

EXHIBIT 1

Exhibit 1

GORDON L. KLEIN

24724 Calle Conejo
Calabasas, CA 91302

Phone: (818) 222 8357
Fax: (310) 825 3165
gklein@anderson.ucla.edu

SUMMARY

Gordon Klein has 25 years' experience as a faculty member at UCLA's Law School and Anderson School of Management, CPA, lawyer, court-appointed referee, arbitrator, State Bar consultant, and television commentator. He has extensive experience teaching and testifying in the areas of accounting, finance, damages, intellectual property, commercial law, marital dissolutions, professional responsibilities, and entrepreneurship.

PROFESSIONAL DESIGNATIONS

- Certified Public Accountant (registered in Illinois)
- Attorney (non-practicing, California)

EDUCATION

University of Michigan Law School (J.D., 1979)

University of Michigan Business School (B.B.A, 1976)

HONORS

- Phi Beta Kappa
- Beta Alpha Psi
- Burroughs Corporation Scholar
- Branstrom Scholar
- Regents-Alumni Scholar

Exhibit 1

EMPLOYMENT

UCLA, Anderson School of Management (1981 - present)

Teach 15 different courses in accounting, business law, tax planning, financial statement analysis. Topics include compensation planning, cost accounting, quantitative aspects of marketing, financial derivatives, LLC and partnership dissolution, investments, valuation, new venture initiation, contracts, profit forecasting, and entrepreneurship. Granted security of employment in 1988.

UCLA School of Law (1987 – 2000)

Law and Financial Analysis instructor. Course emphasizes how financial and statistical data should be analyzed and presented in trial advocacy. Topics include damage calculations, profit forecasting, valuation, bankruptcy, and marital dissolutions.

Loyola Law School (2001 - 2002)

Adjunct Professor, LL.M. in Taxation Program. Tax Planning and Accounting for Lawyers. Courses focus on structuring corporate, partnership, and LLC transactions, financial statement analysis, professional and fiduciary duties, and trial advocacy.

Expert Witness/Arbitrator/Referee (1986-present)

Have testified as an expert in federal and state court in several well-publicized cases, including US v. Marvin Mitchelson and Rothenberg v. Roseanne Barr.

Have served as an arbitrator in over 150 commercial cases, involving contract, securities, and partnership disputes. Member of the Accounting, Commercial Arbitration, and IRS Tax Shelter Dispute Panels of the American Arbitration Association. Also have served as an LA Superior Court referee and Orange County Superior Court referee.

Public Speaker/Media Commentator (1986-present)

Conducted seminars for numerous organizations, including the California Society of CPAs, Deloitte and Touche, the Finance Ministry of the People's Republic of China, members of the German Bundestadt (Parliament), Head Start Advanced Management Conference, JP Morgan, KPMG, Merrill Lynch, and Price Waterhouse Coopers.

Expert on the CPA exam and accountant liability. Have trained over 14,000 California financial professionals to pass the CPA exam.

Nationally recognized investment and accounting expert who frequently appears on CNBC and CNN Radio. Has also has appeared in the Wall Street Journal, New York Times, Forbes, Fortune, Business Week, Los Angeles Times, People, Bloomberg News, and on CNN, NPR, MTV, and ABC Nightly News.

Exhibit 1

Corporate Officer/Director (1989 – present)

Co-founder, director, or CFO of various closely-held enterprises, including Accounting Opportunities Advisors, Inc, a hedge fund management company; Accounting Opportunities Fund, LLC, a hedge fund; Accounting Value Fund, LLC, a hedge fund; BackupNet International, a data backup software licensor; and Westin Communications, a financial publishing company.

Investment Banking Consultant (2004 –present)

Serve as an expert consultant to investment banks, hedge funds, and other pooled investment organizations. Affiliated with the Gerson Lehrman Group.

California State Bar Enforcement Division (2001)

Forensic investigator. Evaluated whether a suspended attorney had complied with the financial and ethical requirements to merit reinstatement.

Attorney (1979-1980)

Tax attorney. Ervin, Cohen, and Jessup, Beverly Hills, CA. Currently non-practicing status.

BOOKS AUTHORED

- Business Law
- Business Statistics
- Cost Accounting
- Introductory Accounting
- Introductory Economics
- Managerial Finance
- Managerial Accounting
- Contributing Editor, The Knowledge Exchange's Encyclopedia of Business

Exhibit 1

UNIVERSITY COURSES TAUGHT / EXPERTISE

Accounting for Lawyers

The record-keeping process, auditor's liability, asset valuation, financial ratios, liability determination, discount rate determination, contract interpretation of financial covenants and accounting, usury and interest rate analysis, cash flow analysis, and accrual determinations of income and expense.

Advanced Accounting

Mergers and acquisition techniques, consolidated reporting, professional responsibilities, fiduciary reporting, foreign currency transactions, bankruptcy and insolvency reporting, partnership accounting, intangibles valuation, government-wide statements, nonprofit accounting, earn-outs, contingent price adjustments, and goodwill determination.

Business Plan Development

The venture capital process, structuring the marketing, sales, and general business strategy of an emerging or expanding business enterprise

Cost Accounting

Sales and operational budgeting, profit forecasting, cost behaviors and allocations, breakeven analysis, net present value analysis, evaluating division and executive performance.

Intermediate Accounting I

Revenue recognition, accounting estimates, intangibles valuation including goodwill, contingent liabilities, realization and matching principles, royalty income, accounting theory, asset swaps, depreciation, time value of money, research and development, patents, and trademarks.

Intermediate Accounting II

Bonds and other financing instruments, convertible securities, stock options, equity, Statement of Cash Flows, operating and capital leases, sale-leasebacks, and real estate financing techniques, pensions, and deferred taxes.

Exhibit 1

Law for Entrepreneurs

Contract liability and remedies, enterprise organization, agency, secured financing, bankruptcy, debt collection, the Uniform Commercial Code, unfair competition, price discrimination, antitrust, and the rights and duties of partners, officers, directors and shareholders.

Managerial Accounting

Core principles of accounting. Required of all MBA candidates.

Small Business Management

Quantitative analysis with imperfect information, market analysis, statistical analysis of data, Internet and e-commerce opportunities, workers' compensation, independent contractors, intellectual property, business strategy, franchises, goodwill valuation and determination, OSHA, personnel issues, labor relations, wrongful termination, employment contracts, and the regulatory environment.

Structuring Entrepreneurial Deals

Valuation and organization of closely-held enterprises, bootstrap financing, ownership and profit allocation, nontraditional valuation techniques, valuing unproven technologies, valuing intellectual property, the cost of capital, capital structure decisions, estate planning, retirement planning, securities laws, insider trading, and Section 1244 stock.

Tax Principles and Policy

Individual tax planning, tax return preparation, the alternative minimum tax, tax aspects of real estate investing and financing, timing assets acquisitions and dispositions, like-kind exchanges, capital gains versus ordinary income characterizations, professional duties of tax preparers, defined benefit and defined contribution plans, tax aspects of the employment and independent contractor relationships, and deferred compensation.

Taxation and Management Decisions

The formation and liquidation of enterprises, dividend distributions, stock redemptions, acquisition techniques, and analyzing partnership, S corporation, and LLC agreements.