



JERRY A. WARREN
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BIOGRAPHY

Jerry Warren's practice ranges across the spectrum of corporate and securities matters, including public and private debt and equity financings, registered investment companies, mortgage-backed securities (REMICs), investment partnerships, mergers, acquisitions, hostile takeovers and defenses, going-private transactions and leveraged buyouts.

Jerry also engages in the general corporate and securities practices of SEC reporting and proxy matters, corporate governance, shareholder disputes, choice of entity counseling and other matters.

Jerry joined McAfee & Taft in 1968 and has been principal corporate and securities counsel for some of the largest corporate acquisitions and securities offerings involving Oklahoma-based companies. He has represented clients in forming and registering exchange traded funds (ETFs) under the Investment Company Act of 1940 and the Securities Act of 1933.

Jerry has served as an instructor of securities regulation at the Oklahoma City University School of Law. He has been listed in the prestigious *Chambers USA Guide to America's Leading Lawyers for Business* (Corporate/M&A) and holds the distinction of being the only lawyer in Oklahoma selected for inclusion in *Who's Who Legal USA - Corporate Governance 2006*. He is also listed in *The Best Lawyers in America* for his work in corporate governance and compliance law and securities law.

REPRESENTATIVE EXPERIENCE

- Represented public and private companies in the acquisition for cash, stock or other securities of the stock or assets of other public and private companies.
- Represented corporations in public equity and debt offerings, including energy and technology companies.
- Represented entities in private placements of equity and debt offerings, including energy, technology and biotechnology companies.
- Represented corporations in hostile takeovers and hostile takeover defense.
- Represented corporations in going-private transactions.
- Represented clients in Investment Company Act matters, including registration.
- Represented clients in formation and raising capital for hedge funds.
- Represented clients in proxy fights.
- Represented clients in rights offerings, stock splits, reverse stock splits, spin-offs and recapitalizations.

- REMICs and other mortgage-backed securities.
- Represented Native American tribe in financing and construction of casino.
- Represented clients in New Markets Tax Credit matters and Oklahoma Tax Credit matters.
- Represented clients in SBA Section 8(a) Business Development program.

ADMISSIONS

- Oklahoma, 1968

EDUCATION

- J.D., University of Oklahoma, 1968; Board of Editors, *Oklahoma Law Review*; Order of the Coif; Phi Delta Phi
- B.A., University of Oklahoma, 1965 (Economics)

PROFESSIONAL ORGANIZATIONS AND MEMBERSHIPS

- Oklahoma County Bar Association
- Oklahoma Bar Association
- American Bar Association