

Mark Lancaster

Experienced financial executive who desires to serve on the board of directors and audit committee of a public company or a private company that is preparing for a potential IPO or other growth strategy. Financial reporting expert and business advisor to a wide-range of companies currently as an independent director and for 41 years with Deloitte & Touche LLP (retired audit partner). Advisor to audit committees and senior management on financial strategies, systems and controls, and corporate governance.

Board of Director Positions (2006 to Present)

GENBAND, Inc. (GB) - On the board and audit committee chairman since October 2006. In the telecom industry with widely known venture capital and corporate investors, GB is named to the Inc 500 list of the fastest-growing private companies. Information on its global operations is at www.genband.com. Served on the board's special committees to oversee GB's acquisitions of: the SSG switching business segment of Tekelec, a public company, in 2007; NextPoint Networks, a venture-backed company, in 2008; and the Carrier VoIP and Application Services (CVAS) business of Nortel in 2010.

IT'Z, L.L.C. - On the board and audit committee chairman since January 2008. This private business has five family entertainment centers in three states. It has been funded primarily by a well-known successful entrepreneur CEO of a public company in the entertainment industry. Information is at www.itzusa.com.

Movie Tavern, Inc. – On the board and audit committee chairman since January 2009. This private business has 15 cinema eateries (that combine movies and casual dining) located in 7 states with other openings in process. It has evolved from a start-up concept to an established business with scale and position for growth. Information is at www.movietavern.com.

Starplex Master Holdings, Inc. – On the board and audit committee chairman since January 2010, and served on the advisory board in transition to a formal board. This private business has over 21 movie theaters in 7 states with other openings in process. It has developed from a few locations to a company with scale and growth targets. Information is at www.starplexcinemas.com.

Audit Partner in Deloitte's Dallas Office (1985 to 2006)

Business Advisor to Public Companies - Served as the lead-client service partner to companies primarily in the technology products and services, manufacturing, and consumer business industries. Clients included several public reporting companies in the

Top 150 D-FW Index, as well as private companies with venture capital financings, several of which completed an IPO or other liquidity transaction.

Financial Reporting Expert - Advised senior management and audit committees on best practices in financial reporting, corporate governance and management's evaluation processes for internal controls over financial reporting (ICFR) under the Sarbanes-Oxley Act, Section 404 requirements. Advised them in financial reporting risk assessments, and in focusing the companies' efforts on higher risk and higher value processes to maximize enterprise-wide benefits from improved controls.

Financial Strategist to Growing Companies - Advised managements and boards on strategies for financing growth, capital structure alternatives, acquisitions, selling the business and going public. Assisted several companies in planning and executing their initial public offering (IPO), and in developing appropriate SEC financial reporting (quarterly and annually) and control systems, as well as audit committee oversight and internal audit programs. Also, consulted with these companies on due diligence of target companies for acquisitions (U.S. and foreign) and on purchase accounting considerations. As the lead-client service partner, coordinated project teams to deliver value added services in tax strategies for the business and shareholders, management information systems and human capital strategies to provide enterprise-wide benefits.

Audit Partner in Deloitte's National Office in New York (1976 to 1985)

Assistant to the Firm's Chairman and CEO, working on special management projects including secretary to the Firm's board of directors, practice acquisitions, and the Firm's representative on certain AICPA firm quality control projects. Assistant to the Firm's Senior Technical Partner in accounting and auditing, working on National Office accounting, auditing and SEC reporting policy issues, and related AICPA technical projects. Member of the Firm's Auditing Policy Group responsible for Deloitte's audit practice communications and support of the local professional practice directors.

Audit Manager and Staff Accountant in Deloitte's Memphis Office (1965 to 1976)

Audit staff accountant, senior, and manager and admitted as partner in the Firm's Memphis, Tennessee office serving primarily family-owned businesses and midsize public companies.

Professional Associations and Education

Member of the National Association of Corporate Directors (NACD), the Texas Society and the Tennessee Society of CPAs

Served on Advisory Boards of Baylor's Business School and Accounting Dept.

Participated in the MIT Enterprise Forum, the Southwest Venture Forum, the Association for Corporate Growth, and the American Electronics Association

Passed CPA Examination with highest grades of Tennessee candidates in June 1965

Attended Baylor University 1961 to 1965 and graduated summa cum laude with BBA.