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BIOGRAPHY

Mark Allen is a veteran business lawyer with a broad base of experience in private practice, in senior executive leadership roles with public companies, and in the private equity and venture capital industries.

In private practice, Mark has represented a large number of small and medium-sized companies in a wide variety of industries, where he often served as the lead lawyer for all significant legal and business matters. He has also represented large companies on significant transactions. In his roles in the public company arena, Mark was a key member of the senior management team and led efforts in several significant acquisition transactions and on many complex commercial negotiations with major U.S. and foreign companies to provide products and services and to align strategic interests between the companies through virtual and real joint ventures. In his role in the private equity industry, Mark gained valuable experience in understanding debt and equity financing sources, structures and economics, in creating deal structures that met investor and target company needs, and in implementing acquisition and strategic partnership strategies. This front-line business experience, in particular, has provided him with the ability and experience to assist clients in identifying goals, objectives, priorities and alternative solutions and with the insight and understanding that is helpful in creating and crafting practical legal solutions that closely align with his clients' broader business interests and objectives. Mark is equally comfortable in the large corporate arena and in the small and medium-sized business world.

Mark served in private practice at two Oklahoma-based law firms, including one he co-founded in 1994 and for which he served as president, over the course of 17 years before transitioning to the corporate arena in 1999. Over the course of the next 11 years, he served as president and chief operating officer of TV Guide Affiliate Sales, Inc., executive vice president of technology licensing and business development for Gemstar-TV Guide International, Inc., [Nasdaq: GMST], executive vice president and general counsel of an acquisition company owned by Liberty Media [NYSE: L], and as an executive vice president in various capacities, including as general counsel for a period of time, for OpenTV [Nasdaq: OPTV], a leading provider of digital and interactive television technologies and services that was then controlled by Liberty Media [NYSE: L]. Prior to returning to private practice with McAfee & Taft, he served as president and co-owner of Pennington Allen Capital Partners, a private equity firm which specializes in providing capital and strategic and operational expertise to its business partners and portfolio companies.

Active in the Tulsa community, Mark has previously served in leadership positions with the Tulsa Chapter of the American Heart Association, Youth Services of Tulsa, Leadership Tulsa, Tulsa Area United Way, and Child Abuse Network. In 1996, he was honored as one of the Ten Outstanding Young Tulsans by the Junior Chamber of Commerce.

REPRESENTATIVE EXPERIENCE

- Representation of numerous Oklahoma-based companies with regard to substantially all of their legal matters, including mergers and acquisitions, internal and external contractual matters, corporate structuring, tax planning, financing transactions and other legal matters. These companies were involved in a wide variety of industries, including engineering and right of way acquisition companies, oil and gas companies, physician groups, hospital systems, manufacturing companies and other industries.
- Representation of large companies on a project basis, including mergers and acquisitions, joint ventures, key strategic commercial agreements and other special projects.
- Representation of large companies relocating to Oklahoma with respect to state and local incentives for relocation and other business-related matters.
- Representation of numerous companies with respect to transaction-based tax planning and tax planning related to corporate restructuring efforts.
- Served as tax counsel on numerous matters handled by other law firms.
- Created business models, financial terms and conditions and legal agreements and led business and legal negotiations for a Long Term Multi-Product Carriage Agreement under which technology, patent licenses, media content and other products and services were provided to U.S. cable companies by TV Guide, including major agreements with Charter Communications, Comcast Communications and Adelphia Communications and numerous agreements with smaller cable companies. The company led by Mark ultimately executed hundreds of these contracts with smaller cable companies.
- Led extensive negotiations on behalf of TV Guide with other major cable and satellite companies that did not result in final agreements, including Cox Communications, Time Warner Cable, Cablevision, EchoStar and DirecTV.
- Led commercial discussions and negotiations of potential strategic relationships related to intellectual property and product licensing on behalf of Gemstar-TV Guide International, Inc. (Nasdaq: GMST) with major consumer electronic manufacturers and other major vendors, including Microsoft, Thomson Consumer Electronics, Philips, Motorola, Pace Technologies Corporation and others.
- Led legal due diligence, negotiations of business and legal issues, and acquisition efforts related to acquisition of Wink Communications, Inc., [Nasdaq: WINK]; OpenTV, Inc., [Nasdaq: OPTV], a public company organized in the British Virgin Islands; and ACTV, Inc. [Nasdaq:IATV]; all of which were public companies with technologies, products, applications and intellectual property utilized by cable and satellite pay television providers. The acquiring company was Liberty Broadband Interactive Television, LLC, a special purpose acquisition entity owned by Liberty Media Corp [NYSE: L].
- Led legal due diligence, negotiations of business and legal issues, and acquisition efforts related to acquisition of BettingCorp, Inc. by OpenTV. BettingCorp was an Israeli company with wagering technology and intellectual property that could be accessed over the internet through the use of PDA's or over a cable television network. The due diligence included conducting a review of the legality of Internet and other wagering in most developed countries in the world.
- Created business models, financial terms and conditions and legal agreements and led business and legal negotiations for a Long Term Multi-Product Carriage Agreement under which operating system software, applications and patent licenses for digital set- top boxes and related applications were provided by OpenTV with UnitedGlobalCom, the largest pay television provider in Europe; Foxtel, a NewsCorp company and the largest pay television provider in Australia; and SkyItalia, the largest pay television provider in Italy.

- Led numerous negotiations on behalf of OpenTV with other major cable and satellite companies in Japan, the United Kingdom, the United States and other countries that did not result in final agreements, including Comcast Communications, Cox Communications, Charter Communications, Time Warner Cable, Cablevision and DirecTV.
- Led the negotiations on behalf of OpenTV for participation in an international patent licensing pool related to an international cable television industry standard for software for digital set-top boxes.
- Conducted an auction of a substantial patent portfolio comprised of U.S. patents, numerous foreign counterparts, and numerous patent applications pending, including organization of presentation materials and due diligence materials, and conducted negotiations with several Fortune 500 Companies.
- Led due diligence, negotiations of business and legal issues, and acquisition efforts related to acquisition of privately held Oklahoma-based companies by a private equity firm and its investors.
- Led negotiations of business and legal issues related to a complex redemption and buy-out of minority owner of portfolio company.
- Led negotiations of business and legal issues related to the formation of investment vehicle for acquisition of portfolio companies by a private equity firm and its investors, with preferred returns, carried interests, drag along and tag along rights, puts and calls, etc.
- Led due diligence, negotiations of business and legal issues, and acquisition efforts related to the creation of technology and IP-focused virtual joint venture for newly emerging technology for portfolio company.
- Led due diligence, negotiations of business and legal issues, and acquisition efforts related to the formation of private equity “pledge” fund by private equity firm and its investors.
- Secured and helped negotiate definitive agreements for the acquisition debt, including term loan, mezzanine financing, equity investment and warrants related to acquisition of portfolio companies, including complex and favorable cure rights.
- Led strategic planning efforts on behalf of portfolio companies, including one company that provides essential products to an emerging sector in the renewable fuels industry.
- Led research and analysis to monitor and understand international, national, regional, state, local and other legislative and regulatory efforts to implement carbon emission reduction and the required use of renewable fuels.
- Reviewed and created numerous investment models in the renewable fuels arena.
- Directed the creation of business models, financial models, deal structures and other relevant terms and conditions for numerous potential acquisitions by a private equity firm and its investors in term sheets, binding offer letters and definitive agreements.

PROFESSIONAL CERTIFICATIONS

- Certified Public Accountant (Inactive)

ADMISSIONS

- Oklahoma, 1982

EDUCATION

- J.D., Southern Methodist University, 1982; Order of the Coif
- B.B.A., with special distinction, University of Oklahoma, 1978 (Accounting)

PROFESSIONAL ORGANIZATIONS AND MEMBERSHIPS

- Tulsa County Bar Association
- Oklahoma Bar Association
- American Bar Association

CIVIC INVOLVEMENT AND LEADERSHIP

- Child Abuse Network (Former Member, Board of Directors)
- Leadership Tulsa (Former Member, Board of Directors)
- Tulsa Area United Way (Former Member, Advisory Board)
- Tulsa Chapter of the American Heart Association (Past Chairman)
- Youth Services of Tulsa (Past President)