**Mark J. Kayton**

West Hollywood, CA 90069| 310.739.8295 | mark@mjklawcorp.com |linkedin.com/in/mark-kayton-54a9a16

**HIGHLY EXPERIENCED ATTORNEY & SENIOR EXECUTIVE**

**“I protect your business, manage risk, and solve complex problems, with a focus on providing strategic legal advice and leadership”**

Accomplished attorney and executive with 30+ years of experience driving legal, operational, and strategic growth for FinTech and real estate services companies nationwide. Proven track record in launching and managing startups, turning around underperformers, and scaling high-growth ventures. Deep expertise in corporate law, real estate and settlement services, regulatory compliance, risk management, and crisis resolution. Recognized for building efficient structures, safeguarding capital, and accelerating profitability through pragmatic, business-first solutions.

**KEY QUALIFICATIONS**

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| * CA & FL Licensed Attorney
* Crisis Management
* Licensing & Compliance
 | * Corporate Governance
* High Stakes Negotiations
* Claims Management
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| * Title Insurance/Settlement Services
 | * M&A/Capital Markets
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**REPRESENTATIVE ACCOMPLISHMENTS**

* **Raised and Structured Over $15M** in equity and debt financing for an early-stage SaaS firm.
* **Led Legal Strategy and Compliance** for companies operating in some 48 states.
* **Negotiated and Closed Multi-Million-Dollar MSAs** with national clients.
* **Resolved High-Stakes Litigation and Claims**, including favorable settlement of a class action lawsuit and successful defense of numerous title insurance claims.
* **Built and Scaled Legal Infrastructure** for multiple startups and high-growth ventures.
* **Co-Invented First-of-Its-Kind P&C Insurance Product** approved in 24 states.
* **Successfully Defended Hostile Takeover,** clearing path for institutional capital infusion.
* **Executed Exit Strategies and M&A Transactions**, including the sale of a property preservation firm and strategic divestiture of a national title business.

**PROFESSIONAL EXPERIENCE**

Recent Fractional Counsel & Executive Work ▪ West Hollywood, CA 2016 to Present

Provided fractional general counsel and executive management services primarily catering to the needs of small to mid-sized businesses

Provided broad-ranging executive management and legal services, with deep expertise in corporate and business law and legal and regulatory compliance, helping companies to effectively structure operations, negotiate contracts, stay compliant with laws like RESPA, and maintain all necessary licenses to operate and grow with confidence.

Corporate Law | Business Law | Title Insurance | Legal & Regulatory Compliance | Licensing

SELECTED CONTRIBUTIONS

OrangeGrid, LLC ▪ Brea, CA and Flower Mound, TX| 2016 to 2025

Fractional General Counsel/Chief Administrative Officer

* Led all legal functions, including corporate governance, intellectual property, litigation, contracts and regulatory compliance.
* Negotiated contracts and managed document preparation across business units.
* Directed capital acquisition efforts and supported investor relations initiatives.
* Oversaw administrative operations, including HR, accounting, and compliance.
* Partnered with senior leadership on strategic planning and daily operational decisions.

Timios, Inc. ▪ Westlake Village, CA and Plano, TX| 2022 to Present

Fractional General Counsel

* Directed all legal functions, including corporate governance, intellectual property, title claims, litigation, contracts, licensing, regulatory filings and compliance.
* Represented the company in closing a successful sale by its former parent to a multi-billion-dollar hedge fund group.
* Managed outside litigation counsel in numerous offensive and defensive legal proceedings, reducing pending legal actions by over 80% during tenure.
* Implemented compliance procedures and oversight that resulted in material reduction in claims and losses since inception.

Zieve, Brodnax, & Steele ▪ Irvine, CA | 2018 to 2019

Fractional Executive Director

* Revamped senior management, replacing underperforming executives and department managers as necessary and appropriate.
* Led previously stalled efforts to optimize case management systems, recruiting and hiring qualified technical staff and managing and overseeing third-party vendors retained to expedite the process.
* Provided advice and support to the founding partner and various state and department managers.
* Constructed budgets for all firm departments.

AmTrust North America, Inc. ▪ New York, NY 2013 to 2015

VP of Real Estate Insurance Group

Co-invented and developed an innovative insurance product mitigating negative equity risk for homeowners; co-led the formation and launch of a national title insurance underwriter for AmTrust.

Led the end-to-end development, regulatory approval, and market launch of a first-of-its-kind P&C insurance product, including risk modeling, pricing, policy drafting and regulatory filings; also directed strategic acquisition and formation of the title insurance underwriter, assisted in multi-state expansion, provided interim underwriting leadership and represented the company on key industry boards.

Interim Chief Underwriting Officer | Claims | Legal & Regulatory Compliance | Licensing

**SELECTED CONTRIBUTIONS**

* Worked extensively with company actuaries to develop risk analysis and pricing.
* Oversaw regulatory filings resulting in product approvals in 24 states.
* Worked with internal and external counsel to develop an offering memorandum for the sale of minority interests in the title insurer, including detailed analysis of RESPA and other applicable regulatory concerns.
* Oversaw preparation and processing of expansion applications in 18 states and supervised and oversaw all regulatory filings.
* Stepped in to fill the role of chief underwriting counsel for almost a year while company sought permanent counsel with a more commercial focus.
* Represented the carrier on the Boards of TIRSA and the NYSLTA.

Prior Relevant Experience ▪ Houston, TX and West Hollywood, CA 1992 to 2012

Served as General Counsel, Senior Executive and, in some cases, Founder, of a number of companies operating under the umbrella of the First Southwestern/First Financial Title Group, which included multi-state title and P&C insurance agencies, land surveying and foreclosure auction companies and a national property preservation, REO maintenance and repair company.

***DETAILS AVAILABLE UPON REQUEST***

**EDUCATION**

BA | University of Texas, Austin, TX

JD | University of Miami School of Law, Coral Gables, FL

(Magna Cum Laude)

**OTHER CREDENTIALS**

* Member in good standing of the Florida Bar since 1992.
* Member in good standing of the California Bar since 2019.