



Kris B. Motola

Associate

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PRACTICE AREAS

- Corporate
- Intellectual Property

INDUSTRIES

- Entertainment, Media and Technology
- Food and Beverage
- Healthcare
- Wine

OVERVIEW

Kris Motola is an associate in the Corporate Practice Group in the firm's San Francisco and Palo Alto offices. He is a member of Food and Beverage and Healthcare Industry Teams.

Areas of Practice

Kris' practice includes mergers and acquisitions; advising and assisting with corporate and securities governance; the formation and operation of employee stock ownership plans (ESOPs); wine industry client representation; advising on various facets of intellectual property, including licensing and distribution agreements, terms of service, work for hire agreements, and contest rules; and general corporate counseling and a range of commercial transactions.

Experience

- Mergers and acquisitions of both private and public companies
- Employee Stock Ownership Plans (ESOPs)
- Intellectual Property
- General corporate representation and various commercial transactions

EDUCATION

- JD., University of San Francisco School of Law; *Graduated magna cum laude, Senior Member of Law Review; President of Business Law Association; Environmental Negotiations Moot Court Competition*
- B.A., San Francisco State University, English with an emphasis in Creative Writing

CLERKSHIPS

- Law Clerk for the Senior General Counsel of Panalpina, Inc.
- Intern at the Department of Justice, Office of the United States Trustee in Oakland, CA

ADMISSIONS

- California

EXPERIENCE

Representative Matters

Representation of Diageo Chateau & Estate Wine Company

Representation of Diageo Chateau & Estate Wine Company in, among other things, connection with the sale of the assets of (i) Edna Valley Vineyard to E. & J. Gallo Winery; (ii) Canoe Ridge and Sagelands to Precept Brands LLC and an affiliate of Precept; (iii) Moon Mountain winery and vineyard; and (iv) Echelon brand and related inventory. Ongoing representation for various Diageo corporate matters, including grape purchase agreements, licensing agreements, vendor contracts, event waivers and releases, and bottling contracts.

Representation of Minus Head Records

Representation of this San Francisco based recording label and music distributor from formation through its current stage of representing four bands; Drafted and negotiated master recording agreements, licensing agreements, publishing rights agreements, internet distribution agreements; as well as assisting with the enforcement of copyrights and DMCA notices.

Representation of National Technical Systems, Inc.

Representation of National Technical Systems, Inc. (NASDAQ: NTSC) in, among other things, connection with (i) the acquisition of Elliott Laboratories, Inc. in a cash and stock double merger; (ii) the acquisition of Mechtronic Solutions, Inc. in a cash and stock transaction, and related financing transaction; and (iii) the acquisition of the assets of Ingenium Testing, LLC and two affiliated companies.

Representation of HiBix Corporation – “Ooba” brand health drink

Represented the creator of the hibiscus based carbonated health drink “Ooba” from formation through Series A financing. Services included, among other matters, drafting and negotiating Non-Disclosure and Confidentiality Agreements, Distributor Agreements, Master Services Agreements, preparing securities filings; assisting with trademark portfolio, corporate governance and board and shareholder meetings.

Mergers and Acquisitions

M&G Holding – Purchase of Simpson Dura-Vent

Represented Dutch-owned company M&G Holdings in connection with the purchase of Simpson Dura-Vent business from a subsidiary of Simpson Manufacturing Co. (NYSE)

Petrochem Insulation – Sale to ASRC Energy Services

Represented the shareholders of Petrochem Insulation in connection with the sale of the company to ASRC Energy Services.

Clean Energy Fuels Corp. – Purchase of Certain Assets of Exterran Holdings, Inc.

Represented Clean Energy Fuels Corp. (NASDAQ: CLNE) in connection with the acquisition of the natural gas fueling station business off Exterran Holdings, Inc.

Sebastiani Vineyards – Sale to the Foley Group

Represented Sebastiani Vineyards in the sale of the company, including the winery facility, brands and vineyards, to The Foley Group, including a related spin-off of certain real property to the Sebastiani family.

Malabar Merger

Represented the shareholders of Malabar, a leader in design and manufacture of aircraft maintenance and support equipment, in connection with a merger transaction with a private equity group.

Oncologic, Inc. – Merger with Triton Biosystems, Inc.

Represented Oncologic, Inc. in connection with a merger transaction with Triton Biosystems, Inc. and related financing.

Corporate Counsel and Intellectual Property

Outside counsel to the following companies:

ABS-CBN International

Represent this broadcast company, a subsidiary of one of the largest broadcasting companies in Asia, in connection with various U.S. operational matters, including assisting with privacy policies and dealer agreements.

Harmony Music Festival

Represent this music festival producer with restructuring and capital investments, various intellectual property matters and ongoing corporate governance.

OpenTable, Inc.

Special counsel to OpenTable, Inc. (NASDAQ: OPEN) in connection with a registered secondary public offering of shares.

Various other matters in connection with assorted commercial contracts, license agreements, waivers and releases, advertising, social media, and other events and promotions: See's Candies, GitHub, Inc., Autofuss, Adconian Media Group, Yahoo! Inc., SocialVibe, and Spin Media LLC.

Employee Stock Ownership Plans

Represented either the company, the sellers or the employee stock ownership trust in the following representative ESOP transactions:

- Chemonics International, Inc.
- SoundEarth Strategies, Inc.
- Global Energy Partners
- Clif Bar & Company
- EOD Technology, Inc.
- Shilling Robotics, Inc.
- Biomark, Inc.
- Matt Construction Company
- Statistics Collaborative, Inc.
- Albany Industries, Inc.

- INDUS Technology, Inc.
- Jefferson National Financial Corp.
- VISTA Technology Services, Inc.