

Marc Jacobson

Media. Entertainment. Technology.

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PROFILE

Senior executive and business leader with significant experience in the entertainment and Internet industries. Currently advises many clients on the business and intellectual property issues faced by entertainment businesses in the digital age. This includes matters relating to the creation, development and exploitation of intellectual property rights in internet-based content as well as film, television, video, music and theatrical properties. Also advises companies on business and financing strategies in connection with such properties.

ARBITRATION EXPERIENCE

AMERICAN ARBITRATION ASSOCIATION

Five years experience while at Jacobson & Bailin

MUSIC LICENSING ARBITRATION

Two years experience while at Greenburg Truarig

PROFESSIONAL EXPERIENCE

MARC JACOBSON, P.C. President

2010 to Date

Providing legal services and business consulting services for Entertainment and Internet companies and professionals. Contract negotiation, legal advice, business plan development and implementation. Providing assistance in securing strategic and venture financing. Domestic and international motion picture finance and licensing.

GREENBERG TRAUERIG, LLP

2001 to 2010

Of Counsel, Entertainment Department

Represented artists, actors, directors and producers. Represented borrowers, lenders, buyers and sellers of music and film libraries. Domestic and international motion picture finance and licensing

MARC JACOBSON, P.C.—As Consultant to:

March 2000 to December 2000

TURBOCHEF TECHNOLOGIES, INC. (NASDAQ: TRBO)

President, TurboChef Internet and Chief Financial Officer (Interim), TurboChef Technologies

Design, develop and implement overall corporate strategy, including turning company's rapid cook oven into a smart appliance, using Internet appliance technology. Negotiate major manufacturing and licensing agreements. Supervise all SEC Compliance issues; select and engage auditors. Handle Investor Relations. Conclude private equity investment for \$2.1 million. Eliminated \$6 million of projected loss from P&L for fiscal year 2000 in one transaction, simultaneously creating \$300,000 in additional cash.

POLITICS.COM, INC. (OTC:BB: POCO.OB)

1999 to 2000

President & Chief Operating Officer, Member of the Board of Directors

Operated this publicly traded company and executed sophisticated vertical Internet portal strategy with a focus on local politics. Created long-term vision, strategic direction and tactical maneuvers in focused business plan.

- Winner of 2000 Webby Award for Best Political Site on the Internet.
- Created marketing and partnership presentations resulting in strategic relationships with major Internet companies, e.g. Yahoo!, 24/7 Media, Prospero Technologies, Earthlink.
- Developed financial presentation with Board members to secure financing.
- Hired highly skilled, dedicated and experienced staff.
- Grew traffic steadily through public relations efforts, guerilla marketing and unique partnerships.

PRODIGY COMMUNICATIONS CORPORATION (NASDAQ: PRGY)

1995 to 1999

Senior Vice President – Corporate Development & Public Policy (1998 to 1999)

Acting Chief Financial Officer / General Counsel & Corporate Secretary (1998)

Vice President / General Counsel & Secretary (1995 to 1997)

Joined this pioneer Internet service provider during a period of tremendous growth, diversification and industry change, playing a key role in company's turnaround. Member of the Executive Team providing decisive strategic, business and operational expertise to Prodigy, its three divisions and international ventures in nine countries. Directed strategic planning, corporate

development, board/investor relations, public policy, partnerships/joint ventures, M&A activities and a full range of legal affairs (e.g., business contracts, real estate, trademarks/copyrights, litigation). Supervised staff of over 150 professionals. Devised strategic business plan establishing overall corporate direction for product development, internal processes, financial controls and market expansion. Partnered with line managers to drive forward new initiatives including the acquisition of domestic and international ISPs, expansion of consumer and business hosting services, and acceleration of subscriber, shareholder and corporate value. Orchestrated Prodigy's successful management-led/investor-backed buyout in 1996 and its IPO in February 1999. Additionally, negotiated the sale of two corporate divisions, exceeding Board expectations on price by an average of 20%.

- Structured profitable sale/leaseback of the Prodigy Network, negotiated corporate office leases with significant municipal incentives, and redesigned fee structure of outside counsel collectively generating in excess of \$15 million in annual savings.
- Corporate Spokesperson before Congress, the Clinton Administration, FTC and the media on overall Internet Policy, Communications Decency Act, domestic and international Copyright Law, and limitations to Internet speech.
- Negotiated favorable resolution of FTC complaint against Prodigy and Stratton Oakmont v. Prodigy libel case, averting \$200 million in damages and reversing prior ruling against Prodigy.
- Structured the sale and royalty agreement for proprietary software, and developed partnerships with content providers, multichannel distributors and foreign entities. Uncovered over \$5 million in hidden assets on Prodigy's balance sheet in first three months of 1999.

PHILLIPS NIZER

1991 to 1995

Partner / Co-Chair – Entertainment Department

Leveraged personal network within the music and photography industries, and the firm's reputation within film and television industries to rebuild the firm's highly reputable Entertainment Practice. Structured complex financing, royalty and personal service agreements on behalf of corporations (e.g., EMI Records, Drive Entertainment, Instinct Records, Pony Canyon Records of Japan) and actors, musicians and photographers (e.g., Cathy Lee Crosby, Ryan Phillippe, Natalie Portman, Herb Ritts, Rip Torn).

- Increased revenue 40% compounded annually, through marketing and communications efforts.
- Identified, negotiated and closed a long-term recording agreement for Betty Buckley prior to her famed role in "Sunset Boulevard".
- Paid off millions of dollars of debt through the auction of Jimmy Webb's Music Publishing Catalog.

CARRO, SPANBOCK, KASTER & CUIFFO

1988 to 1991

Partner

Drove forward an aggressive expansion of the firm's established entertainment practice, playing a key role in more than doubling the Entertainment Department's annual billings. Devised marketing and business development strategies, optimized the use of internal resources and legal support, and targeted major clients in the music industry. Led a staff of 12. Established a solid reputation throughout the region for expertise in negotiating, contracts and deal making. Key transactions included:

- Cash payout to the client in the sale of Duke Ellington's Music Publishing Catalog despite existing debts totaling 125% of purchase price.
- Transition of the Elvis Presley Music Publishing Catalog from one publisher to a group of independent music publishers resulting in a four-fold increase in sales volume.
- Multi-million dollar acquisition of Savoy Records Catalog by Denon Records of Japan.
- Restructured representation of George Gershwin's music portfolio amongst global performing rights societies, protecting million of dollars in future annual income.

ENTREPRENEURIAL VENTURES

MY-CD, INC. (Subsidiary of Bandai Holding Corp.)

1997 to 1998

Acting Chief Operating Officer

- Created the strategy and direction for this start-up company manufacturing and marketing customized CD compilations through Internet and E-commerce channels.
- Developed the organizational structure and policies for new business development, marketing, royalty administration, manufacturing and editorial/content management.
- Negotiated licenses and identified/recruited executive team, alliance partners and professional service firms to expedite business launch.

VIRTU MANAGEMENT GROUP, LTD.

1980 to 1986

President & Founder

- Launched a highly successful business management firm for highly compensated actors, writers and musicians.
- Recruited and managed a team of consultants, investment brokers and customer support personnel.
- Built business from start-up to \$3 million in assets managed.
- Developed long-term relationships with many soap opera and film actors including Meg Ryan.

JACOBSON & BAILIN / MARC JACOBSON, PC.

1979 to 1986

Partner

- Identified and capitalized on opportunities to establish an exclusive Entertainment Law Practice in New York City.
- Registered as the first such attorney listed by the New York City Bar Association and developed a referral partnership with J. Michael Bloom & Associates, a high-profile talent agent in commercials, television and film.
- Partnered with another attorney in the music industry to expand into new business channels. Achieved double digit growth for seven consecutive years.

EDUCATION

JD – New York University Law Center, 1977

BA (*Magna Cum Laude, Phi Beta Kappa*) – State University of New York at Buffalo, 1974

ADMITTED

California, Florida, New York, Supreme Court of the United States, U.S. Court of Appeals, Second Circuit, U.S. District Court for the Central District of California, U.S. District Court for the Eastern District of New York, U.S. District Court for the Northern District of California, U.S. District Court for the Southern District of New York.

INDUSTRY AFFILIATIONS

Chairman of the Board – The Internet Alliance (*leading Internet Industry Trade Association*)
Member of Board of Directors – The Direct Marketing Association
Past Member of Board of Directors – SonicNet, Inc. (*music industry website*)
Founding Chairman – New York State Bar Association Section on Entertainment, Arts & Sports Law
Advisory Board Member – New York Infotech Forum (*business/investment forum for emerging IT companies*)
Advisory Committee Member – Congressional Internet Caucus
Member – L.I. Association, Nassau County Bar Association, New York Friars Club

RECOGNITION/AWARDS

NEWS & ARTICLES

- Glamorous Investments: Tax Advantage Still Available for Film Investments (12/04/09)
- Minors Contracts in the Entertainment Industry (9/01/04)
- Digital Performing Rights in Sound Recordings: The U.S. Experience (10/1/02)
- The U.S. Digital Millennium Copyright Act in 2001: An Overview and a Personal Perspective (1/1/02)

PROFESSIONAL AND COMMUNITY INVOLVEMENT

- Adjunct Professor, Fordham University Law School, Entertainment Law, 2003-2004
- Adjunct Professor, Law School of The City University of New York, Entertainment Law, 2001-2002
- Founding Chairman, New York State Bar Association Section on Entertainment, Arts and Sports Law
- Member, Board of Directors, Long Island Film and Television Foundation, 2001-present
- Chairman of the Board of Advisors, The Internet Alliance, 1995-1999
- Board of Directors, The Direct Marketing Association, 1994-1997
- Member, Independent Feature Project
- Member, The Copyright Society of the USA
- Member, Association of Independent Music Publishers
- Member, National Association of Television Arts and Sciences

AWARDS AND RECOGNITION

- Awarded, Entertainment Law Firm of the Year, New York, by Corp. INTL Magazine, 2013
- Listed, Chambers & Partners USA Guide, an annual listing of the leading business lawyers and law firms in the world, 2005-2014 editions
- Selected by Super Lawyers magazine, 2008 – 2013
- Listed, Legal 500 US, an internationally recognized client referral guide providing in-depth editorial and recommendations of law firms and lawyers, Recommended for Media and Entertainment – Film, Music and TV, 2007
- AV® Peer Review Rated (CV, BV, and AV are registered certification marks of Reed Elsevier Properties Inc., used in accordance with the Martindale-Hubbell certification procedures, standards and policies).