



Chapman, Spira & Carson, LLC

## Chapman Spira & Carson

Since its founding in 1989, Chapman Spira and Carson LLC (CSC) has been assisting clients attain their business goals. As an Investment Bank, the firm provides critical support in the creation and execution of our clients' business development plans, intellectual property fortification, marketing expertise, and provides financial assistance and advice. A key goal of CSC is to help our clients maximize profits while trimming their costs through the identification of their business objectives and improving the efficiency of their corporate structures. CSC is dedicated to maintaining a faithful relationship with its clients by guiding them through the entire process rather than viewing clients merely as transactions. We at CSC find that there is just no suitable substitute for integrity, hard work, and trust. These are the core-values at CSC and our clients always receive our utmost attention. Our creed is built upon the simple fact that in today's business world, one has to be the anticipator of change. We are in a dynamic time that requires vision in trends and political upheaval. As the economist Howard Ruff so brilliantly stated, "It wasn't raining when Noah built the ark." We at CSC concur.

### Our Services

#### ***Business Development:***

CSC seamlessly transitions new business ventures into lean, competitive, and objective oriented entities, while providing the client empowerment tools in order to maintain internal management. So often, brilliant ideas are possessed by individuals who are both intelligent and creative, but from a business point of view these innovators cannot transform their concepts into commercially viable products. Without adequate business knowledge and experience, disruptive products that potentially have the ability of making constructive changes for today's world, are more often than not stillborn.

For example, let us suppose that a scientist tinkering in his laboratory has fortuitously developed a new type of razor that will shave a person's beard with a laser beam without cutting or otherwise breaking the skin. Moreover, the laser is portable, cost effective and of high quality. The fact that this incarnation is a truly disruptive breakthrough and that there would undoubtedly be an enormous demand for the innovation will have little bearing on its success. If the product cannot be protected from an intellectual property perspective, its creator may not benefit from its adoption; if it cannot be professionally marketed through synergistic channels to end-users, it will not gain the distribution required for commerce success; if we cannot convert the pilot model to a commercially feasible end product it will not see the economic "light of day" While critically important, these problems are only the beginning. However, there are other critical issues; even a patent, copyright or trademark does not insure that the product will not be copied and lawsuits against infringers are the most expensive legal cases on record. The fact that the invention was successfully constructed in the laboratory is no guarantee that it will ever become manufactured economically on an automated production line.

Worse yet, in spite of the fact that this is the greatest invention since sliced bread, for the most part, Gillette has the shelf space locked up like a drum in the stores that sell this sort of merchandise and even if they were very interested in the product, they would have to be assured that there was substantial product liability insurance which

would potentially require millions of dollars in lab fees. In this type of instance we would recommend that the inventor look for a strategic partner who has shelf space and who wants to get into this end of the business, moreover, that partner would have to be large enough to send a message to potential competitors that they will not abide infringement. Moreover, the partner would have to have the marketing and advertising clout to cover all of the bases as promptly as possible to prevent legitimate competition from inferior products created on the fly to prevent their turf from collapsing.

How would this inventor working almost exclusively on creating a product know where to go for financing; how to protect his invention from competitors and how to position the product to maximize success and minimize competition? A superior product alone will not lead to success without covering all the bases referred to in the preceding paragraph. Moreover, unless he is able to find a strategic partner, there isn't relatively enough money in the world to create a new industry from a standing start.

CSC has been successful in bringing early stage companies in the market, and we consider our value added very unique compared to similar investment banks.

Our expertise in early stage companies is considered one of the best among Boutique Investment Banks.

### ***Intellectual Property Protection:***

Inventors as a group have a tendency of being particularly paranoid about sharing their secrets with outsiders who could potentially assist them in getting their product to market. They are apparently instilled with an ominous concern that everyone is out to steal their soon to be still-born, baby. There are bad guys and good guys in the world of business, but if none of these people could be trusted, the invention will continue to only be a dream. However, the converse is true as well; Nichols Tesla would probably have gone down in history as the greatest inventor in the United States history had not Thomas Edison stolen literally everything he ever invented while pretending to be giving him "fatherly" advice. However, there must be some equilibrium between unnecessary paranoia and being a punching bag for thieves. There are many lawyers as well as investment bankers around that could sift the wheat from the chaff. It is possible, that some may even be willing to work on a success oriented basis because they are totally entranced with the product. CSC has been known to become involved in this sort of endeavor on the rare occasion when we see an overwhelmingly well thought out program.

Fortunately, CSC's expertise also includes compelling credentials relative to the nuances of intellectual property. Due to the firm's foundations within this arena, CSC is able to put its knowledge base to work in assisting our client's protection of their assets. This expertise is derived for the most part due to the fact that in the past, we have formulated and patented numerous sophisticated and potentially disruptive concepts in the areas of both security and financial engineering. The firm has literally become a financial research incubator utilizing its historic relationships in the financial, corporate management and scientific community to meld together the most qualified experts within various fields of management, marketing, product evaluation, and research. Not only does CSC feel a great satisfaction when it is able to be part of the creation of a successful company, but also is equally fulfilled when it is able to guide and support client companies on their way to compelling corporate achievement.

### ***Strategic Partnerships:***

More often than not, a company may possess a brilliant concept but seriously lacks the knowledge and resources to fashion and operate a business based upon the idea. This creates an opportunity for CSC to be of assistance to the client by fashioning a strategic partnership that is carefully targeted to provide the company with the necessary resources and business expertise to move ahead. This joint venture structure has proven in the past to be inherently beneficial, as the best resources of each entity can be utilized in concert to create financial harmonics. For example, very recently we facilitated a strategic partnership between a publicly traded dietetic beverage company, and a world-renowned nutritionist, who has written many highly regarded books and articles on health oriented subjects and has appeared numerous times on national talk shows. After acquiring the brand from Nestle, the company began a search for a renowned person with the nutrition industry with an international reputation.

The company felt that by attracting an international figure they could transform a somewhat mundane line of beverages and energy drinks into health oriented products, appealing to the explosive diet-conscious consumer market. CSC provided the necessary bells and whistles that made the transaction happen, and this was made infinitely easy due to the fact that one of the world's greatest nutritionists was already a client of the firm. This marriage has proven to have been ideal as it blended the expertise of both parties and created a synergy that has caused a geometric growth for both parties. By blending the company's abilities to produce, manage and procure shelf space with the talents of a nutritionist who has been able to make the company's products more healthful while retaining the taste and convenience of the brand. Moreover, this strategy gave the company a high-end cache which is usually achieved by spending monumental dollars on public relations and advertising. This has indeed been a self-fulfilling success and CSC continues to advise the company relative to their financial and marketing needs.

***Financial Consulting:***

Among the professionals on the Chapman, Spira & Carson, LLC team we have brought together a group of talented lawyers, accountants and economists, with each of these members possessing expertise in a specific area of global economics and law. Moreover, these elite professionals were handpicked for their knowledge regarding local customs and quirks and nuances of the laws of various countries. Their unmatched skills combined with the personal integrity of our members ultimately contribute to help our clients' succeed. Over the years, members of the firm's senior management have served on distinguished Wall Street committees. They have held prominent positions with the New York Stock Exchange, the American Stock Exchange, the Boston Stock Exchange and the National Association of Securities Dealers in the areas of new financial product development, securities regulation and arbitration.

The professionals at Chapman, Spira & Carson, LLC have a long history of entering in relationships with the managing partners at many of Wall Street's most venerable firms. Members of our firm have represented various Congressional committees on sophisticated elements of the securities industry. We have trained prosecution attorneys on white collar crime in the United States Attorney's Office. We have also acted on behalf of several governments in the development of their securities industry and advised them on issues related to legal implications, as well as the trading of equity and debt instruments. Certain of those that were trained under our guidance have gone on to become leaders in their particular country's investment banking and regulatory systems.

We believe that CSC has developed a flexible business model which allows us to represent both early and late stage companies with equal facility. We have consistently shown that CSC can efficiently and effectively assist our clients in the transition from private to public ownership, from having minimal or no representation in the United States capital markets to getting listed on various United States' stock exchanges, from under-funded embryonic development stage corporation into a well-capitalized enterprise. Many of our senior people grew up in the world of consulting at the Fortune 500 level and are extremely familiar with that milieu.

From bridge financings to underwritings and secondary offerings to corporate reorganizations – including reverse mergers – to mergers and acquisitions, the firm's combination of experience, competence and personalized service is geared to provide positive results in achieving our client's goals. The firm has worked with numerous corporate clients, as well as with the U.S. Department of State, the Export-Import Bank, the World Bank, the United Nations, the World Health Organization, the FDA, the State of New York, various regional and national governments and agencies along with a state and foreign development agencies. Chapman, Spira & Carson, LLC members and affiliates have raised hundreds of millions of dollars for clients, both domestic and foreign, and will continue to do so for client companies on an ongoing basis.