



Matt Stockstill

Partner
Chair, Private Equity Practice

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Recognized by his peers in *The Legal 500 US* (2023–2025) and *Lawdragon 500* (2025), as a *D Magazine* Best Lawyer (2020, 2024 and 2025), as a *D Magazine* Best Lawyer Under 40 (2018), and as a *Super Lawyer* Rising Star (2015–2021), Matt focuses his practice on M&A, private equity transactions, complex joint ventures, private securities transactions, and general corporate matters, and has extensive experience representing private equity funds and their portfolio companies.

Serving as co-chair of Winston & Strawn’s M&A/Private Equity Practice, Matt has extensive experience in a wide range of U.S. and cross-border complex business transactions, with a focus on M&A and private equity fund transactions. Matt regularly represents private equity funds, public and private companies, as well as individual and institutional investors and family offices, in purchase and sale transactions. Even though private equity M&A transactions are his primary focus, he is also involved in business formations, fund formation, senior and subordinate financings, corporate governance matters, and other strategic commercial transactions.

His experience spans a variety of industries, including health care, oil and gas services, renewable energy, technology, real estate, metal manufacturing, franchised restaurants, consumer products, automotive, business services, and manufacturing. While he has worked on all sizes of M&A transactions and considers himself a

generalist, Matt has developed particular expertise in middle-market M&A and investment transactions, particularly involving private equity firms, fundless sponsors, and family offices. In the past few years alone, he has led billions of dollars of transactions for a variety of clients. Matt also regularly represents founders, entrepreneurs, and emerging and established entities in growth-oriented capital raises as well as liquidating transactions and recapitalizations.

Matt has been recognized by his peers as a *D Magazine* Best Lawyer (2020, 2024, and 2025), a *D Magazine* Best Lawyer Under 40 (2018), and a *Super Lawyer* Rising Star (2015–2021). Clients routinely comment that they appreciate Matt's practical approach to a transaction and his willingness to do whatever is needed to get the deal done. Matt is also very involved in mentoring and attorney recruitment in the office. Matt also is involved in pro bono activities through the firm, most recently doing a substantial amount of work for Transform 1012 N. Main Street, which is in the process of creating the Fred Rouse Center for Arts and Community Healing in Fort Worth, Texas.

Key Matters

Some of the experience represented below may have been handled at a previous firm.

Representative Experience

- Represented Spotless Brands, a portfolio company of Access Holdings, in connection with its US\$600M capital raise, consisting of non-convertible redeemable preferred units, common equity, and first-lien credit, from an investment group led by Wafra.
- Represented Beauty Biosciences LLC in connection with both a growth investment from Kainos Capital and an ultimate sale transaction to Rhyz Inc., a strategic investment subsidiary of the publicly-traded U.S. beauty powerhouse Nu Skin Enterprises.
- Represented The Sterling Group, a Texas-based private equity firm, in its formation of Compost360, a new platform focused on building a leading processor of organic waste material and producer of high-quality, sustainable landscaping products, and the acquisition of Nature's Choice, a New Jersey-based organic waste recycling company and producer of compost, mulch, and engineered soils.
- Represented The Sterling Group in connection with its formation of Premier Tire & Service, a new platform formed to build a leading, one-stop tire and auto service solutions provider.
- Represented NTG, LLC, the franchisor of the Nick the Greek (NTG) restaurant chain, in the sale of its controlling interest to Anil Yadav's YTG Enterprises LLC (YTG). The founding management team will continue running NTG and retain a substantial minority stake in the current 48 franchise units in operation and approximately 70 units in the development pipeline.
- Represented Ranger Energy Services, Inc. (NYSE: RNGR), an independent provider of well service rigs and associated services in the United States, in a number of transactions. The most recent transaction was Ranger's acquisition of certain assets of Basic Energy Services, Inc. and its subsidiaries. The assets were sold by Basic as part of its bankruptcy process. In connection with the acquisition, the Winston represented Ranger in connection with a credit facility with Eclipse Business Capital LLC and Eclipse Business Capital SPV, LLC for a new US\$77.5M credit facility, consisting of a US\$50M revolving credit facility, a US\$12.5M M&E term loan facility and a US\$15M term loan B facility. Concurrent with the close of the acquisition, Winston also represented Ranger in connection with a private placement of US\$42M of shares of its newly issued Series A Convertible Preferred Stock to certain accredited investors.
- Represented the renewable energy platform of a private equity firm in connection with a series of acquisitions of solar and wind-related businesses, making it one of the fastest growing independent renewable services providers in North America.

- Represented has represented Triple-S Steel, one of the largest privately-owned companies in Houston, in a series of acquisitions of steel businesses.
- Represented a number of large automobile dealerships in connection with purchase and sale transactions, including:
 - RIJE Auto Group in the sale of a Honda automobile dealership located in San Antonio to Lithia Motors, one of the largest automotive group retailers in the United States. The sale also included all real estate associated with the dealership.
 - John Eagle Dealerships in connection with the sale of ten automobile dealerships located in Houston, Dallas and other areas of Texas to Lithia Motors, Inc. The John Eagle Dealership family and brand is well-known in the Texas market and accounted for more than US\$1.1B of annualized revenue.
 - Atlanta Classic Cars in the sale of its Mercedes-Benz and Commercial Truck dealerships in Duluth, GA to Krause Auto Group, owner of 15 retail automotive franchises in the U.S., including nine automotive franchises in the greater Atlanta area.
 - Classic Cars, LP in its sale of Classic BMW to Sewell Automotive Companies, a private, family owned and operated dealership group. The transaction included a BMW dealership franchise and a MINI dealership franchise at the same location in Plano, Texas. Classic BMW had grown to be the largest BMW dealership by footprint in the U.S. with a 160,000-sf building on 24 acres in Plano, Texas.
 - Allen Samuels Auto Group in the sale to AutoNation of 12 dealerships owned by the automotive retailer in various Texas markets. The dealerships, including 31 franchises, represent approximately US\$800M in annual revenue. The franchises to be acquired include Chrysler, Dodge, Jeep, Ram, Chevrolet, Hyundai, Mercedes-Benz and Sprinter.
- Represented Paceline Equity Partners, LLC, a Texas based private equity manager, in connection with the acquisition of Progress Rail Equipment Leasing Corporation (PRELC) from Caterpillar, Inc. PRELC, headquartered in Michigan, is a leading lessor of railroad maintenance-of-way (MOW) equipment and services. This transaction was followed shortly thereafter by a transaction whereby Matt Stockstill led the acquisition by Paceline Equity Partners, LLC of R.E.L.A.M., Inc., a leading lessor of MOW equipment, as well as Acme Construction Co., Inc. and Timiny RR Construction, Inc., the affiliated rail infrastructure and track maintenance services businesses of R.E.L.A.M. The combined purchase price of the two acquisitions was approximately US\$185M.
- Represented CSL Capital Management, L.P. in connection with its acquisition of the worldwide laboratory services business of Weatherford International plc for US\$206M in cash. CSL Capital partnered with the Carlyle Energy Mezzanine Opportunities Fund II, L.P. to complete this acquisition. The transaction involved assets and business units across more than 15 countries.
- Represented Trive Capital, a Dallas, Texas based private equity firm, in connection with the acquisition of the hiring solutions business of Kronos Talent Management, LLC, a wholly owned subsidiary of Kronos Incorporated. Trive re-branded the business as Cadient Talent. Trive partnered with Six Pillars Partners, a Dallas-based independent sponsor, and Swordstone Partners, a Dallas- and Raleigh-based technology consulting firm, to execute the transaction.
- Represented CSL Capital Management, L.P. in connection with the sale of Optum Energy Solutions, a drag reducing agent (DRA) business and related manufacturing facility located in Chickasha, OK, to LiquidPower Specialty Products Inc. (LSP), a Berkshire Hathaway company and the global market leader in DRA technology and production.
- Represented a Houston-based venture capital fund in connection with approximately 10 venture capital investment transactions.
- Represented FundCorp Inc., a private equity firm, in its acquisition and disposition of various portfolio companies, including:
 - The acquisition and subsequent sale of one of the largest Dairy Queen franchisees in the United States.

- The acquisition of the Gigi’s Cupcakes franchisor, one of the largest cupcake franchises in the United States with over 100 locations.
- The acquisition of the Gatti’s Pizza franchisor, a limited service pizza company that operates approximately 100 restaurants in 12 states.

Recent Experience

Cohn & Gregory Supply Sale to Venturi Supply

Winston Represented Lincoln Property Company in its Strategic Investment in Centennial

Winston Represented Rowman & Littlefield in the US\$83M Sale of its Academic Book Publishing Business to Bloomsbury Publishing

Paceline Equity Partners in Its US\$50M Investment in Kelso Industries

The Sterling Group Creation of Compost360 and Acquisition of Nature’s Choice

RIJE Auto Group Sale of a San Antonio Honda Dealership to Lithia Motors

NTG, LLC’s Sale of Nick the Greek Restaurant Chain to Anil Yadav’s YTG Enterprises LLC

Classic Cars, LP’s Sale of Classic BMW to Sewell Automotive Cos.

Triple-S Steel’s Acquisition of BMG Metals

Ranger Energy Services, Inc.’s Acquisition of Basic Energy Services, Inc

Recognitions

- *Lawdragon 500*, Leading Dealmakers in America (2025)
- *Legal 500 US*, recognized in (2023–2024)
- *D Magazine* Best Lawyers (2020, 2024, and 2025)
- *Super Lawyer* Rising Star (2015–2021)
- *D Magazine* Best Lawyers Under 40 (2018)

Activities

- Member, State Bar of Texas

Credentials

EDUCATION

Matt received his B.A., *magna cum laude*, in 2004 from Vanderbilt University. Matt also received his M.B.A. from Vanderbilt University Owen Graduate School of Management and his J.D. from Vanderbilt University Law School (being inducted into the Order of the Coif), both in 2008.

Related Insights & News

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2025

JUNE 12, 2025

RECOGNITIONS

Winston Attorneys Named to *D Magazine's* 2025 Best Lawyers in Dallas List

MAY 6, 2025

IN THE MEDIA

Matt Stockstill Discusses Outlook for Texas Private Equity in 2025 with *The Texas Lawbook*

JANUARY 24, 2025

IN THE MEDIA

Matt Stockstill Discusses Outlook for Private Equity in 2025 with *Pensions & Investments*

JANUARY 14, 2025

RECOGNITIONS

Winston Partners Recognized on the 2025 *Lawdragon 500* Leading Dealmakers in America List

OCTOBER 22, 2024

BLOG

Dallas Office Helps Habitat for Humanity Build an Affordable Home for a Local Family

JULY 2, 2024

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2024

JUNE 12, 2024

SEMINAR/CLE

Winston's Dallas Private Equity Team Hosts Inaugural Capital Connection

APRIL 25, 2024

RECOGNITIONS

Winston Attorneys Named to *D Magazine's* 2024 Best Lawyers in Dallas List

RECOGNITIONS

Winston & Strawn Recognized in *The Legal 500 U.S.* 2023

JUNE 7, 2023

RECOGNITIONS

Winston & Strawn Wins at The M&A Advisor’s 2023 Distressed Investing Summit: 17th Annual Turnaround Awards

MARCH 22, 2023

RECOGNITIONS

Winston Wins 2022 Alice Paul Award for Dedication to Women’s Rights Through Pro Bono Support

NOVEMBER 21, 2022

Capabilities

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|-----------------|-----------------------|--|------------------------|-----------|
| Transactions | Capital Markets | Corporate Governance | Mergers & Acquisitions | |
| Private Equity | Health Care | Technology, Media & Telecommunications | | |
| Medical Devices | Automotive & Mobility | Financial Services | Energy | Oil & Gas |