



Jay Gary Finkelstein

Of Counsel

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Jay Finkelstein practices corporate and securities law, offering three decades of experience in international and domestic negotiated transactions, mergers and acquisitions, joint ventures, securities offerings, corporate structuring, general contractual relationships and general corporate law.

His practice places special emphasis on international and domestic acquisitions and joint ventures for a wide variety of industries, including defense, hospitality, financial services, real estate, franchised businesses and high-tech and emerging growth enterprises. He also represents numerous nonprofit organizations. He works closely with DLA lawyers in international offices throughout the world to coordinate the delivery of legal services for international transactional matters.

EXPERIENCE

Merger and Acquisition Experience

Buyer's Counsel

- Wyndham Hotels – acquisition of AmericInn (2017)
- Dollar Financial Group., equity acquisition of Express Credit (Romania) (2013)
- Adventure Theatre, acquisition of Musical Theatre Center (2012)
- Chemring Group, PLC, acquisition of the Detection Systems operations and certain related assets of General Dynamics Armament and Technical Products, a subsidiary of General Dynamics Corporation (2011)
- Chemring Group, PLC, acquisition of substantially all of the assets of The Allied Defense Group, Inc. (2010)
- Dollar Financial UK Ltd., equity acquisition in Norway of Folkia Group, AS (2010)

CREDENTIALS

Education

J.D., Harvard Law School 1978
magna cum laude

A.B., Princeton University 1975
magna cum laude

Admissions

District of Columbia

Virginia



- Vocus, Inc. acquisition of equity of Hong Kong and China operating companies (2010)
- Consolidated American Services, Inc., acquisition and consolidation of multi-family property management companies (2008)
- Wyndham, Vacation Ownership, Inc., multiple joint ventures for new fractional vacation ownership developments (2008)
- Ebix, Inc., acquisition of Finetre Corporation (2006)
- Nathan's, acquisition of Arthur Treacher's intellectual property and franchise system (2006)
- Wyndham, joint venture for European/Middle East hotel management company (2006)
- US franchisor of cartridge refill stores, acquisition of UK and France master franchise companies (2006)
- VeriSign, Inc. acquisition of: (i) m-Qube, Inc. (2006); (ii) CallVision, Inc. (2006); (iii) Three United Mobil Solutions AG (2006); (iv) Retail Solutions International, Inc (2005); (v) Registrars.com, Inc. (June 2001)
- Fairfield Resorts (a subsidiary of Wyndham), acquisition of Shawnee Time Share property (2005)
- Acquisition of Burger King Jacksonville Master Franchisor and related franchising system (2004)
- Private equity investor, acquisition of fitness center franchisor (2004)
- US Surgery, Inc., acquisition of Sterling SurgiCenter (February 2002)
- Domain Name Registration Corporation, acquisition of Registrars.com, Inc. (June 2001)
- BeyondGuide, Inc., acquisition of Stadtmagazin.com GmbH (November 2001)
- Visual Systems, Inc., acquisition of Avesta Technologies, Inc. (May 2000)
- Gardena Holding AG, asset acquisition of Melnor Inc. and Melnor Canada Ltd. (August 1997)
- Temps & Co., various asset acquisitions (1996-1997)

Seller's Counsel

- Digital Barriers plc in the sale of its US subsidiary operations (2017)
- Strauss Inc. in the sale of its Max Brenner US and international franchise operations (2017)
- Republic Foods in sale of its Burger King franchisee operations (2017)
- Frost, Inc. in sale of its Planet Fitness franchisee operations (2016)
- 1-800-Radiator in its sales to Driven Brands (2015)
- Chemring Group PLC in the sale of a division of Chemring Energetic Devices Inc. to AMTEC (2014)
- Center for Development and Population Activities (CEDPA), asset transfer to Plan International (2012)
- DataStream Content Solutions, LLC, equity sale to The Dolan Company (2010)
- Moe's Southwest Grill, private equity sale to Roark Capital (2007)
- US franchisor of cartridge refill stores, private equity sale of franchisor (2007)
- RTIX, Limited, sale to Ultimate Software Group, Inc. (2006)
- Sale of ink cartridge refill franchisor (2005)



- Sale of FiveSight Technologies, Inc. (healthcare software developer), sale to Intalio, Inc. (2005)
- Prince Communications, Inc. (publisher of Homes & Land Magazine and franchisor), sale to Endurance Business Media, Inc. (2004)
- Scout Solutions, Inc. (client management software), sale to Interface Software, Inc. (2004)
- Quikava, sale of approximately 12 coffee franchises to Dunkin' Donuts (2004)
- GM Acceptance Corporation Commercial Mortgage, sale of photo-imaging division (2003)
- LawCorps (Legal Temporary Service), sale to MPS Group, Inc. (2003)
- Net2000, Inc., sale to Cavalier Telecom (November 2001)
- 21st Century Telecom Group, Inc., sale to RCN Corporation (April 2000)
- Omnipoint Corporation, sale to VoiceStream Wireless Corporation (2000)
- Trusted Information Systems, Inc., stock sale to Network Associates, Inc. (March 1998)
- MAXM, stock sale to Boole and Babbage, Inc. (1997)
- NetEdge Systems, Inc., stock sale to Larscom, Inc. (1996)
- FiberCom Corporation, asset sale of its government contracts division to Litton Industries and subsequent restructuring of remaining division as NetEdge Systems, Inc. (July 1995)

General Corporate Counsel

- Counsel to various corporations structuring joint ventures for business in China and other areas of Asia utilizing Hong Kong and Cayman entities (2011/2012)
- Counsel to US franchisor for Middle East master development agreement and related agreements (2010)
- General counsel for corporate structure, operating agreements and related organizational issues for alternative legal services provider
- Corporate structuring and general business matters for Consolidated American Services, Inc.
- Structuring and documenting international joint ventures involving businesses in the United States , Europe, China and the Middle East
- Offering documents and operating agreement for US\$100 million real estate private placement (2005)
- Lead transactional lawyer for major pro bono project involving international micro-finance (2005)
- Representation of minority land owner in land assemblage transaction for pending area development (2005-2006)
- Structuring of joint venture entity for three government contractors pursuing development of secured communications platform (2005)
- Omnipoint Corporation; corporate structuring (1996 - 2000)
- Resolution Trust Corporation as corporate general counsel in connection with its operation and subsequent disposition of the nation's fifth largest mortgage servicing company and in connection with over 100 asset dispositions (1992-1995)



- AXENT Technologies, Inc., spin-off of one of its operating divisions (1995)
- High Yield Debt Offering Experience

High Yield Debt Offering Experience

Company Counsel

- Omnipoint Corporation, US\$325 million Rule 144A convertible preferred stock (May 1998)
- 21st Century Telecom Group, Inc., US\$250 million senior discount notes and senior cumulative exchangeable preferred stock with warrants, public exchange offering (February 1998)
- Omnipoint Corporation, US\$450 million Rule 144A debt offerings; public exchange offerings (August and November 1996)
- Omnipoint Corporation, US\$40 million private convertible debt offerings (December 1995)

Underwriters' Counsel

- IDT Corporation, telecommunications, US\$100 million senior note (February 1998)

Non-Profit Representation

- Heartland Alliance, for international corporate organizational matters
- CDC Development Solutions, involving acquisition of US Center for Citizen Diplomacy
- Adventure Theatre, involving acquisition and general corporate matters
- WeConnect, for international corporate organizational matters
- William J. Clinton Foundation, for international corporate organizational matters
- CARE, for international transactional matters
- Susan G. Komen for the Cure, for corporate structuring matters
- Water for People, matters have included internal corporate governance, funding, IP development, and project agreements
- Partnership for Public Service; matters have included financing, acquisitions and general corporate issues
- CHF, International; matters have included corporate structuring (microfinance operations), financing, acquisitions and general corporate issues
- NetHope, matters have included various agreements

PUBLICATIONS

- Barriers to Entry: Putting it Together, School by School," *Journal of Experiential Learning*, Vol 2., No. 1 (May 2017)
- Practice in the Academy: Creating 'Practice Aware' Law Graduates," *Journal of Legal Education*, Vol. 64, No. 4 (May 2015)



- Textbook, "Negotiating Business Transactions, An Extended Simulation Course," *Wolters Kluwer Law and Business*, June 2013 (co-authored)
- Chapter Author (United States), "International Handbook of Cooperative Law," to provide a better knowledge of cooperative law as part of United Nations declaration of 2012 as International Year of Cooperatives, October 2012
- Course Portfolio - Negotiating Business Transactions, profiled by Educating Tomorrow's Lawyers
- "Collaboration Between Schools and Other Simulations," *Transactions: The Tennessee Journal of Business Law*, Vol 15, No. 3 (2014) (co-authored)
- "Simulations: Collaborative Experiential Learning, *Transactions: The Tennessee Journal of Business Law*, Vol. 14, No. 3 (2013) (co-authored)
- "Training Law Students to be International Transactional Lawyers – Using an Extended Simulation to Educate Law Students about Business Transactions," *1 Pepperdine Journal of Business, Entrepreneurship and the Law*, 67-87 (2007) (co-authored)

PRESENTATIONS AND SEMINARS

- Co-presenter, "Getting Your Franchise House Ready for Sale," Georgetown University, (2016, 2017)
- Panelist, American Bar Association and Society of India Law Firms Conference on India-United States Cross Border Investment: "Due Diligence Hot Topics in a US Acquisition," "Regulatory Review in the Acquisition of a US Company," and "Current Trends in Mergers and Acquisitions in the US (New Delhi, India; February 2016)
- Academic Link Series Presents . . . Legal Privilege: An International Perspective for In-House and Outside Counsel, Washington, (August 2014)
- Presenter, Marbury Institute, "Ethics and Negotiation" (April 2013)
- Presenter, "Legal Privilege – An International Perspective for In-House Counsel" (April 2013)
- Presenter, Georgetown University International Trade Update (February 2013)
- Presenter, Mosaica Symposium on Strategic Planning for NGOs (January 2013)
- Presenter, Emory Transactional Law Conference (November 2012)
- Moderator, "Going Global: Executing International Growth Strategies for Fast-Growing Companies," MorganFranklin Corporation (June 2012)
- Presenter, Marbury Institute, "Legal Privilege: An International Perspective for In-House and Outside Counsel" (May 2012)
- Presenter, "Getting Your Franchise Rocket Ready to Launch," FranConnection 2012, National Harbor, Maryland (May 2012)

TEACHING

Mr. Finkelstein teaches International Business Negotiations to law school students. He began teaching in 2003 and now teaches at four of the top 14 US law schools and law schools world-wide:



- Lecturer, Stanford Law School, teaching international business negotiations (2012-present)
- Adjunct Professor, Berkeley Law School, Berkeley, CA (2013-present)
- Adjunct Professor, Georgetown Law School, Washington, DC (2014-present)
- Adjunct Professor of Law, American University, Washington College of Law, teaching international business negotiations (2003-present)
- Guest Professor, Addis Ababa University Law School, teaching international business negotiations (2008-2009)
- Guest Professor, Immanuel Kant Baltic Federal University Summer Program (2014; 2015)
- Guest Professor, IDC Herzliya (Israel), Spring 2015, Scheduled for Spring 2016
- Guest Professor, Tel Aviv University (Israel), Spring 2015, Scheduled for Spring 2016
- Guest Professor, Indiana University Maurer School of Law, January 2016
- Guest Professor Sun Yat-Sen (Zhongshan) University, Guangzhou City, Guangdong Province, China, Scheduled for April 2016