John S. Wagster

Partner

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Industries

Finance

Blockchain

Computer Systems & Software Development

Technology

Practice Areas

Corporate Law

China Desk

Consumer Financial Services & Protection

Data, Digital Assets & Technology

Digital Assets

Family Office Services

International Services

Mergers & Acquisitions

Middle East & North Africa Desk

Outside General Counsel Services

Tax

Technology Transactions

Bar Memberships

Tennessee

John leads the firm's Technology Industry Team. He focuses on technology-related commercial agreements with a particular interest in blockchain technology, cryptocurrencies and the automotive space. He also has unique experience helping companies forge cross-cultural contractual agreements around the world using industry best practices and western style contracts. An essential element to his approach is to let the business terms, rather than the legal structure of a business opportunity, define the relationship.

John represents scores of clients across the blockchain ecosystem, including issuers of digital tokens through Initial Coin Offerings (ICOs), providers of distributed applications (DAPPs) cryptocurrency hedge funds, exchanges, consultants and marketers. John also represents OEMs and suppliers in the automotive industry as they interact to build best practices and hold each other accountable in the rapidly emerging connected car/autonomous vehicle arena. Finally, John has extensive experience handling complex cyber security incidents and serves as chair of the firm's China desk.

John has hands on experience with all types of software and technology agreements including: blockchain-based distributed applications, software development, licensing, subscription and reselling agreements; digital tokens and cryptocurrency; outsourcing (onshore and offshore) agreements; hosting agreements; private and public cloud infrastructure and application hosting; service level agreements; maintenance and support agreements; training and installation agreements; software acceptance procedures; commission agreements; data sharing and

privacy agreements; IT security policies (BCP and VTA); Value Added Reseller (VAR) Agreements; Original Equipment Manufacturer (OEM) Agreements; and open source software.

John joined the firm after serving seven years as General Counsel and EVP to Freeborders, Inc., a California-based technology services company with offices in North America, Europe and Asia. Freeborders, now Symbio, specializes in custom software development and consulting services. John has also served as a professional staff member of the United States Senate Committee on the Budget and as Staff Director of a Subcommittee of the United States Senate Committee on Governmental Affairs. In these positions he focused on non-Medicare health care funding and led numerous investigations in waste, fraud and abuse in federal programs, including health care reimbursement, the General Services Administration and the Department of Defense.

Other Info About John

Experience

Represents scores of ICOs and issuers of digital tokens through all aspects of the token generation process from entity set up, pre-sales, crowd sale, state and federal regulatory compliance, bank secrecy act (AML/KYC) compliance, intellectual property management and vendor relationships.

Represented a retail restaurant chain handling all legal aspects of a nationwide payment card data breach, including establishment and coordination of an incident response plan, management of IT vendors, negotiations with franchisees, vendors, payment processors, banks and card brands, compliance with state and federal notification requirements, and coordination with law enforcement.

Represents automotive OEMs and suppliers with research and development contracts related to connected car technologies and autonomous vehicles.

Represented European and Chinese domiciled entities in the sale of connected car applications to OEMs in the US and Europe.

Provided legal, strategic and management assistance to Freeborders, Inc. from the start-up phase to 850 employees, while expanding from one office in California to 11 offices in seven countries.

Negotiated the largest (at the time) U.S. to China technology outsourcing deal with a total contract value of $270 million.

Negotiated a U.S./Swiss/China technology outsourcing deal that won the Forbes Magazine/Everest Group Outsourcing Excellence Award for Europe.

Negotiated the federal government lease and helped arrange the $300 million financing for the Portals Building in Washington, D.C., current home of the Federal Communications Commission.

Initiated and led a number of waste, fraud, and abuse investigations on behalf of U.S. Senate Committees resulting in policy changes and budget cuts worth tens of millions in federal savings.

Education

Georgetown University Law Center, J.D., 1994

University of Mississippi, B.A., 1984

Recognition

The Best Lawyers in America®, International Mergers and Acquisitions, 2023-2027

"Trailblazers in Cryptocurrency, Blockchain and Fintech," National Law Journal, 2018

Professional Affiliations

Nashville Chamber of Commerce, International Business Council, Board Member

American Bar Association

Tennessee Bar Association

International Association of Privacy Professionals

Civic Activities

First Presbyterian Church, Elder

Delta Waterfowl Association, Middle Tennessee Chapter, Co-Chairman

Nations Ministry Center, Board Member (Chairman Emeritus)

Presentations

Co-host, *ABI TechBytes* Podcast Examines Cryptocurrency and the Law – Ep. 257, November 2023

Co-host, *ABI TechBytes* Podcast Examines Cryptocurrency Basics – Ep. 255, October 2023

"Laying a Foundation for Success: State Initiatives in Blockchain," Distributed: Health 2017, September 25, 2017

Business Without Borders, HSBC and The Wall Street Journal, Los Angeles, CA, April 20, 2011; San Francisco, CA, April 21, 2011

Protecting Intellectual Property, the Facts Behind the Buzz, Webinar, The Center for CIO Leadership, November 9, 2010

Major Publications

"Not So Fast: Holdings in *Commodity Futures Trading Commission v. Ooki DAO* and other recent cases are finding that participants in DAOs are subject to the court's jurisdiction and are liable for each other's actions," Los Angeles Lawyer, January 2024

"Will Compromise on Anonymous Crypto Appease US Regulators, Spur Adoption?,"Cointelegraph, May 3, 2023

"SEC loses a battle to win the war? Ripple dissociates from pumping XRP," Cointelegraph, April 18, 2021

"US Authorities Eager to Deter Citizens from Unregistered Crypto Exchanges" Cointelegraph, December 16, 2020

"What's the Deal With Yam Finance?" Cointelegraph, August 21, 2020

Author, "The Rise of Decentralized Finance and Why Banks Should Start Paying Attention," Banking Exchange, July 16, 2020

"Is DeFi a Bubble? Experts Weigh In On Hype vs. Value," Finance Magnates, July 9, 2020

"The US Congress' Digital Dollar Hearing is Today: All You Need to Know," Finance Magnates, June 11, 2020

"French Court Moves the BTC Chess Piece – How Will Regulators Respond?," Cointelegraph, March 15, 2020

"What Blockchain Companies Need To Do To Succeed," CMS Wire, June 21, 2019.

"What Are The Benefits of Blockchain in the Music Industry," Disruptor Daily, May 18, 2019.

"#BlockchainProfiles – Meet John Wagster of Frost Brown Todd LLC," FintekNews, April 15, 2019.

Co-Author, "When Sharing is Not Caring, How to Protect Data When Outsourcing," Co-Author Paul Liu, Globalization Today, March 2010; China Information World, January 17, 2011.

Featured Articles

The Payment Infrastructure Layer: How Network Rules Already Govern Agentic Commerce

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Prediction Markets Face New Compliance Era as Federal Oversight Intensifies

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It Begins: The First ICO-Related Securities Litigation Has Been Filed – and There are Lessons in it for Those Hoping to File Their Own ICO

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