

## James D. Epstein

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Corporate and private equity clients rely on Jim to handle their mergers, acquisitions and other strategic transactions. He brings a practical, creative approach and considerable experience to dealmaking in a diverse range of industry sectors.

### Areas of Focus:

- Coronavirus (COVID-19) Task Force
- Corporate
- Mergers and Acquisitions
- International
- Finance

## Overview

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James D. Epstein advises private equity sponsors and their portfolio companies, financing companies and institutional investors on deals valued from hundreds of millions to \$1 billion. He also assists corporate clients with a variety of transactions including capital markets and other financing, corporate carve-outs, joint ventures, restructurings, and reorganizations. Jim is experienced in industries such as health care, energy, technology, manufacturing, business and financial services, distribution, and automotive assembly and supply.

Jim has served as pro bono counsel for the Elton John AIDS Foundation for more than a decade.

He also has long been active in firm management, serving on a number of committees at Pepper Hamilton and currently serving on the Partner Compensation Committee at Troutman Pepper.

An active speaker and writer, Jim has served as a panelist at the New York M&A/Private Equity forum, conferences sponsored by American Lawyer Media (cross-border acquisitions), *The Deal* (*middle market* mergers and acquisitions), The Capital Roundtable (trends and techniques for investing in health care services companies), the Wharton Private Equity Conference (Leveraged Buy Out Strategies and Deal Structures) and the Financial Executives Institute (Going Private

Transactions). He also has lectured on mergers and acquisitions for the Pennsylvania Bar Association's Continuing Legal Education Program and the National Business Institute.

## Representative Matters

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- **Littlejohn** in a series of leveraged transactions, including:
  - The acquisition of General Electric Company's global superabrasives business and its subsequent sale to Sandvik A.B.
  - The acquisition of Henniges Automotive Group, a global supplier of sealing systems to the large automotive manufacturers, from Wynnchurch Capital, and its subsequent sale to AVIC, a Chinese state-owned enterprise operating globally in the aviation and automotive sectors.
  - The acquisition of PSC Industrial Services, a supplier of various services to refineries and other energy companies, from Lindsay Goldberg, and PSC's subsequent acquisition of Aquilex HydroChem, one of its largest competitors, from Centerbridge Partners.
  - The sale of GSE Environmental, Inc., a global manufacturer and supplier of geothermal membranes and other similar products for industrial use, to Solmax Group, a global competitor based in Canada.
  - The sale of C&K Components, Inc., a global manufacturer and supplier of electronic switches, to Sun European Partners.
  - The acquisition of Howard Berger & Company, a national distributor of household and hardware products, from its founding family.
  - The sale of DeltaTech Controls, a global provider of electronic components, to Sensata Technologies.
  - The sale of Jerr-Dann Corporation, a leading tow truck manufacturer and distributor, to Oshkosh Trucking Company, a NYSE manufacturer and distributor of specialty trucks.
  - The leveraged recapitalization of Pameco Corp. a NYSE distributor of heating, ventilation and air conditioning systems
- **Advent International** in a series of transactions, including:
  - The \$545 million purchase of Boart Longyear Company, the global mining equipment and services business of Anglo American, and its \$1.5 billion sale to Macquarie Group.
  - The \$315 million purchase of BondDesk Group, the operator of an alternate trading system for odd-lot bond trades, from a consortium of investment banks, including Goldman Sachs and UBS, and its subsequent sale to Tradeweb Markets.
  - The leveraged recapitalization of Shoes for Crews, a specialty footwear distributor.
  - Equity investments to recapitalize Dollar Express, a specialty retail chain, and GFI Group, a specialty securities brokerage firm.
- **Diamond Castle Holdings** in its sale of Managed Healthcare Associates to Roper Industries for \$1 billion; and its investment in HealthMap.
- **Five Arrows Capital Partners** (the U.S. private equity arm of **Rothschild Merchant Banking**) – in a series of transactions, including:
  - The leveraged acquisition of Pediatric Therapy Services, a national provider of physical therapy services to schools and other educational institutions.
  - The leveraged recapitalization of Zenith American Solutions, a third-party administrator of Taft-Hartley benefit plans.

- The leveraged acquisition of AverTest, LLC, a provider of testing services involving alcohol, drugs and other substances.
- **GTCR** in its \$400 million sale of the nation's largest pharmaceutical group purchasing organization focused on long-term care facilities.
- **GE Capital** in its sale of the separate divisions comprising the Farmland Dairies business in two simultaneous transactions with separate buyers for an aggregate purchase price of \$120 million.
- **Charterhouse Group International** in its purchase of Flee Corp. and its subsequent sale for \$265 million to MacAndrews & Forbes, and in its \$120 million leveraged acquisition of AP Parts Company.
- **LLR Equity Partners** in its equity investment in Lightspeed Financial, the proceeds of which were used by Lightspeed to acquire Terra Nova Financial.
- **Private Equity Clubs** in leveraged transactions, including:
  - Advent, Littlejohn and GE Capital in their \$205 million leveraged buyout of Keystone Automotive Operations, a national distributor of specialty automotive parts, and their \$440 million sale of Keystone Automotive to Bain Capital
  - CCP Equity Partners and New Enterprise Associates in the \$550 million merger of Vantage Oncology, Inc. with Physician Oncology Services, LLC, a portfolio company of Oak Hill, to form one of the largest national providers of radiation oncology services.
  - Littlejohn and Tailwind Capital in their acquisition of Benevis Holdings, the nation's largest pediatric-focused dental management services organization, from FFL Partners.
  - Advent and CCP in their \$140 million purchase of Long Term Care Group, Inc., the nation's largest provider of back-office services to long-term care insurance companies, from a consortium of financial sponsors, and their \$280 million sale of Long Term Care Group to Genstar Financial.
  - Advent and Vestar Capital in their \$225 million sale of RedPrairie Corporation, a developer and provider of software solutions, to Francisco Partners.
- **Portfolio Companies** of several private equity firms in a series of transactions, including:
  - Unit 4, N.V., a portfolio company of Advent International, in its acquisition of Three Rivers Software, a cloud-based enterprise software company focused on the education space.
  - UniTek Global Services, a portfolio company of Littlejohn, in its acquisitions of GW Communications Services, Southern Diversified Technologies and Graycliff Enterprises.
  - Managed Health Care Associates, a portfolio company of Diamond Castle Holdings, in a series of add-on acquisitions.
  - Total Safety, a portfolio company of Littlejohn, in connection with a series of acquisitions, including AirGas On-Site Safety from Air Liquide, and S&S Supplies and Solutions from its founding family.
  - Pediatric Therapy Services, a portfolio company of Five Arrows, in its acquisition program focused on providing therapy services to individuals who are autistic.
  - CoActive Technologies, a portfolio company of Littlejohn, in its global reorganization to maximize operational efficiencies and position the company for future sale.
  - Vantiv, formerly Fifth Third Processing Solutions, a portfolio company of Advent, in its bid to acquire iPay Technologies.
  - MEI Group, a Bain Capital portfolio company, in its bid to acquire FutureLogic.
- **Medquist, Inc.**, a Nasdaq-listed health care services firm, in connection with a \$1.2 billion tender offer for its common stock by Phillips Electronics, and the subsequent sale of a controlling interest in the business by Phillips Electronics to a portfolio company of S.A.C. Capital.

- **Issuers** in capital markets transactions, including:
  - Primus Telecommunications Group, a Nasdaq-listed company in connection with more than \$1 billion of underwritten offerings of common stock and notes.
  - Medquist in a series of underwritten public offerings of common stock.
  - Fleeer Corp. in a series of underwritten public offerings of common stock.

## **Related Practices and Industries**

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- Corporate Governance
- Health Care Transactions
- Private Equity
- Capital Markets
- Emerging Growth and Venture Capital
- Automotive
- Coronavirus (COVID-19) Task Force

## **Bar Admissions**

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- New York
- Pennsylvania

## **Education**

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- Emory University School of Law, J.D., 1983
- University of Pennsylvania, A.B., 1980
- University of Pennsylvania, A.M., 1980