

MICHAEL DORAZIO, JR.

PROFESSIONAL OVERVIEW:

For more than 35 years, Mr. Dorazio has been responsible for the supervision, management, and solution of large, highly-complex legal and business matters. He has served as Chairman of the Board, President, and Chief Executive Officer of a reorganized company for six Chapter 11 bankruptcy debtors, where he was responsible for the management and direction of more than 200 lawsuits, most involving highly-complex legal, business, and bankruptcy issues which required extensive investigative and forensic accounting, as well as reporting the operations thereof to approximately 3000 investors. Mr. Dorazio also has served as chief operating officer (President or Executive Vice President) of various affiliated companies comprising one of the largest national real estate development companies in the United States, and in that capacity structured and negotiated numerous multi-million dollar public offerings with major Wall Street investment banking firms involving tens of thousands of investors. He has been the founder and managing partner of a successful medium-sized San Diego-based law firm which employed approximately 50 individuals, where his practice included representing sophisticated clients in various highly complex business, corporate, litigation, and bankruptcy matters. Mr. Dorazio also has served on the Board of Directors, Executive Committee, and Loan Committee of a publicly-held national bank.

Throughout his career, Mr. Dorazio has been responsible for the supervision, management, and operation of a wide variety of highly complex business, real estate, litigation, and bankruptcy matters involving hundreds of millions of dollars.

EXPERIENCE:

2003 – present **Dorazio & Gregor LLP – Managing Partner**

Founder and managing partner of this Rancho Santa Fe based law firm. Responsible for the overall operation of the firm, including supervision of professionals, development and implementation of strategies in business transactions and litigation matters, and the structuring, negotiation, preparation and review of agreements and other documents.

The firm provides a wide range of legal services to its clients, and specializes in the practice of business, corporate, real estate, construction defects, finance, secured transactions, securities, international, estate planning, asset management and protection, bankruptcy, insurance, medical services, personal injury, pension

and profit sharing, unfair competition, trademark and copyright law, as well as civil litigation in all areas.

Services provided by the firm include rendering legal and business advice to various businesses, organizations, professionals and individuals on an ongoing basis, structuring and negotiating transactions and agreements, and representing clients before various courts, governmental entities, homeowners associations, community groups and other forums.

1999 – present **Global Capital Resources – Sole Proprietor**

Solely owned company engaged in entrepreneurial investment opportunities, including the purchase and sale of real estate mortgages and other assets.

1992 - 1999 **Pioneer Liquidating Corporation - Chairman of the Board, President, and Chief Executive Officer**

Directed the operations of this liquidating company for a highly complex real estate loan investment company since its reorganization in June 1992 under Chapter 11 of the Bankruptcy Code.

The six Chapter 11 Bankruptcy Debtors known as Pioneer Mortgage ("Pioneer") formed one of the largest "hard money" lending organizations in the United States. More than 2,800 investors invested nearly \$225,000,000 in real estate partnerships and pool mortgage loans originated through, serviced and controlled by Pioneer.

Responsible for managing and directing the overall activities of the company, which employed approximately 35 people. Restructured tens of millions of dollars in loans, managed and sold dozens of foreclosed real estate properties.

Personally directed litigation involving more than 200 lawsuits, in all phases from discovery and motion practice through trial and appeal. Actively participated in dozens of settlement conferences, with judges, magistrates, retired judges, and attorneys, and negotiated settlements which resulted in millions of dollars recovered by Pioneer. Supervised the preparation of financial projections, budgets, financial statements, audits, operational information, litigation reports, and reports to investors.

Pioneer's portfolio included resorts, hotels, shopping centers, office buildings, undeveloped land, nursing homes, single-family and multi-family residential, commercial and industrial properties, as well as tens of millions of dollars in promissory notes secured by deeds of trust. The portfolio assets required intense "hands on" management.

1984 - 1992

**American Performance Horse Farms - Chairman of the Board,
President and Chief Executive Officer**

Solely owned California corporation engaged in the purchasing, importing, breeding, raising, training, showing, promoting, marketing, and selling of imported European warmblood horses and in related equestrian activities, including artificial insemination, embryo transfers, and the collection and international distribution of fresh and frozen semen.

The company, which was located in Rancho Santa Fe, California, employed approximately 25 people and was involved in business activities on an international basis. Responsible for the supervision of and personally involved in every aspect of the company's operations, including buying, selling, breeding, advertising, promotion, and marketing.

Acted as the general contractor for the development of 50 acre high-tech luxury ranch, breeding laboratory, and executive residence in Fairbanks Ranch, California, sold to a Saudi Arabian businessman.

1989 - 1992

The Waterford Group - Partner

This California general partnership engaged in real estate investment opportunities, primarily golf course developments.

1984 - 1989

ConAm Asset Management Corporation - President

**ConAm Management Corporation and numerous affiliates -
Executive Vice President**

ConAm Management Corporation and its numerous affiliated companies doing business as Continental American Properties ("ConAm") is one of the largest real estate management, development and syndication companies in the United States. The related ConAm companies employed approximately 1,100 individuals throughout the United States. The ConAm companies have been involved in numerous public syndications utilizing Wall Street brokerage firms. Its activities included the acquisition and management of more than 30,000 apartment units around the country, in addition to the acquisition and management of numerous condominium projects, hotels, shopping centers, and other commercial properties. ConAm also engaged in the acquisition and development of raw land, including the construction of apartment and condominium properties, single family developments, and commercial properties.

As President of ConAm Asset Management Corporation and Executive Vice President of ConAm Management Corporation and numerous affiliated ConAm companies, had direct responsibility for the day-to-day operations of this related group of companies. Responsible for the structuring and negotiation of numerous financing packages collateralized by real estate, and worked closely with various investors, borrowers, lenders, governmental agencies, boards of directors, associations, law and accounting firms, developers, real estate brokers and securities brokers. Structured and negotiated acquisitions and sales of properties, as well as the acquisition, modification and payoff of related debt and equity financing, in addition to responsibilities for the management and supervision of employees, legal matters and the administrative functions of these companies.

1977 - 1984

**Dorazio, Barnhorst, Goldsmith & Bonar - Chairman of the Board,
President and Chief Executive Officer**

Founder and managing partner of this medium-sized, San Diego based law firm, which employed approximately 50 individuals including about 15 lawyers. The law firm specialized in the practice of business, corporate, real estate and international law. Its practice included the representation of real estate developers, syndicators, brokers and property managers, including among its client list some of the largest and most successful real estate oriented businesses in the nation. Services provided included legal and business advice regarding all phases of the real estate industry, including acquisitions, financing, land use planning, development, property and asset management, marketing, and sales of all types of real estate, including raw land, single-family and multi-family residential properties, industrial properties, shopping centers and other commercial properties.

The practice also included representing clients in various business, corporate, medical services, international, litigation, bankruptcy and estate matters. Organized various companies, professional medical corporations, and foreign companies. Structured and negotiated numerous agreements, including international joint venture agreements for manufacturing, distribution, and import-export of various products. Structured and prepared pension and profit-sharing plans.

Responsible for the organization of this law firm and, as its Chairman, President and Chief Executive Officer, responsible for the day-to-day operations, including the supervision of the various professionals, the development and implementation of strategies to be followed in business negotiations and litigation matters, and the structuring, negotiation, preparation and review of agreements and other documents. Established and monitored the professional standards adhered to by the law firm in its relationship with clients of the firm. Represented clients in various courts, presentations to city councils and county boards of supervisors,

planning departments, homeowner's associations and other community groups. Rendered legal and business advice to numerous businesses and professional corporations on an ongoing basis.

1969 - 1977

Seltzer, Caplan, McMahon & Vitek - Partner

In this well-established, large San Diego based law firm which provides a wide range of legal services to its clients, specialized in the practice of real estate, finance, business, professional, and corporate law, representing some of San Diego's most successful real estate corporations, developers, syndicators and brokers, as well as numerous other businesses and medical professionals.

Represented clients in various real estate, business, corporate, medical services, estate and bankruptcy related matters as well as most other legal forums.

1966 - 1969

Attorney General's Honors Program, United States Department of Justice - Trial Attorney

Having been selected for the Attorney General's Honors Program, served the U.S. Department of Justice in its Antitrust Division, Special Trial Section in Washington D.C., Philadelphia and Los Angeles. Focused on the investigation and prosecution of large national corporations in highly complex matters, such as the automobile manufacturers regarding the development and licensing of air pollution control devices, as well as the investigation and analysis of the potential anti-competitive effects of proposed mergers and acquisitions, and challenging same through legal proceedings where appropriate.

OTHER EXPERIENCE:

Part (25-50%) owner of various domestic and foreign businesses engaged in manufacturing, distribution, and/or import/export of various products (including irrigation equipment, rubber products, etc.), 1975-1984.

Adjunct Professor of Law, University of San Diego School of Law, teaching advanced real estate law, 1976-1983.

Lecturer to attorneys at numerous California Continuing Education of the Bar and San Diego County Bar Association programs regarding real property sales and financing transactions, 1975-1984.

Board of Directors, Executive Committee, and Loan Committee, Rancho Santa Fe National Bank, 1982-1989.

Board of Directors, Rancho Santa Fe Rotary Club, 1982-1985.

Chairman and Member, Board of Directors, North Coast Family YMCA, 1981-1986.

Completed short course in artificial insemination at Colorado State University, including hands-on experience in stallion collection and mare insemination, 1984.

Founder and Troop Leader, Rancho Santa Fe Girl Scout Brownie Troop, 1981-1983.

Troop Leader, Rancho Santa Fe Indian Guides, 1975-1978.

Assistant Coach, Rancho Santa Fe Little League, 1990-1992, Coast Pony League, 1997.

During college and law school, worked as a laborer in steel mills, served as a law clerk for a law firm specializing in transportation law, and provided legal research and writing for the Transportation Coordination Project conducted by the Bureau of Business Research, Graduate School of Business, University of Pittsburgh, under the auspices of the U.S. Department of Commerce.

**PROFESSIONAL
ORGANIZATIONS:**

American Bar Association, California Bar Association, and San Diego County Bar Association.

Admitted to State Bar in Pennsylvania (1966) and California (1968) and to various Federal courts in Pennsylvania (1966) and California (1968).

**PREVIOUS
ORGANIZATIONS:**

San Diego Building Contractors Association.

San Diego Chamber of Commerce.

World Affairs Council of San Diego, Inc.

World Trade Association of San Diego.

Zoological Society of San Diego.

HONORS:

Selected for and listed as a biographee in Gilford's Who's Who, The Elite Registry of Extraordinary Professionals.

Selected for and listed as a biographee in Who's Who in American Law since initial edition, first published in 1977.

Selected for and listed as a biographee in Who's Who in California Business and Finance since initial edition, first published in 1980.

Selected for and listed as a biographee in Who's Who Among International Intellectuals since 1981.

Selected for and listed as a biographee in Who's Who in California since 1981.

Selected for and listed as a biographee in the Dictionary of International Biography since 1982.

Fellowship of the International Biographical Association since 1982.

Selected for and listed under Business, Corporation and Real Estate Law in Lawyer to Lawyer Consultation Panel, a national panel of lawyers, listed by fields of law, who agree to counsel fellow lawyers on a fee basis.

EDUCATION:

Law School - University of Pittsburgh, Juris Doctor degree, 1966; Honors Scholarship; Law Review, 1964-66; American Jurisprudence Award in Estates and Trusts.

College - Pennsylvania State University, Bachelor of Arts degree, 1963; completed four year degree program in two years, 9 months; pre-law major; 3.4 final average on 4 point system; Dean's List; National Honor Societies in Political Science, Social Science, and History; President of dormitory and fraternity pledge class; Vice President, Junior Inter-Fraternity Council.

High School - Monongahela, Pennsylvania High, 1960; college preparatory course; National Honor Society; President of various student organizations and clubs.

PUBLICATIONS:

Common Ownership of Intermodal Transportation: An Appraisal, 27 U. Pitt L. Rev. 85-101 (Oct. 1965); Regulation of Variable Annuities With Minimum Payment Guarantees, 26 U. Pitt L. Rev. 853--57 (June 1965); Recent Decision, Labor Law, Fibreboard Paper Prods. Corp. v. NLRB, 379 U.S. 203 (1964); Note, How High is Up? 26 U. Pitt L. Rev. 664-66 (March 1965); Recent Decision, Constitutional Law, Donovan v. City of Dallas, 377 U.S. 408 (1964), 26 U. Pitt L. Rev. 147-9 (October 1964).

ADDRESS: Suite 4-21
16236 San Dieguito Road
Post Office Box 9411
Rancho Santa Fe, CA 92067

TELEPHONE: (858) 759-3800

FACSIMILE: (858) 759-3805

EMAIL: mdoraziojr@doraziogregor.com