PRYOR CASHMAN

CORPORATE TRANSACTION HIGHLIGHTS

Year in Review 2018

Pryor Cashman's nationally-recognized Corporate Group closed out a very active 2018 for its clients. For the 11th consecutive year, we have been recognized among the top U.S. law firms by the *Legal 500*. Further, we were ranked among the best in the country for our M&A, Intellectual Property, Media + Entertainment and Immigration Groups.

This past year, we handled numerous mergers and acquisitions, strategic partnerships, public and private securities offerings, commercial contracts, employment agreements and a variety of investment 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 2018. We look forward to an equally prosperous 2019, and will continue to partner with our clients to help advance their business interests and meet even their most ambitious goals.

sbe ENTERTAINMENT GROUP	sbe Entertainment Group, a privately-held, lifestyle hospitality company that develops, manages and operates hotels, residences, restaurants and nightclubs, in connection with a $319 million investment from Paris-based AccorHotels.
CAMUTO GROUP	Camuto Group, the celebrated product design and brand development organization best known for the Vince Camuto® brand and the footwear licenses of Jessica Simpson® and Lucky Brand®, in an agreement to sell its operations to North American footwear and accessories retailer DSW Inc. for approximately $341 million.
worldwise better products. better planet.®	Worldwise, Inc., a maker of smart, stylish and environmentally-responsible pet products and solutions, in (i) the acquisition of Chicago-based PetEgo, LLC, a manufacturer of travel and lifestyle pet products; and (ii) securing a significant minority investment in consumer products-focused investment firm, VisioCap, LLC.
	Greenlane Holdings LLC, a leading distributor of premium vaporization products and consumption accessories, in (i) the acquisition of VaporNation, a leading distributor and online retailer of vaporizers; and (ii) a $48.25 million convertible note financing.
Boustead Securities	Boustead Securities, LLC, a full-service middle market investment bank based in Irvine, California, (i) as underwriters in the initial public offering of Class A Ordinary Shares of Aptorum Group Limited (NASDAQ: APM), a Hong Kong-based pre-clinical pharmaceutical company dedicated to developing and commercializing a broad range of therapeutic and diagnostic technologies, and (ii) in the NASDAQ listing of the shares of Avalon GloboCare Corp., a Delaware incorporated company dedicated to integrating and managing global healthcare services and resources.
TRISPAN	TriSpan Rising Stars LP, an independent and management-controlled private-equity platform, in (i) the acquisition of the New York-based restaurant chain "Rosa Mexicano" from Goode Partners LLC; and (ii) the acquisition of a majority stake in the California-based STACKED restaurant.
FANIA	Codigo Entertainment, a record label based in Miami, in the sale to Concord Music of Fania Records and Publishing, a famed independent Latin music company, including recordings and compositions by such iconic Latin and R&B artists as Celia Cruz, Willie Colón, Héctor Lavoe and Rubén Blades.

MAXIM GROUP	Maxim Group, an investment banking and securities brokerage firm, as sales agent in connection with an at-the-market offering of up to $20 million of common stock of Nemaura Medical, Inc. (NASDAQ:NMRD), a medical technology company developing sugarBEAT® as a non-invasive, affordable and flexible Continuous Glucose Monitor (CGM) designed to help diabetes and pre-diabetes to better manage their glucose levels.
SMART CITY MEDIA	Smart City Media, Inc., a fast-growing Internet-of-Things-powered media company, in negotiating a strategic partnership with energy holding company Duke Energy One, a subsidiary of Duke Energy (NYSE: DUK), to deploy outdoor digital technology.
SHAMROCK CAPITAL ADVISORS	Shamrock Capital Advisors, LLC, a Los Angeles-based investment firm with a focus on the media, entertainment and communications sectors, in its acquisition of the music publishing catalogue of Tor Hermansen and Mikkel Eriksen, known as the songwriting and production duo, "Stargate."
ROTH Capital Partners	Roth Capital Partners, a full-service investment bank focused on serving emerging growth companies and their investors, as underwriter's in an approximately $8 million public offering of common stock of Digital Ally, Inc. (NASDAQ:DGLY), a manufacturer of video recording equipment and video analytic software.
by CHLOE.	BC Hospitality Group Inc., the owner of a plant-based fast casual restaurant chain 'by CHLOE', in the sale of Series A preferred stock to a group of investors led by Bain Capital and Kitchen Fund, LP.
MARINA BIOTECH	Marina Biotech, Inc. (OTCQB: MRNA), a leading nucleic acid-based drug discovery and development company focused on rare diseases, in connection with a $14 million private placement of Series E Convertible Preferred Stock and warrants to purchase common stock.
Arcadia Investment Partners LLC	Arcadia Investment Partners LLC, a New York City investment management firm, in connection with an investment in the Series B Preferred Stock offering of SCI PH Inc., a leading global supplier of rigid package products and services.
PAYGO ENERGY	PayGo Energy, Inc., the developer of a revolutionary cookstove solution and distribution system, in connection with a private placement of $3.5 million of Series A Convertible Preferred Stock to institutional accredited investors that are focused on social impact investments in Africa.
INTRADECO	Intradeco, Inc., a textile and apparel company, in the acquisition of Headsweats, a manufacturer of ultra-light, wicking performance headwear.
SellersFunding	SellersFunding, a fintech company providing automated funding solutions to online marketplace sellers, on all legal aspects relating to the launch of its business, including organization and governance, financing transactions, commercial contracts, intellectual property protection and licensing, and employment matters.
SINO GLOBAL	Sino-Global Shipping America, Ltd. (NASDAQ CM: SINO), a company engaged in shipping, chartering, logistics and related services, in a registered direct offering of shares of its common stock, and a concurrent private placement of warrants to purchase shares of common stock.
CytoDel	CytoDel, Inc., an early-stage biopharmaceutical company, in connection with a private placement of Series A Convertible Preferred Stock to institutional accredited investors, led by a private equity fund that invests in significant scientific discoveries and supports them by providing capital and expertise.