

Fisher Broyles

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Practice Areas: Executive Compensation & Benefits; General Corporate; Mergers & Acquisitions; Private Client Services; Tax; Trust & Estates; Technology Transactions and Data Privacy

Bar Admissions: Maryland; Virginia; District of Columbia

Education: Marshall-Wythe School of Law, College of William & Mary, J.D, 1985; McIntire School of Commerce, University of Virginia, B.S. Commerce (Accounting), 1980

Experience: Mintz Levin; Powell, Goldstein, Frazer & Murphy; O'Connor & Hannan; Venable, Baetjer & Howard; Price Waterhouse (Washington National Tax Service); Coopers & Lybrand; Arthur Andersen & Co.

Wayne M. Zell is an active speaker and award-winning author. He has advised clients over 40 years on business succession, business exits, and estate planning. Wayne, a CExp (Certified Exit Planner) is an expert in complex estate planning, business planning, taxation, and business exit strategies.

His Amazon best-seller and award-winning book, *Your Multimillion-Dollar Exit*, contains a unique process to help entrepreneurs successfully architect the best exit from their businesses. The book captured the 2024 PenCraft Book Award and the 2024 American Legacy Book Award and has caught the attention of Entrepreneur Magazine as one of four Books for Entrepreneurs Looking to Break the Mold.

In business planning and exit planning matters, Wayne represents the owners of closely held businesses and nonprofits on general business formation and operations, tax and exit planning, mergers and acquisitions, executive compensation, and other CEO/founder issues. He has assisted and negotiated over 170 transactions of all sizes throughout his career. He has served on the boards of several privately held companies, and advises clients directly from infancy through to final sale. His passion for exit planning inspired him to write *Your Multimillion-Dollar Exit*, an easy-to-follow planner designed to help entrepreneurs build a strong foundation for exiting their businesses on their terms.

As an asset protection and estate planning attorney, Wayne regularly advises his clients in structuring and preparing intricate revocable and irrevocable trusts, family limited partnerships, limited liability companies, life insurance vehicles, charitable giving arrangements (including charitable lead trusts and charitable remainder trusts), private foundations, public foundations, grant-making programs, and other estate planning matters.

Wayne hosts the Blueprint for Wealth videocast/podcast series, interviewing entrepreneurs about their secrets to success. He is featured on YouTube, Spotify, and ApplePodcast. His video and podcast guests include entrepreneurs from various industries.

With over 40 years of experience counseling, speaking, educating, advocating, writing, and advising clients on estate planning, business planning, and exit planning, he has become the architect behind hundreds of multimillion-dollar transactions.

Representative Transactions

- Sale of veterinary practice and real estate in 2025
- Sale of home improvement company to private equity rollup in 2024
- Merger of two real estate brokerage companies 2023
- Sale of landscaping company 2023
- Purchase of construction company 2023
- Represented owner in buy-out of partner in ticket broker business in December 2022
- Represented seller in sale of yogurt franchises in November 2022
- Reorganized celebrity chef's businesses and intellectual property under holding company structure in August 2022
- Established U.S. subsidiary of Canadian software company in August 2022
- Consolidated separate companies into a government contracting entity in July 2022
- Negotiated and closed multimillion-dollar sale of roofing contractor to private equity backed roll-up in May 2022
- Assisted in sale and purchase of immigration law practice in April 2022
- Completed closing of purchase of 60% interest in local tea/coffee shop in May 2022
- Negotiated and closed multimillion-dollar purchase of local construction company in March 2022
- Reorganized local home health care business under holding company structure in February 2022

- Negotiating and closing a multimillion-dollar sale of a registered investment advisor in sale to family office in December 2021
- Representing government contractor in a sale to private equity buyer for over \$50 million in August 2021
- Representing government contractor in a sale to multibillion-dollar strategic buyer in June 2021
- Negotiating and closing a multimillion-dollar sale of a forensic accounting firm to private equity buyer in May 2021
- Negotiating and closing a purchase of construction company in February 2021
- Restructuring and sale of minority interest in public relations firm to management team in June 2020
- Tax restructuring of an S corporation in an F reorganization in an acquisition closed in March 2020
- Negotiating and closing a \$53 million dollar sale of a managed services provider to private equity firm in December 2019
- Sold majority interest in forensic accounting firm to ESOP and minority interest to management team in June 2019
- Representing government contractor in a sale to a strategic partner in April 2018
- Representing government contractor in a sale to a private equity fund for \$29 million in March 2017
- Representing a large, local retail chain in a potential sale to private equity investors in 2016
- Representing a water remediation company in a sale to a private equity fund in July 2016
- Representing a registered investment advisory practice in a spin-off from a larger firm in November 2015
- Negotiating and closing a multi-million-dollar sale of a registered investment advisor in July 2015
- Negotiating and closing the sale of a landscaping company to a foreign investor in April 2015
- Negotiating and acquiring a significant minority stake in a franchisor in March 2015
- Closing the multi-million-dollar sale of the assets of an equipment rental company in January 2015
- Representing a minority investor in the acquisition of a majority investor in a staffing firm in January 2015
- Negotiating and closing the sale of a majority owner's interest to a company in December 2014
- Negotiating the multi-million-dollar sale of a taxicab company in July 2014
- Negotiating and closing the sale of a network administration company in June 2014

- Representing the majority investor in the sale of his interest in a government contracting technology firm to a minority investor in March 2014
- Representing the founders in acquiring the majority stake in a government contractor in September 2013
- Representing a technology company in a sale of assets to a third party in June 2013
- Representing a government contractor in a buy-out of a minority shareholder in April 2013
- Representing a minority owner in a buy-out of interest in a public relations firm in September 2012
- Representing a 50% owner in a division and liquidation of a government contractor in May 2012
- Representing the founders of a valuation firm in a sale to employees in March 2012
- Closing the stock sale of a multi-million-dollar privately held contractor in December 2009
- Representing the founding shareholders in complex private equity transactions, including the sale of a portion of a business and investment in a new business in July 2009
- Refinancing \$8 million of senior debt for a local restaurant chain
- Negotiating and closing five separate redemption transactions for three privately held companies
- Structuring and closing a complex asset purchase of four high-end area salons in December 2008
- Closing a multi-million-dollar asset sale of a privately held government contractor in July 2008
- Sold a \$9+ million technology company to a Fortune 500 manufacturer in June 2008
- Closing a \$25 million sale of an online recruitment and enrollment management solutions company in September 2007
- Refinancing \$5 million of senior debt for an online flower and gift business in August 2007
- Closing a \$10 million private equity transaction for a technology firm in December 2006 and January 2007
- Facilitating a tax-free merger of privately held insurance agencies in January 2007.
- Restructuring the debt and mezzanine financing for a \$3 million company in May 2006
- Facilitating the sale of a government contracting client to a Fortune 500 company for \$9.5 million cash in 2006
- Purchasing a privately held printing business in 2006
- Facilitating the reorganization of an accounting and consulting firm in January 2006
- Selling an information technology government contractor to a privately held company for \$17 million cash in December 2005
- Facilitating a senior debt and mezzanine financing transaction with warrants for \$8 million involving an online flower and gift business

- Closing the purchase of a network administration company by a privately-held company for cash and fixed and contingent notes in February 2005
- Closing the purchase of assets of an online florist by a privately-held company for cash in January 2005
- Closing the sale of a software developer to an Inc. 1000 company for \$3 million-plus earn-out in 2004
- Closing the sale of a government contracting client to a Fortune 100 Company for \$35 million cash in 2003
- Closing the sale of a government contracting client to a Fortune 100 Company for \$52 million cash in 2002

Presentations & Teaching Experience

- Adjunct Professor, Estate Planning, George Mason University Costello School of Business, 2022-present
- Registered VISTAGE Speaker – 14 Continuity in Crisis Workshops from Your Multimillion-Dollar Exit, 2023-present
- Registered VISTAGE Speaker – 3 presentations on 7-Step Business Exit Planning Process, 2024-2025
- Business Enterprise Institute National Conference, Continuity in Crisis: Planning for the Unexpected, Denver, CO, August 2024
- Business Enterprise Institute, Legal Mechanics of a Third-Party Sale, April 2025
- Business Enterprise Institute National Conference, Continuity in Crisis: A Deeper Dive, Denver, CO, September 2025
- National Association of Professional Financial Advisors, Mastering the Art of Estate Planning, Nashville, TN, November 2024
- National Association of Professional Financial Advisors, You Can't Beat a BDIT, Phoenix, AZ, May 2025
- National Association of Professional Financial Advisors, DAPTs and SPATs, Washington, D.C., September 2025
- National Association of Professional Financial Advisors, Continuity in Crisis: Planning for the Unexpected, Minneapolis, MN, May 2026
- WealthCounsel, Advanced Estate Planning Techniques, Virtual live presentation, January 2026
- Mason Enterprise Center, George Mason University, "7-Step Process to Business Exit Success", March 2025

- Numerous presentations and briefings on tax, estate planning, and business planning topics

Publications

- “Your Multimillion-Dollar Exit: The Entrepreneur’s Business Success(ion) Planner”, a Blueprint for Wealth Guide, Houndstooth Press, 2023; Best Book Award, Pencraft Press (2024); Amazon #1 Best Seller (2023), Recognized by Entrepreneur Magazine as one of “4 Books for Entrepreneurs Looking to Break the Mold” (2024); Recognized by Forbes Magazine as one of “9 Books for Business Owners Planning to Sell” (2024); Literary Titan Book Award (2024); American Legacy Book Award (Finalist)(2024); Pinnacle Book Achievement Award (2024); President’s Book Award Winner (2025).
- “Estate Planning Strategies”, authored chapter 56 on “Sales to IDGT’s”, WealthCounsel, 2nd edition (2022)

Awards and Recognitions

- AV Rating, Highest rating granted by Martindale-Hubbell
- Albert Nelson Marquis Lifetime Achievement Award, Marquis Who's Who (2020)
- Best Lawyers in America, Taxation 2013-2026; Trusts and Estates 2020-2026
- Best Lawyers in Washington D.C. 2026 *Washington Business Journal*
- Virginia Legal Elite, Taxation 2010-2025; Trusts and Estates 2013-2025