



## Jason Northcutt

Partner

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### PRACTICE AREAS

- Corporate
- Bankruptcy and Restructuring
- Finance

### INDUSTRIES

- Aerospace and Defense
- Financial Services
- Healthcare
- Life Sciences
- Private Equity

### OVERVIEW

Mr. Northcutt is a partner in the Corporate Practice Group and the Finance & Bankruptcy Practice Group in the firm's Washington, DC office. He is also a member the Private Equity Team, the Life Sciences Team and the Healthcare Team at the Firm.

### Areas of Practice

Mr. Northcutt practices in the areas of corporate law, corporate finance, securities law and mergers and acquisitions. Mr. Northcutt is an advisor to companies and private equity firms in corporate and transactional matters, including mergers and acquisitions, joint ventures, securities offerings and financings. He has extensive experience in acquisition and financing transactions on behalf of private equity firms and companies in the government services, aerospace and defense, life sciences, information technology, financial services and media industries.

### 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

Represented private equity sponsor in its acquisition of IT consulting and cloud computing systems business

Represented private equity sponsor in its acquisition of fire prevention and suppression consulting and engineering business

Represented government contractor in its creation of joint venture formed to operate a government-owned, contractor-operated facility

Represented media solutions provider in its growth equity financing by venture capital fund

Represented online tutoring marketplace business in its sale to online textbook rental company

Represented Luitpold Pharmaceuticals in divestiture of abbreviated new drug application (ANDA) and associated assets relating to synthetic chemotherapeutic antibiotic drug  
Represent trust department of large financial institutions in matters relating to fiduciary duties and administration and termination of trusts and estates

Representation of L-1 Identity Solutions in connection with disposition of Patriot, LLC

Representation of BIT Systems (a provide of signal processing and systems engineering technical assistance (SETA) services to the intelligence community) in its leveraged buyout by GTCR Golder Rauner

Representation of Arlington Capital Partners and its portfolio company, Chandler/May, in connection with add-on acquisition of developer of prototype unmanned aerial vehicles and systems

Representation of Chandler/May in connection with leveraged dividend recapitalization

Representation of L-1 Identity Solutions in disposition of contracts and all related assets

Representation of L-1 Identity Solutions in acquisition of McClendon for cash and stock

Representation of iDefense, a cyber intelligence firm in aquisition by publicly traded Silicon Valley company

Representation of Luitpold Pharmaceuticals in acquisition of Roxro Pharma, a late-stage specialty pharmaceutical company that developed Rx nasal spray for treatment of acute pain

Representation of C.B. Fleet in connection with the acquisition of all intellectual property, government permits and all other assets related to a development-stage product

Representation of C.B. Fleet in connection with sale of oral bowell evacuant product to Axcon Pharma

Representation of private equity fund in acquisition and recapitalization of mobile wastewater and vapor treatment services company

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

Representation of Vectrix, a 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 DVD distributor in connection with purchase of inventory from debtor-in-possession under Bankruptcy Code Section 363

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 of web-based luxury travel company

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 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 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, National Defense Industrial Association
- Member, Association of Corporate Growth
- Participant, Northern Virginia Technology Council
- Participant, Potomac TechWire
- Participant, Capital Roundtable

**ARTICLES**

- *When you sell your business keep your advantage during the process*, Washington Technology, April 13, 2011
- *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."
- Sheppard Mullin, *Legal Bisnow*, December 2, 2008
- *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

**SPEECHES**

- Presented, *Briefing on Mergers and Acquisitions for Government Contractors*, at the Public Contracting Institute, (September 7, 2011)
- Presented, Webinar: *Mergers & Acquisitions: Maximize Your Business Objectives — Unique Perspectives of the Government Contractor*, by L2 Federal Resources and The Public Contracting Institute (August 11, 2011)
- Presented, *Executive Briefing on Mergers and Acquisitions: Lessons Learned*, at the Public Contracting Institute (May 25, 2011)
- Moderator, *Current M&A Deal Dynamics: A Private Equity Look at the State of M&A in the Lower Middle Market Defense and Government Sector*, Vienna, VA (May 17, 2011)
- Panelist on *Legal and Business Issues in Leveraged Buyouts* panel at the Private Equity Symposium hosted jointly by the University of Virginia School of Law and Darden School of Business (April 2, 2010)