



## Jay L. Halpern

PARTNER

Jay focuses on corporate finance, mergers and acquisitions, corporate structuring, joint ventures, venture capital, and general corporate law.



### Industries

Consumer Products  
Hospitality  
Venture Capital & Emerging Businesses

### Practices

Corporate & Securities  
Finance

### International

Europe

### Education

Duke University School of Law JD, with honors, 1989  
Emory University BA, with honors, 1986

### Offices

Washington, DC

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He advises public and private US companies, as well as international and multinational corporations, in all stages of development and growth. He has significant experience advising private equity funds and their portfolio companies in a variety of strategic transactions and financings.

Recognized in *Legal 500*, *Best Lawyers*, and *Super Lawyers* for his work with mergers, acquisitions, and buyouts, Jay represents companies in industries including manufacturing, consumer products, retail, restaurants, hospitality, energy, sports, and technology. He also counsels licensors, distributors, and franchise companies on growth-strategy options, including debt and equity financing, and strategic transactions.

### Representative Transactions

- Represented Domino's Pizza Group in its acquisition of franchise operations in the United Kingdom, Ireland, Germany, Switzerland, Lichtenstein, and Luxembourg.
- Represented Osage Bio Energy in a \$300 million equity investment from a leading private equity fund.
- Assisted a leading international luxury cruise line with the refinancing of a \$280 million credit facility.
- Advised Rubicon Partners, a London-based private-equity firm, with transactions involving a number of its portfolio companies including Goodridge Limited, Crimson Tech, Inc., Sparex Holdings Limited, Gentech International Ltd., Totton Pumps Ltd., and Diemold Service Company.
- Represented SunBridge Capital in equity investments, including FJ Capital Long/Short Equity Fund, LLC, Anchor BanCorp, FNBH Bancorp, Inc., Georgia Commerce Bank, Old Line Bancshares, Hometown Bankshares, Seacoast Banking Corporation, Oakview National Bank, F&M Bank Corp., Northern States Financial Corporation, BNC Bancorp, Community Bank Shares of Indiana, Bank of the Carolinas, Sun Bancorp, Centru Financial Corporation, Ameris Bancorp, Floridian Community Holdings, and United Community Financial Corp.
- Represented Rubicon Partners in a global recapitalization of Calumet Photographic, a portfolio company with operations in China, France, Germany, the Netherlands, the UK, and the United States.

Advised Tupperware Brands with corporate and distribution matters.

- Advised HMSHost Corporation with corporate governance issues and “best practices” related to a comprehensive global update of procedures and policies.
- Advised Choice Hotels International, Inc., a NYSE-listed company with more than 6,000 franchised hotels, in joint ventures with Och-Ziff and Fillmore Capital Partners to further develop and grow one of Choice’s leading hotel brands.
- Represented a leading Istanbul-based private equity fund in its acquisition of the Domino’s Pizza operations in Turkey.
- Represented Calumet Photographic, Inc. in the acquisition of Penn Camera and certain assets of Ritz Camera.
- Structured a financing program for Medtrix, LLC, a New York-based healthcare lender.
- Represented José Andrés ThinkFoodGroup LLC in joint ventures, strategic alliances and licensing agreements with Ritz Carlton, Mandarin Oriental, Host International, Inc., The Cosmopolitan, and SBE for projects in Doha, Marrakech, Las Vegas, Miami, Tysons Corner, and Puerto Rico.
- Represented Choice Hotels International, Inc. in its development of a financing program offered to franchisees of certain Choice hotel brands.
- Represented SunBridge Capital in a credit facility with a publicly traded real estate development and services company.
- Structured the buyout of a US and Canadian joint-venture partner on behalf of a global Japanese heavy equipment manufacturer and handled all contracts for the establishment of the manufacturer’s US operations.
- Represented a National Basketball Association team in a \$125 million private equity offering.
- Represented Calumet Photographic, Inc. in negotiating credit facilities with both Burdale Capital Finance and PNC Bank.
- Represented Silver Diner, Inc., a DC-based restaurant chain, in negotiating credit facilities with General Electric Capital, EagleBank, and Federal Realty Investment Trust.
- Assisted Sentry Group with the acquisition of Schwab Corp., as well as strategic investments and license agreements.
- Represented José Andrés ThinkFoodGroup in an equity financing transaction involving several funds and high-net-worth individuals.
- Handled several mezzanine financing loans to franchisees on behalf of Choice Hotels International, Inc.
- Handled an equity investment and debt recapitalization on behalf of Silver Diner, Inc.
- Negotiated multiple acquisitions and joint ventures on behalf of a London-based global leader in steel-industry analysis.
- Assisted a private equity firm with the acquisition of a 3,000-plus unit retailer with operations in more than 25 countries.

## Publications, Presentations & Recognitions

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Jay is routinely recognized as one of the best lawyers in the country on corporate matters. In 2019, international directory *Legal 500* named Jay a “Leading Lawyer,” while citing his counsel for hospitality company HMSHost and investment management firm SunBridge Capital Management.

*Best Lawyers* has also recognized Jay among the top lawyers in the country for corporate law and he is annually rated by *Super Lawyers* as among the top corporate attorneys in the US.

Jay is a frequent speaker at industry conferences on topics including financing strategies, private placements, venture capital, and multi-unit growth. He is quoted regularly in the press, including in *The Wall Street Journal*.

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## Bar Admissions

District of Columbia

New Jersey  
Virginia