

eXegenics Inc  
Form PRE 14A  
September 27, 2006

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**SCHEDULE 14A**  
**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**eXegenics, Inc.**

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies: \_\_\_\_\_
  - 2) Aggregate number of securities to which transaction applies: \_\_\_\_\_

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule O-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- 5) Total fee paid: \_\_\_\_\_

Fee paid previously with preliminary materials

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by Registration Statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid: \_\_\_\_\_
- 2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- 3) Filing Party: \_\_\_\_\_

4) Date Filed: \_\_\_\_\_

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**eXegenics Inc.**

1250 Pittsford-Victor Road  
Building 200, Suite 280  
Pittsford, New York 14534  
(585) 218-4368

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

To the Stockholders of eXegenics Inc.:

The board of directors has determined that a special meeting of stockholders of eXegenics Inc. will be held on [\_\_\_\_], [\_\_\_\_], 2006 at the corporate offices of eXegenics, 1250 Pittsford-Victor Road, Building 200, Suite 280, Pittsford, New York 14534 at 9:00 a.m., local time, for the following purposes:

1. To approve the sale of 19,440,491 shares of eXegenic's common stock pursuant to the stock purchase agreement, dated August 14, 2006, by and among eXegenics and the investors identified therein, as described in the attached Proxy Statement;
2. To approve an amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock from 30,000,000 shares to 75,000,000 shares, as described in the attached Proxy Statement;
3. To approve the issuance of 50,000 shares of eXegenics common stock to each of John A. Paganelli, our interim chief executive officer, secretary and chairman of the eXegenics board of directors, and Robert Baron, an eXegenics director; and
4. To transact other business that may properly come before the special meeting, or any adjournments thereof.

The board of directors of eXegenics has fixed the close of business on \_\_\_\_\_, 2006 as the record date for the determination of the stockholders entitled to notice of and to vote at the special meeting or any adjournments thereof.

**Your vote is important. You are urged to attend the special meeting in person, but if you are unable to do so, the board of directors would appreciate the prompt return of the enclosed proxy card, dated and signed. If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote "for" the stock sale, the amendment to the certificate of incorporation of eXegenics and the issuance of 50,000 shares each to Messrs. Paganelli and Baron. If you fail to return your proxy card, the effect will be a vote "against" the amendment to the certificate of incorporation of eXegenics and your shares will not be counted for purposes of determining whether a quorum is present at the special meeting. If you do attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person.**

By Order of the Board of Directors  
September [ ], 2006  
John A. Paganelli, *Interim Chief Executive Officer,*  
*Secretary and Chairman of the Board*

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## PROXY STATEMENT

**eXegenics Inc.**  
1250 Pittsford-Victor Road  
Building 200, Suite 280  
Pittsford, New York 14534  
(585) 218-4368

### INFORMATION ABOUT THE SPECIAL MEETING AND VOTING

The board of directors of eXegenics is using this Proxy Statement to solicit proxies from the holders of eXegenics common stock and Series A preferred stock for use at the eXegenics special meeting, and at any adjourned meeting for the purposes set forth in the "Notice of Special Meeting of Stockholders" and this Proxy Statement. We are first mailing this Proxy Statement and accompanying form of proxy to eXegenics stockholders on or about September \_\_\_, 2006.

#### Matters Relating to the Special Meeting

##### **eXegenics Special Meeting**

- Date, Time and Place:** \_\_\_\_\_, 2006, 9:00 a.m., local time, at the corporate offices of eXegenics Inc., 1250 Pittsford-Victor Road, Building 200, Suite 280, Pittsford, New York 14534.
- Purpose of the Special Meeting is to Vote on the Following Items:**
1. the sale of 19,440,491 shares of eXegenics common stock pursuant to the stock purchase agreement, dated August 14, 2006, by and among eXegenics and the investors identified therein, as described under "Summary" on page \_\_\_; "The Stock Sale" on page \_\_\_ and "Special Meeting Proposals-Item 1-Stock Sale" on page \_\_\_;
  2. the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock from 30,000,000 shares to 75,000,000 shares, as described under "Special Meeting Proposals—Item 2—Amendment to the Certificate of Incorporation of eXegenics" beginning on page \_\_\_;
  3. the grant of 50,000 shares of eXegenics common stock to each of John A. Paganelli, interim chief executive officer, secretary and chairman of the board of directors, and Robert Baron, an eXegenics director, as described under "Special Meeting Proposals-Item 3-Grant of Shares of Common Stock to Insiders" beginning on page \_\_\_; and
  4. such other matters as may properly come before the special meeting, including the approval of any adjournment of the special meeting.

**Record Date:**

The record date for shares entitled to vote at the special meeting is \_\_\_\_\_, 2006.

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**Shares Entitled to Vote:**

Shares entitled to vote are eXegenics common stock and Series A preferred stock held at the close of business on the record date, \_\_\_\_\_, 2006.

**Outstanding Shares Held on Record Date:**

As of \_\_\_\_\_, 2006 (the record date), there were \_\_\_\_\_ shares of eXegenics common stock and \_\_\_\_\_ shares of eXegenics Series A preferred stock outstanding.

**Quorum Requirement:**

A quorum of stockholders is necessary to hold a valid special meeting.

The presence in person or by proxy of shares representing a majority in interest of all eXegenics capital stock issued and outstanding and entitled to vote - eXegenics commons stock and Series A preferred stock -- at the special meeting is a quorum. Abstentions and broker non-votes count as present for purposes of establishing a quorum.

A broker non-vote occurs on an item when a broker is not permitted to vote on that item without instruction from the beneficial owner of the shares and no instruction is given. Brokers may not vote on the proposal to approve the grant of shares of eXegenics common stock to John A. Paganelli and Robert Baron in the absence of instructions from the beneficial owners of the shares of eXegenics common stock and/or Series A preferred stock with respect to this proposal.

**Outstanding shares of eXegenics capital stock entitled to vote and beneficially owned by eXegenics directors as of \_\_\_\_\_, 2006 (the record date):**

\_\_\_\_\_ shares of eXegenics common stock and \_\_\_\_\_ shares of eXegenics Series A preferred stock outstanding and entitled to vote at the special meeting were beneficially owned by the directors of eXegenics as of the record date. These shares represent in total approximately \_\_\_\_% of the voting power of eXegenics capital stock outstanding and entitled to vote at the special meeting. The holders of these shares have entered into voting agreements in which they have agreed to vote their shares in favor of the stock sale and the amendment to the certificate of incorporation.

Each share of eXegenics common stock that you own entitles you to one vote on each proposal.

Each share of eXegenics Series A preferred stock that you own entitles you to one vote on each proposal.

Shares held by eXegenics in its treasury are not voted.

**Vote Necessary to Approve the Proposals  
Item**

**Vote Necessary**

**I. Stock Sale**

Approval of the sale of shares of eXegenics common stock pursuant to the stock purchase agreement, as described in "The Stock Sale - The Stock Purchase Agreement" and "Special Meeting Proposal-Item 1-Stock Sale", requires an affirmative vote of the majority of shares present in person or by proxy at the special meeting and entitled to vote. Abstentions will be counted towards the vote total, and will have the same effect as "Against" votes.

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- II. Amendment to the certificate of incorporation to increase the authorized shares of common stock**      The amendment to the certificate of incorporation of eXegenics as described in "Special Meeting Proposals—Item 2—Amendment to the Certificate of Incorporation of eXegenics" requires the affirmative vote of a majority of the outstanding shares of eXegenics common stock and Series A preferred stock entitled to vote, voting as a single class, and the affirmative vote of a majority of the outstanding shares of eXegenics common stock entitled to vote, voting as a separate class. Abstentions will have the effect of a vote "Against" approval of the amendment to the certificate of incorporation of eXegenics.
- III. Grant of 50,000 shares of eXegenics common stock to John A. Paganelli, eXegenics interim chief executive officer, secretary and chairman of the board of directors, and Robert Baron, an eXegenics director**      Approval of the stock grants described in "Special Meeting Proposals-Item 3-Grant of Shares of Common Stock to Insiders" requires an affirmative vote of a majority of the shares present in person or by proxy at the special meeting and entitled to vote. Abstentions will be counted towards the vote total, and will have the same effect as "Against" votes. Broker non-votes have no effect and will not be counted towards the vote total.

**Voting**

**Voting.** You may vote in person at the special meeting or by proxy. We recommend you vote by proxy even if you plan to attend the special meeting. You can always change your vote at the special meeting.

If your shares are held in "street name" by a broker, bank or other nominee, you will receive instructions from the holder of record that you must follow in order for your shares to be voted.

If you properly give your proxy and submit your proxy card in time to vote, one of the individuals named as your proxy will vote your shares as you have directed. You may vote "**for**" or "**against**", or "**abstain**" from voting with respect to each of the proposals. If you mark your proxy "**abstain**" with respect to any proposal, you will be in effect voting against the proposal. In addition, if you fail to send in your proxy and do not vote in person at the special meeting, this, too, will have the same negative effect with respect to the proposal to amend the certificate of incorporation of eXegenics. If your shares are held in "street name" by a broker, bank or other nominee, the broker cannot vote your shares on the proposal to grant shares of stock to Messrs. Paganelli and Baron without your instructions. This is a "broker non-vote."

***How to Vote by Proxy***

Complete, sign, date and return your proxy card in the enclosed envelope.

If you submit your proxy but do not make specific choices, your proxy will follow the board of directors' recommendations and vote your shares:

- "**FOR**" the sale of shares of eXegenics' common stock in the stock sale;
- "**FOR**" the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock;



- **“FOR”** the grant of 50,000 shares of eXegenics common stock to each of John Paganelli and Robert Baron; and
  - In its discretion as to any other business that may properly come before the special meeting.

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**Revoking Your Proxy.** You may change your vote at any time before your proxy is exercised, that is before your shares are voted, by:

- executing and delivering a timely and valid later-dated proxy to the secretary of eXegenics;
- giving written notice to eXegenics secretary that you have revoked your proxy, or
- voting in person at the special meeting.

**Voting in person.** If you plan to attend the special meeting and wish to vote in person, we will give you a ballot at the special meeting. However, if your shares are held in the name of your broker, bank or other nominee, you must bring an account statement or letter from the nominee indicating that you are the beneficial owner of the shares on \_\_\_\_\_, 2006, the record date for shares entitled to vote at the special meeting.

**Proxy solicitation.** The accompanying proxy is solicited by the board of directors of eXegenics. The cost of preparing, assembling, printing and mailing the notice of special meeting of stockholders, this Proxy Statement, the enclosed form of proxy and any additional materials, as well as the cost of soliciting the proxies will be borne by us, including reimbursement paid to brokers and other nominees for their reasonable expenses in delivering the proxy materials to you and getting your voting instructions.

In addition to this mailing, eXegenics employees may solicit proxies personally, electronically or by telephone. We will not pay additional compensation to our employees for their solicitation efforts, but we will reimburse them for any out-of-pocket expenses they may incur in their solicitation efforts. eXegenics may also retain firms or individuals to assist it in the solicitation of proxies and estimates that it may incur expenses of up to \$\_\_\_\_\_ in connection with such engagements.

The extent to which these proxy soliciting efforts will be necessary depends entirely upon how promptly proxies are submitted. You should send in your proxy without delay.

**Other Business; Adjournments**

We are not currently aware of any other business to be acted upon at the special meeting. Under the laws of Delaware, where eXegenics is incorporated, no business other than procedural matters may be raised at the special meeting unless proper notice to the stockholders has been given. If, however, other matters are properly brought before the special meeting, or any adjourned meeting, your proxies will have discretion to vote or act on those matters according to their best judgment, including to adjourn the special meeting.

Adjournments may be made for the purpose of, among other things, soliciting additional proxies. Any adjournment may be made from time to time by approval of the holders of shares representing a majority of the votes present in person or by proxy at the special meeting, whether or not a quorum exists, without further notice other than by an announcement made at the special meeting, unless the adjourned meeting is to another time more than 30 days from the special meeting, or if after the adjournment a new record date is fixed for the adjourned meeting. At the adjourned meeting eXegenics may transact the business which was to be transacted at the special meeting. eXegenics does not currently intend to seek an adjournment of the special meeting.

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**Back to Table of Contents****SUMMARY**

*This summary highlights selected information from this Proxy Statement. It may not contain all of the information that is important to you. We urge you to read carefully this Proxy Statement and the documents attached to this Proxy Statement for a complete understanding of the matters to be considered by the stockholders at the special meeting. Each item in this summary includes a page reference directing you to a more complete description of that item in this Proxy Statement.*

**Purchasers of eXegenics common stock (see page \_\_\_\_)**

On the closing date of the stock sale, an aggregate of 19,440,491 shares of eXegenics common stock will be sold to the following purchasers (collectively, the “Investors”):

Purchaser	Number / percentage of shares to be sold (approximately)
Frost Gamma Investments Trust, a Florida trust	15,490,546/80.0%
New Valley, LLC, a Delaware limited liability company	2,257,110/11.6%
RFJM LLC, a limited liability company	225,711/1.16%
MZ Trading LLC, a limited liability company	112,856/0.6%
Harter Financial Inc., a New York corporation	112,856/0.6%
Encore Atlantic Fund, LLC., a limited liability company	451,422/2.3%
Joseph E. and Diane DeLuca	282,139/1.5%
Robert Sudack	112,856/0.6%
Roni Rosenstock	112,856/0.6%
Franklin N. and Marie Y. Wolf	282,139/1.5%

None of the Investors is currently an affiliate of eXegenics. The 19,440,491 shares of eXegenics common stock issued to the Investors will equal 51% of the outstanding capital stock of eXegenics on the closing date of the stock sale, on a fully-diluted basis.

**Reasons for the stock sale (see page \_\_\_\_)**

eXegenics is proposing the stock sale because, among other things, it believes the funds invested in eXegenics will provide eXegenics with working capital that can be used to create future operational and business opportunities.



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**Factors considered by, and recommendation of, the eXegenics board of directors (see page \_\_\_)**

The eXegenics board of directors approved the stock sale based on a number of factors, including, among other factors, the following:

- Anticipated greater access to future business opportunities;

• Management and investment experience of Phillip Frost, M.D., the sole trustee of Frost Gamma Investment Trusts, an Investor who will purchase 15,490,546, or approximately 80%, of the shares of eXegenics common stock being sold;

• the likelihood that eXegenics will, as a result of its receipt of the proceeds from the sale, have better opportunities for future growth; and

• the ability of eXegenics stockholders to continue to participate in potential business opportunities identified by eXegenics.

**Recommendation of the eXegenics board of directors (see page \_\_\_\_\_):**

The eXegenics board of directors believes that the terms of the stock sale are fair to the eXegenics stockholders and in their best interests and recommends that eXegenics stockholders vote **FOR** the sale of shares of eXegenics common stock pursuant to the stock purchase agreement, **FOR** the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock and **FOR** the issuance of 50,000 shares of eXegenics common stock to each of Messrs. Paganelli and Baron pursuant to the stock grants.

**The Stock Purchase Agreement (see page \_\_\_\_\_)**

The stock purchase agreement is attached as Annex A to this Proxy Statement. You are encouraged to read the stock purchase agreement as it is the legal document that governs the stock sale.

**Purchase price per share of eXegenics common stock (see page \_\_\_\_\_)**

Under the terms of the stock purchase agreement, in consideration of an initial aggregate purchase price of \$8,613,000 (or approximately \$.44 per share of eXegenics common stock) eXegenics will sell and issue 19,440,491 shares of eXegenics common stock to the Investors. The aggregate purchase price to be paid by the Investors is subject to adjustment based on eXegenics's stockholders' equity at the closing date of the stock sale. The final aggregate purchase price to be paid by the Investors on the closing date of the stock sale is equal to eXegenics's stockholders' equity at that date.

**Ownership of eXegenics after the stock sale (see page \_\_\_\_\_)**

At the closing of the stock sale eXegenics will issue 19,440,491 shares of eXegenics common stock to the Investors. Immediately following the completion of the stock sale, the Investors will own 51% of the outstanding capital stock of eXegenics on a fully-diluted basis. This number assumes the conversion of all outstanding eXegenics Series A preferred stock, which are convertible on a share-for-share basis into shares of eXegenics common stock, the exercise of all outstanding options or warrants to purchase shares of eXegenics common stock and the issuance of 50,000 shares of eXegenics common stock to each of Mr. Paganelli and Mr. Baron immediately prior to the closing of the stock sale.

**Registration of the eXegenics common stock to be issued in the stock sale and to the directors (see page-\_\_\_\_\_)**

Neither the shares of eXegenics common stock to be issued in the stock sale, or the shares to be issued to Messrs. Paganelli and Baron will be registered under the Securities Act of 1933, as amended (the "Securities Act"). As a result these shares will be "restricted securities" within the meaning of the Securities Act and may not be resold in the public

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market place in the absence of a registration statement covering the shares, or an exemption from the registration requirements under the Securities Act and any applicable state securities laws.

**Vote Necessary to approve the eXegenics proposals (see page \_\_\_\_\_)**

Approval of the stock sale and the grant of shares of eXegenics common stock to Messrs. Paganelli and Baron requires the affirmative vote of a majority of the shares present in person or by proxy at the eXegenics special meeting and entitled to vote.

Approval of the amendment to the certificate of incorporation of eXegenics to increase the number of shares of common stock eXegenics is authorized to issue from 30,000,000 to 75,000,000 requires the affirmative vote of the holders of a majority of the outstanding shares of eXegenics common stock and Series A preferred stock entitled to vote, voting as a single class, and the affirmative vote of a majority of the outstanding shares of eXegenics common stock entitled to vote, voting as a separate class.

**Voting agreements (see page \_\_\_\_\_)**

***Voting agreements of directors and greater than 5% stockholders of eXegenics***

The directors of eXegenics own as a group approximately 6.85% of the shares of eXegenics common stock and approximately 6.54% of the shares of Series A preferred stock entitled to vote at the special meeting.

Each of our directors and Bruce Meyers and J. Morton Davis, each a beneficial owner of more than 5% of eXegenics capital stock entitled to vote at the special meeting have entered into voting agreements with the Investors. Under the voting agreements, each of these directors and stockholders has agreed to vote his shares of eXegenics common stock:

- in favor of the sale of shares of eXegenics common stock pursuant to the stock purchase agreement, and

in favor of the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of eXegenics common stock to 75,000,000.

***Voting agreements of Investors post stock sale***

Each of the Investors have agreed to enter into a voting agreement pursuant to which the Investors will agree to vote his, her or its shares of eXegenics common stock for the election of John Paganelli and Robert Baron as directors of eXegenics.

This post-stock sale voting agreement will continue for a period of three years from consummation of the stock sale.

**Resignation of current directors and new directors following the stock sale (see page \_\_\_\_\_)**

Upon completion of the stock sale, Robert Benou and David Lee Spencer, M.D. will resign as directors of eXegenics, the size of the board of directors will be increased by one, and three designees of Dr. Frost will be appointed to fill the vacancies created. The directors will serve until eXegenics next annual meeting of stockholders. John Paganelli, who is currently chairman and interim chief executive officer and secretary of eXegenics, and Robert Baron, who is currently a director of eXegenics, will continue as directors of eXegenics until the next annual stockholders meeting.

**Interest of certain persons in the stock sale (see page \_\_\_\_\_)**



When you consider the recommendations of the eXegenics board of directors that the eXegenics stockholders approve the stock sale, you should be aware that the members of the management and board of directors identified in "The Stock Sale -- Interests of eXegenics Executive Officers and Directors in the Stock Sale" may have interests in the stock sale

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that may be different from, or in addition to, the interests of the eXegenics stockholders. As noted above, two current directors of eXegenics will continue as directors of eXegenics upon the closing of the stock sale pursuant to the stock purchase agreement and the post-stock sale voting agreement. In addition, they are also entitled to receive shares of eXegenics common stock upon closing of the stock sale.

**Conditions to the completion of the stock sale (see page \_\_\_\_\_)**

The completion of the stock sale depends upon the satisfaction or waiver of a number of conditions, including the following:

- approval of the stock sale by the eXegenics stockholders;
- approval of the amendment to the certificate of incorporation of eXegenics to increase the number of shares of common stock eXegenics is authorized to issue from 30,000,000 to 75,000,000;
- absence of all legal prohibition on completion of the stock sale; and
- obtaining all necessary consents and approvals.

In addition, the obligation of eXegenics to complete the stock sale is subject to, among other things, the satisfaction of the following conditions:

• performance by the Investors of their obligations required to be performed by them at or prior to closing to the extent specified in the stock purchase agreement; and

• accuracy as of closing of the representations and warranties made by the Investors to the extent specified in the stock purchase agreement.

In addition, the Investors' obligation to complete the stock sale is subject to, among other things, the satisfaction of the following conditions:

• performance by eXegenics of the obligations required to be performed by it at or prior to closing to the extent specified in the stock purchase agreement; and

• accuracy as of closing of the representations and warranties made by eXegenics to the extent specified in the stock purchase agreement.

**Regulatory approvals (see page \_\_\_\_\_)**

Neither eXegenics nor the Investors is aware of any government regulatory approval required to be obtained with respect to the consummation of the stock sale, except for the filing with the Securities and Exchange Commission of this Proxy Statement and compliance with all applicable federal and state securities laws regarding the offering and sale of eXegenics common stock to the Investors and the filing of an amendment to the certificate of incorporation of eXegenics evidencing the increase in the number of authorized shares of eXegenics common stock with the Delaware Secretary of State.

**Termination of the stock purchase agreement (see page \_\_\_\_\_)**

The stock purchase agreement may be terminated by mutual written consent of eXegenics and the Investors. In addition, the stock purchase agreement may be terminated by either eXegenics or the Investors if:

- (1) subject to certain exceptions set forth in the stock purchase agreement, the stock sale has not been completed by January 31, 2007;

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(2) there is a permanent legal prohibition to closing the stock sale; or

(3) eXegenics stockholders fail to approve the stock sale and the amendment to the certificate of incorporation of eXegenics at a duly held meeting.

The stock purchase agreement may be terminated by eXegenics if:

• the Investors shall have breached their representations and warranties in the stock purchase agreement, or there has been a breach by the Investors of their covenants or agreements contained in the stock purchase agreement, which breach or failure to perform would cause failure of a condition to the closing of the stock sale and which is not cured or curable within ten days of notice to the Investors of such breach or failure to perform.

The stock purchase agreement may be terminated by the Investors if:

• eXegenics shall have breached its representations and warranties in the stock purchase agreement, or there has been a breach by eXegenics of its covenants or agreements contained in the stock purchase agreement, which breach or failure to perform would cause failure of a condition to the closing of the stock sale and which is not cured or curable within ten days of notice to eXegenics of such breach or failure to perform.

**Termination fees (see page \_\_\_\_\_)**

eXegenics must pay the Investors a termination fee of \$300,000 in cash if the stock purchase agreement is terminated due to the failure to obtain the approval of the eXegenics stockholders, and the board of directors of eXegenics shall have exercised its right under the stock purchase agreement, and in compliance with its fiduciary duties, to (i) not recommend to the stockholders of eXegenics that they give their approval of the stock sale and the amendment to the certificate of incorporation of eXegenics, or (ii) withdraw or modify in a manner materially adverse to the Investors its recommendation that the stockholders of eXegenics vote in favor of the stock sale and the amendment to the eXegenics charter.

**Opinion of eXegenics Financial Advisor (see page \_\_\_\_)**

In deciding to approve the stock sale, the eXegenics board of directors considered the opinion of its financial advisor, Empire Valuation Consultants, LLC, that, as of July 26, 2006, the consideration to be paid by the Investors to eXegenics in connection with the stock sale is fair to eXegenics and the holders of its common stock and Series A preferred stock from a financial point of view. This opinion is attached to this Proxy Statement as Annex B.

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**QUESTIONS AND ANSWERS ABOUT THE PROPOSALS TO BE CONSIDERED AT THE SPECIAL MEETING**

***Q: On what matters are eXegenics stockholders being asked to vote?***

A: eXegenics stockholders are asked to vote on the following items:

the sale of 19,440,491 shares of eXegenic's common stock to the Investors pursuant to the stock purchase agreement, described under "The Stock Purchase Agreement" beginning on page [\_\_\_\_] and "Special Meeting Proposals-Item 1-Stock Sale" beginning on page [\_\_\_\_];

the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock from 30,000,000 shares to 75,000,000 shares, as described under "Special Meeting Proposals—Item 2—Amendment to the Certificate of Incorporation of eXegenics" beginning on page [\_\_\_\_];

the grant of 50,000 shares of eXegenics common stock to each of John A. Paganelli, our interim chief executive officer, secretary and chairman of the eXegenics board of directors, and Robert Baron, an eXegenics director, as described under "Special Meeting Proposals - Item 3 - Grant of Shares of Common Stock to Insiders" beginning on page [\_\_\_\_]; and

such other matters as may properly come before the special meeting, including the approval of any adjournment of the special meeting.

***Q: What will happen in the stock sale?***

A: In the stock sale, eXegenics will sell and issue an aggregate of 19,440,491 shares of eXegenics common stock to the Investors. As required by the stock purchase agreement, immediately following the completion of the stock sale, the Investors will own 51% of eXegenics outstanding capital stock on a fully-diluted basis. This number is based upon the outstanding shares of eXegenics common stock on June 30, 2006 and assumes the conversion of all outstanding eXegenics Series A preferred stock, which are convertible on a share-for-share basis into shares of eXegenics common stock, the exercise of all outstanding options or warrants to purchase shares of eXegenics common stock and the issuance of 50,000 shares of eXegenics common stock to each of Messrs. Paganelli and Baron immediately prior to the closing of the stock sale.

***Q: As a current stockholder of eXegenics will I receive any consideration in connection with the stock sale?***

A: No. The stock sale transaction involves the sale of shares of eXegenics common stock to the Investors. The current stockholders of eXegenics are not entitled to any compensation or other consideration in connection with the stock sale. In fact, if the stock sale is consummated, the issuance of 19,440,491 additional shares of eXegenics common stock to the Investors will have a dilutive effect on the current eXegenics stockholders, because as the number of shares of eXegenics common stock issued and outstanding increases, the percentage ownership interests of the current stockholders of eXegenics decreases.

***Q: Why are shares of eXegenics common stock being issued to John Paganelli and Robert Baron?***

A: In early 2004, the board of directors of eXegenics appointed Messrs. Paganelli and Baron to serve as the members of the Business Opportunities Search Committee to identify and negotiate strategic opportunities for eXegenics. In March of 2005, and in connection with the services rendered to the Business Opportunities Search Committee, the board awarded each a stock bonus of 50,000 shares, the issuance to be contingent upon a change of control

transaction and stockholder approval of the grants. You should read the section titled "Interests of eXegenics Executive Officers and Directors in the Stock Sale " at page [\_\_\_\_] for a discussion of these interests and the interests of others in the stock sale.

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***Q: When and where is the stockholder special meeting?***

A: The special meeting will take place on [\_\_\_\_\_], 2006 at 9:00 a.m., local time, at the corporate offices of eXegenics, 1250 Pittsford-Victor Road, Building 200, Suite 280, Pittsford, New York 14534.

***Q: Does the board of directors of eXegenics recommend voting in favor of the proposals to be considered at the special meeting?***

A: Yes, after careful consideration, eXegenics's board of directors, by unanimous vote, has determined the stock sale to be fair to the eXegenics stockholders and in their best interests and declared the stock sale advisable. The eXegenics's board of directors approved the stock purchase agreement and recommends that the eXegenics stockholders approve the sale of shares of eXegenics common stock to the Investors pursuant to the stock purchase agreement. In considering the recommendation of the eXegenics board of directors with respect to the stock sale, eXegenics stockholders should be aware that certain directors and officers of eXegenics have certain interests in the stock sale that are different from, or are in addition to, the interests of eXegenics stockholders generally. We encourage you to read the section titled "Interests of eXegenics Executive Officers and Directors in the Stock Sale " at page [\_\_\_\_] for a discussion of these interests.

The eXegenics board of directors also determined, by unanimous vote, that the amendment to the certificate of incorporation of eXegenics is advisable and in the best interests of eXegenics and its stockholders. As described below under "Is the approval of the amendment to the certificate of incorporation of eXegenics required for the stock sale", the increase in authorized shares of eXegenics common stock is necessary to consummate the stock sale. Additionally, the board of directors has determined that it is in the best interests of eXegenics and its stockholders to have additional shares of common stock available for future issuance in connection with possible acquisitions, equity financing requirements and opportunities and other general corporate purposes. Except for the issuance of shares of eXegenics common stock in connection with the stock sale, issuances in connection with the conversion of shares of eXegenics Series A preferred stock, issuances in connection with the exercise or conversion of outstanding warrants or options, and the issuance of eXegenics common stock to Messrs. Paganelli and Baron pursuant to the stock grants, eXegenics has no present commitments or agreements that will require or involve the future issuance of any additional shares of common stock.

Finally, as explained above under "Why are shares of eXegenics common stock being issued to John Paganelli and Robert Baron," the board of directors, by unanimous vote, has determined the grant of shares of eXegenics common stock to Messrs. Paganelli and Baron is in the best interests of eXegenics and its stockholders and recommends that the eXegenics stockholders approve the grants.

***Q: How do I vote?***

A: You may vote by mail by completing, signing and dating your proxy card and returning it in the enclosed, postage-paid and addressed envelope. If you mark your voting instructions on the proxy card, your shares will be voted:

• as you instruct, and

• according to the best judgment of the proxy holders if a proposal comes up for a vote at the special meeting that is not on the proxy card or for the adjournment of the special meeting.

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If you return a signed card, but do not provide voting instructions, your shares will be voted:

**FOR** the sale of shares of eXegenics common stock pursuant to the stock purchase agreement, **FOR** the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock to 75,000,000, and **FOR** the issuance of 50,000 shares of eXegenics common stock to each of Mr. Paganelli and Mr. Baron; and

according to the best judgment of the proxy holders if a proposal comes up for a vote at the special meeting that is not on the proxy card or for the adjournment of the special meeting.

See the instructions on your proxy card attached to this Proxy Statement.

**Q:** *What do I do if I want to change my vote?*

A: Just send in a later-dated, signed proxy to eXegenics's secretary, John A. Paganelli, before the special meeting. Or, you can attend the special meeting in person and vote. You may also revoke your proxy by giving written notice of revocation to eXegenics's secretary at eXegenics's corporate offices prior to the special meeting.

**Q:** *If my shares are held in "street name" by my broker, bank or other nominee, will my broker, bank or other nominee vote my shares for me?*

A: If you do not provide your broker, bank or nominee with instructions on how to vote your "street name" shares, your broker, bank or nominee:

**will be** permitted to vote on the adoption of the stock sale and the amendment to the certificate of incorporation of eXegenics, and

**will not be** permitted to vote on the issuance of shares of eXegenics common stock to Messrs. Paganelli and Baron.

You should therefore be sure to provide your broker with instructions on how to vote your shares.

If you wish to vote your shares in person, you must bring to the special meeting a letter from your broker, bank or nominee confirming your beneficial ownership in the shares to be voted.

**Q:** *What is required for a quorum at the special meeting?*

A: The holders of a majority of the outstanding shares of eXegenics voting capital stock, that is eXegenics common stock and eXegenics Series A preferred stock, entitled to vote must be present, in person or by proxy, to constitute a quorum at the special meeting. Abstentions and broker non-votes (shares held by a broker, bank or nominee that does not have the authority to vote on a matter and has not received instructions from the beneficial owner) are counted as present in determining whether the quorum requirement is met.

**Q:** *What appraisal rights do stockholders have in connection with the matters before the special meeting?*

A: The holders of eXegenics common stock and Series A preferred stock do not have any right to an appraisal of the value of their shares in connection with any of the matters before the special meeting.

**Q:** *Is the approval of the amendment to the certificate of incorporation of eXegenics required for the stock sale?*



A: Yes. The amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock from 30,000,000 to 75,000,000 is required to consummate the stock sale. Under the stock purchase agreement, eXegenics is required to sell and issue to the Investors that number of shares of eXegenics common stock equal to 51% of the outstanding capital stock of eXegenics on the closing date of the stock sale on a fully diluted basis. eXegenics

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currently has 30,000,000 shares of common stock authorized. As of June 30, 2006, 16,991,101 shares of common stock and 1,002,017 shares of Series A preferred stock were issued and outstanding and 1,642,017 shares of common stock reserved for issuance upon conversion of outstanding Series A preferred stock, the issuance of stock bonuses and the exercise of outstanding options and warrants. This means that in order for eXegenics to satisfy its obligations under the stock purchase agreement, eXegenics must be authorized to issue, at least, an additional 19,440,491 shares of common stock, because in determining the number of shares of eXegenics common stock to be issued to the Investors so that the Investors will own 51% of the outstanding capital stock of eXegenics on the closing date on a fully diluted bases, eXegenics must assume that the 1,002,017 shares of Series A preferred stock have been converted into 1,002,017 shares of common stock, the options and warrants have been exercised and an aggregate of 100,000 shares of eXegenics common stock have been issued to Messrs. Paganelli and Baron in consideration of their respective stock grants.

If the charter amendment is not approved, eXegenics will not have a sufficient number of shares of eXegenics common stock authorized to consummate the stock sale and the stock sale will not close. If the stock sale does not close, there will not be a change-in-control transaction and Messrs. Paganelli and Baron will not be entitled to the shares of eXegenics common stock granted to each of them.

The approval of the stock sale does not constitute an approval of the stock grants to Messrs. Paganelli and Baron. Stockholders may vote **FOR** the stock sale and **AGAINST** the stock grants.

***Q: What happens if I do not return a proxy card or otherwise provide proxy instructions?***

A: The failure to return your proxy card could be a factor in establishing a quorum for the special meeting. If your shares of eXegenics common stock and/or Series A preferred stock are held in "street name", the failure to provide your broker with instructions on how to vote your shares on the stock grant proposal will be the equivalent of a vote against the grants.

***Q: When do you expect the stock sale to be completed?***

A: Assuming approval of the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of eXegenics common stock, we expect to complete the stock sale as soon as possible following the special meeting and the filing of the amendment to the certificate of incorporation of eXegenics with the Delaware Secretary of State. However, the exact timing of completion of the stock sale cannot be determined yet because completion of the stock sale is subject to a number of conditions.

***Q: How many authorized but unissued shares of eXegenics common stock will exist after the closing of the stock sale?***

A: Following the closing of the stock sale and, assuming the charter amendment is approved to increase in the authorized shares of eXegenics common stock from 30,000,000 to 75,000,000, there will be approximately 38,000,000 shares of eXegenics common stock authorized but unissued.

***Q: Who do I call if I have questions about the special meeting?***

A: If you have any questions about the matters to be considered at the special meeting or about procedures for voting, or if you need additional copies of this Proxy Statement or the enclosed proxy card, you should contact:

eXegenics, Inc.  
1250 Pittsford-Victor Road

Edgar Filing: eXegenics Inc - Form PRE 14A

Building 200, Suite 280  
Pittsford, New York 14534  
(585) 218-4368

Attention: John A. Paganelli,  
*Interim Chief Executive Officer, Secretary and Chairman of the Board*

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## THE STOCK SALE

This section of the Proxy Statement describes material aspects of the stock sale, including the stock purchase agreement and the voting agreements. While we believe that the description covers the material terms of the stock sale, this summary may not contain all of the information that is important to you. You should read this entire Proxy Statement and the other documents we refer to carefully for a more complete understanding of the stock sale.

### General

Under the stock purchase agreement, at the closing of the transaction, eXegenics will issue 19,440,491 shares of common stock to the Investors identified in the stock purchase agreement in consideration of an initial aggregate purchase price of \$8,613,000. Immediately following the closing, the Investors will own, as a group, 51% of the issued and outstanding capital stock of eXegenics on a fully diluted basis, which means, for purposes of determining 51% of the capital stock of eXegenics on a fully diluted bases, the denominator includes all currently issued and outstanding shares of common stock, all Series A preferred stock as if converted on a share-for-share basis into shares of eXegenics common stock, shares of eXegenics common stock that may be issued upon the exercise or conversion of all outstanding warrants and options and the 100,000 shares of eXegenics common stock to be issued to Messrs. Paganelli and Baron.

### *Recommendations of the Board of Directors and Reasons for the Stock Sale*

The board of directors of eXegenics has unanimously determined that the stock purchase agreement and the stock sale are fair and in the best interests of eXegenics and its stockholders. Accordingly, the board of directors has unanimously adopted and approved the stock purchase agreement and unanimously recommends that the holders of eXegenics common stock and Series A preferred stock vote **“FOR”** the sale of shares of eXegenics common stock pursuant to the stock purchase agreement. In evaluating and approving the stock sale, the board of directors considered the analysis provided by its financial advisor - Empire Valuation Consultants, LLC - , consulted with eXegenics’s legal counsel, reviewed a significant amount of information and considered a number of factors, including the following:

• The purchase price to be received by eXegenics for its shares of common stock in the context of a change-in-control transaction, which was determined by the board of directors to be fair;

• The fact that the purchase price constituted a premium over the last sale price per share of eXegenics common stock (\$.39) reported by the Nasdaq Over-the-Counter Bulletin Board on July 25, 2006, the last transaction prior to the July 26, 2006 board of directors meeting;

• The oral opinion of Empire Valuation Consultants, LLC, followed by its written opinion, with respect to its determination as to the fairness of the purchase price consideration, from a financial point of view, to eXegenics and its stockholders, and the analyses, methodologies and conclusions of Empire Valuation underlying its opinion;

• The likelihood that the stock sale could be consummated, noting the timing of and conditions to the stock sale;

• The terms and conditions set forth in the stock purchase agreement;

• The fact that eXegenics had been in contact with several other potential strategic partners or acquirers and that such persons had been afforded ample opportunity to submit proposals for consideration by the board of directors; and

•

the business reputation and investment experience of Phillip Frost, M.D., the sole trustee of Frost Gamma Investments Trust, one of the Investors, and the board of director's belief that Dr. Frost will assist in identifying business opportunities for eXegenics. Brief biographical information as to Dr. Frost follows.

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***Phillip Frost, M.D.***

Dr. Phillip Frost was named Vice Chairman of the Board of Teva Pharmaceutical Industries, Ltd. in January 2006 when Teva acquired IVAX Corporation. Dr. Frost had served as Chairman of the Board of Directors and Chief Executive Officer of IVAX Corporation since 1987. Dr. Frost was named Chairman of the Board of Ladenburg Thalman & Co., Inc., an American Stock Exchange-listed investment banking and securities brokerage firm, in July 2006 and has been a director of Ladenburg Thalman since March 2004. He was Chairman of the Department of Dermatology at Mt. Sinai Medical Center of Greater Miami, Miami Beach, Florida from 1972 to 1986. Dr. Frost was Chairman of the Board of Directors of Key Pharmaceuticals, Inc. from 1972 until the acquisition of Key Pharmaceuticals by Schering Plough Corporation in 1986. He is on the Board of Regents of the Smithsonian Institution, a member of the Board of Trustees of the University of Miami, a Trustee of the Scripps Research Institute, and is a Vice Chairman of the Board of Governors of the American Stock Exchange. Dr. Frost is also a director of Continucare Corporation, an American Stock Exchange-listed provider of outpatient healthcare and home healthcare services, Northrop Grumman Corp., a New York Stock Exchange-listed global defense and aerospace company, Castle Brands, Inc., an American Stock Exchange-listed developer and marketer of liquor, and Cellular Technical Services, Inc., a provider of products and services for the telecommunications industry.

The description of the information and factors considered by the eXegenics board of directors above is not meant to be exhaustive. The board of directors did not quantify or attach any particular weight to the various factors that it considered in reaching its determination that the stock sale is fair to, and in the best interests of, eXegenics and the eXegenics stockholders. Rather, the eXegenics board of directors made its determination based on the total mix of information available to it, and the judgments of individual directors may have been influenced to a greater or lesser degree by different factors. In considering the recommendation of the eXegenics board of directors with respect to the stock sale, stockholders of eXegenics should be aware that the interests of certain directors and executive officers with respect to the stock sale may be different from or in addition to the interests of the eXegenics stockholders generally. The board of directors was aware of these interests and took them into account in making its recommendation.

**The board of directors unanimously recommends that the eXegenics stockholders vote “FOR” the sale of shares of eXegenics common stock pursuant to the stock purchase agreement.**

***Opinion of Financial Advisor***

The eXegenics board of directors retained Empire Valuation Consultants, LLC to deliver an opinion to the board of directors as to the fairness of the purchase price to eXegenics and the eXegenics stockholders from a financial point of view. Empire Valuation was selected by eXegenics because of its knowledge, expertise and reputation. No limitations were imposed by the eXegenics board of directors on Empire Valuation with respect to the investigation made or the procedures followed by it in arriving at its opinion.

At the July 26, 2006 meeting of the eXegenics board of directors, during which the board of directors reviewed and considered the terms of the stock sale and stock purchase agreement, Empire Valuation provided orally to the board its opinion, which was subsequently reduced to writing, that the purchase price for the shares of eXegenics common stock offered by the Investors to eXegenics was fair from a financial point of view to eXegenics and the holders of its common stock and Series A preferred stock.

The full text of Empire Valuation’s opinion is attached as Annex B and is incorporated into this Proxy Statement by reference. That opinion describes the procedures followed by Empire Valuation in arriving at its opinion, as well as certain assumptions made by Empire Valuation.

In arriving at its opinion, Empire Valuation performed a variety of financial analyses, including those summarized in this Proxy Statement. The preparation of a fairness opinion is a complex process that involves various determinations as to the most appropriate and relevant methods of financial analysis and the application of these methods to the particular circumstance. Therefore, such an opinion is not necessarily susceptible to partial analysis or summary description. Empire Valuation believes that its analyses must be considered as a whole and selecting portions thereof or portions of the factors considered by it, without considering all analyses and factors, could create an incomplete view of the evaluation process underlying its opinion. Empire Valuation made numerous assumptions with respect to general business, economic, market and financial conditions and other matters, many of which are beyond the control of eXegenics. Any estimates contained in Empire Valuation's analyses are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by such analyses.

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Empire Valuation arrived at valuation ranges for the sale of stock to the Investors by considering three principal valuation methodologies: the investment value, market value and net asset value. The following is a brief summary of these analyses and the other factors considered by Empire Valuation and reviewed with our board in Empire Valuation's oral presentation on July 26, 2006 and subsequently confirmed in writing.

*Investment Value.* The investment value, which is sometimes referred to as the income value or earnings value, establishes a range of values of a business based on various methods. One investment value method frequently used estimates the present value of an enterprise's future earnings or cash flow. Another recognized investment value method is to determine the level of current annual benefits (i.e., earnings, cash flow, dividends, etc.), and then capitalize one or more of the benefit types using an appropriate capitalization rate. Yet another method of calculating investment value is a cash flow analysis of the ability of an enterprise to service acquisition debt obligations (at a certain price level) while providing sufficient earnings for reasonable dividends and capital adequacy requirements. In connection with the cash flow analysis, the return on investment that would accrue to a prospective buyer at the transaction value is calculated.

eXegenics is current a holding company with a portfolio of marketable securities. eXegenics, formerly known as Cytoclonal Pharmaceuticals Inc., was previously involved in the research, creation, and development of drugs for the treatment and/or prevention of cancer and infectious diseases. Prior to 2004, eXegenics had operated as a drug discovery company, exploiting new enabling technologies to advance and shorten the new drug development cycle. By the end of 2003, it had completed the termination of all research activities. All scientific staff and administrative positions were eliminated and all of its research and development activities were terminated. In 2006 year-to-date, eXegenics' scaled down general and administrative costs have exceeded the net investment income earned from its investment portfolio. eXegenics' future investment value was dependent on management's ability to find a profitable investment opportunity. The capital infusion from the sale of stock to the Investor Group is expected to enhance the Company's ability to find a suitable investment. However, given the lack of a specific future investment for eXegenics, Empire was unable to directly apply a future income valuation analysis.

*Market Value.* Market value is generally defined as the price, established on an "arms-length" basis, at which knowledgeable, unrelated buyers and sellers would agree. The "hypothetical" market value for the stock of a corporation is normally determined by comparison of certain financial data of similarly situated publicly traded corporations, adjusting for significant differences in financial performance criteria and for any lack of marketability or liquidity. The market value in connection with the evaluation of control is determined by the sales of comparable companies.

Under the market approach, Empire Valuation, using publicly available information compared selected financial data of eXegenics with similar data of selected publicly-traded companies engaged in businesses considered by Empire Valuation to be reasonably related to eXegenics. Empire Valuation compared eXegenics' pre-announcement current trading price per share (latest close \$0.39) and the transaction price of \$0.44 per share to eXegenics' estimated net asset value ("NAV") per share relative to price-to-NAV of publicly traded closed end investment holding companies. Next, Empire Valuation considered the fact that the Investors with its 51% interest would be considered a control group under SEC regulations. As such, the Investors eXegenics' common stock would be restricted from sale in the public market under SEC Rule 144. Further, Empire Valuation considered the implied premium of the cash transaction purchase price per share of \$0.44 to the pre-announcement trading range of \$0.38 to \$0.43 per share before and after a discount for Rule 144 restrictions.

*Net Asset Value.* NAV is the value of the net equity of an entity, after adjusting the company's assets and liabilities from its stated cost basis to its estimated market value. Empire Valuation gave consideration to the Company's stock portfolio, prepaid expense, stock subscription receivable, NOL carryforward, accounts payable, accrued expenses and its continued lawsuit with a former employee. Empire Valuation also gave consideration to the prospective market



value of eXegenics shell corporation exclusive of its other assets and liabilities.

*Conclusion.* It is Empire Valuation's opinion that the aggregate cash purchase price of \$8,613,000 or \$0.44 per share for a 51% interest in eXegenics is fair from a financial perspective to the public shareholders. In arriving at its opinion, Empire Valuation, based on its experience and judgment as an independent appraiser, subjectively weighed the values arrived at using the market value, investment value and net asset value appraisal methods previously summarized,

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and concluded that each analysis independently supports Empire Valuation's ultimate opinion regarding the fairness of the transaction.

***High and Low Sales Prices of eXegenics Common Stock***

The following table sets forth the high and low sales prices of eXegenics common stock for each fiscal quarter of the previous two years and the first two quarters of this year, as reported by the Nasdaq Over-the-Counter Bulletin Board:

	<b>High</b>	<b>Low</b>
<b>2006:</b>		
First Quarter	\$ 0.46	\$ 0.39
Second Quarter	0.45	0.38
<b>2005:</b>		
First Quarter	\$ 0.45	\$ 0.32
Second Quarter	0.47	0.35
Third Quarter	0.44	0.36
Fourth Quarter	0.46	0.39
<b>2004:</b>		
First Quarter	\$ 1.09	\$ 0.68
Second Quarter	1.32	0.68
Third Quarter	0.85	0.35
Fourth Quarter	0.70	0.21

***Interests of eXegenics Executive Officers and Directors in the Stock Sale***

In considering the recommendation of the eXegenics board of directors that the eXegenics stockholders vote **FOR** the sale of shares of eXegenics common stock pursuant to the stock purchase agreement, stockholders of eXegenics should be aware that certain members of the eXegenics board of directors and members of its management team have interests in the stock sale that differ from, or are in addition to, those of the eXegenics stockholders generally. The eXegenics board of directors was aware of these potential conflicts during its deliberations on the merits of the stock sale and in making its decision to approve the stock sale, the stock purchase agreement and the related transactions and, in determining to recommend to the stockholders of eXegenics that they vote **FOR** the sale of shares of eXegenics common stock pursuant to the stock purchase agreement.

**eXegenics Board Membership**

Pursuant to a voting agreement to be executed by the Investors, each of the Investors will agree, for a period of three years after the closing of the stock sale, to vote their shares of eXegenics common stock and any successor in favor of the election as directors of John A. Paganelli, interim chief executive officer, secretary and chairman of the board of directors, and Robert Baron, a director of eXegenics, to the board of directors of eXegenics.

**Stock Bonus**

Each of Mr. Paganelli and Mr. Baron were awarded in 2005 contingent stock bonuses of 50,000 shares of eXegenics common stock in connection with their services to the Business Opportunities Search Committee of the board of directors. These awards are contingent upon the consummation of a change-in-control transaction - the stock sale constitutes a change in control transaction - and approval by the eXegenics stockholders of the stock grants. One of the proposals for consideration by the eXegenics stockholders at the special meeting is approval of the stock grants.

The approval of the stock sale does not constitute an approval of the stock grants, and stockholders may vote **FOR** the stock sale and **AGAINST** the stock grants.

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***Purchase Price Adjustment***

Not more than 60 days following the closing of the stock sale, eXegenics will prepare, and deliver to the Investors, a balance sheet, as of the closing date, which shall include a computation of stockholders' equity as of the closing date. If eXegenics's disputes with Ronald L. Goode and/or Abdel Hakim Labidi, each as previously reported and described in eXegenics's periodic reports filed with the Securities and Exchange Commission, have not been resolved as of the closing of the stock sale, the closing balance sheet will include reserves reflecting the maximum potential liability of eXegenics in connection any such unresolved matter. Following the receipt by the Investors of eXegenics closing date balance sheet, the Investors will have 30 days to review and to reject the eXegenics closing date balance sheet. If the Investors reject the eXegenics closing date balance sheet, eXegenics and the Investors will have 10 days during which to resolve the dispute. If the Investors and eXegenics are unable to resolve the dispute within such 10 day period, the dispute will be referred to an independent certified public accounting firm reasonably acceptable to eXegenics and the Investors for resolution. The determination of the independent accounting firm will be binding on the parties. The fees and expenses of the independent accounting firm will be paid by the party found to be incorrect with regard to the objections. If both parties are found to be partially incorrect with regard to the objections, the fees and expenses of the independent accounting firm will be shared proportionately by the parties based upon the amount of the objections successfully contested by the Investors bears to the total of the objected amounts submitted to the independent accounting firm.

If the final determination of the stockholders' equity at the closing date is greater than the initial purchase price paid by the Investors at the closing, the Investors will pay the difference to eXegenics, and if the final stockholders' equity at the closing date is less than the initial purchase price, eXegenics will pay the difference to the Investors.

Further, under the terms of the stock purchase agreement, in the event the eXegenics closing balance sheet includes additional reserves for eXegenics's unresolved disputes with Goode and/or Labidi, and if, prior to December 31, 2006, eXegenics subsequently resolves these matters for an amount or amounts less than the amounts reserved on the eXegenics closing date balance sheet, then the Investors will pay eXegenics, in the form of additional purchase price, an amount equal to the difference between the actual amount paid or incurred by eXegenics and the amount of the reserve in the eXegenics closing date balance sheet.

**The Stock Purchase Agreement**

The following summary of the stock purchase agreement is qualified by reference to the complete text of the stock purchase agreement, which is incorporated by reference into this Proxy Statement and attached hereto as Annex A. The stock purchase agreement has been included to provide you with information regarding its terms. You are encouraged to read the entire stock purchase agreement.

***Structure of the Stock Sale; Stock Sale Consideration***

Under the stock purchase agreement, eXegenics will sell and issue 19,440,491 shares of its common stock to the Investors in consideration for an initial aggregate purchase price of \$8,613,000, reflecting eXegenics's stockholders' equity as at June 30, 2006. The aggregate purchase price is subject to adjustment based on eXegenics's stockholders' equity at the closing date and in the event of resolution of eXegenics unresolved disputes with Ronald L. Goode and/or Abdel Hakim Labidi, as more fully described above.

Immediately following the completion of the stock sale, the new Investors will own 51% of the outstanding capital stock of eXegenics on a fully-diluted basis. This number assumes the conversion of all outstanding eXegenics Series A preferred stock, which are convertible on a share-for-share basis into shares of eXegenics common stock, the exercise of all outstanding options or warrants to purchase shares of eXegenics common stock and the issuance of

50,000 shares of eXegenics common stock to each of Mr. Paganelli and Mr. Baron immediately prior to the closing of the stock sale.

***Timing of Closing***

Unless eXegenics and the Investors agree otherwise, the closing will occur on the next business day following the later of the special meeting or the day on which the last of the conditions set forth in the stock purchase agreement has been

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satisfied or waived, unless the stock purchase agreement has been terminated prior to such date. eXegenics expects that, immediately following the special meeting, assuming the eXegenics stockholders approve both the amendment to the certificate of incorporation of eXegenics and the stock sale, eXegenics will file the amendment with the Secretary of State of Delaware and, immediately following the filing of such amendment, close the stock sale.

***eXegenics Board of Directors and Related Matters***

eXegenics has agreed to take the necessary corporate actions so that, as of the closing of the stock sale:

- the size of the eXegenics board of directors is increased from four to five members;

two of eXegenics current directors - Robert Benou and David Lee Spencer, M.D. - will resign from the board of directors; and

three designees of Phillip Frost, M.D., to be identified prior to the closing, will become directors of eXegenics, to serve until their terms expire at eXegenics's next annual stockholder meeting.

***Certain Covenants***

Each of eXegenics and the Investors has undertaken certain covenants in the stock purchase agreement. The following summarizes the most significant of these covenants.

*eXegenics Board of Directors' Covenant to Recommend.* The eXegenics board of directors has agreed to recommend the approval and adoption by the stockholders of eXegenics of the stock sale and the amendment to the certificate of incorporation. However, the eXegenics board of directors is permitted to (i) not recommend approval and adoption of the stock sale and the charter amendment or (ii) withdraw or modify its recommendation in a manner materially adverse to the Investors, if the eXegenics board of directors determines in good faith, after consultation with outside legal counsel, that it is necessary to withdraw or modify its recommendation to comply with its fiduciary duties.

*Interim Operations of eXegenics.* eXegenics has undertaken a covenant that places restrictions on it until either the closing of the stock sale or until the stock purchase agreement is terminated. In general, eXegenics is required to conduct its business in the ordinary course consistent with past practice.

eXegenics has also agreed to some specific restrictions which are subject to exceptions described in the stock purchase agreement. The following table summarizes the most significant of these restrictions, subject to certain exceptions, undertaken by eXegenics:

***Restrictions. eXegenics shall not, without the prior consent of a majority of the Investors:***

Amend its organizational documents;

Issue, sell or authorize the issuance or sale of shares of any class of its securities, or enter into agreements or commitments obligating it to issue such securities, other than in connection with the conversion of shares of its preferred stock or the exercise of outstanding warrants or stock options or bonuses granted to directors, officers or employees prior to the date of the stock purchase agreement;

Redeem, purchase or otherwise acquire its capital stock;

Enter into material contracts or transactions, or make any material capital expenditure other than those relating to the transactions contemplated by the stock purchase agreement;

Declare, set aside or pay dividends or make other distributions (whether in cash, stock or property) with respect to its common stock;

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Create, incur, assume, maintain or permit to exist any indebtedness except as otherwise incurred in the ordinary course of business, consistent with past practice;

Pay, discharge or satisfy claims or liabilities other than in the ordinary course of business, consistent with past practice;

Cancel any material debts or waive any material claims or rights;

Make any loans, advances or capital contributions to, or investments in financial instruments of any person;

Assume, guarantee, endorse or otherwise become responsible for the liabilities or commitments of any person;

Increase compensation payable to its employees, officers or directors or increase any bonus, insurance, pension or other employee benefit plan, payment or arrangement made to, for or with any of its employees, officers or directors;

Enter into any employment contract or grant any severance or termination pay or make any such payment with or to any of its employees, officers or directors;

Materially change its accounting practices, the manner of keeping its books, accounts or records, other than alterations required by GAAP or applicable law;

Enter into any indemnification, contribution or similar contract pursuant to which it is required to indemnify any person or make contributions to any other person;

Amend or terminate any of its existing contracts in a manner that would result in any material liability to it or as a result of such amendment or termination; or

Change its tax accounting principles, methods or election.

*Reasonable Efforts Covenant.* eXegenics and the Investors have agreed to cooperate with each other and use commercially reasonable efforts to take, or cause to be taken, all actions and do, or cause to be done, all things necessary, proper or advisable under applicable laws and regulations to complete the stock sale and the other transactions contemplated by the stock purchase agreement.

***Representations and Warranties***

The stock purchase agreement contains representations and warranties made by eXegenics to the Investors with respect to eXegenics's:

- organization, good standing and qualifications to do business in foreign jurisdictions;
- no subsidiaries;
- capitalization;



• corporate power, authority and capacity to enter into and perform the transactions contemplated by the stock purchase agreement;

• authorization to issue shares of its common stock to the Investors under and pursuant to applicable law free and clear of liens and with the rights and preferences set forth in its certificate of incorporation;

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- no conflicts or defaults;
- SEC filings and certain compliance matters;
- absence of certain material changes since December 31, 2005, the date of its latest audited financial statements;
- absence of undisclosed litigation matters;
- absence or non-applicability of statutory, charter or bylaw takeover provisions;
- no brokers', finders' or agents' fees; and
- truthfulness and correctness, in all material respects, of disclosure materials provided.

The stock purchase agreement contains representations and warranties made by each of the Investors to eXegenics with respect to each Investor's:

- investment intent;
- power, authority and capacity to enter into and perform the transactions contemplated by stock purchase agreement;
- qualification as an "accredited investor" under the Securities Act of 1933;
- sophistication and suitability;
- nationality and residence;
- knowledge of restrictions as to transferability of the shares of common stock to be issued and awareness of the provisions of Rule 144 of the Securities Act of 1933; and
- no brokers', finders' or agents' fees.

The representations and warranties in the stock purchase agreement do not survive the closing of the stock sale.

***Conditions to the Completion of the Stock Sale***

***Mutual Closing Conditions.*** The obligations of eXegenics and the Investors to complete the stock sale are subject to the satisfaction or, to the extent legally permissible, waiver of the following conditions:

- approval of the stock sale by the eXegenics stockholders;
- approval of the amendment to the certificate of incorporation of eXegenics to increase the number of shares of common stock eXegenics is authorized to issue from 30,000,000 to 75,000,000;
- absence of all legal prohibition on completion of the stock sale; and
- obtaining all necessary consents and approvals.

*Additional Closing Conditions for eXegenics's Benefit.* eXegenics's obligations to complete the stock sale are subject to the satisfaction of the following additional conditions:

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performance by the Investors of their obligations required to be performed by them at or prior to closing to the extent specified in the stock purchase agreement; and

accuracy as of closing of the representations and warranties made by the Investors to the extent specified in the stock purchase agreement.

*Additional Closing Conditions for the Investors' Benefit.* The Investors' obligations to complete the stock sale are subject to the satisfaction of the following additional conditions:

performance by eXegenics of the obligations required to be performed by it at or prior to closing to the extent specified in the stock purchase agreement; and

accuracy as of closing of the representations and warranties made by eXegenics to the extent specified in the stock purchase agreement.

***Termination of the Stock Purchase Agreement***

*Right to Terminate.* The stock purchase agreement may be terminated at any time prior to the closing of the stock sale, whether before or after stockholder approval, in any of the following ways:

- (a) By mutual written agreement of eXegenics and the Investors;
- (b) By either eXegenics or the Investors if:
  - (i) the stock sale has not been completed by January 31, 2007, provided that the right to terminate the stock purchase agreement is not be available to any party whose breach of any provision of or whose failure to perform any obligation under the stock purchase agreement was the cause of, or resulted in the failure of the stock sale to occur on or before January 31, 2007;
  - (ii) a final and nonappealable judgment, injunction, order or decree enjoining eXegenics or the Investors from consummating the stock sale is entered; provided that the right to terminate the stock purchase agreement is not be available to any party whose breach of any provision of or whose failure to perform any obligation under the stock purchase agreement was the cause of the permanent legal prohibition; or
  - (iii) the eXegenics stockholders fail to approve the stock sale and the amendment to the certificate of incorporation of eXegenics at a duly held meeting.
- (c) By eXegenics if: the Investors shall have breached their representations and warranties in the stock purchase agreement, or there has been a breach by the Investors of their covenants or agreements contained in the stock purchase agreement, which breach or failure to perform would cause failure of a condition to the closing of the stock sale not be satisfied, and either such condition is incapable of being satisfied by January 31, 2007 or such breach or failure to perform is not cured within 10 days after notice of such breach or failure to perform has been given by eXegenics to the Investors.
- (d) By the Investors if: eXegenics shall have breached its representations and warranties in the stock purchase agreement, or there has been a breach by eXegenics of its covenants or agreements contained in the stock purchase agreement, which breach or failure to perform would cause failure of a condition to the closing of the stock sale not be satisfied, and either such condition is incapable of being satisfied by January 31, 2007 or such breach or failure to perform is not cured within 10 days after notice of such breach or failure to perform has been given by the Investors to

eXegenics.

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***Effect of Termination***

If the stock purchase agreement is validly terminated, except as described in this paragraph and below under “Termination Fees and Expenses”, eXegenics and the Investors will have no continuing liabilities or obligations to one another, except that neither eXegenics nor the Investors will be relieved of or released from any liabilities or damages arising out of its or their material breach of or material failure to perform under the stock purchase agreement.

***Termination Fee and Expenses***

Whether or not the stock sale is consummated, except as described below, each of eXegenics and the Investors are responsible for the payment of their respective fees and expenses incurred in connection with the stock purchase agreement and the stock sale.

eXegenics must pay the Investors a termination fee of \$300,000 in cash if the stock purchase agreement is terminated due to the failure to obtain the approval of the eXegenic’s stockholders of the stock sale and the amendment to eXegenics’s charter and the board of directors of eXegenics shall have exercised its right under the stock purchase agreement and in compliance with its fiduciary duties to: (i) not recommend to the stockholders of eXegenics that they give their approval of the stock sale and the amendment to the certificate of incorporation, (ii) or withdraw or modify in a manner materially adverse to the Investors its recommendation that the stockholders of eXegenics vote in favor of the stock sale and the amendment to the certificate of incorporation of eXegenics.

***Voting Agreements***

The directors of eXegenics and holders of more than 5% of eXegenics common stock own, as a group, own approximately 23.7% of the shares of eXegenics common stock and 4.1% of the Series A preferred stock entitled to vote at the special meeting, or approximately 22.7% of the total voting power of eXegenics stockholders as of the record date. The affirmative vote of the majority of the shares present in person or by proxy at the special meeting and entitled to vote is required to approve the stock sale.

The directors of eXegenics and the greater than 5% stockholders of eXegenics have entered into voting agreements with the Investors. Under the voting agreements, each of these executive officers, directors and stockholders has agreed to vote his, her or its shares of eXegenics common stock:

- in favor of the stock sale; and

in favor of the amendment to the certificate of incorporation of eXegenics to increase the number of authorized shares of common stock to 75,000,000

***Waivers and Amendments***

Any provision of the stock purchase agreement may be amended or waived prior to closing if the amendment or waiver is in writing and signed, in the case of an amendment, by eXegenics and the Investors or, in the case of a waiver, by the party against whom the waiver is to be effective.

***Appraisal Rights***

The holders of eXegenics common stock and Series A preferred stock are not entitled to exercise appraisal rights in connection with the stock sale under Section 262 of the Delaware General Corporation Law.



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**SPECIAL MEETING PROPOSALS**

**ITEM 1—STOCK SALE**

For summary and detailed information regarding the stock sale, see "The Stock Sale" beginning on page \_\_\_\_.

**Votes Required to Approve the Stock Sale**

The affirmative vote of the majority of shares present in person or by proxy at the special meeting and entitled to vote will be required to approve the stock sale.

*The eXegenics Board of Directors recommends a vote in favor of the sale of shares of eXegenics common stock to the Investors pursuant to the stock purchase agreement.*

**ITEM 2—AMENDMENT TO THE CERTIFICATE OF INCORPORATION OF EXEGENICS**

At the special meeting, holders of eXegenics common stock and Series A preferred stock will be asked to approve an amendment to the certificate of incorporation of eXegenics. The amendment will increase the number of authorized shares of eXegenics common stock to 75,000,000.

To consummate the stock sale, the eXegenics board of directors unanimously adopted a resolution recommending that the certificate of incorporation of eXegenics be amended to increase the number of authorized shares of common stock from 30,000,000 shares to 75,000,000 shares. The board of directors further directed that the amendment be submitted for consideration and approval by stockholders at the special meeting. In the event the amendment is approved by the stockholders, eXegenics will thereafter submit a certificate of amendment to the Delaware Secretary of State for filing and the amendment to the certificate of incorporation will become effective on the date of such filing.

eXegenics's certificate of incorporation currently authorizes 30,000,000 shares of common stock and 10,000,000 shares of preferred stock. On June 30, 2006, 16,991,101 shares of eXegenics common stock and 1,002,017 shares of eXegenics Series A preferred stock were outstanding and another 1,642,017 shares of common stock reserved for issuance upon conversion of the outstanding Series A preferred stock and the exercise of outstanding options or warrants for shares of common stock.

Under the terms of the stock purchase agreement, upon consummation of the stock sale, the Investors are to own 51% of the capital stock of eXegenics on a fully diluted basis. Our shares of Series A preferred stock are convertible on a one-for-one basis into shares of eXegenics common stock. This means that, assuming conversion of all our outstanding shares of Series A preferred stock into shares of common stock, the exercise or conversion of all outstanding options and warrants and the issuance of 50,000 shares of commons stock to each of John Paganelli and Robert Baron, the Investors must own 19,440,491 shares of common stock at the closing of the stock sale to own 51% of our capital stock, on a fully diluted basis.

There are not sufficient authorized yet unissued shares of eXegenics common stock to complete the stock sale and the amendment to eXegenics's charter to increase the authorized eXegenics common stock is a condition to the completion of the stock sale.

eXegenics common stock is listed for trading on the Over-the-Counter Bulletin Board, under the trading symbol EXEG. eXegenics has never paid cash dividends to its holders of common stock and has no current plans to pay cash dividends in the foreseeable future. eXegenics intends to retain its earnings, if any.



eXegenics does not intend to register the shares of common stock to be issued to the Investors or the shares of common stock to be issued to Messrs. Paganelli and Baron. These shares will be “restricted securities” within the meaning of the Securities Act, which means, generally, that the shares cannot be sold or otherwise transferred in the public market in the absence of a registration statement filed with the Securities and Exchange Commission covering the shares, or the availability of an exemption from registration under the Securities Act and applicable state securities laws.

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At present, eXegenics has no commitment to issue shares of its common stock for any purpose other than in connection with the stock sale. However, Dr. Frost has indicated to eXegenics that if the stock sale is approved, he will investigate and possibly pursue one or more business combination opportunities he has identified. In addition, and whether or not any such business combinations are, in fact, consummated, the eXegenics board of directors believes it is also desirable to have additional shares available for other corporate purposes that might arise in the future, other than in the stock sale. For example, shares of eXegenics common stock could be issued from time to time for acquisitions or to raise capital. Under some circumstances, it is also possible for a company to use unissued shares for anti-takeover purposes, but eXegenics has no present intention to take any such action. Future issuances of shares of our capital stock would likely dilute the percentage ownership of the stockholders in eXegenics.

Whether or not any future issuance of shares unrelated to the stock sale would be submitted for stockholder vote depends upon the nature of the issuance, legal and stock exchange, if any, requirements, and the judgment of the board of directors of eXegenics at the time.

In the event stockholders approve the amendment, the introductory paragraph of the “FOURTH” Article of the certificate of incorporation of eXegenics and paragraphs A. and B. of Article Fourth will be amended to read as follows:

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Eighty-Five Million (85,000,000) shares. The classes and the aggregate number of shares of stock of each class which the Corporation shall have the authority to issue are as follows:

- A. Seventy Five Million (75,000,000) shares of Common Stock, having a par value of \$.01 per share.
- B. Ten Million (10,000,000) shares of Preferred Stock, having a par value of \$.01 per share. Of the Ten Million (10,000,000) authorized shares of Preferred Stock, par value \$.01 per share, Four Million (4,000,000) shares are designated “Series A Convertible Preferred Stock” (“Series A Preferred”) with the rights, preferences, privileges and restrictions specified herein. The remaining Six Million (6,000,000) authorized shares of Preferred Stock, having a par value of \$.01 per share, shall have such voting powers, full or limited, or no voting powers, and such designations, preferences, optional or other special rights and qualifications, limitations or restrictions as shall be stated or expressed in the resolution or resolutions providing for the issuance of such stock adopted by the Board of Directors of the Corporation.

The affirmative vote of the holders of a majority of the outstanding shares of eXegenics common stock and Series A preferred stock entitled to vote, voting as a single class, and the affirmative vote of a majority of the outstanding shares of eXegenics common stock entitled to vote, voting as a separate class, is required for approval of the amendment to the certificate of incorporation of eXegenics.

***The eXegenics Board of Directors recommends a vote in favor of the amendment to the certificate of incorporation***

**ITEM 3—GRANT OF SHARES OF COMMON STOCK TO INSIDERS**

At the special meeting, holders of eXegenics common stock and Series A preferred stock will be asked to approve the grant of 50,000 shares each to John A. Paganelli, eXegenics’s interim chief executive officer, secretary and chairman of the board, and to Robert Baron, an eXegenics director.

In March 2005, and in connection with the services rendered by them as the members of the Business Opportunities Search Committee of the board of directors of eXegenics, the board approved the grant of 50,000 shares of eXegenics common stock to each of John A. Paganelli and Robert Baron contingent upon the closing of a change-in-control

transaction, subject to approval by the stockholders of the stock grants and provided that each recipient of the stock grant remain a member of the eXegenics board of directors at the time of the change-in-control.

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In June 2005, and in connection with the resignation of David Riggs, Chief Executive Officer, the eXegenics board of directors approved the grant of an additional 25,000 shares of eXegenics common stock to Robert Baron, in consideration of his assumption of the additional responsibilities required as the chairman of the board's Business Opportunities Search Committee, and John A. Paganelli, in consideration of his additional service as our interim chief executive officer. These additional stock grants were also contingent upon the closing of a change-in-control transaction and subject to stockholder approval. Messrs. Paganelli and Baron have agreed, in connection with and so as to facilitate the proposed stock sale to forfeit these stock grants.

The benefits and amounts of the stock grants to Messrs. Paganelli and Baron are set forth in the below table.

	Dollar Value (\$) <sup>(1)</sup>	Number of Shares
John A. Paganelli	\$ 40,000	50,000 shares of common stock
Robert Baron	\$ 40,000	50,000 shares of common stock

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<sup>(1)</sup> Based on the closing price of eXegenics common stock on the OTC Bulletin Board on September 22, 2006.

The affirmative vote of the majority of shares present in person or by proxy at the special meeting will be required to approve the stock grants.

***The eXegenics Board of Directors recommends a vote in favor of the stock grants to John A. Paganelli and Robert Baron.***

## OTHER INFORMATION ABOUT EXEGENICS

### Business

#### *Overview*

*eXegenics* was formerly known as Cytoclonal Pharmaceuticals Inc. and was involved in the research, creation, and development of drugs for the treatment and/or prevention of cancer and infectious diseases. Historically, eXegenics had operated as a drug discovery company, exploiting new enabling technologies to advance and shorten the new drug development cycle. Commencing in 2003, eXegenics began terminating its research and related activities. Since then, all of our scientific staff and administrative positions have been eliminated and all of our research and development activities have been terminated. As such, we are a holding company with a portfolio of marketable securities.

Since the termination of operations, the board of directors of eXegenics and management has been focused on redeploying the remaining residual assets of eXegenics. The board established a committee - the Business Opportunities Search Committee -- to study strategic direction and identify potential business opportunities. The objective of eXegenics is to redeploy its assets and actively pursue new business opportunities.

On June 29, 2005, eXegenics and David E. Riggs mutually agreed that Mr. Riggs would relinquish his duties as our president, chief executive officer and chief financial officer, and on June 29, 2005, then chairman of the board of directors, John A. Paganelli, assumed the role of interim chief executive officer. On July 1, 2005, David Hostalley was

named chief financial officer. eXegenics' recent activities have been confined to the evaluation of possible new business opportunities.

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion should be read in conjunction with, and is qualified in its entirety by, the financial statements and the notes thereto included with this Proxy Statement. This "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of this Proxy Statement contains certain forward-looking statements as that term is defined in the Private Securities Litigation Reform of 1995. Such statements are based on management's current expectations and are subject to a number of factors and uncertainties that could cause actual results to differ

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materially from those described in the forward-looking statements. When used herein, the words “anticipate,” “believe,” “estimate,” “expect” and similar expressions as they relate to our management or us are intended to identify such forward-looking statements. Our actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements. Historical operating results are not necessarily indicative of the trends in operating results for any future period.

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to investments, intangible assets, income taxes, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

***Critical Accounting Policies***

We believe the following critical accounting policies affect management’s more significant judgments and estimates used in the preparation of our financial statements.

eXegenics considers all non-restrictive, highly liquid short-term investments purchased with an original maturity of three months or less to be cash equivalents. Investments consist of equity securities and are classified as available for sale and reported at their fair values. The realized gains and losses from these investments are reported in current earnings. Unrealized gains and losses from these securities are reported as a separate component of stockholders’ equity and excluded from current earnings.

eXegenics elected to continue to account for its stock-based compensation plans using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees” (“APB No. 25”) and provide pro forma net income and pro forma earnings per share disclosures for employee stock option grants as if the fair-value based method defined in Statement of Financial Accounting Standards, No. 123, “Accounting for Stock Based Compensation” had been applied. Under the provisions of APB No. 25, compensation cost for stock options is measured as the excess, if any, of the quoted market price of eXegenics common stock at the date of the grant over the amount an employee must pay to acquire the stock.

Revenue from research support agreements is recognized ratably over the length of the agreements. Revenue resulting from contracts or agreements with milestones is recognized when the milestone is achieved. Amounts received in advance of services to be performed, or the achievement of milestones, are recorded as deferred revenue. Payments to third parties in connection with nonrefundable license fees are being recognized over the period of performance of related research and development activities.

eXegenics periodically evaluates the collectability of the subscription receivable and adjusts an allowance sufficient to ensure that the net balance is equal to the value of the underlying collateral.

We record a valuation allowance to reduce our deferred tax assets to the amount that is more likely than not to be realized. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance, in the event we were to determine that we would be able to realize deferred tax assets in the future in excess of its net recorded amount, an adjustment to the net deferred tax asset would increase income in the period such determination was made. Likewise, should we determine that we would not be able

to realize all or part of our net deferred tax asset in the future, an adjustment to the net deferred tax asset would be charged to income in the period such determination was made.

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***Results of Operations and Financial Condition of eXegenics for the three-and-six month periods ended June 30, 2006 and 2005***

The unaudited financial statements of eXegenics included with this Proxy Statement have been prepared in accordance with the rules and regulations promulgated by the Securities and Exchange Commission and, in the opinion of management, reflect all adjustments necessary to present fairly the results of operations for the interim periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. However, management believes that the disclosures are adequate to make the information presented not misleading. These financial statements and the notes thereto should be read in conjunction with the financial statements and the notes thereto included in eXegenics' Annual Report on Form 10-K for the fiscal year ended December 31, 2005. The results for the interim periods are not necessarily indicative of the results for the full fiscal year

***Results of Operations -- For the three-months ended June 30, 2006 and 2005***

*Revenue*

There were no revenues for the three months ended June 30, 2006 and June 30, 2005.

*General and Administrative Expenses*

We incurred general and administrative expenses of \$170,000 and \$484,000 for the three months ended June 30, 2006 and 2005, respectively, a decrease of \$314,000 or 65%. The decrease is attributable to the following: a \$176,000 decrease in officer salaries, a \$30,000 decrease in director and officer insurance premium expense, a \$9,000 increase in investor relations expenses, a \$14,000 increase in professional consulting fees, a \$39,000 increase in legal and accounting expense, a \$208,000 decrease in miscellaneous expense for the allowance recorded for Dr. Goode subscription receivable, a \$8,000 increase in board of director compensation, a \$ 30,000 increase in taxes paid from a overpayment in 2005.

*Interest Income*

Interest income was \$102,000 and \$50,000 for the three months ended June 30, 2006 and 2005, respectively. The increase was due to increased interest rates.

*Net Loss*

We incurred a net loss attributable to common stockholders of \$68,000 and \$434,000 for the three months ended June 30, 2006 and 2005, respectively. Net loss per common share was \$0.00 and \$0.03 for the three months ending June 30, 2006 and 2005, respectively.

***Results of Operations -- For six months ended June 30, 2006 and 2005***

*Revenue*

There were no revenues for the six months ended June 30, 2006 and June 30, 2005.

*General and Administrative Expenses*



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We incurred general and administrative expenses of \$359,000 and \$815,000 for the six months ended June 30, 2006 and 2005, respectively, a decrease of \$456,000 or 56%. The decrease is attributable to the following: a \$44,000 decrease in leased equipment, a \$61,000 decrease in director and officer insurance premium expense, a \$43,000 increase in professional consulting fees, a \$23,000 decrease in business travel related expenses, a \$55,000 decrease in legal and

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accounting expenses, a \$266,000 decrease in compensation and overhead expenses, a \$6,000 decrease in taxes paid, a \$72,000 decrease in miscellaneous expense, a \$23,000 increase in board of director compensation and \$5,000 increase in board of directors travel expenses.

*Interest Income*

Interest income was \$247,000 and \$90,000 for the six months ended June 30, 2006 and 2005, respectively. The increase was due to increased interest rates.

*Net Loss*

We incurred a net loss attributable to common shareholders of \$350,000 and \$959,000 for the six months ended June 30, 2006 and 2005, respectively. Net loss per common share was \$0.02 and \$0.06 for the six months ending June 30, 2006 and 2005, respectively.

***Liquidity and Capital Resources***

At June 30, 2006, we had cash and cash equivalents of approximately \$8,805,000. During the three months ended June 30, 2006, net cash used in operating activities was \$46,000.

***Results of Operations and Financial Condition of eXegenics for the fiscal years ended December 31, 2005, 2004 and 2003***

***Results of Operations -- Fiscal Year Ended December 31, 2005 Compared to Fiscal Year Ended December 31, 2004***

*Revenues*

We recognized \$0 from license, research and development revenues during fiscal 2005 and 2004. There was no license, research and development revenue as a result of eXegenics exit from the drug discovery business and termination of related research and development activities. There were no operations in 2005.

*Research and Development Expenses*

We incurred research and development expenses of \$0 during fiscal 2005 and fiscal 2004. This was a result of eXegenics exit from the drug discovery business and termination of related research and development activities.

*General and Administrative Expenses*

General and administrative expenses for fiscal 2005 were \$1,438,000 compared to \$2,051,000 for fiscal 2004, a decrease of \$613,000 or 42%. General and administrative expenses decreased primarily as a result of the termination of drug discovery operations. Significant variances in fiscal 2005, compared to fiscal 2004, were as follows: professional consulting fees declined by \$60,000, headcount related expenses, primarily salaries, travel and entertainment, health insurance, employee relations and office expenses declined by \$210,000, investor and public relations expense declined by \$44,000 and insurance, primarily directors and officers liability insurance expense declined by \$435,000, tax expense, mainly franchise tax declined by \$49,000, legal fees declined by \$61,000, leased equipment declined by \$60,000, board of directors fees and travel expenses declined by \$110,000, audit fees declined by \$35,000, an increase of \$250,000 for the reserve established in connection with the pending lawsuit with Dr. Labidi, and an increase of \$201,000 for the allowance recorded against the subscriptions receivable.



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*Merger, Tender Offers and Consent Solicitation Expenses*

In 2005 and 2004, we recognized an aggregate of \$0 in expenses related to merger, tender offers and consent solicitation activities.

*Expenses Related to Strategic Redirection*

As a result of our decision to redirect our business strategy, we incurred \$0 and \$5,000 in costs associated with expenses from operations terminated in fiscal 2005 and 2004, respectively. Cash disbursements made during fiscal 2004 against a previously established restructuring reserve included \$90,000 for severance payments, \$87,000 for terminated operating lease obligations, and \$16,000 for equipment and facilities relocation. No expenses were recognized in 2005 or 2004 for eXegenics' strategic redirection.

*Interest Income*

Interest income for fiscal 2005 was \$190,000 as compared to \$127,000 for fiscal 2004, an increase of \$63,000 or 50%. The increase in interest income was due to higher interest rates and increased investable balances resulting from the appreciation in value and ultimate sale of Javelin Pharmaceuticals, Inc. common stock.

*Other Income and Expenses*

Other Income and expenses was a profit of \$1,062,000 during fiscal year 2005 and \$2,000 during fiscal year 2004. The increase was due to the appreciation and sale by eXegenics of Javelin Pharmaceuticals, Inc. common stock.

*Net Loss*

We incurred net losses of \$186,000 during fiscal 2005 and \$1,926,000 during fiscal 2004. The decrease in net loss of \$1,740,000 or 90% is a result of the aforementioned sale of investments. Net loss per common share for fiscal 2005 was \$0.03 and for fiscal 2004 was \$0.13.

***Results of Operations -- Fiscal Year Ended December 31, 2004 Compared to Fiscal Year Ended December 31, 2003***

*Revenues*

We recognized \$0 from license, research and development revenues during fiscal 2004, compared to \$13,000 for fiscal 2003, a decrease of \$13,000 or 100%. The decrease was a result of eXegenics exit from the drug discovery business and termination of related research and development activities.

*Research and Development Expenses*

We incurred research and development expenses of \$0 during fiscal 2004 and \$154,000 during fiscal 2003, a year-to-year decrease of \$154,000 or 100%. The decrease was a result of eXegenics exit from the drug discovery business and termination of related research and development activities. Significant contributions to the overall decrease were as follows: \$92,000 decrease in research salaries and payroll, \$3,000 decrease in expenses for research consultants, \$29,000 decline in lease expenses, maintenance and depreciation, \$382,000 decrease in research services and materials, \$16,000 decrease in travel and entertainment, health insurance and other headcount related expenses and \$14,000 decline in laboratory supplies.

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*General and Administrative Expenses*

General and administrative expenses for fiscal 2004 were \$2,051,000 compared to \$2,938,000 for fiscal 2003, a decrease of \$887,000 or 30%. General and administrative expenses decreased primarily as a result of the termination of drug discovery operations. Significant variances in fiscal 2004, compared to fiscal 2003, were as follows: professional consulting fees declined by \$410,000, headcount related expenses, primarily salaries, travel and entertainment, health insurance, employee relations and office expenses declined by \$85,000, investor and public relations expense declined by \$517,000 and insurance, primarily directors and officers liability insurance expense increased by \$125,000.

*Merger, Tender Offers and Consent Solicitation Expenses*

In 2004, we recognized an aggregate of \$0 in expenses related to merger, tender offers and consent solicitation activities. This compares to \$2,233,000 in expenses related to merger activities during 2003.

*Expenses Related to Strategic Redirection*

As a result of our decision to redirect our business strategy, we incurred costs of \$5,000 in expenses from operations terminated in fiscal 2004, Cash disbursements made during fiscal 2004 against a previously established restructuring reserve included \$90,000 for severance payments, \$87,000 for terminated operating lease obligations, and \$16,000 for equipment and facilities relocation. We recognized \$0 in expenses related to strategic redirection in 2004.

*Interest Income*

Interest income for fiscal 2004 was \$127,000 as compared to \$174,000 for fiscal 2003, a decrease of \$47,000 or 27%. The decrease in interest income was due to lower interest rates and declining investable balances as disbursements were made.

*Net Loss*

We incurred net losses of \$1,926,000 during fiscal 2004 and \$5,793,000 during fiscal 2003. The decrease in net loss of \$3,867,000 or 67% is a result of the aforementioned changes in our operations. Net loss per common share for fiscal 2004 was \$0.13 and for fiscal 2003 was \$0.38.

*Liquidity and Capital Resources*

At December 31, 2005 we had cash, cash equivalents and investments of approximately \$8,901,000. During 2005, we used approximately \$1,000,000 to fund our operating activities. Restricted cash was pledged as collateral in support of leases of laboratory equipment. In connection with the termination of our drug discovery research programs, we repurchased equipment subject to a capital lease agreement. In August 2005, in conjunction with the return of remaining lease obligations, the lessor of this equipment released \$175,000 of the held collateral. In addition, in 2005 eXegenics received proceeds of approximately \$1,064,000 from the sale of shares of Javelin Pharmaceuticals, Inc common stock.

eXegenics faces potential liability of \$600,000 (exclusive of interest and legal fees, which have been requested by Dr. Labidi, but not yet determined by the Court) in 2006 in connection with the judgment rendered against eXegenics in the lawsuit filed by Dr. Labidi in 2002. In connection with this potential liability eXegenics has recorded a reserve for \$250,000.

After taking into account the interest earned on our investments (\$25,000 to \$30,000 per month) it has been our expectation that we would use between \$40,000 and \$55,000 per month in 2006 in furtherance of these objectives. This calculation includes \$250,000 in the potential liability faced by us in the judgment rendered against us in the suit filed by Dr. Labidi. Our future capital needs are uncertain. We may or may not need additional financing in the future to fund operations. Such a determination would be made when eXegenics adopts a business strategy. As discussed in the Proxy Statement, our current business strategy is to obtain capital from the sale of shares of our common stock, and use the proceeds from such sale to, among other things, explore business and associated growth opportunities. We do not know

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whether additional financing will be available when needed, or that, if available, we will obtain financing on terms favorable to our stockholders.

*Recent Accounting Pronouncement*

We believe that the adoption of the following accounting standard will not have a material impact on our financial statements.

In December 2004, the FASB issued SFAS No. 123R, "Share-based Payment." SFAS No. 123R is a revision of SFAS No. 123, "Accounting for Stock Based Compensation", and supersedes APB 25. Among other items, SFAS 123R eliminates the use of APB 25 and the intrinsic value method of accounting, and requires companies to recognize the cost of employee services received in exchange for awards of equity instruments, based on the grant date fair value of those awards, in the financial statements. The effective date of SFAS 123R was January 1, 2006, for calendar year companies.

SFAS 123R permits companies to adopt its requirements using either a "modified prospective" method, or a "modified retrospective" method. Under the "modified prospective" method, compensation cost recognized in the financial statements beginning with the effective date, based on the requirements of SFAS 123R for all share-based payments granted after that date, and based on the requirements of SFAS 123 for all unvested awards granted prior to the effective date of SFAS 123R. Under the "modified retrospective" method, the requirements are the same as under the "modified prospective" method, but also permits entities to restate financial statements of previous periods based on proforma disclosures made in accordance with SFAS 123.

*Off Balance Sheet Arrangements*

There are no off balance sheet arrangements.

*Supplementary Financial Information***Selected Quarterly Results (Unaudited)**

	<b>Quarter Ended</b>				
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>	<b>Total Year</b>
<b>2005</b>					
Revenues	\$ —	\$ —	\$ —	\$ —	\$ —
Net (loss) income	(290,000)	(434,000)	870,000	(332,000)	(186,000)
Loss per share — basic and diluted(a)	(0.03)	(0.03)	0.05	(0.01)	0.03
<b>2004</b>					
Revenues	\$ —	\$ —	\$ —	\$ —	\$ —
Net loss	(739,000)	(531,000)	(368,000)	(288,000)	(1,926,000)
Loss per share — basic and diluted(a)	(0.06)	(0.03)	(0.02)	(0.02)	(0.13)

- (a) Per common share amounts for the quarters and full year have been calculated separately. Accordingly, quarterly amounts may not add to the annual amount because of differences in the weighted average common shares outstanding during each period due to the effect of the Company's issuing shares of its common stock during the year.

**Quantitative and Qualitative Disclosures About Market Risk**

Our exposure to financial market risk, including changes in interest rates, relates primarily to our marketable security investments. We do not believe that a 100 basis point increase or decrease in interest rates would significantly impact our business. We do not have any derivative instruments. We operate only in the United States. We do not have any material exposure to changes in foreign currency exchange rates.

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**Back to Table of Contents****Security Ownership of Certain Beneficial Owners and Management**

The table below shows the number of shares of eXegenics common stock and series A preferred stock beneficially owned as of September 1, 2006 by (i) each person who is known by us to be the beneficial owner of more than 5% of the outstanding shares of either eXegenics common stock or series A preferred stock, (ii) each director of eXegenics, (iii) each of our named executive officers identified in the Summary Compensation Table above; and (iv) all of eXegenics directors and executive officers as a group, as of September 1.

To our knowledge and unless otherwise indicated, each person in the table has sole voting power and investment power, or shares such power with his or her spouse, with respect to all shares of capital stock listed as owned by such person.

The number of shares beneficially owned by each stockholder is determined under the rules promulgated by the Securities and Exchange Commission. The information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and any shares as to which the individual has the right to acquire beneficial ownership within 60 days after September 1, 2006 through the exercise of any option, warrant or other right. The inclusion in the following table of those shares, however, does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of those shares.

Name and Address of Beneficial Owner(1)	Common Stock		Series A Preferred Stock		Percent of all Voting Securities(4)
	Number	Percent of Class(2)	Number	Percent of Class(3)	
Bruce Meyers (5)	1,224,277	7.35%	39,051	3.85%	7.20%
J Morton Davis and Rosalind Davidowitz (6).	1,553,900	9.49%	—	—	8.99%
John A. Paganelli (7).	105,000	*	—	—	*
Robert A. Baron (8)	126,800	*	—	—	*
Robert Benou (9)	80,000	*	—	—	*
David Lee Spencer, M.D (10).	854,100	5.14%	—	—	4.88%
David E. Riggs (11)	82,200	*	—	—	*
David Hostelley	—	—	—	—	—
Directors and executive officers as a group (5 persons)	1,238,100	6.84%	—	—	6.54%

\* Less than One Percent.

- (1) Except as otherwise indicated, the address of each beneficial owner is *c/o eXegenics Inc.*, 1250 Pittsford-Victor Road, Building 200, Suite 280, Pittsford, New York 14534.
- (2) Calculated on the basis of \_\_\_\_\_ shares of common stock issued and outstanding as of September 1, 2006 except that shares of common stock underlying options and warrants exercisable within 60 days of the date hereof are deemed to be outstanding for purposes of calculating the beneficial ownership percentage of securities of the holder of such options or warrants. This calculation excludes shares of common stock issuable upon the conversion of series A preferred stock.
- (3)

- Calculated on the basis of \_\_\_\_\_ shares of Series A preferred stock outstanding as of September 1, 2006
- (4) Calculated on the basis of an aggregate of \_\_\_\_\_ shares of common stock and \_\_\_\_\_ shares of Series A preferred stock issued and outstanding as of September 1, 2006, except that shares of common stock underlying options and warrants exercisable within 60 days of the date hereof are deemed to be outstanding for purposes of calculating beneficial ownership of securities of the holder of such options or warrants. This calculation excludes shares of common stock issuable upon the conversion of Series A preferred stock.
- (5) Mr. Meyers' address is c/o Meyers Associates, L.P., 45 Broadway, New York, New York 10006. The amount shown for Mr. Meyers includes: 859,645 shares owned by Mr. Meyers; 4,740 shares owned by the Bruce Meyers Keogh; 33,800 shares of the Company's common stock owned by the Joseph Rita and Bruce Meyers Foundation for Life Inc. (Mr. Meyers is the Chairman of the Board of the Joseph Rita and Bruce Meyers Foundation for Life), 39,051 shares of the Company's common stock issuable upon the conversion of 39,051 shares of preferred stock owned by Bruce Meyers; and the following securities owned by Meyers Associates, L.P. of which Mr. Meyers, is an executive officer, the sole shareholder and director of the general partner of Meyers Associates, L.P.; 76,092 shares of common stock, and 250,000 shares of common stock issuable upon the exercise of currently exercisable five-year warrants issued in 2002 to Meyers Associates, L.P. A portion of the shares beneficially owned by Mr. Meyers were obtained for services provided by Meyers Associates, L.P. a registered broker dealer. The services provided by Meyers Associates, L.P. included acting as financial advisor, placement agent and/or underwriter to the Company. Beneficial ownership information is taken from a Schedule 14A filed on September 15, 2003.
- (6) Beneficial ownership information and the information in this footnote were taken from Schedule 13G filed February 7, 2006. As of December 31, 2005, Mr. Davis may be deemed to beneficially own: (i) 248,000 shares of common stock owned by D.H. Blair Investment Banking Corp. ("Blair Investment"), and (ii) 1,305,900 shares owned by Rosalind Davidowitz (Mr. Davis' wife). Mr. Davis' business address is 44 Wall Street, New York, New York 10005. Ms. Davidowitz' address is 7 Sutton Place South, Lawrence, New York 11559. As of December 31, 2005, Rosalind Davidowitz may be deemed to beneficially own 1,305,900 shares of common stock owned directly by Rosalind Davidowitz, and 248,000 shares of common stock owned by Blair Investment. Ms. Davidowitz has sole power to vote or to direct the disposition of those shares owned by her. Each of Ms. Davidowitz and Mr. Davis do not deem the filing of the aforementioned Schedule 13G as an admission by each of beneficial ownership of the securities owned by the other.

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- (7) Ownership consists of 50,000 shares of common stock and options to purchase 55,000 shares of common stock currently exercisable or exercisable within 60 days of September 1, 2006.
- (8) Ownership consists of 71,800 shares of common stock and options to purchase 55,000 shares of common stock currently exercisable or exercisable within 60 days of September 1, 2006.
- (9) Ownership consists of 25,000 shares of common stock and options to purchase 55,000 shares of common stock currently exercisable or exercisable within 60 days of September 1, 2006.
- (10) Ownership consists of 799,100 shares of common stock and options to purchase 55,000 shares of common stock currently exercisable or exercisable within 60 days of September 1, 2006.
- (11) Ownership consists of 7,200 shares of common stock and options to purchase 75,000 shares of common stock currently exercisable or exercisable within 60 days of September 1, 2006. Does not include options to purchase 25,000 shares of common stock not exercisable within 60 days of September 1, 2006.

**Summary Compensation Table**

The following tables set forth the annual compensation paid to or earned by each person who served as the chief executive officer of eXegenics during the fiscal year ended December 31, 2005 and each of the other executive officers, other than its chief executive officer, who were serving as executive officers of eXegenics at the end of the fiscal year ended December 31, 2005 (our "Named Executive Officers").

Name and principal position	Year	Annual compensation			Long-term compensation			All other compensation
		Salary	Bonus (1)	Other annual compensation	Awards	Payouts	LTIP	
					Restricted stock award(s)	Securities underlying options/SARs		
John A. Paganelli, Interim CEO (2)	2005	\$ 12,500	—	\$ 75,000	—	20,000	—	—
	2004	\$ ---	—	\$ 75,000	—	20,000	—	—
	2003	—	—	—	—	—	—	—
Dr. David Hostelley, CFO (3)	2005	\$ 15,000	—	—	—	—	—	—
	2004	—	—	—	—	—	—	—
	2003	—	—	—	—	—	—	—
David E. Riggs Former President, CEO, CFO and Secretary (4)	2005	\$ 244,000	—	—	—	—	—	—
	2004	\$ 235,000	—	—	—	75,000	—	—
	2003	\$ 190,561	—	—	—	225,000	—	—
Ronald L. Goode, Ph.D. Former President, CEO (5)	2005	—	—	—	—	—	—	—
	2004	\$ 95,751	—	—	—	—	—	—

				12,000			
2003	\$	405,000	\$	105,000	\$	(6)	— — —

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- (1) Bonuses paid in the year reported were earned and accrued in the previous year.
  - (2) Mr. Paganelli is chairman of the board of directors of eXegenics. Mr. Paganelli became interim chief executive officer of eXegenics on June 29, 2005. The compensation reported under “Other annual compensation” reflects compensation earned by Mr. Paganelli as the chairman of the board of directors.
  - (3) Mr. Hostelley became chief financial officer of eXegenics on July 1, 2005.
  - (4) Mr. Riggs served as our president and chief executive officer until June 29, 2005.
  - (5) Dr. Goode served as our president and chief executive officer until February 23, 2004.
  - (6) “Other annual compensation” paid to Dr. Goode during fiscal 2003 consisted of a \$12,000 car allowance.

**Back to Table of Contents****Option Grants in Our Last Completed Fiscal Year**

The following table shows grants of stock options that we made during the fiscal year ended December 31, 2005 to each of our executive officers named in the Summary Compensation Table, above.

Name	Individual Grants <sup>(1)</sup> Number of Securities Underlying Options Granted (#)	% of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price(\$/Share)	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (2)	
					5%	10%
John A. Paganelli	20,000	20%	\$ .40	Jan. 2015 thru Oct. 2015	\$ 13,031	\$ 20,750

(1) The options are non-qualified stock options, granted pursuant to the eXegenics amended and restated 2000 stock option plan. Options to purchase 20,000 shares of common stock, at an average exercise price of \$0.40 per share, vest immediately on the grant date that ranges from January 1, 2005 through October 1, 2005. These options were granted to Mr. Paganelli as a member of the board of directors.

(2) In accordance with the rules of the Securities and Exchange Commission, we show in these columns the potential realizable value over the term of the option (the period from the grant date to the expiration date). We calculate this assuming that the fair market value of our common stock on the date of grant appreciates at the indicated annual rate, 5% and 10% compounded annually, for the entire term of the option and that the option is exercised and sold on the last day of its term for the appreciated stock price. These amounts are based on assumed rates of appreciation and do not represent an estimate of our future stock price. Actual gains, if any, on stock option exercises will depend on the future performance of our common stock, the option holder's continued employment with us through the option exercise period, and the date on which the option is exercised.

**Aggregated Option Exercises in Last Completed Fiscal Year and Fiscal Year-End Option Values - December 31, 2005**

The following table shows information regarding exercises of options to purchase our shares of common stock by each executive officer named in the Summary Compensation Table during the fiscal year ended December 31, 2005. The table also shows the aggregate value of options held by each executive officer named in the Summary Compensation Table as of December 31, 2005. The value of the unexercised in-the-money options at fiscal year end is based on a value of \$0.41 per share, the closing price of our stock on the OTC Bulletin Board on December 30, 2005 (the last trading day prior to the fiscal year end), less the per share exercise price.

Name	Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised Options at Fiscal Year-End		Value of the Unexercised In-The-Money Options at Fiscal Year-End	
			Exercisable	Unexercisable	Exercisable	Unexercisable
John A. Paganelli	—	—	40,000	—	-\$ 500	N/A
David E. Riggs	—	—	50,000	25,000	N/A	N/A

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**Compensation of Directors**

The chairman of eXegenics board of directors receives a fee of \$18,750 per quarter, due the day after the commencement of each calendar quarter for his service. As of July 1, 2005, in consideration for his assumption of additional responsibilities for serving as the chairman of the business opportunities search committee, Robert Baron receives an additional \$6,250 per quarter. For additional services provided by Robert Benou and Dr. David Spencer, both directors receive an additional \$1,250 per quarter. John A. Paganelli, chairman of the board, receives an additional \$6,250 per quarter for assuming additional responsibilities for serving as interim chief executive officer.

Upon joining the eXegenics board, directors are issued 25,000 shares of common stock. The chairman of the board receives an additional 25,000 shares at the time he assumes this role. Members of the board of directors are granted an option to purchase 5,000 shares of eXegenics common stock on the first day of each calendar quarter, with an exercise price equal to the closing trading price of eXegenics common stock on the date of grant. Under the terms of the Stock Purchase Agreement, automatic option grants have been suspended through the closing of the transaction.

On March 22, 2005 the board of directors of eXegenics approved the grant of 50,000 shares of eXegenics common stock to each of John A. Paganelli and Robert Baron contingent upon the closing of a change-in-control transaction, subject to approval by the stockholders of the stock grants and require that each recipient of the stock grant is a member of the eXegenics board of directors at the time of the change-in-control.

For the 12 months ended December 31, 2005 and December 31, 2004, stock options totaling 80,000 and 90,000 shares of common stock were granted to directors pursuant to resolutions of the eXegenics board of directors for services provided by directors, respectively.

You should read the section titled "Interests of eXegenics Executive Officers and Directors in the Stock Sale" at page [ ] for a discussion of these interests and the interests of others in the stock sale.

**Employment Contracts, Termination of Employment and Change-in-Control Arrangements**

David E. Riggs, our former president, chief executive officer and chief financial officer, entered into an employment agreement with eXegenics on March 10, 2003. Effective June 30, 2005 eXegenics and Mr. Riggs mutually agreed that he would relinquish his duties as president, chief executive officer and chief financial officer. In July 2005, eXegenics and Mr. Riggs entered into a Separation Agreement. In connection with Mr. Riggs's separation from eXegenics, eXegenics paid Mr. Riggs severance in an amount equal \$117,500. Further, Mr. Riggs agreed that the options he held to purchase 225,000 shares of eXegenics common stock granted under the eXegenics nonqualified stock option agreement dated March 10, 2003 shall terminate on September 30, 2005, and that the options he held to purchase 75,000 shares of eXegenics common stock granted under the nonqualified stock option agreement dated March 29, 2004 shall terminate on June 30, 2007. In consideration of the payments made to him under the separation agreement, Mr. Riggs waived and released certain claims that he may have against eXegenics and its officers, directors, agents, attorneys, employees, successors or assigns.

On June 30, 2005, John A. Paganelli, our then chairman, assumed the role of interim chief executive officer.

On July 1, 2005 David F. Hostelley was named chief financial officer of eXegenics pursuant to the terms of a letter agreement between eXegenics and Contract CFO & Accounting, Inc. dated July 20, 2005 The letter agreement is a month-to-month agreement, and either party can terminate the agreement upon 3 business days notice. Further, in the event Mr. Hostelley is required to travel on behalf of eXegenics for any reason, eXegenics will be billed \$800 per day, plus out-of-pocket expenses. All travel to be pre-approved by the chairman of eXegenics board of directors.





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**Equity Compensation Plan Information**  
As of December 31, 2005

<b>Plan Category</b>	<b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a)) (c)</b>
Equity compensation plans approved by security holders	905,000	\$ 3.37	3,345,000
Equity compensation plans not approved by security holders (1)	290,000	\$ 0.75	N/A

(1) Consists of the following warrants: Roan-Meyers dated August 13, 2002 to purchase 125,000 shares of our common stock; Roan-Meyers warrants, dated August 13, 2002 to purchase 125,000 shares of our common; and Petkevich & Partners, LLC warrants, to purchase 40,000 shares of our common stock.

We have authorized the issuance of equity securities under the compensation plans described below without the approval of stockholders. No additional options, warrants or rights are available for issuance under any of these plans, except for additional shares which may become purchasable under warrants with anti-dilution protection as noted below. We have either already registered or agreed to register for resale the common stock underlying all of these plans.

Roan-Meyers warrants, dated August 13, 2002: provided common stock purchase warrants in connection with financial advisory services, to purchase 125,000 shares of our common stock at a purchase price of \$1.00 per share, with an expiration date of August 13, 2007.

Roan-Meyers warrants, dated August 13, 2002: provided common stock purchase warrants in connection with financial advisory services to purchase 125,000 shares of our common stock at a purchase price of \$0.55 per share, with an expiration date of August 13, 2007.

Petkevich & Partners, LLC warrants, dated March 5, 2003, provided common stock purchase warrants in connection with financial advisory services to purchase 40,000 shares of our common stock at a purchase price of \$0.58 per share, with an expiration date of March 5, 2008.

### ADDITIONAL INFORMATION FOR STOCKHOLDERS

#### Future Stockholder Proposals

Our bylaws establish the following procedures on how stockholders can propose business to be conducted at a stockholder meeting:

*Notice Requirement.* A stockholder must provide a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the annual meeting and any material interest in such business of the stockholder and the beneficial owner, if any, on whose behalf the proposal is made. The notice must contain the

information specified in the bylaws as to the identity of the stockholder or beneficial owner on whose behalf the proposal is made.

*Notice Deadlines.* Written notice of a proposal of other business must be delivered to the Secretary not less than 55 nor more than 75 days prior to the first anniversary of the date on which we first mailed our proxy materials for the prior year's annual meeting. However, if the annual meeting is more than 30 days before or more than 60 days after the anniversary date, notice must be delivered by the close of business on the 10<sup>th</sup> day after the public announcement of the date of such meeting.

*Where to Send.* Stockholder proposals must be addressed to the Secretary and mailed to him at eXegenics, Inc., 1250 Pittsford-Victor Road, Building 200, Suite 280, Pittsford, New York 14534.

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At a special meeting of stockholders, only such business shall be conducted as shall have been brought before the meeting pursuant to our notice of meeting.

The SEC has also adopted regulations that govern the inclusion of such proposals in our proxy materials. Stockholder proposals for inclusion in our proxy statement and form of proxy for the annual meeting to be held in 2007 must have been received by August 11, 2006. If we are not notified of a stockholder proposal by that date, then the persons appointed as proxies may have discretion to vote against such stockholder proposal, even though the proposal is not discussed in the proxy statement.

**Other Business**

Under eXegenics's bylaws, no other items of business may be brought before the special meeting other than those set forth herein.

Representatives of our independent auditor, Rotenberg & Company, LLP, an independent registered public accounting firm, are expected to be present at the special meeting, will have an opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from stockholders.

**You should rely only on the information contained in this Proxy Statement to vote on the proposals. We have not authorized anyone to provide you with information that is different from what is contained in this Proxy Statement. This Proxy Statement is dated \_\_\_\_\_, 2006. You should not assume that the information contained in the Proxy Statement is accurate as of any date other than such date.**

**IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. WHETHER OR NOT YOU EXPECT TO ATTEND THE SPECIAL MEETING IN PERSON, YOU ARE URGED TO COMPLETE, SIGN, DATE AND RETURN THE PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.**

By Order of the Board of Directors

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John A. Paganelli,  
*Interim Chief Executive Officer, Secretary and  
Chairman of the Board of Directors*

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors  
and Stockholders  
eXegenics Inc.

We have audited the accompanying balance sheet of eXegenics Inc. as of December 31, 2005, and the related statements of operations, changes in stockholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of eXegenics Inc. as of December 31, 2005 and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ Rotenberg & Co., llp

Rotenberg & Co., llp  
Rochester, New York  
February 27, 2006  
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**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
*eXegenics* Inc.

We have audited the accompanying balance sheets of *eXegenics* Inc. (the Company) as of December 31, 2004 and 2003, and the related statements of operations, changes in stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of *eXegenics* Inc. as of December 31, 2004 and 2003, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

BDO Seidman, LLP  
Dallas, Texas  
February 18, 2005 except for Notes K and  
N which are as of April 12, 2005  
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## eXegenics Inc.

## BALANCE SHEETS

	December 31,	
	2005	2004
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 8,901,000	\$ 8,734,000
Restricted cash	—	175,000
Marketable securities available for sale	—	1,124,000
Prepaid expenses and other current assets	99,000	35,000
Total current assets	9,000,000	10,068,000
Equipment, net	—	3,000
	\$ 9,000,000	\$ 10,071,000
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 277,000	\$ 239,000
Stockholders' equity:		
Preferred stock — \$.01 par value, 10,000,000 shares authorized; 952,839 and 935,332 shares of Series A convertible preferred issued and outstanding (liquidation value \$2,382,000 and \$2,338,000)	10,000	9,000
Common stock — \$.01 par value, 30,000,000 shares authorized; 16,945,026 and 16,869,031 shares issued	169,000	169,000
Additional paid in capital	68,384,000	68,385,000
Accumulated other comprehensive income	—	1,124,000
Subscriptions receivable, net of reserve	(101,000)	(302,000)
Accumulated deficit	(56,402,000)	(56,216,000)
Treasury stock, 611,200 and 611,200 shares of common stock, at cost	(3,337,000)	(3,337,000)
	8,723,000	9,832,000
	\$ 9,000,000	\$ 10,071,000

See notes to financial statements

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## eXegenics Inc.

## STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2005	2004	2003
Revenue:			
License and research fees	\$ —	\$ —	\$ 13,000
Operating expenses:			
Research and development	—	—	154,000
General and administrative	1,438,000	2,051,000	2,938,000
Expenses related to strategic redirection	—	—	653,000
Merger, tender offers and consent solicitation expenses	—	—	2,233,000
	1,438,000	2,051,000	5,978,000
Other (income) expenses:			
Gain on sale of investments, net	(1,064,000)	—	—
Interest income	(190,000)	(127,000)	(174,000)
Interest expense	2,000	2,000	2,000
	(1,252,000)	(125,000)	(172,000)
Loss before provision (benefit) for taxes	(186,000)	(1,926,000)	(5,793,000)
Provision (benefit) for taxes	—	—	—
<b>Net Loss</b>	(186,000)	(1,926,000)	(5,793,000)
Preferred stock dividend	(234,000)	(223,000)	(207,000)
<b>Net loss attributable to common stockholders</b>	\$ (420,000)	\$ (2,149,000)	\$ (6,000,000)
<b>Basic and diluted loss per common share:</b>	\$ (0.03)	\$ (0.13)	\$ (0.38)
<b>Weighted average number of shares outstanding — basic and diluted</b>	16,271,000	16,050,000	15,690,000

See notes to financial statements



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## eXegenics Inc.

## STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Convertible Preferred Stock		Common Stock		Additional Paid in Capital	Subscriptions Receivable	Reserve on Accumulated	Accumulated Other Comprehensive	Treasury Shares
	Shares	Amount	Shares	Amount			Rec	Income (Loss)	
<b>Balance — January 1, 2003</b>	828,023	\$ 8,000	16,184,486	\$ 162,000	67,272,000	(301,000)	—	(48,497,000)	—511,200
Preferred stock converted to common stock	(20,293)	—	20,293	—	—	—	—	—	—
Preferred dividend (stock)	82,834	1,000	—	—	(1,000)	—	—	—	—
Net interest on Subscription Receivable	—	—	—	—	—	(1,000)	—	—	—
Exercise of stock options	—	—	10,000	—	4,000	—	—	—	—
Issuance of shares previously recorded as issuance from Treasury Stock	—	—	100,000	1,000	766,000	—	—	—	—100,000
Value assigned to warrants and options issued for professional services	—	—	—	—	20,000	—	—	—	—
Net loss for the year	—	—	—	—	—	—	—	(5,793,000)	—
<b>Balance — December 31, 2003</b>	890,564	9,000	16,314,779	163,000	68,061,000	(302,000)	—	(54,290,000)	—611,200
Preferred stock converted to common stock	(44,252)	(500)	44,252	500	—	—	—	—	—
Preferred dividend (stock)	89,020	500	—	—	(500)	—	—	—	—
Exercise of stock options	—	—	360,000	4,000	188,000	—	—	—	—
Compensation related to grant	—	—	150,000	1,500	132,000	—	—	—	—

of stock and  
options to  
board members

Value assigned  
to warrants and  
options issued  
for professional  
services

—	—	—	—	4,500	—	—	—	—	—
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Comprehensive  
Income:

Net Loss for  
the year

—	—	—	—	—	—	(1,926,000)	—	—	—
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Unrealized gain  
on available for  
sale securities

—	—	—	—	—	—	—	1,124,000	—	—
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Total  
comprehensive  
income

—	—	—	—	—	—	—	—	—	—
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**Balance —**

**December 31,  
2004**

935,332	\$ 9,000	16,869,031	\$ 169,000	\$ 68,385,000	(\$302,000)	—(\$56,216,000)	\$ 1,124,000	611,200	—
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Preferred stock  
converted to  
common stock

(75,995)	—	75,995	—	—	—	—	—	—	—
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