

Delbert E. Winn

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Vice President of High Technology Sales & International Licensing

*Sales Force Management/Mergers, Acquisitions & Joint Ventures/Forming Strategic Partnerships
Global Market Expansion/P&L & ROI Improvements/Go-To-Market Strategies/Competitive Product
Positioning*

J.D., B.S., Vice President of High Technology Sales & International Licensing with more than 20 years of global sales management experience in opening new markets, creating distribution/reseller channels, and exceeding revenue performance targets for organizations ranging from start-ups to more than \$1 billion in annual revenues.

High technology sales and international licensing acumen gained over the past 20+ years encompasses:

- Negotiated an exclusive distribution agreement with an Indonesian company resulting in signed PO for military equipment valued in excess of **\$2.4 million**. Total elapsed time from initial contact to order was only **45** days.
- Developed in only **9** months, new innovative international agent and distributor agreements implemented in **25** countries that achieved a **50%** overseas sales staff cost reduction, and a concurrent **25%** increase in revenues from existing customers.
- Negotiated a sales and manufacturing joint venture with a Chinese government owned company resulting in a **300% reduction** in product manufacturing costs.
- Procured a PO for over **\$25 million** in telecommunications equipment from India in **only 9 months**. Arranged for articles about my company's products to be published in 5 newspapers and 2 industry magazines in India which led to a personal meeting with the country's Prime Minister and to the PO shortly thereafter.
- Litigated successfully, as co-counsel, a monumental oil and gas production royalty payment dispute against the U.S. government worth over an estimated **\$40 billion** to the U.S. domestic oil industry.

Past holder of Top Secret Security Clearance with a proven ability in establishing manufacturing operations in China, Indonesia, Brazil, India, Thailand, and Venezuela, which proved instrumental in increasing individual company's overseas revenues from 5% to 21% over 2 year period.

Core competencies: New Business Development; Business Start-up & Turnaround Situations; Creating a Shared Sales & Marketing Vision; Sales Leadership by Example; Developing Competitive Pricing Guidelines; FCPA and SOX Compliance; Reducing Tax Liability on Foreign Operations; and Establishing Profitable International Operations.

PROFESSIONAL EXPERIENCE & ACCOMPLISHMENTS

FATS, INC., Atlanta, Georgia

2005 to February 2008

(Virtual training systems company serving the military and police in more than 54 countries)

Managing Director, International – Scope of duties included restructuring an international sales force and agent network. Developed international sales and marketing strategies based on product support capabilities and company resource availability. Charged with establishing overseas product manufacturing relationships, and facilities.

- Drafted and negotiated a strategic partnership agreement with Indian government owned defense manufacturing and sales conglomerate for the manufacture, marketing and sale of company products in India and worldwide.
- Skillfully forced Indian trademark infringer to cease all illegal action in only 120 days without resorting to a court's determination.

SHOP'N CHEK WORLDWIDE, Norcross, Georgia

2003 to 2004

(Worldwide market research company specializing in mystery (secret) consumer evaluations)

Vice President, International – Primary duties focused on initiating new international markets by locating qualified local agents. Structured overseas market entry models, and drafted/negotiated all agent agreements based on cultural, legal, and tax requirements of the respective country.

- Established new agent operations in Japan, Brazil, and Australia in only 9 months, which proved instrumental in generating 40% increase in overseas revenues during the first year of operations.
- Set-up worldwide trademark registration and monitoring system, which located 2 illegal infringers in the first 30 days. Consequently, violators stopped the illegal activity or were prosecuted.

ARRAYCOMM, INC., San Jose, California

2001 to 2002

(Patented cellular telephone antenna and high-speed wireless data technology licensing company)

Vice President – International Business Development – Responsible for rejuvenating company's then non-performing fixed wireless telephony division. Subsequently, division became profitable in less than 9 months.

- Launched joint venture with Kyocera Corporation of Japan in 6 countries for deployment of new technologically advanced fixed wireless home and business telephone service. Resulting JV revenues were 3x plan estimates.
- Established sales operation in India that resulted in strategic partnership in only 4 months, with Reliance Industries, India's largest private sector company in sales and profits.
- Developed sales opportunities for a licensee of advanced wireless communications technology. Apparatus is cellular standard in Japan and heavily deployed in China, Taiwan and several other countries. Market penetration initiatives included Thailand, Hong Kong, China, Japan, Nepal, Guatemala and Brazil.
- Introduced company's technology at the Ministerial and Secretarial levels in India. Delivered technical presentations to the Minister of Defense and Chairman of the Indian Telecommunications Commission.
- Pioneered and executed the deployment strategy of specialized cellular telephone technology in India and Nepal

AUTHENTIX NETWORK, INC., Tucson, Arizona

1998 to 2001

(Voice activated wireless Internet content and E-mail retrieval & delivery company)

Vice President & General Counsel – Entrusted with planning and implementing strategic and tactical objectives for domestic U.S. and international sales. Produced all human resources department documentation and originated and administered employee benefit and created the stock option plan. Oversaw relations and day-to-day correspondence with company venture capital investors.

- Negotiated \$6 million private placement equity financing agreement, which enabled the development and launch of first new company product in 3 years.
- Drafted and filed 5 product patent applications and 22 U.S. and foreign trademark applications in less than one year.
- Directed the selection, evaluation and implementing of technology licensing opportunities worldwide.
- Negotiated and assisted drafting a \$6 million private placement (fourth round) private equity financing agreement as General Counsel.
- Drafted and filed 5 product patent applications and 22 US and foreign trademark applications.
- Negotiated and assisted drafting \$6 million private placement equity financing agreement.
- Assisted development of business plan and worldwide sales and marketing strategy.
- Established employee stock option plan, vesting, and capitalization structure tracking, plus drafted employee manual.

INDEPENDENT CONSULTANT, Atlanta, Georgia & Overseas Locations

1994 to 1998

Management Consultant – Served as consultant to major domestic and international organizations in sales/marketing, manufacturing, telecommunications, distribution and retail operations. Provided legal, negotiations, business development, start-up, revenue improvement and profit repatriation advice and expertise. Highlights include:

BellSouth International (now AT&T), Atlanta, Georgia

Established strategic plan and country-wide framework for a joint venture in Venezuela enabling manufacturing and distribution of company proprietary cellular telecom products in Venezuela. Joint venture company later sold its resulting operations for 6 times cost.

- Established joint venture for manufacturing, distribution and profit repatriation of company proprietary cellular equipment sales in South America and other countries worldwide.

Korea Mobile Telecom (now S.K. Telecom), Seoul, Korea

Drafted asset purchase agreement with Indian company to allow acquisition by KMT of an equity interest in a 10 city paging license. Agreement was prepared and signed in 3 weeks with assets placed in company's public offering and based on opening price, yielded a 400% ROI.

TPP International Co., Ltd. (subsidiary of Seng Thong Group), Bangkok, Thailand

Directed day-to-day operations and supervised staff of 8 enabling company to acquire a cellular telephone and wireless video license in Sri Lanka. Drafted license terms and conditions on behalf of the Government of Sri Lanka.

Royal Thai Government, Economic Development Board/Thai Trade Center, Atlanta, Georgia

Negotiated contracts with agents for Robin Leach, show host of "Lifestyles of the Rich and Famous," and Dom DeLuise, Hollywood movie actor and cookbook author, for the production of a video on Thai food in commemoration of the 50th anniversary of the coronation of His Majesty, King Bhumipol Adulyadej of Thailand. Resulting video was shown on TV in over 40 countries.

INTERDIGITAL COMMUNICATIONS CORP., King of Prussia, Pennsylvania 1992 to 1994

(Manufacturer of wireless telecommunication equipment using patented TDMA and B-CDMA technologies)

Vice President - International Business Development

Vice President - Sales (India, Bangladesh, Sri Lanka, Nepal)

Negotiated and drafted detailed contracts, franchise agreements, manufacturing agreements, licensing arrangements, real estate transactions, title opinions and curative documents, agency and distributorship arrangements and other complex transactional instruments Responsible for all international operations and sales, marketing, technology licensing, strategic partnerships and business development activities, including securing international sales support agreements.

- Won \$25 million sales contract and established sales/distribution operation in India.
- Restructured Indonesian distributor relationship, avoiding additional 24% tax on sales.
- Initiated and developed manufacturing operations in China, India, Indonesia, Brazil, and Thailand.
- Functioned in multi-dimensional role as International General Counsel, Business Development, Sales Support and Salesperson (for India, Sri Lanka, Bangladesh, Nepal and Bhutan). Supported worldwide sales force in negotiating critical legal documents with foreign partners that facilitated entrance and penetration of key target international wireless telecommunications markets.
- Consummated \$25 million sale in India in only 9 months.
- Restructured S.E. Asian distributor documentation to prevent additional 24% foreign tax burden on sales revenues.
- Publicly recognized by Prime Minister of India for disaster recovery assistance during 1993 Lature (Maharashtra State) earthquake.
- Restructured S.E. Asian distributor documentation to prevent additional 24% foreign tax burden on sales revenue.

HILBORNE HAWKIN & CO., Bandar Seri Begawan, Brunei & Newport Beach, California 1989 to 1994

(Legal and financial consulting firm to the international community)

Managing Partner - Responsible for international and domestic marketing and business development for 15 year old firm.

- Successfully achieved a 17.5/1 return on business development expenditures.
- Developed international telecommunications opportunities for U.S. companies, including introducing South Western Bell to Thai telephone company, followed by letter of intent from Bell.

CONTEL CELLULAR, INC., Atlanta, Georgia 1987 to 1989

(Cellular telecommunications operator and retailer)

Manager, Industry Relations

- Drafted an innovative real estate partnership agreement which became an industry standard in the cellular telecommunications industry. Unique preferential right to purchase provision was tested and enforced through arbitration, and proved to have been worth over \$3 million to my company in acquired assets.

FLUOR OIL AND GAS CORPORATION (now Flour-Daniel), Denver, Colorado
(Worldwide oil and gas exploration and production company)

1977 to 1986

Manager, Properties - Key member of management for 9 years with very successful company generally regarded as the premier organization in the industry with annual gross revenues of over \$83 million, pre-tax earnings in excess of \$22 million and only 35 employees.

- Negotiated and assisted in drafting real estate sales agreements involved in 11 domestic and 4 international asset acquisitions ranging from \$10 million to \$197 million.
- Saved company over \$300,000 in Australian stamp tax by creatively structuring asset sale agreement.
- Drafted principal oil and gas provisions of \$55 million petroleum secured loan.
- Negotiated, wrote and executed 5 joint venture agreements with the Greek National Oil Company within 30 days acting under a mandate from the Greek State.
- Consummated a \$2 Million sale on a promoted basis of an interest in a concession in Egypt under severe time constraints while the responsible corporate officer was on extended leave.
- Negotiated and assisted in drafting agreements for 11 domestic and 4 international acquisitions ranging from \$10 million to \$197 million. Creatively structured strategic partner agreement that saved over \$300,000 in foreign taxes in Tasmania.

CHEVRON OIL COMPANY, Denver, Colorado
(Worldwide oil and gas exploration and production company)

1974 to 1977

Manager, Contracts & Negotiations

- Cited for persuasiveness in increasing contributions from 115 companies an unprecedented 24% over all previous yearly increases during the Mile High United Way (Denver, Colorado) campaign. Percentage increase was highest in history of accounts solicited.
- Successfully litigated, as co-counsel, a production royalty dispute against the U.S. government worth over an estimated \$40 billion to the U.S. domestic oil industry. [see 452 F. Supp. 548, 549 (1978)]

**EDUCATION, MILITARY, INTERNATIONAL EXPERIENCE
 PUBLICATIONS & PROFESSIONAL DEVELOPMENT**

Education:

J.D., University of Mississippi
 B.S., University of Michigan
American Jurisprudence Award for Excellence

Military Experience:

United States Army, Honorable Discharge
 1st Lt., Military Intelligence

International Experience:

Actively participated in business development, sales/marketing, and in-country operations including legal structure analysis, doing business qualification, governmental and private negotiations and transactional agreement drafting in:

Argentina	Australia	Bangladesh	Brazil
Brunei	Canada	China	Colombia

Costa Rica	Denmark	Dominican Republic	Egypt
El Salvador	Finland	Gabon	Germany
Greece	Hong Kong	Indonesia	India
Ireland	Ivory Coast	Korea	Japan
Malaysia	Netherlands	Mexico	Nepal
Nigeria	Papua New Guinea	Russia	Singapore
Sri Lanka	Taiwan	Thailand	Turkey
United Arab Emirates	United Kingdom	Venezuela	Yemen

Publications:

“International Distributorship Agreements: The Four Most Difficult Articles to Negotiate and Draft,” American Corporate Counsel Association’s ACCA Docket* (17, no.4 - July, 1999): 38-58

“International Agreements: Don’t Belittle the Boilerplate,” ACCA Docket* (18, no.1 - January, 2000): 60-79

* 80,000 circulation worldwide

Languages:

English
Thai (Conversational)

Speaking Engagements:

Croft Institute for International Studies, University of Mississippi, Oxford, Mississippi
J. Mack Robinson College of Business, Georgia State University, Atlanta, Georgia
American Corporate Counsel Association, Georgia Chapter, Atlanta, Georgia
Terry School of Business, University of Georgia, Athens, Georgia
Ravenshaw University, Cuttack, Orissa, India
American Chamber of Commerce, Bangkok, Thailand
American Chamber of Commerce, Manila, Philippines
War College, Indonesian National Defense Forces, Jakarta, Indonesia