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RELATED CAPABILITIES

Automotive

Corporate & Transactional

AUTOMOTIVE CORPORATE & TAX

Hill Ward Henderson's Corporate & Tax Group has the privilege of representing its automotive industry clients with their acquisitions, divestitures, financings, joint ventures and capital raises, including transfer of control of businesses or entities, whether by asset sales, stock transactions, recapitalizations, mergers or other combinations.

In recent years, we have closed transactions involving the sale or purchase of approximately 100 franchised automobile and recreational vehicle dealerships. The scope of engagement in these transactions involved structuring the deal, evaluating the tax efficiency of the structure, negotiating and documenting the definitive agreements, and taking an active role in due diligence investigations.

In addition to our involvement in these acquisitions and divestitures, we are often engaged by our automotive industry clients to handle various other corporate and business matters including:

- Choice of business entity and the formation, organization, capitalization and governance issues implicated in a business operation's life cycle.
- Creating, implementing and successful consummating succession or other exit plans for the principals.
- Creating joint venture structures pursuant to which clients partner, or otherwise affiliate, with other industry players for a common purpose, including partnering with individual operators to establish minority business enterprises for the operation of new franchise points.
- Negotiating and documenting the award of open points, and the sale and transfer of open points.
- Negotiating floor plan financing, preferred lending arrangements, and material vendor agreements with respect to dealership operations.

EXPERIENCE

- The transformative acquisition of the Larry H. Miller Dealerships and related real estate by Asbury Automotive Group (NYSE: ABG). The acquisition added 54 new vehicle dealerships, seven used vehicle dealerships, 11 collision centers, a used vehicle wholesale business

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and an F&I product provider. The acquisition added approximately \$5.7 billion in annual revenues for Asbury.

- The acquisitions by Lazydays Holdings, Inc. (NASDAQ: LAZY) of Total Value RV, Camp-Land RV, Chilhowee RV Center and B. Young RV in separate transactions over approximately a 12 month window. These acquisitions expanded Lazydays' footprint in the Indiana, Illinois, Michigan, Ohio, Tennessee, Oregon and Washington markets.
- The purchase by Asbury of 8 new vehicle franchises from Stevinson Automotive located in the Denver market. The acquisition added approximately \$715 million in annual revenues for Asbury.
- The acquisition by Asbury of 12 new vehicle luxury franchises from the Park Place group located in the Dallas/Fort Worth market, with the target businesses having a goodwill value of \$685 million and acquired revenues of \$1.7 billion on an annualized basis.
- The sale by the Scott Fink controlled automotive group of seven dealerships to Lithia Motors (NYSE: LAD), with the target dealerships representing \$430 million in annual revenue.

NEWS & INSIGHTS

Hill Ward Henderson Represents Asbury Automotive Group in
Acquisition of Park Place Dealerships
Firm News, 8.26.20