

**Harrisburg, PA**

100 Pine Street • PO Box 1166  
Harrisburg, PA 17108-1166  
Tel: 717.232.8000

**Lancaster, PA**

570 Lausch Lane • Suite 200  
Lancaster, PA 17601-3057  
Tel: 717.291.1177

**Scranton, PA**

125 North Washington Ave. • Suite 220  
Scranton, PA 18503  
Tel: 570.209.7220

**State College, PA**

330 Innovation Boulevard • Suite 101  
State College, PA 16803  
Tel: 814.867.8500

**York, PA**

316 N. George Street  
York, PA 17401  
Tel: 717.714.6400

**Frederick, MD**

5283 Corporate Drive • Suite 104  
Frederick, MD 21703  
Tel: 301.241.2030

**Columbus, OH**

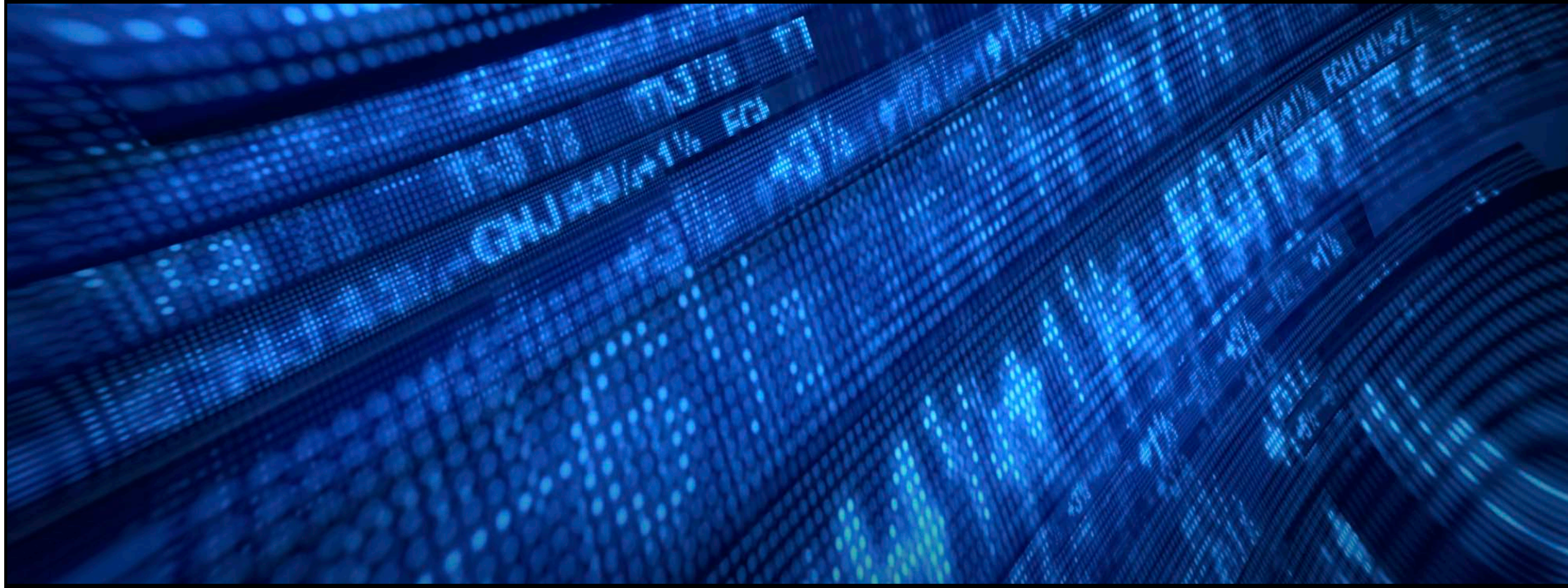
21 East State Street • 17th Floor  
Columbus, OH 43215-4228  
Tel: 614.469.8000

**Washington, DC**

1200 G Street, NW • Suite 800  
Washington, DC 20005  
Tel: 202.898.5700



[www.McNeesLaw.com](http://www.McNeesLaw.com)



**The McNees Securities Group**



# SECURITIES

From private placements to public offerings and from private hedge funds to publicly traded mutual funds and issuers in a variety of other industries, the attorneys in the McNees Wallace & Nurick Securities Group offer the full spectrum of securities matters on behalf of issuers, their directors and officers, advisors, underwriters and investors.

McNees attorneys have represented issuers in registered initial public offerings under the Securities Act of 1933 and underwriters in secondary public offerings. Our attorneys have also provided counsel to issuers and others in connection with reporting matters under the Securities Exchange Act of 1934, including periodic filings (Forms 10-K, 10-Q and 8-K), Section 16 compliance, tender offers, and proxies.

We are knowledgeable on both the Dodd-Frank and Sarbanes-Oxley Acts and offer representation to both issuers and financial intermediaries in connection with those acts. We have represented individual investors, issuers, finders, broker-dealers and investment advisers in investigations and enforcement actions by state securities commissions, FINRA and the U.S. Securities and Exchange Commission. We assist issuers with private placements of equity or debt, including preparation of the prospectus or offering memorandum, subscription documents, investor qualification, state “blue sky” compliance, and state and federal filings.

The McNees Securities Law team provides continuing counsel to registered investment advisers, investment companies, trust companies, municipal advisors, and broker-dealers. We also advise companies and individuals regarding exemptive procedures under the state and federal regulatory structures governing these entities. McNees lawyers have organized trust companies, bank holding companies, registered investment advisers and broker-dealers, as well as formed and represented public mutual funds and private hedge funds. We have also served as counsel to mutual fund independent trustees.

The McNees Securities Law group works closely with the firm’s Financial Services Group in matters of municipal finance and with our Employment Benefits Group in matters of equity-based executive compensation plans and employee stock ownership plans. We are highly experienced with cooperative securities, which often arise in connection with securities issues impacting clients in the food industry, as well as with the Trust Indenture Act.

The McNees Securities Law group offers comprehensive securities counseling with the ideal balance of skill and cost-effectiveness, enabling issuers, financial intermediaries, and investors to benefit from the firm’s value-proposition on sophisticated matters, thereby avoiding the big city, big firm, big fee mindset.

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**MICHAEL L. HUND, CHAIR**  
717.237.5483  
mhund@mcneeslaw.com



**SHAUN R. EISENHAUER**  
717. 237.5257  
seisenhauer@mcneeslaw.com