

MARK L. WEINTRUB

3709 Tidewater Dr., Plano, TX 75025

972/491-0100 (H) 214/561-8607 (O) 972/322-1802(C) Email: mark@generalcounseltx.com

- Senior executive with 23 years combined diverse experience in the operational side of business including corporate human resources and legal departments of public and private corporations and law firms
- Responsibility for international business activities, employment and labor law, commercial agreements, national real estate and franchise management, mergers and acquisitions, corporate securities, litigation management, patent/trademark, software and technology licensing, international and domestic franchising,
- Proven success in reducing corporate exposure and bottom-line legal costs through proactive training and ability to target high risk areas
- Corporate secretary and responsibility for equity capital/debt management and governance including SEC financial filings, public offerings, Sarbanes-Oxley compliance and primary liaison for board of directors
- Ethics and integrity at the highest level through a professional approach mandated in today's business environment
- Work style highlighted by ability to implement best practices and establish successful relationships with all levels of management and board of directors
- Driven by the ability to work well in multi-cultural and team oriented environments and fostering an accomplishment driven work experience
- Leadership by example designed to motivate and encourage maximum growth from all personnel

EXPERIENCE

MW LAW, PC, Dallas, TX

October 2007-Present

Principal/Managing Director

- Outsourced general counsel and commercial business legal services for public and privately held clients including corporate secretary functions, board advisor, litigation management, oversight for national and international projects, mergers, acquisitions and divestitures, employment counseling, identifying business solutions for high risk areas of exposure and management of intellectual property portfolios
- Advise clients in domestic and international areas including corporate business structures/new entity creation, corporate governance, SEC filings, employment and labor law, mergers and acquisitions, commercial leasing and contracts, and disputes (including licensing and technology transfers), due diligence review, intellectual property protection, litigation and executive compensation agreements

GENERAL NUTRITION CENTERS, INC., Pittsburgh, PA

April 2006-October 2007

Senior Vice President, Chief Legal Officer & Secretary

Public reporting corporation with 2006 sales in excess of \$1.5 Billion, GNC is the largest global specialty retailer of nutritional products (vitamins, mineral, herbal and other specialty supplements and sports nutrition) with more than 4,800 retail locations in the U.S. and Canada and franchise operations in 50 international markets.

- Responsibility for management and coordination of board of director activities/corporate governance, equity and debt capital and stock option management and served as Chief Compliance Officer
- Reporting directly to the President/CEO and supervising legal group of 13 including domestic/international franchising and commercial contracts administration
- Restructuring of legal department to establish "service delivery" model and criteria for responsiveness and productivity including implementation of software technology for development and management of litigation budgets, matter management and equity management of capital structure (common and preferred stock and stock options)
- Merger and Sale of Company during first 10 months to new equity owners at enterprise value of \$1.65 Billion including coordination of tender offer to redeem outstanding debt and issuance of +\$1B in combined new debt
- Substantive areas of responsibility include litigation management, intellectual property, legislative and regulatory affairs, commercial contracts, domestic and international franchise operations and UFOC filings, corporate governance and compliance, employment practices, governmental actions and regulatory filings

WEINTRUB LAW, PC, Dallas, TX

March 2004-March 2006

Principal/Managing Director

- Outsourced General Counsel and commercial business legal services for privately held clients including litigation management, oversight for national and international projects and management of intellectual property portfolios
- Advised clients in domestic and international areas including corporate business structures/new entity creation,

mergers and acquisitions, licensing and technology transfers, commercial contracts and disputes, corporate governance, due diligence review, intellectual property protection, employment and labor law, litigation and executive compensation agreements

- Provided mediation and arbitration services

AUTHENTIX, INC.

(MANTI RESOURCES, INC.), Dallas, TX

July 2001-April 2004

Vice President Administration, General Counsel & Secretary

Authentix, Inc., privately held corporation (*formerly* Isotag Technology, Inc.), is the global leader in authentication solutions and brand protection and the inventor and developer of many leading nano-scale authentication technologies and solutions applied through a world-class intellectual property portfolio. Manti Resources, Inc. is a privately held diversified international oil and gas exploration company operating with a \$92M capital budget based in Corpus Christi, Texas. Founded in 1989, Manti is the parent and majority shareholder of Authentix, Inc.

- Shared responsibility for driving equity capital raise for Authentix through private placement raising \$8M in the first six months and additional +\$4M over 14 month period
- Responsibility for recruiting and integration of employees during 150% growth period in 2002 and complete overhaul of employee benefits
- Managed development and utilization of global intellectual property portfolio including international patents, trademarks and trade secrets.

MDI/ULTRAK, INC., Lewisville, TX

1999- 2001

Vice President Administration, General Counsel & Secretary

Former publicly traded electronic and technology company (NASDAQ) selling products to the security and surveillance markets with 700 employees worldwide in more than 14 locations in the U.S. and international markets including England, France, Germany, Italy, Belgium, Singapore, Australia and South Africa.

- Reengineering effort to increase sales and reduce selling, general and administrative expenses over 3 year period by streamlining organization and redefining most efficient utilization for personnel and capital resources
- Established budget and case evaluation guidelines for outside counsel resulting in 50% reduction in outside legal fees in year one
- Coordinated and established reduction in force and restructuring program with human resource department with effective use of standardized liability releases from employees to avoid litigation
- Extensive due diligence and acquisition of entities in the U.S., Switzerland and Poland and divestitures in China and France

ELJER/ZURN INDUSTRIES, INC.

Dallas, TX

1993-1999

Associate General Counsel/ Corporate Counsel

Former publicly traded building and plumbing products company (NYSE) with sales in excess of \$400 million in the U.S. and international markets. Over 7,000 employees in the U.S., Mexico, Canada and the United Kingdom with sales to the wholesale and retail distribution channels through Eljer Plumbingware, Zurn Industries, U.S. Brass Corporation, and Selkirk Metalbestos.

- Reduction of outside legal fees over three (3) year period in excess of \$2.0 MM as a result of implementing written policy/manual to control and manage legal fees and costs
- Participated in preparation of annual proxy filings and shareholder meeting production
- Coordinated and directed national tort/asbestos defense team across the U.S. involving more than 40,000 bodily injury claims
- Created and implemented Corporate Compliance Programs in the areas of employment/labor law, environmental, health and safety, and anti-trust

MIDDLEBERG, RIDDLE & GIANNA

Dallas, TX

1990-1993

Attorney

- Litigation attorney with first chair trial experience in local, state and federal courts (including bankruptcy)
- Served as outside general counsel for national business client with responsibility for rendering day to day legal counseling to executive management and human resources department

Professional Mediator

- Certified and trained in Texas since 1990, mediated over 100 cases/disputes to resolution in complex business litigation, tort and contractual disputes, environmental/regulatory disputes, fraud and employment law; participated in Alternate Dispute Resolution demonstrations and presentations to numerous organizations

LINN & HELMS
Oklahoma City, OK

1986-1990

Attorney

- Independently handled multi-million dollar land contamination case defending multiple independent oil & gas companies over a 2 year period to successful settlement

EDUCATION

Oklahoma City University School of Law, Juris Doctorate May 1986

- Graduated Top 1/3 of class (115 students)
- University of Missouri – Columbia, B.S.B.A. May 1983
- Finance & Banking (emphasis in Economics)
- Dean’s Honors, Fall and Winter 1979
- Zeta Beta Tau Fraternity 1979-1983

PUBLICATIONS

Don’t Hesitate to Make the Call, Weintrub, Mark L., published in In-House Texas/A publication of the Texas Lawyer, June 3, 2002

Environmental Self Audits—A Step-by-Step Approach Using Pre-Audit Questionnaires, Weintrub, Mark L., published in The Environmental Corporate Counsel Report, Vol. 3, No. 9, December 1996

PRESENTATIONS

Speaker, "Effectively Forecasting, Monitoring and Managing Your Legal Budget" Corporate Counsel Summit, October 22-24, 2008, Phoenix, AZ

Speaker, "Electronic Billing: Utilizing Technology Tools For Budget and Matter Management" Chief Litigation Officer Summit, February 10-12, 2008, Las Vegas, NV

Participant, "Best Practices in Managing Labor and Employment Issues" Martindale-Hubbell’s Counsel To Counsel, January 31, 2008, Atlanta, GA

Speaker, "Employee Recruitment And Retention: Building Your Ideal Legal Team" Corporate Counsel Summit, October 21-23, 2007, Hot Spring, VA

Participant, "Legal Risk Management in the Fast Lane: Corporate Counseling in the Middle East" Martindale-Hubbell’s Counsel To Counsel, March 28, 2007, New York, NY

Participant, "Managing Discovery in the Digital Age" Martindale-Hubbell’s Counsel To Counsel, September 27, 2006, Philadelphia, PA

Speaker, "Effectively Representing Your Client In A World Focused On Conflicts: Lessons That Can Be Learned From *Pizza Inn v. Akin, Gump, et. al.*" Association of Corporate Counsel D/FW Chapter, May 19, 2005, Dallas, TX

PROFESSIONAL AFFILIATIONS, ASSOCIATIONS & BAR MEMBERSHIPS

State Bar of Texas (Admitted 1990)

Oklahoma Bar Association (Admitted 1987)

Bar of the Commonwealth of Pennsylvania (Admitted 2006)

Association of Corporate Counsel (1993-2008); Board Member (2004)

American Bar Association (1995-2001)

Dallas Bar Association (1990-1999): Member; Dispute Resolution Section

Society of Professionals in Dispute Resolution (1992-1995)