

# Ellenoff Grossman & Schole LLP

## 2010 Representative PIPE Transactions

Areas of Practice Include:

CORPORATE AND  
SECURITIES

PUBLIC OFFERING

PRIVATE EQUITY/  
VENTURE CAPITAL

MERGERS AND  
ACQUISITIONS

PRIVATE  
INVESTMENT FUNDS

REAL ESTATE  
DEVELOPMENT &  
FINANCE

COMMERCIAL LEASING

BROKER-DEALER  
REGULATION

INTERNATIONAL AND  
DOMESTIC TAX

### Compass Acquisition Corp.

**\$9,600,000**

Private investment in public equity (PIPE)  
consisting of Common Stock and Warrants

October 6, 2010

EG&S acted as counsel to Compass Acquisition

### Zoom Technologies, Inc. (NASDAQ:ZOOM)

**\$7,926,240**

Private investment in public equity (PIPE)  
consisting of Common Stock and Warrants

November 16, 2010

EG&S acted as counsel to Zoom

### NMT Medical, Inc. (NASDAQ:NMTI)

**\$5,800,000**

Private investment in public equity (PIPE)  
consisting of Common Stock and Warrants  
with Institutional Investors

February 17, 2010

EG&S acted as counsel to the Investors

### Elephant Talk (OTCBB:ETAK)

**\$2,885,000**

Acting through  
**Sandgrain Securities and  
QMG (Europe)**

Private investment in public equity (PIPE) consisting  
of Common Stock and Warrants

May 2010

EG&S acted as counsel to Elephant Talk