

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.

AM DISTRIBUTORS

The firm represented AM Distributors, an HVAC parts distributor, in its sale to Heritage Distribution Holdings, the U.S. platform for global HVAC/R wholesaler Beijer Ref.

OUR TEAM

Our team was led by John Connery and Eric Hall, and included Ryan Maloney, Prestin Weidner (Tax), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Lisa Gilleland (Real Estate), and Steve Kelly (Intellectual Property).

ABOUT AM DISTRIBUTORS

AM Distributors, founded in 2014 and based in Miami, Florida, operates three branches across the Greater Miami area, supporting HDH's expansion into adjacent territories. The company brings extensive industry experience and dedicated teams committed to operational excellence and long-term customer relationships. Visit https://am-distributors.com/ for more information.

THE BALDWIN GROUP

The firm represented The Baldwin Group (NASDAQ: BWIN) in the following recent acquisitions:

- Obie Insurance, a Chicago-based embedded insurance distribution business specializing in insurance solutions for landlords and real estate investors. Click here for full press release.
- Capstone Group, a full-service, multi-line independent insurance brokerage firm headquartered in the Philadelphia area. Click here for full press release.

The firm acts as principal acquisitions counsel for The Baldwin Group.

OUR TEAM

Our team was led by Eric Hall and Matt Lastinger, and included Ryan Maloney, Aaron Ostler, Hailey Schlotthauer, Prestin Weidner (Tax), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Ryan McConnell (Real Estate), Steve Kelly (Intellectual Property and Data Privacy), and Andriy Lytvyn (Intellectual Property).

ABOUT THE BALDWIN GROUP

The Baldwin Group is an award-winning, entrepreneur-led advisory firm delivering insurance, risk mitigation, employee benefits, and wealth management solutions for businesses and individuals. For more information, please visit https://baldwin.com/.

CELESTAR CORPORATION

Hill Ward Henderson represented Tampa-based Celestar Corporation (Celestar) in its sale to B&A, an information technology systems integrator serving the federal government. acted as investment banker for Celestar in the deal. D.A. Davidson acted as investment banker for Celestar in the deal.

OUR TEAM

Our team was led by Dave Felman, and included Ryan Divers, Quinn Cockrell, Lisa Gilleland (Real Estate), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Prestin Weidner (Tax), and Aaron Ostler (Tax).

ABOUT CELESTAR CORPORATION

Celestar provides specialized intelligence and analytic support to U.S. government customers, including organizations within the Department of Defense, the Department of State, and the U.S. Intelligence Community (IC). Visit https://www.celestarcorp.com/ for more information. Click here for the full press release.

CYNDEO WEALTH PARTNERS, LLC

Hill Ward Henderson represented Cyndeo Wealth Partners in connection with a strategic minority investment by Rise Growth Partners and related transactions. Rise's investment better positions Cyndeo to accelerate its strategic growth initiatives and continue expanding its advisory platform. Rise Growth Partners is an Austin-based private equity firm focused on partnering with leading wealth management firms.

OUR TEAM

Our team was led by John Connery, and included Ryan Divers, Gabby Lozano, Prestin Weidner (Tax), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Steve Kelly (Intellectual Property and Data Privacy), and Lisa Gilleland (Real Estate).

ABOUT CYNDEO WEALTH PARTNERS, LLC

Cyndeo Wealth Partners is an independent registered investment advisor headquartered in St. Petersburg, Florida that provides investment advisory and financial planning services to individuals, families, corporate executives, professional athletes, and entrepreneurs. Visit https://cyndeowp.com/ for more information.

EXPERT TRAFFIC CONTROL, LLC

The firm represented Expert Traffic Control, LLC in its sale to a subsidiary of Right Traffic. Expert Traffic Control is an Oregon-based provider of traffic management and work zone safety services throughout the Pacific Northwest of the United States. The strategic acquisition by Right Traffic, a portfolio company of Genix Holdings providing traffic control services across North America, expands Right Traffic's presence into the Pacific Northwest and broadens its service capabilities.

OUR TEAM

Our team was led by Matthew Lastinger, and included Ryan Divers, Prestin Weidner (Tax), Aaron Ostler (Tax), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Steve Kelly (Intellectual Property, Privacy, and Data Security), and Rob McFadden (Real Estate).

ABOUT EXPERT TRAFFIC CONTROL, LLC

Expert Traffic Control is an Oregon-based provider of traffic management and work zone safety services throughout the Pacific Northwest of the United States. Visit https://www.experttrafficcontrol.com/ for more information.

FLUID MOTION, LLC

The firm represented Fluid Motion, LLC, the parent company of Ranger Tugs, Cutwater Boats, and Solara Boats, in its sale to Correct Craft, a leading Florida-based boat manufacturer. Raymond James acted as investment banker for Fluid Motion in the deal.

OUR TEAM

Our team was led by Dave Felman, and included Ryan Maloney, Prestin Weidner (Tax), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Lisa Gilleland (Real Estate), Andriy Lytvyn (Intellectual Property), and Steve Kelly (Intellectual Property, Privacy, and Data Security).

ABOUT FLUID MOTION, LLC

Fluid Motion manufactures Ranger Tugs, Cutwater Boats, and Solara Boats. Fluid Motion's roots trace back to the Ranger Fiberglass Boat Company, founded in Kent, Washington in 1958, which later became Ranger Tugs after being purchased in 1998. The company launched Cutwater Boats in 2011 and added Solara Boats in 2022. Today, Fluid Motion designs, engineers, and builds every boat in-house across multiple facilities in Washington State. Visit https://www.fluidmotionmarine.com/ for more information. Click here for the full press release.

GRIFFIN GEAR, LLC

Hill Ward Henderson represented Griffin Gear, a portfolio company of Mangrove Equity Partners, L.P., in its strategic acquisition of Birmingham Gear & Machine. Birmingham Gear is an Alabama-based provider of aftermarket gears and gearbox repair services. Griffin Gear anticipates that the acquisition will strengthen Griffin Gear's capabilities by expanding its geographic reach, broadening its customer base, and enhancing internal capabilities and capacity.

OUR TEAM

Our team was led by John Connery, and included Ryan Divers, Prestin Weidner (Tax), Zachary Watt (Debt/Finance), Gabby Lozano (Debt/Finance), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), and Lisa Gilleland (Real Estate).

ABOUT GRIFFIN GEAR, LLC

Griffin Gear is a South Carolina-based provider of industrial gearbox repair and rebuild services and aftermarket replacement gears. Visit https://www.griffingear.com/ for more information.

GROUP 1 AUTOMOTIVE, INC.

Hill Ward Henderson represented Group 1 Automotive, Inc. (NYSE: GPI) in its $1.3 billion acquisition of the dealership assets and real estate of Hennessy Automobile Companies in the Atlanta market. The transaction will significantly expand the company's presence in one of the nation's largest automotive retail markets. The transaction includes 10 dealerships, a brand portfolio that contains key luxury and import brands, including Lexus, Jaguar/Land Rover and Porsche, and facilities containing 500 service bays. The transaction is expected to generate approximately $1.7 billion in annualized revenue and be immediately accretive to the company's earnings per share.

OUR TEAM

Our team was led by Kevin Sutton, and included Daniel Johns, Chris Bonser, Gabby Lozano, Katherine Frazier (Real Estate), Jill Bell (Real Estate) Scott Dibbs (Leasing), Andriy Lytvyn (Intellectual Property), and Kirsten Vignec (Employee Benefits).

ABOUT GROUP 1 AUTOMOTIVE, INC.

Group 1 owns and operates over 260 automotive dealerships, 312 franchises, and 32 collision centers in the United States and the United Kingdom that offer 37 brands of automobiles. Through its dealerships and omni-channel platform, the company sells new and used cars and light trucks; arranges related vehicle financing; sells service contracts; provides automotive maintenance and repair services; and sells vehicle parts. Visit https://www.group1auto.com/about-us/ for more information.

HIT PROMOTIONAL PRODUCTS, INC.

Hill Ward Henderson advised Hit Promotional Products, Inc. subsidiaries in several transactions, including two acquisitions and two strategic minority investments.

OUR TEAM

Our team was led by Reid Haney, and included Tyler Miller, Quinn Cockrell, Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Lisa Gilleland (Real Estate), Steve Kelly (Intellectual Property), and Andriy Lytvyn (Intellectual Property).

ABOUT HIT PROMOTIONAL PRODUCTS, INC.

Hit Promotional Products is one of the nation’s leading providers of custom-branded promotional products and advertising specialties, primarily serving the B2B

marketing, corporate gifting, and advertising industries. Visit https://www.hitpromo.net/ for more information.

MICHIANA CONTRACTING, INC.

Hill Ward Henderson represented Michiana Contracting, Inc. in its acquisition of Transportation Systems, LLC (TSI). Michiana is an Indiana-based contractor with other operations in Florida, specializing in electrical contracting, intelligent transportation systems, traffic signals, airport projects, and commercial construction. TSI is a Florida-based electrical contractor specializing in street lighting, high-mast lighting, traffic signals, underground utility installation, fiber-optic cable and closed-circuit television systems.

OUR TEAM

Our team was led by Eric Hall, and included Hailey Schlotthauer, Prestin Weidner (Tax), Aaron Ostler (Tax), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), and Steve Kelly (Intellectual Property).

ABOUT MICHIANA CONTRACTING, INC.

Headquartered in Plymouth, Indiana, Michiana Contracting provides electrical, mechanical, highway, airport, and general construction services. The company serves clients across the commercial, industrial, manufacturing, municipal, airport, and transportation sectors. Visit https://michianacontracting.com/ for more information.

PEAK PAVEMENT GROUP, LLC

The firm represented Peak Pavement Group, LLC, a portfolio company of Mangrove Equity Partners, L.P., a Tampa-based private equity firm, in the following acquisitions:

- HD Sealcoating and Paving Solutions, LLC – HD Sealcoating provides commercial and residential asphalt repair and maintenance services in Southeast Michigan and the surrounding areas.
- Maintain It All, LLC – Maintain It All provides commercial and residential asphalt paving, sealcoating, and power washing related services in Pennsylvania and the surrounding areas.

OUR TEAM

Our teams were led by Matthew Lastinger, and included Tyler Miller, Jeff Wilcox (Employment), Kirsten Vignec (Employee Benefits), Lisa Gilleland (Real Estate), Prestin Weidner (Tax), Aaron Ostler (Tax), Zachary Watt (Financing), and Jessica Clemente (Financing).

ABOUT PEAK PAVEMENT GROUP, LLC

Peak Pavement Group is a pavement maintenance and repair company, with operations in Michigan and Pennsylvania. Visit https://peakpavement.com/about/ for more information.

QOL MEDICAL, LLC

Hill Ward Henderson represented QOL Medical, LLC (QOL Medical) in its acquisition of Evoke Pharma, Inc. (formerly listed on NASDAQ: EVOK). Evoke is a specialty pharmaceutical company focused primarily on treatments for gastrointestinal (GI) diseases with an emphasis on GIMOTI® (metoclopramide) nasal spray. QOL Medical is a privately held biopharmaceutical company specializing in treatments for GI and rare diseases. Before the transaction, Evoke was a publicly traded company. The transaction was structured as a public tender offer for shares of Evoke followed by a second-step merger.

OUR TEAM

Our team was led by John Connery, and included Roland Chase (Securities), Ryan Divers, Quinn Cockrell (Securities), Gabby Lozano (Securities), Hailey Schlotthauer, Prestin Weidner (Tax), Aaron Ostler (Tax), Kirsten Vignec (Employee Benefits), and Jeff Wilcox (Employment).

ABOUT QOL MEDICAL, LLC

QOL Medical is a privately held biopharmaceutical company, headquartered in Vero Beach, Florida. Visit https://www.qolmed.com/ for more information.

REPFABRIC, LLC

Hill Ward Henderson represented Repfabric, LLC in its acquisition by Fishbowl Inventory. Repfabric is an AI-enabled CRM and commission-management platform built for manufacturers' representatives, manufacturers and distributors with a global presence with its solutions. Fishbowl is an AI-powered inventory and manufacturing platform used by small and midsize businesses. The combined platform of Fishbowl and Repfabric provides manufacturers, representatives and distributors a connected AI-enabled system for sales and operations that covers customer relationship, sales

pipeline, and commission management through inventory, warehousing, purchasing and order fulfillment.

OUR TEAM

Our team was led by Eric Hall, and included Hailey Schlotthauer, Aaron Ostler (Tax), Prestin Weidner (Tax), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), Ryan McConnell (Real Estate), Steve Kelly (Intellectual Property & Data Privacy), Andriy Lytvyn (Intellectual Property), and Thomas J. Banks (Intellectual Property).

ABOUT REPFABRIC, LLC

Repfabric started in 2015 to solve the unique challenges of sales call efficiency for multi-line selling and the business aspects of running a rep agency. Visit https://repfabric.com/ for more information.

STAR MEDIA ENTERPRISES, INC.

The firm represented Tampa-based Star Media Enterprises, Inc. (Star Media) in its sale to Banyan Software, a global acquirer and operator of software businesses. Kensington Park Capital acted as investment banker for Star Media Enterprises in the deal.

OUR TEAM

Our team was led by Dave Felman, and included Eric Hall, Ryan Divers, Quinn Cockrell, Steve Kelly (Intellectual Property, Privacy, and Data Security), Kirsten Vignec (Employee Benefits), Jeff Wilcox (Employment), and Prestin Weidner (Tax).

ABOUT STAR MEDIA ENTERPRISES, INC.

Star Media is a leading provider of software and data analytics solutions serving the television media research and advertising sales industry. Visit https://www.star-research.net/ for more information. Click here for full press release.

UNICOAT INDUSTRIAL ROOFING CORPORATION

The firm represented Bradenton, Florida-based Unicoat Industrial Roofing Corporation and its owner in its sale to Skybound Service Partners. Unicoat provides commercial roofing services throughout the southeastern United States. The buyer, Skybound Service Partners, is a private equity backed commercial roofing operator with operations throughout the United States.

OUR TEAM

Our team was led by Ryan Angel, and included Tyler Miller, Eric Hall (RWI Insurance), Jeff Wilcox (Employment), Kirsten Vignec (Employee Benefits), Lisa Gilleland (Real Estate), and Prestin Weidner (Tax).

ABOUT UNICOAT INDUSTRIAL ROOFING CORPORATION

Unicoat has established itself as one of the country's premier roof restoration contractors. Unicoat specializes in long-term maintenance coating solutions for metal, mod-bit, built-up, single-ply, and SPF roof systems. Visit https://unicoatroof.com/ for more information.





VALOR EXTERIOR PARTNERS, LLC

The firm represented Valor Exterior Partners, LLC, a portfolio company of Osceola Capital Management, a Tampa-based private equity firm in the following acquisitions:

- Landmark Exteriors, Inc. and Sheetmetal Services, LLC - Landmark and Sheetmetal provide residential roofing and related services in Connecticut and the surrounding areas.
- Associate Roofing, LLC - Associate Roofing provides residential roofing and related services in Massachusetts and the surrounding areas.

OUR TEAM

Our teams were led by Ryan Angel. The Landmark and Sheetmetal Services team also included Tyler Miller, Lisa Gilleland (Real Estate), Zachary Watt (Financing), and Jessica Clemente (Financing).
The Associate Roofing team also included Tyler Miller, Hailey Schlotthauer, Eric Hall (RWI Insurance), Jeff Wilcox (Employment), Kirsten Vignec (Employee Benefits), Lisa Gilleland (Real Estate), Prestin Weidner (Tax), Zachary Watt (Financing), Jessica Clemente (Financing), and Steve Kelly (Intellectual Property, Privacy, and Data Security).

ABOUT VALOR EXTERIOR PARTNERS, LLC

Valor Exterior Partners is a residential roofing and exterior home services company, with operations in the northeast and midwest United States. Visit https://valorexteriorpartners.com/ for more information.

ANONYMOUS

Hill Ward Henderson represented our client in its purchase of 100% of the equity of the target company in a strategic acquisition. The transaction included multiple corporate reorganizations and an equity rollover component.

OUR TEAM

Our team was led by Reid Haney, and included Ryan Maloney, Aaron Ostler, Prestin Weidner (Tax), Jeff Wilcox (Employment), Kirsten Vignec (Employee Benefits), Lisa Gilleland (Real Estate), Zachary Watt (Financing), Gabby Lozano (Financing), and Steve Kelly (Intellectual Property).

ABOUT OUR CLIENT

Our client is an industry leader in providing lifecycle water and waste-water asset management solutions to customers across the U.S. The target company is a provider of complementary products and services to customers across the U.S., the Caribbean, and Latin America. This acquisition expands the combined companies'

market reach and enables them to offer customers a comprehensive range of products and services across the industry, including the sale, installation, and maintenance of commercial and industrial water and wastewater products and systems, as well as the engineering, design, construction, and maintenance of water and wastewater systems and utilities.

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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