ArentFox Schiff LLP
Attorneys

David C. Meyer

PARTNER

David is a partner in the firm’s Los Angeles office.



Industries

Fashion & Retail Law
Private Companies
Automotive & Transportation
— Automotive

Practices

Corporate & Securities
Real Estate

Education

University of Southern California Gould School of Law, JD, 1988

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Mr. Meyer heads the Los Angeles office’s Corporate and Real Estate Transactional practice. Mr. Meyer’s nationally recognized transactional practice is adapted to the wide-ranging needs of his clients which include international corporations, auto industry companies, emerging growth companies, select startups and prominent individuals. Mr. Meyer provides effective counsel throughout the business life cycle from formation through operations, expansion, and eventual sale. His practice focuses on business transactions, real estate, financings, intellectual property, and mergers and acquisitions.

Client Work

Recent representative matters include consummation of the following transactions:

Automotive Industry

- Advised Alabama-based Sutherlin Automotive Group in its acquisition of Huntington Beach Kia from Car Pros Automotive Group. Mr. Meyer negotiated the transaction documents, including the purchase agreement, non-competition agreements, leases, and lease assignments, and assisted with factory approval. A press release describing the transaction can be read here.
- Advised a California-based automotive group in its high-value acquisition of exotic car dealerships in Dallas, Texas. Mr. Meyer oversaw the due diligence review and negotiated the transaction documents. A press release describing the transaction can be read here.
- Advised a California-based automotive group in selling its Subaru dealership to an Alabama-based dealership group. Mr. Meyer negotiated the transaction documents and a long-term lease of the dealership property, and navigated the transaction to approval with the factory. A press release describing the transaction can be read here.
- Advised a Canada-based automotive retail group on the sale of one of its dealership to the nation’s largest automotive dealership group. Mr. Meyer also negotiated the sale of the dealership’s parking lot for future development and arranged multiple short-term sublease agreements to

support ongoing operations during the transition. A press release describing the transaction can be read here.

- Advised a large Southern California-based automotive group on a series of dealership transactions involving extensive diligence and negotiations with the manufacturer and a large California city. Mr. Meyer also facilitated the assignment of multiple parking leases and the purchase of an ancillary service-center property to support ongoing dealership operations. A press release describing the transaction can be read here.

- Advised a West Coast automotive dealer in its acquisition and financing of a vacant 1.6-acre property in San Bruno, which will be the future home of a three-story Hyundai and Genesis car dealership. As part of the transaction, David assisted Cardinale with its diligence review of the real property, resolution of easements and other title matters, financing of the acquisition and construction of the project, and negotiations with the manufacturers. A press release describing the transaction can be read here.

- Advised an international Fortune 300 automotive retailer in its acquisition of three South Carolina dealership franchises. Mr. Meyer provided counsel on the purchase of the properties, prepared inter-company leases, and assisted the retailer with its diligence review. A press release describing the transaction can be read here.

- Advised an international Fortune 300 automotive retailer in its acquisition of two high volume dealerships in Southern California. Mr. Meyer conducted diligence reviews of the stores' operation and properties, counseled the retailer on the purchase of a property, and negotiated a lease with purchase option for a property. A press release describing the transaction can be read here.

- Counseled a Southern California car dealer group to the successful conclusion of a sale of a dealership and the underlying real estate located in Palmdale, California while simultaneously advising the client on and resolving litigation involving the franchisor.

- Advised a San Diego-based automotive group on the sale of five dealerships to an automotive retailer. Mr. Meyer also negotiated leases with options to purchase for the dealership real properties and corporate documents for the client.

- Advised a Southern California dealer on the sale of its dealerships located in Los Angeles to a large Washington-based automotive group. Mr. Meyer negotiated leases with options to purchase for the dealership real properties and assisted with diligence efforts.

- Advised an automotive dealership in Southern California on the sale of five of their dealerships comprised of seven franchises located in Thousand Oaks, California to a national automotive group. Mr. Meyer closed the transaction smoothly and quickly in accordance with the client's desired timeline. A press release describing the transaction can be read here.

- Advised a large Canada-based automotive dealership group in its acquisition of five dealerships from a regional automotive group. ArentFox Schiff handled all aspects of the transaction, including the acquisition, financing, and leasing of the dealerships' real properties. Mr. Meyer led the transaction for the Canadian-based automotive group, the third time he has assisted our client in acquiring automobile dealerships in California. A press release describing the transaction can be read here.

- Advised an automotive dealership group based in Canada, in acquiring its first United States car dealerships. Mr. Meyer also helped to form several entities to operate the California dealerships, lease their real estate and achieve the group's desired United States corporate structure.

- Advised a large San Diego-based dealership group in its closed loan refinancing for nine of its twelve vehicle dealerships and four affiliated real estate owners which allowed the group to consolidate its debt and increase its debt limit with a single lender on favorable terms. Mr. Meyer helped secure limitations on the lender's remedy provisions and negotiated needed transactional carve-outs so that the dealership group can continue to operate efficiently.

- Advised a national dealer group in its acquisition of its first Texas car dealership. Mr. Meyer and his team also advised our client's acquisition entities on the acquisition of the real property underlying the dealership. Mr. Meyer was able to close the transaction quickly and smoothly, in advance of the client's aggressive year-end closing target.

- Advised a regional dealer group in its refinancing of one of its dealership's commercial mortgage. Mr. Meyer negotiated loan documents with the financing company's counsel, provided corporate counsel to the client, and advised on title matters. Despite a difficult lending environment, the transaction closed quickly and smoothly only a few days after the loan documents were finalized.

- Advised a luxury automotive retailer on the successful sale of two of its dealerships to the nation's third-largest automotive retailer.

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Advised a California technology startup in acquiring its first California dealership and related matters. The startup is primarily involved in digitizing automotive sales and providing cloud-based dealer management software aimed at outperforming the current dealer management systems available in the market.

- Advised a Mexico-based dealership group on its disposition of its California operations, which resulted in them being able to avert bankruptcy, work-out complicated financial arrangements with the manufacturer and its financial affiliate, and consummate the sales of all six of its California dealership franchises.
- Advised a Canadian dealership group on its acquisition of the Santa Monica, CA Ford, and Lincoln dealerships, expanding the dealership group's presence from Canada into the United States. As part of the transaction, ArentFox Schiff advised the acquisition entity in its organizational matters, its financing arrangements with its American partner, and with respect to employment matters for the dealerships' employees.
- Advised a regional dealer group on a high-value sale of two dealerships and the lease of the underlying properties to a Canadian automotive group. The acquisition transaction, which took about ten months to complete, was notable for its high multiple of earnings which triggered a Hart Scott Rodino filing.
- Advised a regional dealer group in the sale of its dealership assets and real property to an affiliate of an international automotive dealership group.
- Advised an automotive dealership in the sale of its assets, the sale of underlying real estate in a multi-parcel 1031 real property exchange in Hollywood, California, and in associated leasing matters.
- Advised a large automotive group in its ongoing expansion, recently closing real property and dealership acquisitions in Huntington Beach, California.
- Advised a prominent private equity fund in the formation of its auto retail joint venture with a prominent auto retail operator and in the acquisition of its first dealership groups. The deal involved a complicated operating structure, several obstacles to manufacturer approvals, and substantial due diligence. The deal reflects a trend of increasing private equity interest in the auto retail business sector.
- Advised one of the 100 largest auto groups in the nation, in its successful sale of eleven automobile dealerships, a collision center, and fourteen associated real estate properties. The dealerships and real estate were sold to the largest privately held automotive group in the nation. Among the brands sold were Lexus, BMW, Infiniti, Honda, Buick GMC, Chrysler Jeep Dodge Ram, Alfa Romeo, Fiat, Cadillac, Volvo, and Volkswagen. The size of the transaction which was among the largest in the industry in 2015, resulted in a complex closing process and required a Hart Scott Rodino filing.
- Advised a Texas and Mexico-based dealership group in its successful acquisition of a flagship dealership in downtown San Francisco. The deal was notable for the location of the dealership and the financial assistance of the manufacturer in making the transaction go forward. ArentFox Schiff negotiated a very favorable Framework Agreement on behalf of the companies and Mr. Meyer consummated the acquisition, which substantially expands the client's footprint in Northern California.
- Advised a large regional dealer group in its expansion and in its acquisition of a large local competitor. Mr. Meyer oversaw a team that handled the transaction and the complex real estate transactions which closed concurrently with it.
- Advised one of the nation's largest private dealer groups in the country in its acquisition of Honda, Volkswagen, and Buick/GMC dealerships in Orange County.
- Advised the country's 10th largest dealership group in its first California dealership acquisition. Mr. Meyer led the ArentFox Schiff team which advised the client on the high-value acquisition, in its California employment practices and compensation structure, regulatory compliance and licensing, and in the related real estate matters.
- Advised the owner of a high-line automobile franchise in Northern California and its affiliated real estate entity in a high-value disposition of the business and a long-term lease with the new owner.
- Advised the sellers of three dealerships in San Juan Capistrano on the disposition and in the related sale and leasing transactions involving the underlying real estate.
- Advised the buyer in the acquisition of two automobile franchises located in Florida.
- Advised ownership group in the sale of its stock and equity interests in seven dealerships located

in Maryland and the associated real estate entities in a $100 million dollar transaction complicated by deep divisions among the owners regarding the future direction of the companies.

- Advised client in the acquisition and financing of a multi-million dollar commercial real estate property currently operated as an automobile dealership.

- Advised a large regional automotive dealer group in closing a Silicon Valley dealership acquisition following the manufacturer's exercise of its right of first refusal.

Other

- Advised Krispy Kreme Doughnut Corporation on a joint venture with São Paulo-based convenience store chain, which will bring Krispy Kreme stores and shops to Brazil. This transaction was a pivotal step in Krispy Kreme's goal to expand availability worldwide through a capital-light strategy. Mr. Meyer assisted in advising on all aspects of the transaction, including working with local Brazilian counsel, to ensure the successful establishment of the joint venture (which is subject to Brazilian antitrust approval).

- Advised a financial service solutions company in its international acquisition of a high-performance BPO organization in an expansion of its contact center and servicing business. A press release describing the transaction can be read here.

- Advised Krispy Kreme Doughnut Corporation on a series of recently closed transactions through which Krispy Kreme acquired the franchise rights, operating assets, equipment, personal property, rights, good-will, and business of 7 Krispy Kreme stores located in Iowa and Nebraska.

- Advised Krispy Kreme Doughnut Corporation in a trans-border transaction through which it acquired majority control of all of its franchised stores in Canada. Working with Canadian co-counsel, Mr. Meyer led the acquisition and oversaw the due diligence, the drafting of the transaction documents, and the associated real estate matters. The deal was complicated by the Canadian tax planning of the Sellers and their retention of equity and an ongoing executive role in the Canadian business. A press release describing the transaction can be read here.

- Advised Krispy Kreme Doughnut Corporation in a Share Purchase Agreement and an associated demerger pertaining to KKDC's acquisition of the KKDJ Krispy Kreme® doughnut business from its master franchisee in Japan. That business consisted of 49 stores, 2 commissaries, and additional real estate assets, all of which were leased from various landlords. As part of the transaction, the Seller entered into a demerger of the business and closed several stores and the transaction documents had to address some complex financial, operational, and transition issues.

- Advised Krispy Kreme Doughnut Corporation on a series of recently closed transactions through which Krispy Kreme acquired the franchise rights, operating assets, equipment, personal property, rights, goodwill, and business of 11 Krispy Kreme stores in Florida.

- Advised W.K.S. Krispy Kreme, LLC, a subsidiary of Krispy Kreme Doughnut Corporation on a recently closed transaction through which W.K.S. Krispy Kreme acquired the franchise rights, operating assets, equipment, personal property, rights, goodwill, and business of 7 Krispy Kreme stores located in Northern California.

- Advised Krispy Kreme Doughnut Corporation on a recently closed transaction through which Krispy Kreme acquired the franchise rights, operating assets, equipment, personal property, rights, goodwill, and business of the Krispy Kreme store in Wisconsin.

- Advised Krispy Doughnut Corporation on a series of acquisitions through which the company acquired the franchise rights, operating assets, equipment, personal property, rights, goodwill, and business of 23 franchised stores located in Texas, Georgia, and North Carolina. These acquisitions achieved a significant milestone for the company's strategic plan. Mr. Meyer led the team which advised on all aspects of the asset purchase transactions, including due diligence, employment issues, and real estate matters.

- Advised Krispy Kreme Doughnut Corporation on two simultaneous asset purchase transactions for the purchase of substantially all the franchise rights, operating assets, equipment, personal property, rights, goodwill, and business of 6 stores located in Missouri and Illinois. David advised on all aspects of the transaction, including due diligence, drafting of the transaction documents, employment issues, and the associated real estate matters.

- Advised Krispy Kreme Doughnut Corporation on a joint venture transaction through which the company acquired a controlling interest in 31 stores, located in seven Western and Mid-Western states. Concurrently with the closing, the joint venture closed an asset purchase transaction and acquired six of the stores located in Nevada and Colorado.

- Advised a private equity-backed consolidator in the plastics injection molding industry in its successful acquisition of a company in that industry. The acquisition, the client's twelfth in sixteen months, continued the client's aggressive growth strategy, focused on building the plastics

industry’s most comprehensive and vertically integrated solution provider.

- Led the legal team in a complex sale process for a large regional insurance brokerage in its successful sale to a private equity-backed roll-up of leading independent property, casualty, and employee benefits brokerage firms.
- Advised a mixed martial arts event promoter in the sale of its media library consisting of 470 televised mixed martial events, compilations, and certain media rights. The media rights will have an initial term until the end of 2017 with an option to extend until the end of 2023.
- Advised a small business private equity firm in a credit facility with a bank providing up to $50 million in leverage for its acquisition of consumer and business loan portfolios to two of its affiliated funds. The credit facility will be used to fund the acquisition of loans originated via the Lending Club and Funding Circle platforms.
- Advised a private equity fund in its recent acquisition of a company offering an online marketplace for medical devices.
- Advised a nutriceutical company in protecting its intellectual property, expanding its distribution, and rapidly increasing its sales.
- Advised a nutriceutical company in its business and legal affairs including consummating an agreement with a foreign sovereign fund to finance its clinical trials.
- Advised the management of a television and film production rental company in a management-led, leveraged buyout of a private equity portfolio company and in the preparation of its operating agreement.
- Advised a National League baseball manager in the disposition of his ownership interest in his former team.
- Advised a sports promotion company in the placement of a significant equity stake with its cable broadcaster.
- Advised an electronics manufacturing company in the sale of its stock to private equity.
- Advised a prominent jewelry designer in all aspects of its global business.

Publications, Presentations & Recognitions

Recognitions

- Mr. Meyer has received the AV® Peer-Review Rating by *Martindale-Hubbell*.
- *The Legal 500* - Transport: Rail and Road (2023-2024)

Professional Activities

National Association of Dealer Counsel (NADC), Member (2013–present)

Bar Admissions

California