \$890 million fund dedicated to real estate purchases in China; co-founder and former Vice Chairman of GSC Group; former Managing Director at the Blackstone Group, where he led their Asian private equity efforts from Hong Kong and Tokyo***
- “Jim’s sophisticated advice in Japanese, combined with his deep understanding of international differences in corporate cultures and communication styles, provides our business with an indispensable source of support and guidance and helps us to run our business smoothly. His exceptional service based on his extensive experience allows Jim to offer highly effective legal solutions to our business challenges. I sincerely appreciate Jim’s careful guidance and admire his ability to convey practical legal advice in Japanese. His Japanese is impeccable. We could not do without him.” -- **Founder, *Dear You, LLC***
- “I have benefited from Jim’s services on several cross-border M&A transactions. These have included situations with multiple jurisdictions, disparate parties, long histories, and myriad entities. In every situation, Jim has provided me with timely, insightful and comprehensive legal support. He brings his expertise to bear in finding business-practical solutions — NOT legal reasons why not to do something. I recommend Jim wholeheartedly to anyone who needs quick-response, top-notch legal advice.” --**Former *Fortune 500 CEO***