



John L. Babala

Partner

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John Babala is a partner in the Corporate & Business practice group at Greenspoon Marder LLP. With over 20 years of experience, he focuses his practice on significant transactions, complex financings, critical disputes, and daily operational issues. Mr. Babala also regularly advises companies on acquisitions, equity/debt financings, joint ventures, licenses, and cross-border matters. In addition to his international work, Mr. Babala counsels foreign companies doing business in the U.S., as well as U.S. companies doing business abroad. He has experience representing parties from, or transactions in, Africa, Australia, Canada, China, France, Japan, Mexico, and the United Kingdom.

As a skilled negotiator in and out of the boardroom, Mr. Babala has substantial experience providing guidance to clients serving as outside general counsel to entrepreneurs, emerging growth businesses, international investment firms, and public companies who often operate in highly regulated industries, such as aerospace and defense, beverage alcohol, energy, offerings of debt and equity securities (including SEC compliance), corporate finance, and healthcare.

Bar Admissions

- California
- Illinois
- Ohio

Education

- J.D., University of Michigan Law School, 1995
- B.A., Alma College, 1992

Practice Areas

- Corporate
- Fashion, Luxury, and Beauty
- Innovation & Technology
- International
- Latin America

Representative Experience

Mergers and Acquisitions

- Multiple acquisitions of energy-related assets including, among other things, wind power farms, co-generation facilities, oil and gas pipelines, interests in LNG facilities and refineries.

- \$12 million acquisition of a substantial minority interest in the second largest independent advertising agency in Los Angeles on behalf of a Tokyo-based public company and second-largest advertising agency in Japan, for the Japanese public company.
- \$12.5 million acquisition of outstanding interests in Performance Team Freight Systems, Inc. and related subsidiaries from non-management shareholders.
- \$50 million acquisition of Comtec Information Systems, Inc. for Zebra Technologies Corporation (NASDAQ: ZBRA).
- \$105 million restructuring of a Hawaiian real estate development partnership, including a \$50 million real estate acquisition and related acquisition of general and limited partner interests in the partnership for approximately \$55 million, for a leading Arizona-based golf course and real estate developer.
- \$125 million acquisition of nonstandard insurance line of business from a California-based leading property and casualty insurance company (pending).
- \$140 million acquisition of Nogatech, Inc. for Zoran Corporation (NASDAQ: ZRAN).
- \$150 million spin-off of Roxio, Inc. (NASDAQ: ROXI) from Adaptec, Inc. (NASDAQ: ADPT), for Roxio.
- \$175 million tender offer for DH Technology, Inc. for a leading French manufacturer of thermal printing solutions.
- \$201 million acquisition of Eltron International, Inc. (NASDAQ: ELTN) for Zebra Technologies Corporation (NASDAQ: ZBRA).
- \$221 million acquisition and private equity financing of 11 professional services companies for a private equity fund.
- \$3.05 billion acquisition of a Denver-based healthcare subsidiary of a leading Swedish medical technology and healthcare conglomerate.
- Sale of an integrated collision management software company to CCC Information Services Inc.
- \$9 million sale of Computer Clearing Services, Inc. to Penson Worldwide, Inc.
- \$28 million sale of a prominent Los Angeles-based asset management company to a New York bank, for the asset management company.
- \$40 million sale of VacationRentals.com, Inc. to HomeAway, Inc.
- \$45 million merger of ProcessClaims, Inc. and CCC Information Services Inc.
- \$75 million leveraged buy-out of the most profitable Jiffy Lube franchisee in the U.S. with over 90 stores in five states, together with options and leases relating to the franchisee's real estate holdings, for the franchisee.
- \$115.5 million sale of TIMEC Holdings, Inc. to Transfield Services (International) Pty Limited. Securities and Finance
- Formation and ongoing representation of Samson & Surrey Holdings Luxembourg, S.à.r.l., an artisanal spirits producer, including acquisitions of Few Spirits, Blue Coat Gin, Brenne Whisky, Widow Jane Whiskey, Mezcal Vago, and Tequila Ocho. Representation also included debt and equity investments and general legal matters.
- Represented BAMKO, Inc., in its sale to Superior Uniform Group, Inc. (NASDAQ: SGC).
- Represented bankruptcy trustee in sale of assets of Penthouse Global Media, Inc. to WCGZ Ltd. of the Czech Republic, including worldwide licensing of intellectual property.
- Represent leading provider of commercial, architectural, residential, and vehicle appearance and protection services in connection with international expansion and general legal matters.

Underwriter, Placement Agent & Broker-Dealer Representation

- \$476 million re-REMIC transaction relating to roll-up of existing real estate mortgage investment conduits.
- \$676 million in restructured tax-exempt municipal bond issuances.
- Represent underwriters, placement agents and finders relating to issuances of in excess of \$30 billion in public and private issuances of securities.
- Representation of underwriters, placement agents and broker-dealers with respect to day-to-day corporate matters, including engagement letters, due diligence, securities advice and related matters.
- Represent leading retailer of appliances and tools, as well as lawn and garden, fitness, and automotive repair equipment in connection with real estate related joint ventures.

Issuer Representation

- S-1 for NovaMed Eyecare, Inc. (NASDAQ: NOVA) initial public offering.
- S-1/A and related SEC reporting for CS Financing Corporation (no ticker symbol - bonds do not trade).

- S-3 and related securities filings with respect to a leading Los Angeles-based private equity fund's conversion of \$220 million of Series A Preferred Stock of the leading publicly held rent-to-own company.
- S-4 and related securities filings with respect to Zebra Technologies Corporation's (NASDAQ: ZBRA) acquisition of Eltron International, Inc. (NASDAQ: ELTN).
- S-4 and related securities filings for Zoran Corporation (NASDAQ: ZRAN) in connection with its acquisition of Nogatech, Inc.
- Form 10 and related Information Statement for Roxio, Inc. (NASDAQ: ROXI) spin-off.
- SEC reporting for Bofl Holding, Inc. (NASDAQ: BOFI), parent of Bank of Internet USA, a consumer focused, FDIC insured, nationwide savings bank operating primarily over the Internet, with \$1 billion in assets.
- U.S. securities filings for DWave Systems, Inc., a developer and manufacturer of state of the art quantum computers, operating systems, algorithms, hardware, superconductors, and quantum physics.

Secured Lending

- \$24 million asset based loan including \$12.8 million revolver and \$11.2 million term facilities provided by Comerica Bank to Performance Team Freight Systems, Inc.
- \$45 million asset-based revolving and term loan facilities provided by a syndicate of leading U.S. banks for a leading manufacturing company.
- \$541 million senior mortgage loan and \$34 million mezzanine loan by a leading Scottish bank group to a leading Arizona-based golf course and real estate developer, together with a subsequent restructuring of the loans to, among other things, increase the principal amounts of the loans to an aggregate of \$650 million for the developer.
- Over \$1 billion in real estate-based revolving and term loan facilities made available by a leading insurance and financial services company.
- Over \$1 billion in asset-based revolving and term loan facilities made available by the capital division of a leading U.S. manufacturing company and its affiliates.

Private Equity

- Angel financing of Hope Wine, Inc. for working capital and business development.
- \$1 million private financing to construct and operate an application service provider serving angels and entrepreneurs in facilitating funding transactions.
- \$2.6 million investment by a leading Palo Alto-based private equity fund in a leading company providing Internet-based insurance claims processing software and services.
- \$10 million corporate reorganization, recapitalization and angel round financing, including management's purchase of the company from a leading Korean electronics conglomerate.
- \$15 million investment by a leading New York-based private equity fund in a company acquiring, owning and operating educational facilities for troubled youths.
- \$18 million private equity financing by Big Sky Ventures IV, L.P., in Big Sky Insurance Holdings, LLC (Charles Schwab family money) (pending).
- \$21 million convertible note investment in Performance Team Freight Systems, Inc. by Bison Capital Equity Partners II-A, L.P. and Bison Capital Equity Partners II-B, L.P.
- \$25 million recapitalization and private equity financing by a leading New York-based media company.
- \$50 million venture capital fund formation and related private financings and investments.
- \$130 million fund formation for a publicly held Houston-based oil exploration and production company investing capital in start-up and emerging growth companies, principally in the energy, energy services and energy transmission businesses.
- Represented Sole Technology Inc. (Altamont, etnies, ThirtyTwo, and Emerica brands) in connection with growth capital investment by First Capital and Karlin.

Intellectual Property Transactions

- 20+ software license and related maintenance services agreements for a leading New York-based financial and energy trading software company with counter-parties including leading banks in Australia, Canada, France, Mexico, and the United States, as well as public and private energy trading companies and government agencies.

- Multiple joint development agreements, distribution and development agreements and joint ventures for the development and commercialization of intellectual property for leading companies in the defense and energy industries.
- Multiple OEM and software licensing and development agreements for a leading developer and distributor of CD-burning and on line entertainment applications.
- Multiple licenses for software, hardware and other technology, web site development, IT and telecommunications procurement and outsourcing.

Professional and Community Involvement

- Cranbrook Kingswood
 - Alumni Association
- Alma College
 - President's Advisory Council
- University of Michigan Alumni Association, Lifetime Member
- Ronald McDonald House Charities of Southern California
 - Long Beach House, Founding Board Member
- State Bar of California
 - Business Law Section
 - Opinions Committee
- American Bar Association
- Society of Corporate Secretaries and Governance Professionals
 - Smaller Public Companies Task Force

Speaking Engagements

- Speaker, "Data Science in the Boardroom," Board of Directors Center of Excellence, May 15, 2018, San Francisco, CA
- Speaker, "Diversity in the Boardroom," Board of Directors Center of Excellence, LA Summit, November 30, 2017, Beverly Hills, CA
- Loyola Law School, Business Law Society Symposium, Panelist, September 15, 2016, Chicago, IL
- Speaker, "Mitigating Litigation Risk at the Deal Table, Part 1," Polsinelli PC, M&A Litigation Series, October 15, 2015, webinar
- Speaker, "Business Succession Planning and Exit Strategies for the Closely Held and Family Owned Business," Expert Webcast, October 30, 2013, webinar
- Speaker, "Constructing a Great Deal: How to Get the Most Out of Your M&A Transactions," ACG Conference, April 15, 2012, San Diego, CA
- Speaker, "Impact of Mergers and Acquisitions on Small Businesses," National Small Business Conference, June 8, 2011, San Diego, CA

News

- Greenspoon Marder Corporate Practice Group Successfully Represents MaxLite Inc. and MaxWest LLC in Connection to New Finance Facility
- Greenspoon Marder Corporate Practice Group Successfully Represents Spring Mountain Vineyard, Inc.
- Greenspoon Marder Launches Latin America Practice Group
- Greenspoon Marder lanza su área de práctica de América Latina
- Greenspoon Marder Represents Samson & Surrey in Significant Transaction
- Greenspoon Marder Expands Corporate & Business Capabilities in Los Angeles and Atlanta with Addition of New Partners John Babala and Julian Fortuna

