



Randal B. Short

Partner

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PRACTICE AREAS

- Corporate
- Real Estate
- International Practice

INDUSTRIES

- Emerging Growth/Venture Capital
- Food and Beverage
- Private Equity
- Wine

OVERVIEW

Randy Short is a partner in the firm's San Francisco office, and is the former co-chair of the Corporate Practice Group.

Areas of Practice

Mr. Short's areas of specialization include mergers and acquisitions; corporate, LLC, partnership and joint venture formation, governance and dissolution; corporate and partnership investment transactions; wine industry clients representation; real estate fund representation; and representation of off-shore investment companies. Prior to joining Sheppard Mullin, Mr. Short practiced in the San Francisco office of Pettit & Martin. He was an Executive Committee Member of that firm from 1981 to 1994; Managing Partner from July of 1990 to June of 1993; and Administrative Partner from 1981 to 1990.

EDUCATION

- J.D., Stanford University, 1971
- A.B., University of Missouri, 1967, *phi beta kappa*

ADMISSIONS

- California, 1972

EXPERIENCE

Representative Transactions

Sale of Edna Valley Vineyards

Represented Diageo Chateau & Estate Wines Company in connection with the sale of the assets of Edna Valley Vineyard to E. & J. Gallo Winery and a related grape contract.

Sale of Canoe Ridge and Sagelands

Represented Diageo Chateau & Estate Wines Company in connection with the sale of two of its Washington State wineries, Canoe Ridge and Sagelands, to Precept Brands LLC and an affiliate of Precept.

Sale of Echelon Brand

Represented Diageo Chateau & Estate Wines Company in connection with the sale of its

Echelon brand and related inventory to Winery Exchange, Inc.

Sale of Moon Mountain Winery

Represented Diageo Chateau & Estate Wines Company in connection with the sale of two of Moon Mountain Winery.

M&G Holdings - Purchase of Simpson Dura-Vent Business

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

Diageo Chateau & Estate Wines Co. - Sale/Leaseback Transaction

Represented Diageo Chateau & Estate Wines Co. in the sale of properties to Realty Income Corporation and subsequent leaseback of the properties.

Malabar Merger

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

Petrochem Insulation - Sale of ASRC Energy Services

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

Sebastiani Vineyards – Sale to The Foley Wine Group

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

Duckhorn Wine Company - GI Partners

Represented Duckhorn Wine Company in the sale of the company to an affiliate of GI Partners, a private equity group. Duckhorn produces and sells wine under the Duckhorn, Paraduxx, Goldeneye, Decoy and Migration brand names.

Mammoth Mountain Ski Area – Sale to Starwood

Represented Mammoth Mountain Ski Area in the sale of the company to Starwood Global Capital Group and related transactions. Mammoth is regarded as one of the premier ski resort areas in North America. Transaction value was \$365 million.

ABS-CBN International/Loral Space and Communications

Represented ABS CBN International, a Filipino broadcasting company, in connection with the purchase of a satellite teleport business. Assets were purchased from Loral Space & Communications, Ltd. out of its bankruptcy estate.

McDowell Properties - Real Estate Fund Matters

Represent this sponsor of real estate funds in connection with the formation and operation of real estate funds and with joint venture arrangements with institutional investors.

AllState Tours, Inc. - Sale to Travelocity.com

Represented the shareholders of AllState Tours, a ticket and touring company based in Las Vegas, in connection with the sale of all of the shares of the company to Travelocity.com

Hartle Media Ventures, LLC - 18 Media Inc.

Represented Hartle Media Ventures in connection with its acquisition from 18 Media Inc. of a controlling interest in the publications *California Home & Design* and *California Estates & Properties*.

Diageo North America, Inc. - Sale of Glen Ellen

Represented Diageo in the sale of the Glen Ellen and M.G. Vallejo brands and related inventory to a limited liability company managed by The Wine Group.

Diageo plc - Seagram

Served as California counsel to Diageo in connection with its purchase of the beverage business of Seagram. Served as lead counsel to Diageo in connection with the subsequent sale of certain Seagram brands and other assets, including Domain Mumm, Burnett's White Satin, Canadian Hunter and others.

Vincor International, Inc. - Acquisition of R.H. Phillips, Inc.

Served as California counsel for Vincor International, Canada's largest producer and marketer of wines, in connection with its acquisition of R.H. Phillips, a publicly held wine company located in Esparto, California. The transaction took the form of a tender offer to R.H. Phillips shareholders followed by a merger transaction.

ProFlame, Inc. - Sale to Heritage

Represented the ProFlame group of companies, one of the largest privately held propane marketers on the West Coast, in the sale of those companies to Heritage Propane, the fourth largest retail marketer of propane in the United States. The transaction involved the simultaneous closing of two merger transactions, two stock sales and two asset sales.

Roofing Constructors, Inc. - Roll-up Transaction

Represented this large commercial roofing company in a roll-up transaction pursuant to which the company and ten other large commercial roofing companies across the country were acquired by Tecta America Corp.

WRMS Engineering - Sale to Calpine and Management Buyout

Represented WRMS Engineering in connection with the sale of that company to Calpine in a stock for stock transaction and in a subsequent management buyout.

Pasqua Inc. - Merger With Starbucks

Represented this chain of coffee bars with over 50 locations in California and New York, in a merger transaction with Starbucks Corporation and in an earlier recapitalization transaction.

See's Candies - Various Matters

Represent See's Candies in connection with various vendor contracts, license agreements and other matters.

DHL Worldwide Express - Stock Repurchase

Represented DHL in connection with the repurchase of a substantial block of its shares from the Estate of Larry Lee Hillblom and a related Delaware reincorporation transaction.

USB Flash Drive Association

Worked with Samsung Semiconductors, Inc. in establishing a new trade association (the USB Flash Drive Association) for manufacturers and other participants involved with USB flash drive devices.

Publicis Technology - Acquisitions

Represented a subsidiary of this large publicly held French advertising agency in connection with the acquisition of two companies located in Northern California.

Stewart Enterprises - Acquisition of The Neptune Society and other Companies

Represented this NYSE company in connection with the purchase of The Neptune Society and numerous other companies in the death care industry.

General Electric Capital Aviation Services - Restructuring

Represented this GE subsidiary (the world's largest manager of commercial jet aircraft) in connection with a series of services agreements relating to the provision of management, leasing, sales and other services to a number of different public and private limited partnerships and grantor trusts. Prepared SEC disclosure for these services agreements and for related GE corporate restructurings flowing from GE's acquisition of GPA (a large Irish aircraft owner and manager).

Heublein, Inc. – Sale of Assets and Brands to Canandaigua Wine Company

Represented Heublein in connection with the sale of its Inglenook and Almaden brands to Canandaigua, a NYSE company. This transaction, involving an amount in excess of \$130 million, was one of the largest wine industry acquisitions in the U.S. at the time.

Heublein, Inc. – Purchase of Assets and Brands of Glen Ellen Winery

Represented Heublein in connection with its purchase of the Glen Ellen and M.G. Vallejo brands and related assets.

Heublein, Inc. – Purchase of Stock of Christian Brothers Wineries

Represented Heublein in a stock transaction involving the purchase of all of the outstanding shares of several companies comprising the Christian Brothers group of wineries.

California Society of CPAs - Various Matters

Represent this non-profit corporation (and its related foundation) in connection with various matters, including licensing of its name, restructuring the organization to permit new forms of member sections, dealing with member issues, reviewing vendor agreements, etc.

HONORS

- Recognized, Mergers & Acquisitions, Legal 500, 2009
- Northern California Super Lawyers, *San Francisco Magazine*, 2009, 2008, 2007, 2006

MEMBERSHIPS

- Member, American Bar Association (Business, Partnerships, and Law Firm Sections)
- Member, California State Bar Association (Business Section)
- Member, San Francisco Bar Association
- Former Member, Stanford University, The Campaign for Stanford

- Former Member, Board of Directors, Corte-Madera Larkspur Schools Foundation
- Former Member, San Francisco Unified School District, Principal for a Day Program
- Board of Directors (2002–), Executive Committee member (2003–), and Chair of Development Committee (2004–), Legal Community Against Violence
- Co-Chair, Stanford Law Society of San Francisco, 1998– 2000, and board member

ARTICLES

- Q & A With Sheppard Mullin's Randy Short, *Law360*, September 28, 2009