

# JONATHAN K. WRIGHT

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## PROFILE

Accomplished business operator with 25+ years of experience, including as Founder and CEO of tech-enabled health services company, general counsel of multi-family office, highly technical software companies, a green technology company and NASDAQ-listed biotechnology companies. Transactional skills include proficiency in conceptualizing, negotiating, managing and executing on high-value strategic projects. Extensive experience in C-level corporate management. Exceptional speaker.

**Awards:** Super Lawyer™, 2004; Rising Star, 2003, 2002, Washington Law & Politics Magazine

**Bar Admissions:** Admitted 1993 and licensed in Washington and currently California Registered In-House Counsel.

## CORE COMPETENCIES

Venture Capital ▪ Corporate Law ▪ Scaling up ▪ Healthcare ▪ Mergers, Acquisitions and Integrations  
Start-ups ▪ Compliance ▪ Intellectual Property ▪ Strategic Collaborations ▪ Contracts ▪ Negotiation

## PROFESSIONAL EXPERIENCE

**Endurance MC LLC**, San Francisco, CA

**Chief Operating Officer and General Counsel**, June 2021 to Present

Employed by a management company for a Multi-family Office and Venture Studio. Advise managing member and partners on fund formation, investments, compliance, tax, manage back office, manage human resources and maintain financial statements. Support, form and advise venture studio companies on business strategy, operations, regulatory matters. Scaled office from 1 employee to 7 employees. Formed 2 new funds, including a traditional venture fund. Launched 2 venture studio companies, one in AI assisted personal financial management and one in mental health.

**Probably Genetic**, San Francisco, CA

**Chief Operating Officer and General Counsel**, October 2019 to March 2020

Advise founders on genetic testing product related compliance matters, audit CLIA and CAP certified suppliers. Draft privacy policies and user agreements. Manage operations, including accounting and finance. Assist in strategic planning. Participate in product launch of consumer directed physician order whole exome sequencing product.

**Opya, Inc.**, San Mateo, CA

**Founder and Board Member**, December 2015 to present

**CEO**, December 2015 to September 2019

Founded a technology enabled health services company delivering Autism care. Grew it from 0 to 90+ employees with 4 regions and \$5M+ ARR. Raised 2 rounds of venture financing and venture debt. Recruited and hired executive team, developed proprietary HIPAA Compliant software telehealth and communications applications for improved patient experience.

**Ultura Inc.**, Long Beach, CA

**General Counsel, Chief Compliance Officer and Secretary**, November 2012 – February 2015

Ultura manufactured membrane technologies to treat the world's most difficult to treat process and waste waters. Primarily responsible for all legal and compliance matters at the Company. Initially hired by the principal investors of the Company, including Kleiner Perkins Caufield & Byers, XPV Capital and Waste Management, to manage the legal aspects of restructuring and integration process of an acquired subsidiary that included an investigation of employee malfeasances at the subsidiary. Implemented and managed worldwide corporate policies, compliance training, compliance program auditing, risk assessment and risk remediation as chief compliance officer. Managed external legal relationships of approximately 12 firms in multiple countries. Negotiated and drafted sales, licensing, corporate and business development agreements. Assisted in budgeting, long-term planning, employee matters, health and safety compliance and operational issues.

- Managed an internal investigation in five countries of employee malfeasance and complete remediation plan within six months of start date, including managing interactions with foreign criminal authorities.
- Implemented comprehensive governance, compliance and ethics program in the six countries the Company operated in.
- Managed and settled multiple litigation matters, including shareholder litigation in the Delaware Court of Chancery, non-practicing entity patent litigation in the U.S., and litigation matters in Switzerland and Germany.

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- Completed two capital raising efforts, the acquisition of ownership of subsidiary from a Japanese corporate partner and sale of key corporate assets to two acquirors.

## **Cairncross & Hempelmann**, Seattle, WA

*Of Counsel*, November 2011 – November 2012

Headed firm's Technology and Intellectual Property Transactions group. Advised one of the largest software companies in the world on their Fortune 50 volume software license sales and as lead outside counsel on mergers and acquisitions. Counsel to start-up companies and high net worth individuals in private placements of securities, structuring joint ventures, and licensing agreements. Industry focus on enterprise grade software and health informatics companies.

## **Wright Legal Advisory, LLC**, Seattle, WA

*Managing Member*, March 2010 – November 2011

Founder and sole member of a boutique law firm. Wright Legal Advisory provided contract general counsel services to emerging and growth companies in high technology and biotechnology.

## **Sand Hill Angels**, Redwood City, CA

*Member*, September 2008 – March 2010, September 2014 – December 2015

Member of angel venture capital fund. Sand Hill Angels is a group of investors that are passionate about entrepreneurialism and the commercialization of disruptive new technologies. Sand Hill Angels make early stage investments in promising start-ups and seek to provide expertise and assistance in these fledging enterprises. Sand Hill Angels focuses on investments in the Internet, Information Technology and Life Sciences. Sand Hill Angels is a founding member of the Angel Capital Association.

## **Kosan Biosciences Incorporated** (acquired by Bristol-Myers Squibb), Hayward, CA

*Senior Vice President, General Counsel and Secretary*, December 2007 – September 2008

Kosan was a small molecule drug development company focused on cancer therapies. Primarily responsible for legal matters of the company. Negotiate and draft licensing, clinical trial, collaborative, and business development agreements. Advise board of directors, executive officers, disclosure committee, and intellectual property committee on all legal issues, including the implementation of Sarbanes Oxley Act, complex corporate disclosure matters relating to the results of clinical trials, and advice on significant corporate disputes and potential litigation. Assist in budgeting, long-term planning, employee matters, and operational issues. Managed Legal department and Human Resources department.

- Negotiated Strategic Collaboration Agreement with Bristol-Myers Squibb with \$25 million up-front payment and approximately \$400 million in potential additional milestones.
- Negotiated Merger Agreement for sale of Company for \$244 million to Bristol-Myers Squibb.

## **Dexterra, Inc.** (subsequently acquired by Antenna Software), Redwood Shores, CA

*General Counsel*, January 2007 – December 2007

Dexterra was an enterprise software company that developed tools to help mobilize Enterprise Resource Planning software. Primarily responsible for all legal matters of the company. Advise board of directors, executive committee, on all legal issues, including, director fiduciary duties, international operational compliance, intellectual property, acquisitions and advice on significant corporate disputes and potential litigation. Negotiate and draft funding, lease, service, licensing, collaborative, corporate development and business development agreements. Implement and manage corporate policies. Manage external legal relationships with firms in several international jurisdictions. Assist in budgeting, long-term planning, employee matters, and operational issues.

- Started company's first internal legal department; reduced external legal costs by over 50% in first two quarters.
- Managed venture capital investment in the company of \$37 million.

## **Targeted Genetics Corporation** (subsequently merged and renamed AmpliPhi Biosciences), Seattle, WA

*General Counsel*, July 2002 – December 2006

Targeted Genetics was a gene therapy company focused on viral and non-viral gene therapies. Primarily responsible for legal matters of the company. Advise board of directors, executive officers, disclosure committee, and intellectual property committee on all legal issues, including the implementation of Sarbanes Oxley Act, complex corporate disclosure matters relating to the results of clinical trials, and advise on major corporate disputes and potential litigation. Negotiate and draft funding, licensing, clinical trial, collaborative, and business development agreements. Assist and

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advise on intellectual property, governmental regulatory, and NASDAQ listing matters. Implement, manage, and chair company's disclosure committee. Implement and manage corporate policies, including Code of Business Conduct and International Business Activities Policy, as chief compliance officer. Manage external legal relationships and internal legal and information systems staff. Assist in budgeting, long-term planning, employee matters, and operational issues.

- Started company's first internal legal department; reduced external legal costs by 50% in first year and improved quality of legal services.
- Negotiated multiple complex business development transactions with large pharmaceutical companies, government agencies, hospitals and NGOs

**Widevine Technologies, Inc.** (subsequently acquired by Google), Seattle, WA

*General Counsel*, 2000–2002

Widevine sold real time encryption software for Internet protocol based streamed media. Advised executive officers and operating committees on legal matters including business litigation strategies, corporate disputes, acquisition strategies, and risk management. Negotiated/drafted service contracts, employment agreements, and consulting, licensing, and development agreements. Implemented/managed intellectual property committee and intellectual property policy. Implemented, managed, and supervised Bureau of Export Administration encryption software exportation compliance program. Completed second, third, and bridge rounds of financing. Managed external legal relationships and internal legal staff. Assisted in budgeting, long-term planning, employee matters, sales meetings, and operational issues.

- Assisted board in removing three under-performing executives without resorting to litigation. Conducted confidential corporate investigations and secured custody of corporate assets.
- Set up company's first Legal LAN with contracts that had drop down menus for ease of use to shorten sales cycle.

**Corbis Corporation** (subsequently acquired by VCG), Seattle, WA

*Corporate Counsel*, 1999–2000

Corbis managed the licensing rights to over 100 million individual media assets. Primary legal counsel for the business development and commerce relationships. Negotiated private venture investments, technology licensing agreements, mergers, acquisitions, and joint ventures. Handled maintenance and management of corporate record keeping, operations contract negotiations, and implementation of phantom stock appreciation rights plan. Managed corporate restructuring and assisted in integration of acquired assets.

- Saved company more than 40% on legal costs on each acquisition and completed 4 acquisitions.
- Assisted in creation and launch of two business divisions: SmallOffice/Home Office Division (bizpresenter.com) and Direct to Consumer Division (corbis.com)
- Negotiated strategic collaboration and advertising agreement with Yahoo!

**Van Valkenberg Furber Law Group P.L.L.C.**, (subsequently acquired by Holland & Knight), Seattle, WA

*Attorney*, 1998–1999

Counsel start-up companies, high net worth individuals, venture capitalists, and investment banks in public offerings and private placements of securities, structuring joint ventures, and licensing agreements. Counsel to acquirers and targets in mergers and acquisitions.

**Joe Average.Com, Inc.**, Seattle, WA

*Chief Legal Counsel/Co-Founder*, 1997–1998

Founded college couponing and commerce community company with two former investment bankers; responsible for all legal matters as Chief Legal Officer and member of board of directors. Negotiated and drafted electronic commerce contracts; employment agreements; and consulting, licensing, and development agreements. Completed seed financing, first round of financing, and bridge financing. Assisted in budgeting, long-term planning, operations, and network security issues.

**Heller Ehrman LLP**, Seattle, WA

*Associate*, 1995–1997

Attorney in firm's business practice and life sciences groups. Counsel to companies, venture capitalists, and underwriters in public offerings and private placements of securities; to acquirers and targets in mergers and acquisitions; to private asset management funds; and to public companies regarding securities law reporting obligations.

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**Bogle & Gates**, Seattle, WA

*Associate*, 1993–1995

Attorney in firm's corporate finance department. Served as counsel to companies and underwriters in several public offerings and private placements of securities; to companies regarding securities law reporting obligations; and to a mutual fund advisor and distributor. Assisted in M&A, cross border offerings, and venture capital financings.

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## EDUCATION

**Columbia University School of Law**, New York, NY

*Juris Doctor*, May 1993

- Columbia Journal of Environmental Law, Notes Editor
- General S.K. Yee Scholarship

**University of Washington**, Seattle, WA

*Bachelor of Arts*, Departmental Distinction, June 1990

Major: Geography; Concentration in Business Location Theory and Market Area Analysis

- Dean's List honors for five consecutive quarters; National Dean's List, 1990
- Full-tuition academic scholarship for two years

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## SPEAKING ENGAGEMENTS

- Early Futures, Omidyar Network, Sesame Workshop and Promise Ventures, Silicon Valley, CA, November 2018
- Capital Formation and Diversity - An Early Stage Investment Perspective, U.S. Securities and Exchange Commission, San Francisco, CA, September 2018
- Immigration: The Achilles' Heel of Your Corporate Compliance Strategy, 2014 Jackson Lewis Corporate Counsel Conference, San Francisco, CA, May 2014
- The IP Defense Summit, Centerforce, Palo Alto, CA, January 2014
- Mergers & Acquisition Due Diligence, IncreMental Advantage, New York, NY, October 2008
- Mergers & Acquisition Due Diligence – Maximizing the Odds of Success, IncreMental Advantage, San Francisco, CA March 2008
- 2005 Corporate Counsel Institute, WSBA-CLE, Seattle, WA, October 2005
- SEC “Hot Topics” Institute Spring 2005, RR Donnelley/Glasser LegalWorks, Seattle, WA, June 2005
- SEC “Hot Topics” Institute Spring 2004, RR Donnelley/Glasser LegalWorks, Seattle, WA, June 2004
- 2004 Business Law Spring Meeting, American Bar Association – Business Law Section, Seattle, WA, April 2004
- Start-Ups and Beyond: How to Help Technology Companies Grow, King County Bar Association, CLE program, Seattle, WA, September 2000 & December 1999

## ADDITIONAL INFORMATION

- Advisor, **Learnfully, Inc.**, Redwood City, CA, May 2021 - Present
- Board Member, **Copper Canyon Press**, non-profit poetry publisher, Port Townsend, WA April 2021- Present
- Advisor and initial investor, **RocketDoctor, Inc.**, Toronto, ON, April 2020 - Present
- Founding Chapter Member, **Private Directors Association, San Francisco**, CA July 2020 - Present
- Member, **Biotechnology Industry Organization** - General Counsel Committee, Washington, DC, 2004–2006, 2008-2009
- Executive Committee Member, **Washington State Bar Association**, Business Law Section, Seattle, WA, 2001– 2002
- Founding Member, Board of Directors, **Don't Blink Media, Inc.**, an online media buying company, Seattle, WA, 2006–2008 (acquired by Dragon Media Online, Inc.)

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## REPRESENTATIVE TRANSACTIONS

### Strategic Agreements and Financings:

Kosan Biosciences in Strategic Collaboration Agreement with Bristol-Myers Squibb with \$25M up-front payment and approximately \$400M in additional milestones

Targeted Genetics in \$28M collaboration and license agreement with International AIDS Vaccine Initiative

Targeted Genetics in \$21M HIV vaccine development contract with National Institute of Allergy and Infectious Disease, The Children's Hospital of Philadelphia, and Columbus Children's Research Institute

Targeted Genetics in \$12M Biogen and \$14M Elan debt obligation restructure

Corbis Corporation in Yahoo! premiere merchant and content integration agreement

Pipeline Trading, Inc. (formerly e-Xchange Advantage) formed joint venture between Nasdaq Stock Market, Instinet, and BiosGroup and completed first round of financing

Imre Corporation in \$7M tender offer of shares for convertible notes

Quality Food Centers, Inc. in \$200M Zell Chilmark Fund tender offer and founder stock purchase

Frank Russell & Co. in \$2.3B mutual fund restructure

### Private Placements:

Ultragenyx Pharmaceutical Inc. in \$45 million private placement of series A preferred stock to TPG Biotech and Fidelity Bioscience

Dexterra, Inc. in \$38 million private place of preferred stock to NEA Associates, Canaan Partners and Intel Capital

Widevine Technologies in \$12M placement of series B preferred stock and \$11.5M bridge financing

Corbis Corporation in \$25M preferred stock investment in Sekani and in investment in PresentationPro

VaxGen, Inc. in \$25M placement of common stock

Fourgen Software Technologies in \$8.2M placement of series A preferred stock

Cell Therapeutics Inc. in \$12M placement of units and \$35M placement of common stock

### Mergers and Acquisitions:

Microsoft in 2 acquisitions of technology companies with values of each ~\$200M

Tender Offer and Merger Agreement for sale of Kosan Biosciences to Bristol-Myers Squibb for \$244M

Corbis Corporation in acquisitions of The Stock Market, Inc., Sharpshooters, Inc. and SABA

Cognisoft Corporation in \$20M acquisition by Verity, Inc.

G. Loomis Products in acquisition by Shimano American Products

Hillhaven Corporation in \$330M acquisition of Nationwide Care, Inc.

IC Designs, Inc. in \$16M acquisition by Cypress Semiconductor Corporation

### Public Offerings:

Targeted Genetics in registered direct offerings: \$25.3M placed by SG Cowen and \$17.5M placed by Roth Capital

Jore Corporation in \$40M initial public offering of common stock

Midcom Communications in \$87M 144A convertible note placement

Smith Barney and Robertson Stephens in \$54M Gargoyles, Inc., initial public offering of common stock

Cruttenden Roth in \$9.8M Transact Technologies spin-out and initial public offering

Montgomery Securities and Wertheim Schroeder in \$84M Neurex Corporation public offering of common stock

Cruttenden Roth in \$19M Data Dimensions public offering of common stock

Robertson Stephens in \$20M Morrow Snowboards initial public offering of common stock

Ride Snowboards in \$18M public offering of common stock

Thrustmaster, Inc. in \$10M initial public offering of common stock

Sirius Radio (formerly CD Radio) in \$5M initial public offering and in \$3M shareholder offering

Dain Bosworth and Cruttenden & Co. in \$10M Midisoft public offering of common stock

Bioject Technologies, Inc. in \$11.7M public offering of common stock