



CORPORATE TRANSACTION HIGHLIGHTS

2015 YEAR IN REVIEW

Pryor Cashman's Corporate Group had an exciting year, as we advised on a broad mix of M&A deals, bank financings, fund launches and securities private placements. Here is a list of representative transactions that we completed in 2015. We look forward to an equally exciting 2016 and will continue to keep you informed of how our growing experience can yield value for you.



Wilmington Savings Fund Society (WSFS), a financial services holding company, first as agent to a \$70 million pre-bankruptcy term loan and then as agent to a \$13.33 million bankruptcy term loan.



Triboro Quilt Manufacturing Corporation, a leading marketer of newborn and infant bedding, layette, bath and safe sleep products, in its acquisition by Gerber Childrenwear LLC, a leading marketer of newborn, infant and children's apparel and related products.



Hillair Capital Management LLC, a California-based investment manager, in multiple transactions, including:

- its investment in Staffing 360 Solutions, Inc., including a \$4 million secured convertible debenture and two separate warrants to purchase Staffing's common stock, primarily for acquisition financing; and
- its investment in Content Checked Holdings, Inc., (CCH) a creator of mobile apps for individuals related to dietary needs, including a \$5 million secured convertible debenture and two separate warrants to purchase CCH's common stock.



Electronic Cigarettes International Group, Ltd., a global marketer and distributor of electronic cigarette and vapor products, in multiple financings totaling over \$71 million, through the sale of term notes and warrants to purchase common stock.



JPMorgan Bank, N.A., as administrative agent, lead arranger and book runner, in multiple U.S. and multinational syndicated financings aggregating in principal amount over \$10 billion in committed financing.



Bandier Holdings LLC, a multi-brand retailer of women's fitness apparel, equipment and accessories, in its capital raising and financing, strategic partnerships and business expansion.



Quaker Pet Group, Inc., a leading innovator of dog toys and pet carriers, in connection with its merger with Worldwise®, a leading manufacturer of branded pet products, including such brands as SmartyKat®, Petlinks® and SHERPA®.



ROTH Capital Partners, LLC, a full-service investment bank focused on serving emerging growth companies and their investors, in its capacity as placement agent in numerous securities private placements, including an equity private placement for a biomaterials company that delivers sustainable solutions to the plastics industry.



InterCloud Systems, Inc., a cloud computing and professional services company, in connection with multiple financings totaling over \$12 million, the proceeds of which were used for inventory and working capital.



Marina Biotech, Inc., a leading nucleic acid-based drug discovery and development company focused on rare diseases, on numerous transactions, including:

- its execution of a development, supply and commercialization license agreement with Hongene Biotechnology Limited, a China-based biotechnology company; and
- the private placement of \$1.1 million of Series D Convertible Preferred Stock and warrants to purchase common stock to existing investors.



China Jo-Jo Drugstores, Inc., a leading China-based retail and wholesale distributor of pharmaceutical and health care products, in a registered direct placement with an investor for the purchase of an aggregate of \$3 million of its common stock at a price of \$2.50 per share.



Service By Air, Inc., a provider of domestic and international transportation and logistics services across North America, in connection with its acquisition by Radiant Global Logistics, Inc., a comprehensive North American provider of third-party logistics and multimodal transportation services.



Tour GCX Partners, Inc., a sports marketing company that provides corporate hospitality solutions through its private golf services, in connection with a strategic relationship with the PGA of America, the largest sports organization dedicated to promoting the game of golf.



Whole Hog Inc. and the co-founders of independent label Blind Pig Records on the sale of the master recording catalog of Blind Pig Records to The Orchard Inc. The catalog includes albums by Muddy Waters, Magic Slim, Charlie Musselwhite, Bill Perry, James Cotton and Otis Clay, among other blues musicians.



International fashion designer Kobi Halperin on the launch of a new apparel company through a joint venture with S. Rothschild, a New York-based men's, women's and children's outerwear company. Mr. Halperin, a former top designer with Kenneth Cole and Elie Tahari apparel brands, will be designing a line of women's apparel under his own name.



Plus Funding Group, a New York-based specialty finance firm, in connection with the financing of the acquisition of an aviation fuel systems manufacturing company located in the Southeastern United States.



Turbon America Inc. in a strategic relationship for the supply of specialty printers and print management services to a Fortune 500 engineering services firm. Pryor Cashman advised Turbon in the negotiation of various complex commercial agreements, including a master services agreement, statements of work and equipment purchase and lease agreements. Turbon America Inc. is a subsidiary of Germany-based Turbon AG, the world's largest publicly-owned remanufacturer and collector of laser toner cartridges.