



KEVIN H. SUTTON

Shareholder

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PRACTICE FOCUS

Automotive
Mergers & Acquisitions
Joint Ventures & Partnerships
General Corporate Advice
Automotive Corporate & Tax
Healthcare Corporate & Transactional Law
Corporate & Transactional
COVID-19 Response Team

EDUCATION

University of Minnesota, B.S., 1991
University of Richmond, M.B.A., 1994
University of Richmond School of Law, J.D., 1994, *cum laude*

BAR ADMISSIONS

American Bar Association
The Florida Bar
Hillsborough County Bar Association

Kevin Sutton is known for his real-time responsiveness to his clients, with an approach that addresses both the legal and practical issues for ease and speed in the decision-making process.

Kevin's primary practice focus is in the area of mergers and acquisitions and joint ventures, assisting clients with their respective development, growth and exit strategies. In addition, his practice includes representation of organizations on a variety of business matters, including entity choice and formation issues, corporate governance, equity financing, shareholder and partnership agreements, employment and non-competition, distributor relationships, strategic alliances and general corporate law.

As part of his mergers and acquisitions practice, Kevin has represented clients in the sale or acquisition of manufacturing companies and divisions, automobile dealerships and groups, real estate advisory and brokerage firms, physician practices, agricultural and citrus operations, restaurants, engineering firms, clinical laboratories and other professional service providers. He serves the lead role for a team engaged by a large public company to be its national acquisition and divestiture counsel.

When not at the office, Kevin enjoys spending time with his family and saltwater fishing.

HONORS

- AV Preeminent® Rating, Martindale-Hubbell Peer Review

KEVIN H. SUTTON

- Florida Super Lawyers (2021-2022)
- Florida Trend's Legal Elite - Up and Comers (2007-2009)
- Recipient of the Hillsborough Education Foundation's Person You Can Count On Award (2006)
- *The Best Lawyers in America*© (2021-2023)

EXPERIENCE

- Public Company Acquisition of Private Target. Represented Asbury Automotive Group (NYSE: ABG) in its acquisition of 12 franchises from Park Place's group of luxury dealerships in the Dallas, Texas and surrounding area, which involved a transaction with an initial agreement that was terminated with a break-up fee, resurrected discussions/negotiations leading to a second agreement, and a successful closing during the COVID-19 pandemic.
- Automotive Industry Experience. Represented sellers or buyers in the purchase and sale of virtually every type of automobile franchise dealership existing in the United States and related real property, and has personally led teams in the closing of more than 120 such transactions in the automotive industry.
- Manufacturer's Acquisition of a Distributor. Represented the distributor in the sale of a controlling equity stake in its forklift and material handling company to Toyota Industries North America, Inc. and the subsequent final staged exit from its holdings.
- Public Company Sale of an Operating Division. Represented Asbury Automotive Group, Inc. (NYSE: ABG) in the sale of its International, Hino, Isuzu, UD, IC Bus and Workhorse franchises to a subsidiary of Rush Enterprises, Inc. (NASDAQ: RUSHA & RUSHB), and a simultaneous sale of its Peterbilt franchise to a subsidiary of PACCAR, Inc. (NASDAQ: PCAR), which transaction involved the exercise of a right of first refusal in favor of PACCAR and the required bifurcation of the franchises to separate purchasers.
- Sale of a Private Target to a Public Company. Represented the principals of Health Advocates, Inc. in their sale of all of the outstanding stock of the company to AmerisourceBergen Corporation (NYSE:ABC), which included an auction process.
- Sale of Citrus Operations. Represented the seller in the sale of its citrus business and related real property to a large, private investment company backed acquirer, with the sale involving over 15,000 acres of real estate and agricultural specific assets.

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- Sale of a Franchise to Franchisor. Represented the largest franchisee of ImageFIRST® Healthcare Laundry Specialists in the sale of its business operations to the franchisor.
- Acquisition of Franchises by Franchisor. Represented Captiva Restaurant Partners with its acquisition of the operating assets of several PDQ restaurant locations from the then current franchisee in a deal that allowed the client to convert the target stores to corporate controlled restaurant locations.
- Exit Event for Private Equity Firm. Represented Atchafalaya Measurements, Inc. (AMI) in the merger with Southern Petroleum Laboratories, Inc. (SPL), a portfolio company of Industrial Growth Partners ("IGP"), which permitted KLH Capital to successfully transition AMI from its own portfolio to an IGP backed combined SPL/AMI operation resulting in the market leader in production measurement and related services with operations across every major oil and gas play in the United States.

COMMUNITY & PROFESSIONAL

- Hillsborough Education Foundation, Inc.: Director

NEWS & INSIGHTS

Eighty-One Hill Ward Henderson Attorneys Cited in The Best Lawyers in America 2023 Publication
Firm News, 8.18.22

61 Hill Ward Henderson Attorneys Recognized in 2022 Florida Super Lawyers Listing
Firm News, 7.1.22

Hill Ward Henderson Represents Asbury Automotive Group in Acquisition of Larry H. Miller Dealerships and TotalCare Auto, Powered by Landcar
Firm News, 12.20.21

Hill Ward Henderson Represents Asbury Automotive Group in Acquisition of Stevinson Automotive
Firm News, 12.8.21

Seventy Six Hill Ward Henderson Attorneys Cited in The Best Lawyers in America 2022 Publication
Firm News, 8.19.21

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58 Hill Ward Henderson Attorneys Recognized in 2021 Florida Super Lawyers Listing
Firm News, 6.23.21

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

67 Hill Ward Henderson Attorneys Cited in The Best Lawyers in America 2021 Publication
Firm News, 8.20.20

Hill Ward Henderson Supports Strides For Education Tampa Bay
Firm News, 1.8.13

CLIENT ADVISORIES

Update - It's Back - Loan Necessity Certification Part II - Learn More About the SBA Questionnaires and How They May Affect You
Advisory, 11.3.20

Loan Necessity Certification Part II - Learn More about the SBA Questionnaires and How They May Affect You
Advisory, 11.2.20

SBA Issues Additional Guidance on Changes in Ownership of PPP Borrowers
Advisory, 10.7.20

PPP Flexibility Act Brings Welcome Changes
Advisory, 6.8.20

Paycheck Protection Program Forgiveness Guidance and Rules
Advisory, 5.27.20

SBA Extends Time for Borrowers to Consider PPP Safe Harbor for the Loan Necessity Certification
Advisory, 5.14.20

PPP Safe Harbor Guidance on the Loan Necessity Certification
Advisory, 5.13.20