

THE HILL WARD HENDERSON MERGERS AND ACQUISITIONS TEAM ANNOUNCES RECENT TRANSACTIONS

Hill Ward Henderson advised clients in these selected mergers and acquisitions (M&A) deals which occurred in recent months. Our engagements were both buy-side and sell-side, and involved strategic and private equity clients. These deals reflect our participation in various mergers and acquisitions across a number of industries. We also handled a number of confidential transactions that are not listed.

We deeply appreciate our clients' confidence in entrusting us to handle these important transactions.

ASBURY AUTOMOTIVE GROUP, INC.

Hill Ward Henderson advised several subsidiaries of Asbury Automotive Group, Inc. in various transactions across the country, including several divestitures. Those divestitures included:

- Asbury's sale of a Nissan dealership in Cumming, Georgia;
- Asbury's sale of a Chevy dealership in Union City, Georgia;
- Asbury's divestiture of a Nissan dealership in Highlands Ranch, Colorado;
- Asbury's divestiture of Volvo of Greenville in South Carolina;
- Asbury's sale of a Toyota dealership in Corona, California;
- Asbury's sale of Toyota of Lemon Grove in California;

- Asbury's sale of 3 dealerships in Provo, Utah; and
- The sale of Asbury's CJDR dealership in Greeley, Colorado.

Our team was led by Kevin Sutton, and included Daniel Johns, Katherine Frazier (real estate), and Jill Bell (real estate).

ABOUT ASBURY AUTOMOTIVE GROUP, INC.

Asbury Automotive Group, Inc., headquartered in Duluth, Georgia, is one of the largest automotive retailers in the U.S. Built through a combination of organic growth and strategic acquisitions. Visit https://www.asburyauto.com/ for more information.



ABACODE, INC. AND BALLAST POINT VENTURES

Hill Ward Henderson advised Ballast Point Ventures and Abacode in the sale of Abacode to Thrive Operations, LLC, a portfolio company of Berkshire Partners and Court Square, which is a global technology outsourcing provider for cybersecurity, Cloud, and IT managed services. Abacode was also represented by Stephens as investment banker.

Our team was led by Eric Hall, and included Ryan Maloney, Hailey Schlotthauer, Prestin Weidner (tax), Kirsten Vignec (employee benefits), Lisa Gilleland (real estate), Jeff Wilcox (employment), and Patrick Reid (intellectual property and data privacy).

ABOUT ABACODE, INC.

Abacode provides managed cybersecurity services (including security operations center and logging, security information and event management, endpoint detection and response, and more) and cybersecurity and compliance advisory, consulting, and training services for national and multi-national organizations. Visit https://abacode.com/ for more information.



ADVANCED TURBINE SUPPORT, LLC

Hill Ward Henderson represented Advanced Turbine Support, LLC (ATS) in the sale of ATS to Allied Power Group, LLC (APG). APG provides a variety of services to the power generation industry. Our work included drafting and negotiating definitive

documentation for the sale, tax structuring, and representation of ATS through completion of the closing.

Our team was led by Dave Felman, and included Daniel Johns, Justin Wallace (tax), Prestin Weidner (tax), Alexandra Prati (tax), Lisa Gilleland (real estate), Kirsten Vignec (employee benefits), Jeff Wilcox (employment), and Patrick Reid (intellectual property).

ABOUT ADVANCED TURBINE SUPPORT, LLC

Advanced Turbine Support is a leading gas and steam turbine inspection business. Visit https://www.advancedturbinesupport.com/ for more information.

CANOPY CAPITAL PARTNERS

Hill Ward Henderson advised Canopy Capital Partners (along with other investors) in its acquisition of Archway Service Group, LLC. Founded in 2008, Archway Service Group, LLC is a leading provider of both on-call repair and preventive maintenance services for commercial foodservice equipment across bakery, deli, meat, and produce departments for many of the leading retail grocery chains throughout the Southeastern U.S.

Our team was led by Matthew Lastinger, and included Tyler Miller, Prestin Weidner (tax), Kirsten Vignec (employee benefits), Lisa Gilleland (real estate), Jeff Wilcox (employment), and Patrick Reid (intellectual property).

ABOUT CANOPY CAPITAL PARTNERS

Canopy Capital Partners is a private equity firm headquartered in Tampa, Florida. Visit https://www.canopycp.com/ for more information.

McNICHOLS COMPANY

Hill Ward Henderson advised McNICHOLS in its partnership with One Equity Partners (OEP), a middle-market private equity firm focused on investments in the industrial, healthcare, and technology sectors. This strategic partnership will support McNICHOLS in accelerating its growth, expanding operational capabilities, and

continuing to build on its long-standing family legacy. Piper Sandler acted as investment banker for McNICHOLS.

Our team was led by Dave Felman, and included Eric Hall, Ryan Maloney, Prestin Weidner (tax), Kirsten Vignec (employee benefits), Lisa Gilleland (real estate), Jeff Wilcox (employment), and Patrick Reid (intellectual property).

McNICHOLS COMPANY

McNICHOLS is a leading supplier of specialty metals and fiberglass products, Visit https://www.mcnichols.com/ for more information.

MILES AHEAD BRANDS, LLC

Hill Ward Henderson represented Miles Ahead Brands, LLC in its acquisition of CKJ Transport, a transportation company with specialized expertise in hauling aggregate materials serving Texas and surrounding areas. Founded in 1981, CKJ Transport, based in the Dallas/Ft. Worth area, has built a strong reputation as a leader in hauling aggregate materials across Texas and beyond.

Our team was led by Matthew Lastinger, and included Tyler Miller, Prestin Weidner (tax), Kirsten Vignec (employee benefits), Lisa Gilleland (real estate), Jeff Wilcox (employment), and Patrick Reid (intellectual property).

ABOUT MILES AHEAD BRANDS, LLC

Miles Ahead Brands is a family of industry-leading aggregate distribution brands committed to accelerating the world's infrastructure by revolutionizing logistics for construction materials through its connected network and innovative solutions. Visit https://www.milesaheadbrands.com/ for more information.

P&S PAVING, INC.

Hill Ward Henderson represented P&S Paving, Inc. (“P&S”) in its sale to Construction Partners, Inc. (NASDAQ: ROAD), a civil infrastructure company that

constructs roads in the Southeastern United States. The firm represented P&S in the auction process, negotiation of definitive agreements, and closing. TM Capital, a division of Janney Montgomery Scott, LLC, served as investment banker on the transaction.

Our team was led by Dave Felman, and included Eric Hall, Quinn Cockrell, Daniel Johns, Kirsten Vignec (employee benefits), Lisa Gilleland (real estate), Prestin Weidner (tax), Tim Hunt (construction), and Jeff Wilcox (employment).

ABOUT P&S PAVING, INC.

P&S is a heavy highway and asphalt contractor located in Daytona Beach, Florida. Founded in 1993, P&S has provided central Florida with heavy highway and asphalt contractor services for more than 30 years. Visit https://pspaving.com/ for more information.

VALOR EXTERIOR PARTNERS, LLC

The firm represented Valor Exterior Partners, LLC, a portfolio company of Osceola Capital Management, in the following add-on acquisitions of roofing companies:

- A. Caspersen Co., Inc. in Ohio
- Kirkin Exteriors, LLC in Delaware
- Doing it Right Roof Siding Remodeling, LLC in Pennsylvania
- Roofing King Incorporated in Massachusetts and New Hampshire
- WeatherCheck, LLC in New Hampshire
- Acker Contracting, LLC (HP Roofing) in Vermont and New Hampshire
- Unisource Remodeling and Restoration, LLC in Kentucky and Indiana

Our team was led by Ryan Angel, and included Daniel Johns and Tyler Miller.

ABOUT VALOR EXTERIOR PARTNERS, LLC

Valor Exterior Partners is a residential roofing and exterior home services company currently serving the Northeast, Mid-Atlantic, and Midwest United States. To learn more, visit https://www.valorexteriorpartners.com/.

QYPSYS, LLC

The firm represented Qypsys, LLC in its sale to IES Communications (IESC: NASDAQ). Qypsys is a Tampa, Florida-based company specializing in advanced wireless network infrastructure solutions.

Our team was led by John Connery, and included Tyler Miller, Prestin Weidner (tax), Eric Hall (RWI Policy), and Jeff Wilcox (employment).

ABOUT QYPSYS, LLC

Qypsys is a leading provider of innovative access network solutions, specializing in fiber-based LANs and flexible cellular coverage solutions. Visit https://qypsys.com/ for more information.

SEMILAB INTERNATIONAL

The firm advised Semilab International, a Hungary-based global semiconductor metrology company, in the sale of its U.S. operations (Semilab USA LLC) to Onto Innovation Inc. (NYSE: ONTO). Onto Innovation acquired Semilab's unique materials composition and electrical analysis product lines, expanding its process control portfolio across advanced logic, memory, specialty devices and advanced packaging. The transaction closed with total cash and stock consideration of approximately $495 million.

Our team was led by Reid Haney and Eric Hall, and included Matthew Lastinger, Ryan Maloney, Prestin Weidner (tax), Alexandra Prati (tax), Roland Chase (securities), Stephen Kelly (intellectual property), Andriy Lytvyn (intellectual property), Kirsten Vignec (employee benefits), Jeff Wilcox (employment), Lisa Gilleland (real estate), and Patrick Reid (intellectual property and data privacy).

For more information, click here.

SPHERE INVESTIGATIONS

The firm represented Sphere Investigations in its acquisitions of Fraud Sniffr, Inc. and Phenix Investigations, Inc. Sphere Investigations was formed and funded by Mangrove Equity Partners (Tampa, Florida-based private equity fund) and Sunlake Capital Partners (private investment firm).

Our team was led by John Connery, and included Tyler Miller, Jessica Clemente (finance), Zachary Watt (finance), Prestin Weidner (tax), Patrick Reid (intellectual property), Lisa Gilleland (real estate), Jeff Wilcox (employment), and Kirsten Vignec (employee benefits).

ABOUT SPHERE INVESTIGATIONS

Sphere Investigations is a fraud and corporate investigations platform. Visit https://www.sphereinvestigations.com/ for more information.

MANGROVE EQUITY PARTNERS/SEASIDE WASTE SERVICES

The firm represented Mangrove Equity Partners, a lower-middle market private equity firm, in its successful sale of Seaside Waste Services ("Seaside") to Interstate Waste Services.

Our team was led by John Connery, and included Matthew Lastinger, Quinn Cockrell, Prestin Weidner (tax), Kirsten Vignec (employee benefits), Lisa Gilleland (real estate), Gordon Hill (employment), Jeff Wilcox (employment), and Patrick Reid (intellectual property).

ABOUT SEASIDE WASTE SERVICES

Based in Hammonton, New Jersey, Seaside Waste Services is a leading provider of non-hazardous solid waste, garbage pickup, and recycling collection throughout central and southern New Jersey. Visit https://www.seasidewaste.com/ for more information.

If you have any questions or would like additional information about the above transactions please contact a member of our Mergers and Acquisitions Team below.

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