



Gerber Growth, LLC is a legal services firm that helps companies grow.

Gerber Growth works with entrepreneurial and growing companies, as part of their management teams, to develop and implement systems that enable and support growth, build and protect assets, and reduce or manage risk.

The firm serves in a number of roles:

- General counsel on a dedicated part-time or variable basis
- Project attorney to support in-house legal departments
- Business lawyer for corporate, commercial, and transactional needs

In those roles, Gerber Growth provides a range of management and legal services. Gerber Growth's principal, John M. Gerber, brings to the firm's clients his experience as a member of the executive management teams of several business ventures, and as general counsel to those ventures, as well as his experience as a large law firm business attorney.

Gerber Growth's approach changes a client's relationship to its legal and administrative functions. Gerber Growth's job is to accept both strategic and day-to-day responsibility for these functions within an organization by integrating them into planning and operations. Outside law firms and traditional management consulting firms, by contrast, advise on particular, and perhaps unavoidable, legal and business needs when they arise (and their expertise is needed in these circumstances).

Gerber Growth acts as another trusted member of the team, in ways that meet the needs and budget constraints of startup, emerging stage and mid-market companies. By focusing on long-term relationships with an intentionally limited base of clients, developing a deep and active knowledge and understanding of each client's business, and aligning the firm's interests with their interests, Gerber Growth delivers the attention, accessibility, customer service, efficiency, solutions-orientation, and clarity that companies expect from themselves but are not accustomed to receiving from their attorneys and consultants.

Clients benefit from Gerber Growth's approach in a number of ways:

- Cost predictability through retainer and project/contract-based fee models
- Cost reduction (lower overhead) by comparison to law firms and

permanent hires

- Risk control by implementation of consistent internal and third-party processes and documentation
- Expertise and perspective by having an experienced business lawyer and operator as an additional team member
- Opportunity expansion by allowing entrepreneurs and executives to focus on what they are good at – building their businesses



General counsel

Gerber Growth works in this role with companies that will benefit from systemization and pro-active legal support but do not have the need or desire for a full-time in-house attorney or additional member of management.

- Provided by Gerber Growth's principal, John M. Gerber
- Dedicated part-time or variable basis
- General Counsel title for negotiations, correspondence, etc.
- Physical presence at client site and, as company GC, to attend meetings
- Retainer and project-based pricing

Project attorney

Gerber Growth supports and extends company legal staff by adding legal resources for special projects and recurring legal needs (such as licensing, contract management, and employment matters).

- Provided by Gerber Growth's principal, John M. Gerber, or qualified associate attorneys
- Dedicated part-time or variable basis
- Physical presence at client site
- Project, unit/contract, and hourly fee-based pricing

Business lawyer

Gerber Growth serves as legal counsel for corporate, commercial, and transactional matters.

- Provided by Gerber Growth's principal, John M. Gerber
- As-needed basis
- Project pricing available in certain circumstances, otherwise competitive hourly fee pricing (large law firm quality at lower cost with in-house/business orientation)

Leadership and management

- Promotion of firm culture/tone at the top
- Voice of reason and ethics
- Thought leadership on key decisions/executive sounding board
- Investor, shareholder, and Board relations
- Customer service, including interface with customers and their representatives
- Employee/staff management
- Sales support (and documentation), including in-person negotiations
- Vendor negotiations and AP dispute resolution
- “Go-to” person for advice, answers, and information for employees and third parties

Strategy and planning

- Legal audit and remediation plan development
- Business planning and monitoring against plan
- Risk assessment and avoidance strategy (in light of business goals)
- Transaction analysis and due diligence
- Pre-IPO, equity investment, and exit event preparation
- Pro-active issue spotting and opportunity spotting

Systems and processes

- Implementation of solutions developed through leadership and strategic participation
- Knowledge responsibility for contract and documentation content
- Management and monitoring of contractual infrastructure
- Organization of corporate, shareholders, and corporate governance requirements
- Setting up and administration of equity participation by employees and investors
- Intellectual property management (registration monitoring and contractual protection)
- General counsel functions, such as contract review and acceptance and contract dispute resolution
- Insurance (property, E&O, D&O) procurement and monitoring
- Customer intake/approval, including proposal and pricing practices, and service delivery (interface with customers for troubleshooting up front and continuing issues)



- Employee intake, review and termination/release, and employee benefits administration
- Internal process manuals (contract deliverable and response standards)
- Outside counsel management (cost reduction and timeliness)

Contract infrastructure

- Review of existing forms and relationships (customers, strategic partners, suppliers, material agreements, etc.)
- Development of basic contracts suite, including:
 - Nondisclosure agreement
 - Customer facing contract, including liability limitations
 - Service and support requirements/SLA
 - Resale and referral agreements (joint venture/affiliation deals)
 - Contractor agreement
 - Vendor agreements and purchase orders
 - Employment letters, noncompetition and confidentiality agreements, severance/releases
 - Human resources forms (application, interview, intake/exit/termination, annual review, handbook/internal rules/conduct, benefits description and training)

Legal matters

- Choice of business entity
- Shareholder/investor terms and rights
- Capital raising documentation, including business description/plan
- Lending and other financing arrangements
- Strategic partner, joint venture and other business participant relationships
- Franchising
- Employee compensation, options/stock and other offer terms, including noncompetition
- Mergers and acquisitions (buying and selling companies, stock, assets, equipment, etc.)
- Commercial transactions (purchase and sale of goods and services)
- Leasing (real estate, equipment, staffing)
- Due diligence
- Other business transactions, such as licensing

Products

- Corporate recordkeeping (quarterly and annual meetings and Board/shareholder reporting)
- Document management tool (repository for forms, policies, whistleblower suggestion box, contract system and tracking)
- Document retention program



John M. Gerber is the Founder and Principal of Gerber Growth. He brings to bear his extensive professional expertise as an executive manager, corporate attorney and business builder on a job that links with his other key passion - enhancing the economic development of the Greater Philadelphia region through support of entrepreneurs and growing businesses.

John has served in key management roles with early stage and growth-oriented companies. He has been part of the founding management team for a \$100 Million private equity fund. John also served as Project Director for the City of Philadelphia's Commerce Department on an economic development planning exercise initiated by Mayor Street, a unique leadership opportunity that enabled him to take his personal experience with entrepreneurship and business growth and apply it to a critical regional dialogue.

More specifically, John's professional background includes the following:

Resources Global Professionals – Director of a new business line (legal services) in the Philadelphia and Princeton markets for a NASDAQ listed consulting firm. In John's first year, he assisted in shaping the service set to be delivered to clients, recruited dozens of senior level attorneys to join the firm, and grew revenues by selling primarily to legal departments of Fortune 1000 companies.

MeridianTelesis – COO/EVP and General Counsel of a co-location company located at the Science Center's Port of Technology in Philadelphia. John served as member of executive management from the company's development stage through emergence as a profitable single facility, through a national expansion and contraction, and a successful sale to a national provider, with highest-level involvement in all business and legal aspects of company operations, transactions, planning, and affairs. When the company was in start-up and growth modes, John had responsibility for establishing and implementing the company's corporate, administrative and human resources systems and policies, and for managing a series of private placement offerings and investor relations. John also created and implemented company operational policies and administrative processes, including accompanying form documentation, checklists and contracts. As General Counsel, he structured, drafted and reviewed legal documentation for, and shared in the negotiation and integration of, all company transactions, contracts and proposals, such as acquisitions (ranging from under \$1 million to over \$55 million), facility management arrangements, real estate

development and service partnerships, affiliation transactions and financing opportunities.

The Fossicker Fund – Principal of a \$100 Million investment fund, focused on, among other things, control/buyout investments in distressed companies (and post-closing management) in the business services, technology, and communications/Internet spaces. As a principal, John participated in the organization and development of the Fund and analyzed the marketplace for private equity investments in distressed companies, developed the investment criteria for the Fund and structured and negotiated the financial and governance relationships between management and the Fund's financial partner and among Fund principals. He also sourced, reviewed and performed due diligence on Fund investment opportunities and structured and negotiated transaction terms for investment opportunities and prepared documentation for proposal to the Fund and presentation to target companies.

Premier Concepts, Inc. – Member of Board of Directors, including Chair of the Board and member of the Audit Committee, of a publicly-held retailer of high-end reproduction jewelry through a national chain of 36 stores under the name "Impostors". As Chair of the Board of Directors, John guided a merger transaction with a dot-com start-up in order to create synergies between the on-line and bricks and mortar marketplaces and to facilitate raising capital by repositioning the company in the equity market.

Blank Rome Comisky and McCauley; Cohen Shapiro Polisher Shiekman and Cohen – Corporate attorney at Philadelphia-based law firms. In his 9 years as a private attorney (including a short stint as a sole practitioner), John structured, drafted and negotiated documentation for a broad range of transactions, such as acquisitions and mergers, loans and commercial financings, and equity investments. He also counseled clients in developing, structuring and completing various business deals, such as shareholder and partnership arrangements, employment agreements, incentive compensation and non-competition plans, and advised clients generally in all aspects of their businesses, such as entity organization, capitalization, equity raises, corporate finance, legal compliance, employment matters and corporate governance. John also evaluated and structured his clients' strategic relationships, such as mergers, acquisitions, partnerships and joint ventures, and structured transactions, relationships and operations among clients and third parties, such as financing arrangements, debt and equity



investments, management and consulting agreements and services and distribution agreements.

City of Philadelphia, Department of Commerce - Consultant/Project Director, Philadelphia's Economic Development Summit and Blueprint. In this role, John developed and managed with the Director of Commerce the strategic planning process for Philadelphia's economic development, including acting as Commerce Department liaison to a broad network of community and business leaders, interacting with senior government officials, gathering and analyzing information, organizing a several hundred person conference (the Economic Development Summit) and producing a strategic plan draft (the foundation for the Economic Development Blueprint).

Community Involvement

The Enterprise Center, Philadelphia, PA, Member of Board of Directors, since 2006

Greene Towne School, Philadelphia, PA, Member of Board of Directors, 2003-2005

Philadelphia Area Accelerated Manufacturing Education, Inc. (PhAME), Philadelphia, PA, Member of Work Group and Curriculum Development Team, 1997-1998

Ogontz Avenue Revitalization Corporation, Philadelphia, PA, Member of Board of Directors, 1994-1997

Education

University of Wisconsin School of Law, Madison, WI, Juris Doctor, Cum Laude, 1990

University of Michigan, Ann Arbor, MI, Bachelor of Arts, History, 1987

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