

**SIDDHARTHA (SIDD) PATTANAYAK**  
(617) 620-2939 • sp1787@gmail.com

**EXPERIENCE**

**TRIPADVISOR, INC., Needham, MA**  
**Director and Senior Counsel, Development and Transactions**

*July 2014 – Present*

Provide strategic legal advice and representation regarding company M&A transactions, corporate governance and post-closing integration.

- Draft and serve as lead legal negotiator for mergers, acquisitions and other transactions in United States, Europe, Brazil, China and Australia (8 transactions ranging from USD\$7-\$200M purchase price).
- Draft and negotiate joint venture documentation in China.
- Negotiate post-closing working capital adjustments and settlements in United States, Europe and Australia.
- Provide support for integration of acquired companies around the world, including regulatory filings, contractual analysis and dispute resolution.
- Support the day-to-day strategy of Corporate Development with respect to analysis and assessment of various M&A transactions (e.g. acquisitions, sales, joint ventures, minority investments) from pre-term sheet to closing stage.
- Oversee transition of corporate governance management of 80+ global entities to new cloud-based entity management system.
- Draft new templates, including new domestic and international purchase and sale agreement, joint venture agreement, and closing deliverable forms.

**PAYLESS SHOESOURCE WORLDWIDE, Topeka, KS**  
**Director and Group Counsel – International**

*January 2014 – July 2014*

Provided strategic legal advice and representation to company-owned and franchised International Division.

- Supported the day-to-day growth strategy of International Development/Franchising and Latin American JV operations departments in a wide variety of areas, including franchising, development, operations, real estate, logistics, customs, accounting and finance.
- Drafted and negotiated joint venture M&A documentation in South America.
- Guided corporate and local teams in Americas and Asia with respect to customs, tax and other regulatory audits in various markets.
- Drafted and negotiated franchise agreements in Africa and Central Asia.
- Drafted new templates, including new franchise agreement and M&A/joint venture agreement forms.

**DUNKIN' BRANDS, INC., Canton, MA**  
**Director and Legal Counsel (International Counsel)**

*May 2011 – November 2013*

Provided strategic legal advice and representation to franchised Dunkin' Donuts and Baskin-Robbins International Division.

- Supported the growth strategy of Corporate and International leadership on key business issues in a wide variety of areas, including franchising, development, operations, supply chain, marketing, corporate governance, corporate and franchisee communications, tax, finance, workouts, treasury, IT, loss prevention, and training.
- Negotiated M&A transactions in Spain and Australia.
- Guided the International management team through regulatory challenges of multiple jurisdictions, including China, Korea, Vietnam, Indonesia, and United Kingdom.
- Drafted and negotiated 20+ franchise agreements in the Americas, Europe, Middle East, Asia, and Australia and agreements with the U.S. military.
- Amicably resolved franchise disputes in China, Canada, Australia, Mexico, and other jurisdictions.

- Drove creation of new franchise revenue streams through newly developed “market entry fee”, term renewal fees, exit fees and transfer fees.
- Advised on, and implemented, global corporate governance and structuring strategies (e.g. China, UAE, UK, Korea, Japan, Brazil).

**PROSKAUER ROSE LLP**, Boston, MA  
*Associate, Corporate Department*

*November 2009 – May 2011*

Represented private equity firms and operating company clients.

- Negotiated domestic and international transactions (e.g. China, Africa, Canada, Israel) – primarily, M&A, debt-to-equity restructurings, and venture capital/minority investments.
- Provided ongoing general counsel advice to clients regarding corporate reorganizations, board governance, executive employment/consulting arrangements, management incentive programs, software licensing agreements, customer agreements, and other general corporate matters.

**ROPES & GRAY LLP**, Boston, MA  
**Associate, Corporate Department**

*Summer 2003, September 2004 – November 2009*

Represented private equity firms and operating company clients.

- Negotiated large-, middle- and small-market financial and strategic M&A transactions involving public and private companies in the U.S., Canada, China, Australia and other countries.
- Negotiated senior debt, whole-company securitization, and investment grade and tax-exempt bond issuances for clients.
- Managed large transaction teams, including 25+ attorney/paralegal team in \$1.85 billion whole-company securitization financing.
- Provided ongoing general counsel advice to clients regarding corporate governance, management incentive programs, amendment of debt facilities, mergers and acquisitions and other general corporate matters.
- Member of firm’s Associate Development Committee (2007-2009).

**CORNELL UNIVERSITY OFFICE OF GOV’T AFFAIRS**, Albany, NY  
**Legislative Associate**

*September 1999-August 2001*

Lobbied executive branch, state legislators and their staffs, and state agencies on behalf of University.

- Drafted memoranda and one-pagers regarding University higher education, high tech research and agricultural programs for distribution to state government officials.
- Drafted and negotiated proposed legislation regarding University land transfers, social security number privacy, and other issues.
- Worked with Associate Director of Government Affairs and other University officials to develop and implement government relations strategy.

**TRANSACTION SHEET**

SEE APPENDIX A

**EDUCATION**

**BOSTON UNIVERSITY LAW SCHOOL**, J.D. *cum laude*, May 2004

Activities: *Science and Technology Law Journal*, Editor, South Asian-American Law Students Association, President

**CORNELL UNIVERSITY**, A.B., Government, May 1999

Honors: Dean’s List

Activities: Resident Advisor, WVBR-FM 93.5 Ithaca, Newscaster/Sportscaster

**ADMISSION**

Admitted to the Massachusetts Bar in December 2004.

## Transaction Sheet Appendix – Sidd Pattanayak

### **1. Contracts**

#### ***M&A Agreements***

- Revised TripAdvisor purchase and sale agreement forms (domestic and international) to make them more plain English for non-English fluent sellers and standardized agreements (to prevent differences in agreements due to deal-specific negotiations).
- Negotiated acquisitions (including purchase agreements, escrow agreements, employment agreements, and other closing documentation) in various jurisdictions:
  - Europe (United Kingdom, Portugal, Italy, Netherlands)
  - Australia
  - Brazil
  - United States
- Negotiated sales (including purchase agreements, escrow agreements, employment agreements, and other closing documentation) in various jurisdictions:
  - China (Beijing, Hong Kong)
  - Israel
  - United States

#### ***Franchise Agreements***

- Revised Dunkin' Donuts, Baskin-Robbins and Payless ShoeSource franchise agreement forms (letter of intent, master franchise/license agreement, guarantees, and ancillary documents) to make them more plain-English for non-English fluent franchisees, support revised brand standards (i.e. allow for regional ad funds, increased sales data collection, stronger default provisions, etc.), and standardize agreements (to prevent differences in agreements due to deal-specific negotiations).
- Negotiated new letters of intent, franchise agreements and amendments in various jurisdictions:
  - Americas (Mexico, Puerto Rico, Bahamas, Colombia, Chile, Peru, Ecuador, Brazil)
  - Europe (United Kingdom, Germany, Spain, Russia)
  - Middle East/Africa/South Asia (UAE, Egypt, Kuwait, Lebanon, India, South Africa)
  - Southeast Asia (Indonesia, Thailand, Vietnam)
  - China (Beijing, Shanghai, Taiwan, numerous mainland provinces)
  - Oceania (New Zealand and Australia)
  - U.S. Military Institutions (AAFES, NEXCOM)

#### ***Joint Ventures***

- Developed Company forms for JV equity/debt arrangements (Shareholders Agreement, Share Purchase Agreement, Traffic and Inventory Commercial Agreements, Loan Agreement, Security Agreement, Transition Services Agreement).
- Negotiated new JV documents in China, Spain, Australia and Peru.
- Wrote transition plan regarding franchisee payment structure and back office operations (finance, accounting, IT, legal, etc.) from Company to new majority JV partner as part of sale of Baskin-Robbins Australia business.
- Worked with tax and accounting teams on transaction structuring in both Spain and Australia.

## ***Other Agreements***

- Military Franchise Agreement – Developed new form agreement for military customers (AAFES, NEXCOM).
- Store-in-Store License Agreement – Negotiated test agreement for third party franchisor to open small shops within Baskin-Robbins shops.
- Alternate Channel Agreement – Developed new form for channel sales by third party distributors.
- Approved Supplier Agreement – Developed international form and negotiated agreements in Vietnam, China, and Brazil.

## **2. Disputes**

- Exit Agreements – Negotiated exit agreements (and settlement fee payments ranging from USD\$200K-\$650K) with defaulting franchisees in Taiwan and mainland China.
- Canada – Filed claims against and negotiated settlement against franchisee who was attempting to open competing franchise chain using company's confidential information.
- Australia – Successfully responded to AUD\$1.9M clawback claim from insolvency trustee for estate of former master franchisee; successfully instituted insolvency proceedings against defaulting subfranchisees.
- Mexico – Exited 7 defaulting subfranchisees from franchise system.
- Military – Worked with business team to prepare correspondence and reach settlement with AAFES regarding their claim of USD\$1M in unpaid rebates.
- Default Notices – Drafted jurisdiction-specific notices in Canada, Puerto Rico, Cayman Islands, and Australia.

## **3. Fee Structure**

- Worked with International team to develop “International Deal Terms” standard regarding royalties, initial franchise fee, marketing expenditures, regional ad fund contributions and other key economic terms.
- Led efforts along with International and accounting teams to develop new “Market Entry Fee” revenue stream which allowed the company, for the first time, fully recognize large one-time fees (\$100K-\$500K) upon the opening of the first shop in the territory – expected revenue stream of \$500K in 2013 and \$1M+ in 2014.
- Worked with Finance team to, for the first time, charge renewal fees for expiring shop term internationally (\$800K in 2013).

## **4. Corporate Governance/Structuring**

- Entity Management System – Led transition to cloud-based hCue corporate governance entity management system
- Supply Chain/Tax Structure – Formed entities and drafted transfer documentation in multiple jurisdictions (UK, UAE, Japan) to implement new global ice cream supply chain structure.
- China – Worked on maintenance of Company's WFOE (wholly-foreign owned enterprise) and revision of its business scope and registered capital license.
- Japan – Wrote and negotiated documentation revising responsibilities for Chairman and CEO of Company joint venture.

- Korea – Advised management with respect to corporate law issues and drafted correspondence in response to impasse with Korean joint venture partner.
- Brazil – Conducted research and advised management regarding establishment of proposed new Brazilian subsidiary.

#### **5. Brand Standards and Local Legal Compliance**

- Wrote International division's policies regarding store development (rules regarding openings closings and relocations) and marketing (rules regarding minimum marketing expenditures and marketing data delivery)
- Provided general advice to clients regarding legal and regulatory changes in multiple jurisdictions, including China, Korea, Vietnam, Indonesia, and United Kingdom
- Worked on franchise disclosure documents in Australia, Canada, Brazil, Vietnam, and China

#### **6. Travel**

- Successful face-to-face negotiations in: Spain, United Arab Emirates, China, Taiwan, Australia, Bahamas, Costa Rica and the United States.