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C-SUITE EXECUTIVE: CHIEF LEGAL OFFICER: BUSINESS STRATEGIST

IDENTITY

C-level executive with extensive legal experience adept at anticipating issues and identifying challenges within organizations to create lasting solutions, propel growth and reduce costs. Leverages vast legal and strategic business expertise to align and execute on operational objectives. Understands business objectives as driver to a company's success.

PERFORMANCE

Capital Placement & Acquisitions

- Advised and positioned **100+** companies and investors resulting in placement of **billions of dollars** in private and public capital and in M & A transactions.
- Identified and evaluated **dozens** of investment opportunities for venture capital and private equity investors as well as executives looking for new opportunities.
- Advised management and Boards of Directors on appropriate financing structures and feasibility of various financing alternatives, including debt and equity – convertible debt, KISS instruments, SAFEs, and VC and Private Equity stock transactions.
- Advised management and Boards of Directors on strategic alternatives and structures for a variety of M & A transactions.

Recent Legal Expertise

- Completed **\$400 million** sale of publicly traded specialty pharmaceutical company.
- Created critical liquidity for major investors by implementing **\$20+** million stock buyout.
- Assisted Receiver in disposition of assets of a specialty laboratory company; facilitated the closure of all operations.
- Preserved market capitalization by orchestrating defense of proxy contest that could have resulted in a complete replacement of the Board.
- Saved in excess of **\$50+ million** litigation exposure to company.
- Structured and negotiated over **150** transactions for start-up and seasoned companies or investors that resulted in capital placement in excess of \$750+ million.

Legislative & Government Affairs; Regulatory Compliance

- Saved company **\$100+ thousands** of dollars and allowed continued generation of **\$70+ million** revenues by resolving three state regulatory inquiries.
- Rescued **\$25+ million** in potential lost revenues by defeating legislation in Tennessee and Texas.
- Created new market opportunities in Utah and Arkansas through passage of legislation where company previously had no footprint.

Operations and Human Resources

- Increased revenues from **\$6 million** to **\$25+ million** as managing partner of corporate practice group in regional office of international law firm.

- Reduced out of pocket legal expenses from **\$2m annually** to less than **\$180K annually** in three months in one organization and eliminated all but external litigation and patent prosecution spend in another.
- Protected a company's **\$130+ million** revenue base by hiring lobbyists and outside monitoring firms in **12** states.
- Achieved accelerated growth trajectory for **50+** companies through coaching exercises in all aspects of a business.
- Ensured compliance with corporate governance, SOX, labor and employment practices and structured equity compensation plans.
- Provided guidance and expertise for regulatory compliance and research and development departments.
- Created connectivity between departments and Board as part of six-person executive team for high-end publicly traded company and provided corporate governance oversight for both publicly traded and private companies.

Health Sciences Specialist

- Represented **100+** specialty pharmaceutical skin care; clinical laboratory, medical device; services; health care IT; physician practice; home health care; and hospice care companies of varying sizes and at various stages of development.
- Ensured success of **100+** companies through in-depth knowledge of **health care regulations** including FDA, Medicare (CMS), HIPAA, Stark, Stark II, CLIA and CAP.

EQUITY

2017 – Present

Fractional C-level Executive and Chief Legal Officer to multiple businesses

Current Engagements:

GigX, Inc.

- Fractional Chief Legal Officer to the world's #1 fractional CxO directory that provides a virtual handshake between independent executive level professionals and organizations seeking leadership. Provide advice on corporate structure and financing strategies.
- Created all necessary corporate formation and day to day functional documents.
- Prepared all documents for initial outside financing round using a convertible debt KISS instrument.
- Advise on strategic business advisory services.

AndroQ, Inc.

Fractional Chief Legal Officer to early stage company that has identified a receptor that could predict those at risk for developing severe cases of the novel SARS - CoV – 2 virus. Currently in in-vitro testing with 50+ subjects. Advising the company on a variety of legal and business matters.

Bennufit Health, Inc.

As acting VP of Operations of this Profound Ventures portfolio company (see below), responsible for all internal operations, employee, legal and compliance matters. Utilizing a SAAS software model, Bennufit is a next-generation platform to harness the power of artificial intelligence to deliver intelligent solutions including genetic testing, wearable medical devices, and remote patient monitoring to help solve the dueling public health crises of chronic pain and opioid abuse.

Data Drip Solutions

Fractional Chief Legal Officer to a company engaged in data warehousing by transforming data into business driving insights. Provide advice on general business and

	structural matters and a variety of business strategies.
	<p>2017 – Present <i>Founding Partner, Profound Ventures, LLC, Newport Beach, CA</i> Early stage investment and growth accelerator creating and investing in for-profit businesses and non-profit organizations using innovative digital technologies in data analytics to have a profound societal impact. We provide seed capital, support growth, provide infrastructure and attract partners. Profound believes that social entrepreneurship unlocks human potential and makes the world a better place. Current companies in the Profound Portfolio include, among others: Bennufit Health, Inc. (www.bennufit.com); National Toxicology Laboratories, Inc. (www.nationaltox.com); Blue Star Senior Tech (www.bluestarseniortech.com); Genomic Testing Cooperative (www.genomictestingcooperative.com); and Ceraltum, Inc. (www.ceraltum.com)</p>
	<p>2016 – 2017 <i>Chief Legal Officer, EVP Corporate, Government and Legislative Affairs, Chief Compliance Officer and Corporate Secretary, Proove Biosciences, Inc. (Precision Medicine Laboratory Testing company, placed in Receivership August 2017), Irvine, CA</i></p> <ul style="list-style-type: none"> ▪ Set strategic direction, and advised Board on corporate governance and compliance ▪ Together with executive team, set and refined strategic direction to accelerate growth and diversify business model. ▪ Advised Board and CEO on corporate governance and compliance issues. ▪ Oversaw all legal, human resource and compliance functions, including staff management of each department. ▪ Advised company owned licensed clinical laboratory personal on preparation for, and response to CLIA and CAP audits. ▪ Together with the CEO, engaged outside firm to develop crisis management strategies. ▪ Facilitated closure of company operations when transferred into receivership. ▪ Developed government affairs strategy. ▪ Drafted internal and external corporate communications. ▪ Negotiated institutional financings. ▪ Identified, together with the CEO, strategies for diversification of revenues and related structures to accomplish same. ▪ Advised company-wide organization on legal, regulatory, legislative and human resource matters as part of six-person executive team. ▪ Implemented comprehensive cost savings program to reduce external legal spend.
	<p>2016 – Present <i>Outside Chief Legal Officer, Immersive Entertainment, Inc., (VR/VA company with a variety of applications in multiple industry verticals), Irvine, CA.</i></p> <ul style="list-style-type: none"> ▪ Together with executive team, set and refined strategic direction to accelerate growth and further develop business model. ▪ Advised Board and CEO on corporate governance and compliance issues. ▪ Negotiated legal settlement with the one of the company’s former executives on terms that allowed the company to close on a round of financing. ▪ Negotiated company’s initial round of outside financing. ▪ Drafted internal and external corporate communications.
	<p>2014 – 2016 <i>President, Hunter Advisors (Specialty legal, executive and financial advisory services), Orange, CA</i></p>

Primary Engagement:

PeopleBest, Inc.

- Set strategic direction, and advised Board on corporate governance and compliance issues, and company-wide organization.
- Advised company on tax-related business structure issues.
- Negotiated multiple contracts with outside vendors and contract sales organizations.
- Assisted company in refining business and outside financing strategy.

2008 – 2014

Vice President Government and Legislative Affairs, General Counsel and Secretary, Obagi Medical Products, Inc. (publicly traded specialty pharmaceutical skincare company, sold to *Valeant Pharmaceuticals, Inc. in 2013*; now privately held as Obagi Cosmeceuticals), Long Beach, CA

- Set strategic direction, and advised Board on corporate governance and compliance issues, and company-wide organization on legal, regulatory, legislative and human resource matters as part of six-person executive team.
- Managed an internal staff, contract lawyers and a number of external law firms.
- Saved multiple millions of dollars in outside legal fees through comprehensive cost savings program (over **\$1.6 million** annualized in first three months).
- Advised human resources, regulatory and compliance, supply chain and warehousing operations.
- Participated in mediations; negotiated hundreds of company transactions.
- Reduced outside legal costs by managing day-to-day operations and hundreds of complex legal matters.
- Saved millions of dollars in costs by resolving a variety of disputes without litigation.
- Managed comprehensive litigation matters, stockholder derivative suits and thwarted a proxy contest.
- Preserved and increased approximately **\$70 million** in company revenues by resolving a number of state Attorney General and other state regulatory inquiries, defeating key legislative initiatives and introducing and passing significant legislation.
- Met monthly with legislators in key states to ensure continuity in the perception of both Obagi and its products.
- Preserved and improved the company's financial position by reducing the number of product diversion sites on the Internet.

2003 – 2010

Director, LB Hunter Group (project-based legal and strategic business positioning services to executives and companies looking to align and accelerate their business strategies), Villa Park, CA

Unique Engagements:

H3D Ventures

- Advised this **\$60 million+** early stage venture capital fund focused on the Services/Care Delivery, HCIT and Medical Device segments of the health care market on all aspects of formation.
- Conceived design, researched and prepared all offering documents and marketing materials for fund presentations.
- Evaluated and incubated potential portfolio companies for investment.
- Led discussions and workshops with numerous potential portfolio companies in refining business plans and strategic objectives, and in developing appropriate metrics for target account profiling.

Alteer Corporation

- Engaged as strategic business consultant for health care IT/services company providing electronic medical record solutions to the physician office market.
- Created all form contracts; assisted in aligning company vision with that of management personnel; created HIPPA compliance policies and related contracts; initiated and facilitated marketing and target account profiling discussions; negotiated customer contracts to accelerate sales; conceived, designed and conducted sales and contract training.

Mentored numerous executives in transition

- Assisted in identifying and capitalizing on core strengths in preparation for the next career opportunity.

Represented candidate for Chairman and CEO of public company

- Facilitated negotiations with the Board of Directors and Compensation Committee.
- Advised on creating SOX compliance program.

1989 - 2003

Brobeck, Phleger & Harrison LLP

Managing Partner, Business & Technology Practice - 1999 to 2002

Law Practice Partner – 1995 to 2003

Outside General Counsel to Firm Client – 1994 to 1997

Associate – 1989 to 1995

Law Practice Experience

- Practiced law in a dynamic, growth-oriented firm with a focus on corporate and securities law with an emphasis on public and private financings, general corporate counseling and corporate governance matters. Represented companies primarily in healthcare/life sciences industries.
- Led or participated in: dozens of technology transfer, development, licensing and manufacturing agreements, both domestic and international; approximately **75** public offerings; hundreds of financings for issuers, venture capitalists and investment bankers, and numerous merger and acquisition transactions, including management buyouts, leveraged buyouts and going private transactions – resulting in the placement or raising of billions of dollars in capital.
- Experiences as both outside corporate counsel and in-house general counsel, in making presentations to boards of directors, and advising boards on corporate governance, disclosure issues and fiduciary obligations.
- Developed regulatory compliance programs for a variety of industries.

Firm Management Expertise

- Led business development, operations and client management programs for the Orange County corporate practice.
- Grew office from **6 partners** and **14 associates** to **9 partners** and **32 associates**.
- Increased revenues from **\$6 million/year** to over **\$25 million/year**, excluding revenues generated for other practice groups or offices.
- Responsible for hiring, review and compensation of all associates and staff.
- Developed and managed office group budget and P&L.
- Participated in associate elevation, partnership level and compensation discussions.
- Enhanced associate training and development efforts through implementation of “new associate assignment and training program.”

Co-Chair Firm's Life Sciences Practice – 1999 to 2001 (Enhanced, conceived, designed and developed national marketing plan for 150+ attorneys.)

RECOGNITION

- 2013** *C.A.R.R.Y Corporate Partner Award.*
- 2012** *Finalist, Los Angeles Business Journal Public Company General Counsel of the Year. Nominee, Orange County Business Journal Public Company General Counsel of the Year.*
- 2011** *Nominee, Orange County Business Journal Public Company General Counsel of the Year.*

EDUCATION

Presented and conducted training programs on multiple topics including:

- Mergers and Acquisitions.
- Importance of In-House Legislative and Government Affairs Programs.
- SOX – '34 Act Compliance – Section 16 Reporting.
- Document Retention and Destruction Policies.
- Employee Handbook Preparation and Review.
- Target Account Profiling – Development of Sales Pipelines.
- Product Positioning – Sales Processes.
- Advisory Role to Boards of Directors.
- Private and Public Debt and Equity Financings, including PIPES, KISS instruments and Public Offering Process.
- University Technology Licensing Process.

INVOLVEMENT

- Holy Family Cathedral Respect Life Ministry – 2019 to present
- Diocese of Orange Hope and Healing Ministry, Companion Minister – 2010 to 2015
- St. Norbert Finance Council (Chair) – 2004 to 2017
- Family Solutions Foster Care (Chair) – 2002 to 2005
- Balboa Capital Corporation (Board Advisor) – 1999 to 2002
- Triflo Medical (Board Member) – 2000 to 2002
- Bridgegate 20 (Board Member; Mentor) – 2000 to 2003
- CORE 21 (Board Member)
- Martin Luther King Hospital Foundation (Board Member)

EDUCATION

University of California at Davis, School of Law, Davis, California – J.D.
Activities: Editor, UC Davis Law Review; published author

University of San Diego, San Diego, California – BBA –
Honors: Magna cum laude; Beta gamma sigma

REFERENCES

Available Upon Request