

Fisher Broyles

Name: Craig F. Zappetti, Esq.

Email: craig.zappetti@fisherbroyles.com

Direct: +1.609.922.0484

Office: Philadelphia and Princeton

Practice Areas: Commercial Transactions; Executive Compensation Plans; General Corporate; Risk Management; Securities & Private Equity

Bar Admissions: New Jersey; Pennsylvania; Certified Public Accountant - Pennsylvania (Inactive)

Education: George Washington University Law School, J.D., 1996; Villanova University, B.S.

Accounting, 1989 Cum Laude, B.S. Communication Arts, 1989 Cum Laude

Experience: Saul Ewing, LLP

Mr. Zappetti has 20 years of business transactional, compliance and consulting experience primarily assisting clients in the following areas

- Public company securities compliance issues
 - All aspects of the Securities Exchange Act of 1934, as amended.
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 - Proxy Rules.
 - National Securities Exchange Rules including the New York Stock Exchange and NASDAQ Stock Market.
- Private Placement Offerings that allow business owners to raise start-up or growth capital.
- Mergers and Acquisitions.
 - Representing sellers of businesses in both asset and stock sales, allowing them to realize life changing wealth events.
 - Representing institutional and strategic acquirers in both purchases and mergers that allow them to grow their businesses or investment holdings.
- Venture Capital Financing Transactions.
 - Represent venture capital funds in documenting investment transactions in portfolio companies.
 - Represent companies in negotiating investment transactions with venture capital funds.

- Negotiate and document venture debt transactions.
- Corporate Governance Issues for both private and public companies.
- General corporate counsel services for both private and public companies.
 - General contract review and negotiation.
 - Drafting and negotiation of employment agreements with executive officers.
 - Implementation of stock option plans and grants of equity compensation awards.

While these cross a wide variety of industries, Mr. Zappetti has developed a specialization in the following industries:

- Pharmaceutical drug development and medical device companies;
- Distressed real estate investment companies; and
- Microbreweries; and
- Title insurance companies.

Representative Transactions Include

- \$90 million Convertible Promissory Note Offering pursuant to Rule 144A under the Securities Act of 1933.
- \$50 million follow-on public offering of common stock.
- Sale of an employee benefits administrator to a strategic acquirer for \$18 million.
- Royalty Stream Securitization Transactions that raised an aggregate of \$105 million for a pharmaceutical drug development company.
- Sale of \$1.5 Million of Series D Membership Interests to a Venture Capital Fund.
- \$30 million venture debt financing.
- Sale of \$5.5 million of membership interests to a private equity fund.
- Establishment of Affiliated Business Arrangements for Title Insurance Companies and Real Estate Brokers.
- Private placement offerings that have raised an aggregate of over \$100 million.

Publications

- Served as Lead Editor of two volume set of SEC Rulebooks published by Vintage, a division of PR Newswire
 - SEC Reporting Rules Forms 10-K, 10-Q, 8-K and SD.

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- SEC Reporting Rules Proxy Statements
- Bringing Your Medical Device to Market – Author of Corporate Governance Chapter

Affiliations

- The Wistar Institute, Leadership Council
- MIT Enterprise Forum – Philadelphia Chapter – Executive Committee Member
- Strategic Investors Alliance – Board Member