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## BIOGRAPHY

Phil Sears is the leader of the firm's Securities Practice Group. He is a veteran attorney with over 30 years of experience in all aspects of corporate law. He concentrates his practice in the areas of securities, corporate and transactional law. His practice encompasses a broad range of business transactions and general representation of public and private business entities, including negotiating and drafting contracts, partnership agreements, operating agreements, confidentiality agreements, escrow agreements, joint venture agreements, merger and acquisition agreements, private placement securities documents, compliance documents, periodic reports, proxy statements, organizational documents, corporate governance charters and policies, and stock exchange listing applications.

Phil counsels public companies in corporate governance matters under the provisions of Sarbanes-Oxley, Dodd-Frank, SEC regulations and stock exchange listing standards. His diversified client base includes both public and private businesses and organizations, including those engaged in retailing, oil and gas, healthcare and raising venture capital.

His achievements have earned him inclusion in *The Best Lawyers in America* (corporate compliance law).

Phil served as an officer in the United States Army from 1970–1972.

## REPRESENTATIVE EXPERIENCE

- Representation of NYSE and NASDAQ-listed public companies in Securities Act of 1933 and Securities Exchange Act of 1934 matters, including providing ongoing advice with respect to federal securities laws, rules and regulations, disclosure, reporting compliance and corporate governance issues under Sarbanes-Oxley, Dodd-Frank and stock exchange listing standards.
- Representation of private companies in private placement securities offerings, including:
  - » A partnership issuer and its general partner with respect to all aspects of a successful \$92,000,000 venture capital fund offering. The representation involved the formation of the partnership and the general partner, the preparation of all organizational documents related to both entities, the preparation of a private placement memorandum, and all relevant federal and state securities law compliance.
  - » Tulsa Pro Hoops, LLC, the owner of the Tulsa Shock WNBA basketball team, with respect to all aspects of a successful offering of limited liability company units. The representation involved the preparation of a private placement memorandum, subscription agreement and escrow agreement and all relevant federal and state securities law compliance.
  - » Oklahoma Heart Hospital, L.L.C., the owner of two hospitals specializing in cardiac services, with respect to several successful offerings of limited liability company

units. Each of the representations involved the preparation of a private placement memorandum and subscription agreement and all relevant federal and state securities law compliance.

- » GiANT Capital Fund I LLC with respect to a successful offering of limited liability company Class A Units. The representation involved the formation of the issuer, the preparation of all organizational documents related to the issuer, the preparation of a private placement memorandum, subscription agreement and escrow agreement, and all relevant federal and state securities law compliance. The representation was unique in that, as further set forth below, the primary purpose of the offering was to raise seed capital to establish a regional center to stimulate the U.S. economy through job creation and capital investment within the State of Oklahoma by foreign investors seeking visas by investing a minimum of \$500,000 under the Federal Employment-Based Immigrant Investor Program, also known as “The EB-5 Program”.
- Representation of Oklahoma Regional LLC (the “Regional Center”) and its manager in the drafting of all transactional documents related to the formation of the Regional Center and the Regional Center’s submission of a detailed Form I-924, Application for Regional Center Under the Immigrant Investor Pilot Program (the “Regional Center Application”) to the United States Citizenship and Immigration Service. The Regional Center will be involved with the promotion of economic growth within the State of Oklahoma, including improved regional productivity, job creation and increased domestic capital investment. The Regional Center Application provides a framework within which individual alien investors affiliated with the Regional Center can satisfy the EB-5 Program’s eligibility requirement through capital investment and the creation of qualifying jobs. This transaction was unique in that, to the best of the Regional Center’s knowledge, the Regional Center Application was the first of its kind seeking designation of the entire State of Oklahoma as a regional center.

## ADMISSIONS

- Oklahoma, 1977
- U.S. District Court for the Western District of Oklahoma

## EDUCATION

- J.D., Oklahoma City University, 1976
- B.S., Penn State University, 1970 (Zoology)

## PROFESSIONAL ORGANIZATIONS AND MEMBERSHIPS

- Oklahoma County Bar Association
- Oklahoma Bar Association