



Jason Northcutt

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PRACTICE AREAS

- Corporate
- Finance

INDUSTRIES

- Aerospace & Defense
- Financial Services
- Hospitality

OVERVIEW

Mr. Northcutt is an associate in the Corporate Practice Group and the Finance & Bankruptcy Practice Group in the firm's Washington, DC office.

Areas of Practice

Mr. Northcutt regularly counsels companies, founders and investors in transactional matters including mergers and acquisitions, private equity, venture capital and corporate finance.

EDUCATION

- J.D., Boston College Law School, 2000, *cum laude*
- B.A., Economics, Vanderbilt University, 1997, *cum laude*

ADMISSIONS

- New York
- District of Columbia
- Virginia

EXPERIENCE

Representative Transactions

Representation of leader in signal processing and systems engineering technical assistance (SETA) services to the intelligence community in its leveraged buyout by private equity firm

Representation of private equity fund in control investment in retail shopping center development

Representation of producer of zero-emission motorbikes in connection with the sale of substantially all of its assets under Bankruptcy Code Section 363

Representation of Italian private equity fund in connection with its acquisition of certain intellectual property rights of manufacturer of heating products under Bankruptcy Code Section 363

Representation of private equity firm and its portfolio company in connection with add-on acquisition of developer of prototype unmanned aerial vehicles and systems

Representation of private equity fund in connection with acquisition of controlling stake in 240-unit apartment complex

Representation of strategic co-investor in connection with \$10 million Series A financing provider of web-based programming of luxury travel content

Representation of producer of defined-benefit plan administration software and services in connection with the sale of all of its capital stock to an Indian company

Representation of U.S. shareholders in connection with the creation of an Italian joint venture to export Italian wines and desserts to other European countries and the U.S.

Representation of pharmaceutical company in connection with the acquisition of all intellectual property, government permits and all other assets related to a development-stage product

Representation of publicly-traded provider of Biometric identification services in \$66 million acquisition of government contractor for cash and stock

Representation of luxury goods retailer in connection with issuance and sale of Class C Preferred Units to private equity fund

Representation of leading publicly-traded semi-conductor company in connection with \$289 million sale of non-core businesses in the U.S. and multiple foreign jurisdictions

Representation of private equity sponsor in \$125 million purchase of ethanol plant and \$173 million senior secured credit facility

Representation of Latin-American based online auction site in sale of subsidiaries

Representation of REITs in refinancing and defeasing loans encumbering real property located in Maryland, Virginia and California

Representation of large REIT in connection with \$30 million mortgage loan for acquisition financing of Club Quarters Hotel

Representation of private investment fund in \$12.5M PIPE transaction and \$54M equity line of credit transaction

Representation of cyber intelligence firm in \$40 million merger with publicly traded Silicon Valley company

Representation of closely held insurance agency in \$20 million asset sale to publicly traded insurance brokerage

Representation of private equity sponsor in \$85 million recapitalization of portfolio company, including senior secured, second lien and secured mezzanine financing

Representation of publicly registered BDC in \$50 million asset sale

Representation of major financial services company in sale of its specialized asset management subsidiary to large European re-insurer

MEMBERSHIPS

- Member, American Small Business Coalition
- Member, Association of Corporate Growth
- Participant, Northern Virginia Technology Council
- Participant, Potomac TechWire
- Participant, Capital Roundtable

ARTICLES

- Sheppard Mullin, *Legal Bisnow*, December 2, 2008
- *Recent Development and Their Impact for M&A in 2008*, Financier Worldwide's 2008 International Mergers & Acquisitions e-book: "Creating Value in an Increasingly Complex Corporate Environment."
- *Traps for the unwary in D&O Insurance Policies*, in Corporate Counsel's Monitor, April 15, 2005

Corporate & Securities Law Blog Articles

- "Delaware Court Confirms LLC Managers And Members Owe Fiduciary Duties And Duties Of Good Faith And Fair Dealing", April 28, 2009
- "Delaware Supreme Court Reverses Chancery Court's *Lyondell* Decision, Provides Guidance Regarding Application of *Revlon* Doctrine", March 31, 2009
- "Delaware Chancery Court Denies Advancement Claim Brought By Former Director Where Subsequent By-Law Amendment Retroactively Limited Advancement Rights Of Former Directors", September 8, 2008
- "New HSR Thresholds Announced", January 30, 2008