ECKERT SEAMANS

Maritime & Shipping Finance

OVERVIEW

A national leader in all aspects of transportation and infrastructure finance law, Eckert Seamans is a dynamic and multifaceted full service law firm with over 300 attorneys across our 13 offices.

Eckert Seamans addresses the full spectrum of legal, regulatory, and compliance issues affecting companies in the transportation industry, including shipping, aviation, offshore, and logistics. Our Maritime and Shipping Finance Practice leverages the firm's full-service capabilities to assist our clients in both commercial and financing related matters. As part of our Maritime and Shipping Finance Practice, our attorneys confront new and complex legal issues that cross shipping sectors, borders and continents. In addition, we provide our broad client base with trusted counsel and representation in financing, transactional and corporate, capital markets and securities, litigation, labor and employment, tax, antitrust, OFAC sanctions, import/export controls, environmental protection and other matters relevant to the maritime and shipping industry.

FINANCE, TRANSACTIONAL & CORPORATE

The Eckert Seamans team includes a cross-disciplinary group of talented attorneys who are experienced in representing our clients in the purchase, leasing and financing of vessels and related equipment, as well as advising on general corporate matters. We also prepare and review vessel charters, management agreements, and other commercial agreements.

We represent banks, equipment lessors and alternative lending organizations in a variety of financing products, as well as private equity investors.

CAPITAL MARKETS AND SECURITIES

Eckert Seamans represents large national and international companies and smaller businesses in all aspects of capital raising, securities law compliance, mergers and acquisitions, and corporate finance. The firm uses a team approach that utilizes skilled attorneys across a number of practice areas to develop innovative solutions to issues raised in complex transactions. Eckert Seamans believes that its role is not merely to react to changes in the law and the marketplace as they occur, but also anticipate those changes for the benefit of our clients.

The firm assists publicly traded clients with the full range of capital markets securities transactions, including initial public offerings and stock exchange listings, "shelf" offerings, Rule 144A debt offerings, offshore offerings under Regulation S, private equity offerings and "PIPE" offerings. We also assist our clients in the preparation of SEC proxy statements, annual reports and periodic reports, and shareholders in resales of securities and the preparation of SEC beneficial ownership reports and other required filings. Our attorneys have advised as to proxy contests as well as "going dark" and "going private" transactions.

MERGERS & ACQUISITIONS

Eckert Seamans represents clients in connection with mergers, acquisitions, and divestitures. The firm serves a variety of clients, such as public multinational corporations, privately held middle-market companies, and private equity funds. We represent domestic companies abroad and serve as U.S. counsel to foreign corporations and businesses in connection with acquisitions and divestitures of U.S.-based vessels, equipment and businesses.

We represent buyers, sellers, and transaction advisers in all phases of planning, structuring, negotiating, and executing mergers and acquisitions. Achieving the business goals of our clients and protecting their interests are our top priorities. We work with clients and their counterparties to structure transactions and prepare documents in asset purchases, stock purchases, mergers, sale/leasebacks, and strategic alliances such as joint ventures and partnerships.

To serve our maritime and shipping industry clients, we leverage our multidisciplinary practice in a variety

of areas including tax, employee benefits, labor, antitrust, executive compensation, and environmental protection.

MARSHALL ISLANDS

The Republic of the Marshall Islands maintains one of the largest ship registries in the world, and business entities formed under the laws of the Marshall Islands are used worldwide as vehicles to own assets and conduct business transactions.

We provide advice to clients relating to the formation, maintenance, and dissolution of entities formed under the laws of the Marshall Islands, with an emphasis on financings of vessels that fly the Marshall Islands flag.

REGULATORY & LEGISLATIVE

The Eckert Seamans team includes former congressional leaders and seasoned regulatory professionals, offering unmatched insight into the legal, political, and budgetary dimensions of transportation and infrastructure. We maintain strong relationships with U.S. federal agencies such as the Department of Transportation (including the Maritime Administration), Federal Aviation Administration, the Transportation Security Administration and U.S. Customs and Border Protection, and regularly engage with regulators, insurers, and other stakeholders to advance client objectives.

LABOR & EMPLOYMENT

Eckert Seamans provides full-service representation in all facets of employment and labor relations for the maritime and shipping industry. We have unparalleled experience in collective bargaining with all the major U.S. shipping unions. We are familiar with the U.S. federal, state, and local issues that impact our clients and routinely provide advice on many employment issues unique to the shipping industry. Our team of employment litigators has substantial jury trial experience and a track record of successful outcomes in courtrooms throughout the United States.

ENVIRONMENTAL PROTECTION

The firm's environmental lawyers work closely with our corporate business attorneys to assist in due diligence and the evaluation of environmental risk in a variety of business transactions, including environmental issues related to public offerings and public disclosures, the negotiation of terms and conditions in transaction agreements, and providing the assistance needed to resolve environmental issues and facilitate the successful closing of transactions.

U.S. TAXATION

Eckert Seamans' tax team advises foreign clients, including shipowners and operators, in taxation matters arising under U.S. federal and state laws, including tax laws affecting the transportation of cargoes and passengers to, from or between U.S. ports. Our attorneys advise foreign shipowners as to exemptions from U.S. federal taxation under Section 883 of the Internal Revenue Code, U.S. flag shipowners and operators relating to the U.S. tax consequences of their ownership and operation of vessels, including those resulting in participation in the Maritime Security Program and applicability of the U.S. tonnage tax regime.