



CORPORATE TRANSACTION HIGHLIGHTS

2017 YEAR IN REVIEW

Pryor Cashman's [nationally-recognized Corporate Group](#) closed out a very active 2017 for its clients. In addition to being honored by *U.S. News* for our work in Corporate, Real Estate and ERISA law, we were also named a top firm in Venture Capital law. Further, *PlacementTracker* ranked us as one of the 10 most active law firms in the U.S. Private Investments in Public Equity ("PIPE") market.

This past year, we handled numerous acquisitions, joint ventures, public and private securities offerings, strategic partnerships and licensing deals. We also advised on investment issues, seed financing and a variety of other commercial transactions. Additionally, we continued to provide general counseling services to clients ranging from promising startups to bold innovators, entrepreneurs and established corporations.

Below is a sampling of transactions completed in 2017. We look forward to an equally prosperous 2018, and will continue to partner with our clients to help advance their business interests and meet even their most ambitious goals.



Guardian Capital Group Limited, a diversified financial services company listed on the Toronto Stock Exchange, in acquiring a 70% equity interest in Alta Capital Management, LLC, an SEC-registered investment adviser based in Salt Lake City, Utah, for a purchase price of \$45 million at the closing, with additional contingent amounts of up to \$10 million payable over 4 years after the closing.



The Omnicon Group, Inc., a US-based company and a leading supplier of productivity-enhancing instrumentation and controls, in its sale to the UK-based Spectris plc (LSE: SXS) for \$29 million.



Russell Simmons, music mogul and entrepreneur, in the sale of UniRush, LLC, the prepaid debit card company he co-founded, to prepaid card giant Green Dot Corporation (NYSE: GDOT) for \$167 million.



TriSpan Rising Stars LP, an independent and management-controlled private-equity platform, in its investment in equity securities of Miami-based Yardbird Southern Table & Bar.



National Holdings Corporation (NASDAQ: NHLD), a full-service investment banking and asset management firm, (i) in the registered issuance of a dividend of warrants to purchase shares of the common stock of National Holdings, and the listing of such warrants on the Nasdaq Capital Market, and (ii) as a placement agent in four equity securities transactions.



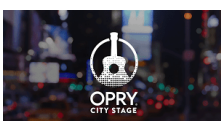
Arcadia Investment Partners LLC, a New York City investment management firm, in connection with an investment in the Series B Preferred Stock of SCI PH Inc. (the parent of BWAY and Mauer) leading global suppliers of rigid package products and services.



Benchmark Builders, Inc., a premier, New York-based general contractor and construction management services firm, in its acquisition by network infrastructure solutions leader FTE Networks, Inc. (NYSEAMERICAN: FTNW) for a purchase price of \$75 million, consisting of cash, common stock and notes.



Aegis Capital Corp. in its capacity as underwriter in connection with a public offering of units encompassing preferred stock, common stock and warrants of Inpixon (NASDAQ: INPX), an indoor positioning and data analytics company.



Ken Sturm, Gadi Peleg and Gary Korn in structuring, negotiating and financing a joint venture with Ryman Hospitality Properties (NYSE: RHP), a real estate investment trust which operates the Grand Ole Opry, for the establishment of Opry City Stage, a 28,000 square foot music and food venue located in New York's Times Square.



Nabaltec AG, a Germany-based company that develops, manufactures and distributes functional fillers for the plastics industry and raw materials for technical ceramics, in its acquisition of a 49% membership interest in the Nashtec LLC joint venture held by Allied Alumina LLC, an affiliate of Sherwin Alumina Company LLC.



Major Food Group (owners of Carbone, Dirty French, Santina, Sadelle's, ZZ's Clam Bar and Parm in New York City) in its partnership with Seagram Building owner Aby Rosen to open new restaurants in the space that was previously home to the iconic restaurant, The Four Seasons.



SPOT Canine Club (SPOT), a provider of premium pet care services in New York City, in its acquisition by AKC Pet Care LLC, an affiliate of the American Kennel Club.



The Aaron Group, a leading international jewelry manufacturer and marketer, in its acquisition by fine jewelry manufacturer, Richline Group, Inc., a wholly-owned subsidiary of Berkshire Hathaway.



Joseph Gunnar & Co. as placement agent in an At-the-Market (ATM) offering of common stock of Staffing 360 Solutions, Inc. (NASDAQ: STAF), executing a global buy-and-build strategy through the acquisition of staffing organizations in the US and the UK.



China Jo-Jo Drugstores, Inc., a leading retailer and wholesale distributor of pharmaceutical and healthcare products in China (NASDAQ: CJJD), in its private placement of shares of common stock for gross proceeds of \$10.6 million.



AdExchanger, an integrated media and events company devoted to the digital advertising and marketing space, in its acquisition by leading worldwide information and marketing company, Access Intelligence.



Marina Biotech, Inc., a leading nucleic acid-based drug discovery and development company focused on rare diseases, in (i) its acquisition of Prestalia®, a drug for the treatment of hypertension, from Symplmed Pharmaceuticals LLC.; and (ii) its \$90M licensing agreement for Marina's SMARTICLESTM platform for the delivery of nanoparticles, including small molecules, peptides, proteins and biologics.



Sino-Global Shipping America, Ltd. (NASDAQ CM: SINO), a company engaged in shipping, chartering, logistics and related services, in a \$4.77 million registered direct offering of common stock.



PayGo Energy, Inc., the developer of a revolutionary cookstove solution and distribution system, in its private placement of approximately \$1.1 million of Series Seed Convertible Preferred Stock to institutional accredited investors.

NYM Holding, Inc.

NYM Holding, Inc., an Asian/Chinese grocery supermarket chain in the northeastern U.S., in its merger into iFresh, Inc. (NASDAQ CM: IFMK), a special purpose acquisition company (SPAC).



Alfredo Prodotti LLC, a joint venture between Alfredo's International, Inc. and Vega Specialty Foods, LLC, in launching The Only Original Alfredo Sauce pursuant to a license with the owners of Alfredo alla Scrofa Ristorante. Scrofa, located in Rome, created the inimitable fettuccine Alfredo in 1914.



CytoDel, Inc., an early-stage biopharmaceutical company, in connection with a private placement of Series A Convertible Preferred Stock to institutional accredited investors.