

2014 YEAR IN REVIEW



LUCOSKY BROOKMAN





LUCOSKY BROOKMAN and its clients had a very active year in 2014. The Firm, through its diverse range of practice areas, continued to advance the economic interests of its clients by guiding them through a wide variety of corporate finance, lending and securities transactions while protecting their legal rights.

The Firm appreciated a doubling in the size of its deal flow, as compared to 2013. This increase was both with respect to the number of individual transactions as well as the value of each transaction.

The Firm realized an increase in the number of clients engaged in going-public transactions, merger transactions, alternative public offerings, S-1 Registration Statements, Form 10 Registration Statements, Equity Credit Facilities, Senior Secured Credit Facilities and various other private equity, venture capital, corporate finance and PIPE transactions.

Throughout the year, the Firm further expanded its representation, which now comprises an even more diverse range of industries including, but not limited to, technology, biotechnology, energy, alternative energy, metals and mining, food services, software, jewelry, nutrition, insurance and banking.

Lucosky Brookman takes pride in successfully representing its clients by providing insightful, cost-effective, practical, business-focused legal advice. From the very beginning of any sophisticated corporate, securities or lending transaction, through negotiating the documentation process, up to closing, funding and beyond, Lucosky Brookman puts clients first.

Lucosky Brookman currently represents over 50 public operating companies ranging from companies listed on the NYSE, the NASDAQ and the NYSE Amex, to companies quoted on the OTC Bulletin Board, OTCQB and Pink Sheets. In addition, the Firm represents numerous private equity funds,

banks and other financial institutions in connection with equity and debt financings.

Throughout 2014, the Firm was successful in assisting its clients advance their business interests in the areas of mergers, acquisitions, fund-raising, banking, finance, litigation and arbitration, among others.

As clients continue to choose to engage Lucosky Brookman, the Firm pledges to provide the same level of high quality legal service to its clients in 2015 and beyond.





The Firm had many milestones and significant achievements in 2014.

The Firm is particularly proud of the success that it achieved in assisting its client, Akers Biosciences, Inc., in completing an initial public offering of its common stock on the NASDAQ Capital Market. On January 23, 2014, the Firm completed the company's underwritten public offering in which the company was successful in raising approximately \$15,000,000. The company's shares began trading on the NASDAQ Capital Market under the symbol "AKER" and were dual-listed on the AIM London Stock Exchange. The firm joined its client in ringing the NASDAQ closing bell on July 9, 2014.

"We are overwhelmingly pleased with the outcome of the initial public offering and listing on the NASDAQ. Through Lucosky Brookman's leadership, we were able to successfully raise \$15,000,000 and enter the US capital markets. This tremendous personal accomplishment for me and my family would not have been possible without Lucosky Brookman."

- Ray Akers Jr., PhD, Executive Chairman of the Board of Directors of Akers Biosciences, Inc.



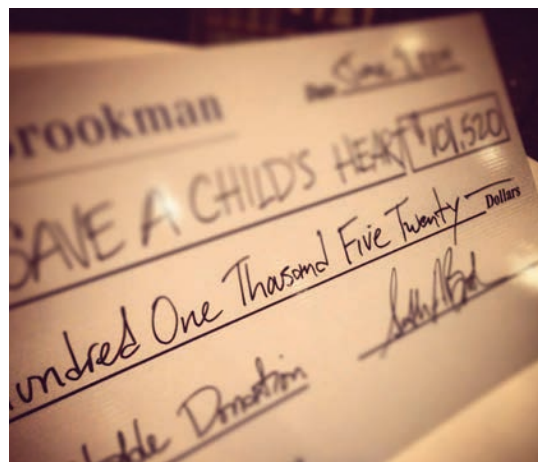


In addition to providing the best possible legal representation for its clients, the Firm also has various charitable organizations which it proudly supports. On June 9, 2014, the Firm hosted the Lucosky Brookman Inaugural Charity Golf Outing at Trump National Golf Club in Colts Neck, New Jersey. For its inaugural year, the Firm raised over \$100,000 for the Save A Child's Heart Foundation, an international humanitarian project whose mission is to improve the quality of pediatric cardiac care for children from developing countries whom suffer from heart disease. Lucosky Brookman adopted the Save A Child's Heart Foundation as its charity of choice because of its mission and tangible impact on children around the world.



"It is hard to express how thankful I am, along with the entire Save A Child's Heart Foundation, to Lucosky Brookman for not only hosting a golf tournament to benefit the charity, but putting so much commitment and spirit into it that it turned out to be such a huge success. Over \$100,000 raised is truly amazing and is a credit to the Firm and to Lucosky Brookman's dedication for making this event as successful as possible. The golf event was the most successful single event for the Save A Child's Heart Foundation this year."

- Michael Littenberg-Brown, Save A Child's Heart Foundation Young Leadership Group Chairman





CORPORATE AND SECURITIES

Corporate, securities, mergers and acquisitions, equity investments and other strategic transactions continued to be a significant part of the Firm's practice in 2014.

A representative sample of the Firm's 2014 corporate and securities transactions include the following:

Representation of a California based developer, owner and operator of high-value carbohydrate based transportation fuel plants and bio-refineries in connection with a \$1,500,000 financing facility and the filing of a Form S-1 Registration Statement

Representation of a New Jersey based AIM listed diagnostics company specializing in the development, manufacture and supply of medical screening and testing products in connection with a \$15,000,000 underwritten offering of its common stock and dual-listing onto the NASDAQ Capital Market

Representation of a New York based medical device company in connection with a private placement of \$8,400,000 of the company's equity securities and simultaneous Alternative Public Offering

Representation of a New Jersey based service provider and reseller of software solutions in connection with an \$8,000,000 underwritten offering of its common stock and uplisting onto the NASDAQ Capital Market

Representation of a manufacturing and construction company specializing in designing and building athletic facilities and manufacturing high-end synthetic turf products in connection with a private placement of \$5,000,000 of the company's equity securities and simultaneous Alternative Public Offering



Representation of a Florida based provider of outsourced accounting and bookkeeping services to small businesses in connection with the registration of shares of the company's common stock on a Form S-1 Registration Statement

Representation of a New Jersey based media content developer and distribution company in connection with a \$1,000,000 bridge financing through the issuance of Convertible Debentures

Representation of a New York based bio-pharmaceutical and phyto-medical company involved in the research and development of novel new therapeutic agents in connection with a private placement of \$10,000,000 of the company's equity securities

Representation of a New Jersey based service provider and reseller of software solutions in connection with the \$350,000 acquisition of an Arizona based software provider

Representation of a molecular diagnostic company that develops and commercializes diagnostic tests for certain diseases in connection with up to a \$5,000,000 private offering of the Company's equity securities

Representation of a Maryland based private company in connection with a Securities Exchange Agreement, which resulted in an alternative private offering, with such surviving company becoming one of the first bitcoin-based public companies

Representation of a Wisconsin based publicly-traded developer and marketer of over-the-counter healthcare products in connection with a Master Exchange Agreement and the creation of preferred classes of stockholders

Representation of a Connecticut based private company that supplies radio frequency and microwave products in connection with the filing of a Form 10 Registration Statement and the acquisition of stock of a publicly-traded company in a related industry



Representation of a New York based bio-pharmaceutical and phyto-medical company involved in the research and development of novel new therapeutic agents in connection with a \$1,000,000 bridge financing through the issuance of Convertible Debentures

Representation of a Georgia based publicly-traded health food company to effectuate FINRA corporate actions, including a reverse stock split

Representation of a Wisconsin based publicly-traded company that is in the business of developing and marketing over-the-counter healthcare products to effectuate FINRA corporate actions, including a reverse stock split and change in domicile

Representation of a Georgia based publicly-traded health food company in connection with a deposit transaction “chill” imposed by the Depository Trust Company, which was ultimately removed

Representation of a New Jersey based developer of RF and microwave components in connection with the filing of a Form 10 Registration Statement

Representation of a New York based medical supply company in connection with a \$8,400,000 private placement of the company’s equity securities

Representation of a Michigan based waste management company in connection with a Reverse Merger with a publicly-traded entity and simultaneous equity financing

Representation of a Nevada based publicly-traded mineral exploration company to effectuate FINRA corporate actions, including a name change and stock symbol change

Representation of a New York based medical supply company in connection with a Reverse Merger with a publicly-traded entity

Representation of a Michigan based publicly-traded waste management company to effectuate FINRA corporate actions, including a symbol change and name change



Representation of a New Jersey based distributor of frozen food products in connection with a \$1,500,000 credit facility backed by its receivables and inventory in the form of a Sale and Security Agreement

Representation of a Florida based provider of video surveillance systems in connection with a debt financing of \$385,000 and the issuance of Convertible Promissory Notes

Representation of a New Jersey based publicly-traded wholesale jewelry manufacturer in connection with the removal of the deposit transaction “chill” imposed by the Depository Trust Company

Representation of a Wisconsin based publicly-traded company that is in the business of developing and marketing over-the-counter healthcare products in connection with a deposit transaction “chill” imposed by the Depository Trust Company, which was ultimately removed

Representation of a New Jersey based publicly-traded wholesale jewelry manufacturer to effectuate FINRA corporate actions, including a reverse stock split

Representation of a New Jersey based publicly traded designer and manufacturer of avionics test equipment in the negotiation of a Settlement Agreement with the United States Securities Exchange Commission for alleged violations of beneficial ownership reporting requirements under federal securities law

Representation of a Washington based publicly-traded mining company in connection with the negotiation and consummation of the purchase of certain equipment and machinery

Representation of a New Jersey based distributor of frozen food products in connection with a \$2,000,000 financing in the form of a Convertible Debenture

Representation of a Delaware private equity fund in connection with the issuance of Promissory Notes by a Nevada based publicly-traded bottler of private-labeled bottled water products



Representation of a private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded development stage company providing health and wellness products, services, and information

Representation of a private equity fund in connection with the issuance of Promissory Notes by a Nevada based publicly-traded company focused on the identification, acquisition, development, and commercialization of cannabis-related products

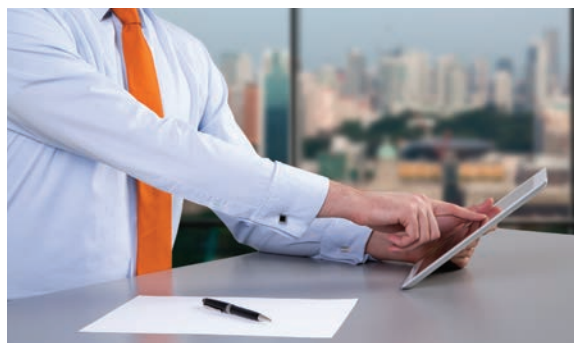
Representation of a Massachusetts based private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded biopharmaceutical company

Representation of a Massachusetts based equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded technology company that manufactures and distributes transportation, utility and recreational power-sport products

Representation of a Delaware private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded biomedical device company that operates an online real estate advertising portal website and real estate video website

Representation of a private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded company offering remote video monitoring and other remote services

Representation of a Delaware private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded company that produces a hangover recovery energy shot





BANKING AND FINANCE:

The Firm's Banking and Finance Practice Group continued to expand its representation of both lenders and borrowers, including banks, private equity funds and public and private companies, in connection with secured and unsecured lending transactions throughout 2014.

A representative sample of the Firm's 2014 banking and finance transactions include the following:

Representation of a New Jersey based distributor of frozen food products in connection with a \$3,100,000 financing facility consisting of an accounts receivable line of credit, inventory line of credit and a term loan in the form of a Loan and Security Agreement and a Convertible Debenture

Representation of a Florida based private equity fund in connection with a \$4,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Delaware based trucking and transport company, as borrower

Representation of a Massachusetts based private equity fund in connection with a Securities

Purchase Agreement by and between the private equity fund, as purchaser, and an electronic payment technology developer and payment services provider, as seller, including the issuance of a Senior Secured Redeemable Debenture

Representation of a London based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Florida based distributor of industrial products, as borrower

Representation of a Delaware private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded company focused on acquiring, developing and advancing natural resource, energy, and real estate projects

Representation of a New Jersey based manufacturer and marketer of specialty pre-prepared frozen and refrigerated all-natural food products in connection with the issuance of a Secured Debenture pursuant to a Securities Purchase Agreement by and between the company, as seller, and a private equity fund, as purchaser

Representation of a Nevada based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Florida based provider of senior housing communities, as borrower

Representation of a Florida based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Switzerland based sustainable food provider, as borrower

Representation of a Nevada based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility by and between the private equity fund, as lender, and a Montana based trucking and transport company, as borrower

Representation of a Florida based private equity fund in connection with an Amendment to a \$10,000,000 Senior Secured Revolving Credit Facility Agreement, by and between the private equity fund, as lender, and a provider of synthetic turf, as borrower

Representation of a Nevada based private equity fund in connection with a \$5,000,000 Senior Secured Debenture Facility by and between the

private equity fund, as purchaser, and a publicly-traded company centered on the development and financing of indoor gardens and cultivation facilities, production technologies, and merchandise and operational services for businesses in the herbal and supplement industry, as seller

Representation of a London based private equity fund in connection with a \$5,000,000 Senior Secured Debenture Facility by and between the private equity fund, as purchaser, and a company which owns and operates various restaurants, as seller

Representation of a private investment fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private investment fund, as lender, and a Florida based contractor specializing in both residential and commercial construction contract work and service related repairs, as borrower



Representation of a Florida based private equity fund in connection with a \$10,000,000 Senior Secured Debenture Facility by and between the private equity fund, as purchaser, and a Colorado based medical marijuana dispensary, as seller, security interest in all assets of the seller

Representation of a private equity fund in connection with a \$10,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a Canadian based transportation provider, as borrower

Representation of a London based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a developer of video games, as borrower

Representation of a Nevada based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a company specializing in the delivery of gourmet meals, as borrower

Representation of a Florida based private equity fund in connection with a \$10,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a company specializing in the beverage industry, as borrower

Representation of a private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a development stage biotechnology company, as borrower

Representation of a private investment fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a transportation provider, as borrower

Representation of a Massachusetts based private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded biomedical device company focused on the licensing and commercialization of innovative medical devices for pets

Representation of a Florida based private equity fund in connection with an Amendment to a \$5,000,000 Senior Secured Revolving Credit Facility Agreement, by and between the private equity fund, as lender, and a medical holding company that operates and manufactures medical device products and delivers personal healthcare services, as borrower

Representation of a Florida based private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a technology company that manufactures and distributes transportation, utility and recreational power-sport products, as borrower

Representation of a London based private equity fund in connection with a \$3,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a manufacturer of custom food trucks, as borrower

Representation of a Nevada based private equity fund in connection with a \$5,000,000 Senior Secured Debenture Facility by and between the private equity fund, as purchaser, and a publicly-traded company specializing in the ownership and operation of franchise restaurants, as seller

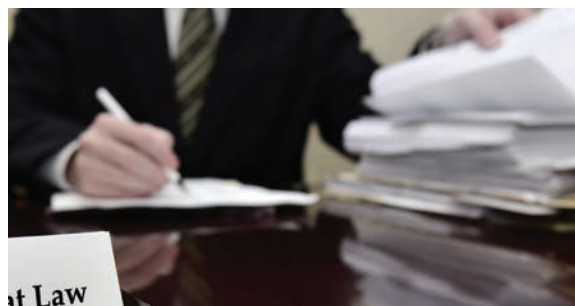
Representation of a private equity fund in connection with a \$5,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a waste management company, as borrower

Representation of a Florida based private equity fund in connection with a \$5,000,000 Senior

Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a medical holding company that operates and manufactures medical device products and delivers personal healthcare services, as borrower

Representation of a Massachusetts based private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded biomedical device company focused on the licensing and commercialization of innovative medical devices for pets

Representation of a London based private equity fund in connection with a \$10,000,000 Senior Secured Revolving Credit Facility Agreement by and between the private equity fund, as lender, and a provider of synthetic turf, as borrower



Representation of a Massachusetts based private equity fund in connection with the issuance of Promissory Notes by a Nevada based publicly-traded company specializing in the acquisition and development of high quality metallurgical coal properties

Representation of a Delaware private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded hospitality management company based in Colorado

Representation of a Delaware private equity fund in connection with the issuance of Promissory Notes by a publicly-traded New Jersey based precision engineering company specializing in the development of technologies related to the standard combustion engine

Representation of a private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded technology based internet marketing services company

Representation of a private equity fund in connection with the issuance of Promissory Notes by a Nevada based publicly-traded manufacturer of

spherical bearings for the commercial aerospace industry

Representation of a Massachusetts based private equity fund, as purchaser, in connection with a purchase and sale of securities by and between the private equity fund and a publicly-traded New Jersey based software developer

Representation of a Massachusetts based private equity fund in connection with the issuance of Promissory Notes by a Nevada based publicly-traded company specializing in development of online casino games





LITIGATION AND ARBITRATION

Throughout 2014, clients increasingly engaged the Firm to represent their interests in connection with commercial and securities litigation, arbitration and dispute resolution matters.

A representative sample of the Firm's 2014 litigation, arbitration and dispute resolution matters include the following:

Representation of multiple publicly-traded companies and investors in responding to SEC investigation inquiries relating to certain trading activities with respect to the companies' common stock, resulting in the SEC withdrawing from proceeding against the respective companies and the investors

Representation of a Connecticut based microfluidics and nanotechnology company in a civil action with respect to certain counterclaims related to the company's alleged breach of certain Convertible Promissory Notes

Representation of a New York based publicly-traded regenerative medicine company in obtaining a temporary restraining order preventing certain parties from selling such company's assets at auction and ultimately prevailing on certain breach

of contract claims resulting in the company saving in excess of \$300,000

Representation of a Georgia based health food company in a civil action with respect to its defense of allegations related to the company's alleged securities fraud and breach of contract

Representation of an Illinois based contracting company in a civil action related to its alleged breach of contract, resulting in a settlement agreement favorable to the company

Representation of multiple publicly-traded companies and investors in responding to FINRA investigation inquiries relating to certain trading activities with respect to the companies' common stock, resulting in FINRA withdrawing from proceeding against the respective companies and the investors

Representation of a New Jersey based publicly-traded diagnostic medical device company in a civil action, filed in United States District Court for the District of New Jersey, involving the company's alleged breach of license agreements, resulting in a favorable settlement for the Company

PRACTICE AREAS

Corporate, Securities, Banking and Finance

Public Offerings
Private Placements (PIPEs)
Equity Lines of Credit
Recapitalizations (Reverse and Forward Splits)
Rule 144 Matters
Mergers and Acquisitions
Acquisition Financings
Joint Ventures
NYSE, NASDAQ and NYSE Amex Listing Matters
Exchange Act Reporting and SEC Compliance
Corporate and Commercial Transactions
General Corporate Matters
Corporate Governance
Term and Revolving Lending Transactions
Asset-based Lending Transactions
Revolving Lines of Credit
Letter of Credit Transactions
Bridge Loans
Workouts, Reorganizations and Loan Sales
Registration Statements (S-1, S-3, S-4, S-8, Form 10)
DTC Deposit Chill Representation

Litigation and Arbitration

Commercial and Business Litigation and Arbitration
Securities Litigation and Arbitration
Administrative Actions before Regulatory Agencies
Regulatory Investigations (SEC, FINRA, and PCAOB)
Labor and Employment Litigation



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