



Larry P. Laubach

Chair, Corporate Practice Group

Philadelphia

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Larry focuses his practice on mergers and acquisitions and general corporate and securities matters for public and private companies in a wide variety of industries. He serves as chair of the Corporate Law Practice Group and also serves as vice chair of the firm's Business Law Department.

Larry has extensive experience in acquisition transactions, including mergers involving public and private companies, stock acquisitions and divestitures, and asset purchases and sales. He also has significant experience in venture capital and other minority investments, private placements, limited partner investments in private funds, senior and mezzanine financings, corporate governance matters, and general corporate and contractual matters. He represents large and middle market companies, strategic and financial buyers and sellers, and family office and other institutional investors.

Larry is active in bar associations. He is a member of the Title 15 Taskforce of the Business Law Section of the Pennsylvania Bar Association, which recommends changes to the corporation, partnership, and related laws of Pennsylvania. Larry has also lectured to several groups on mergers and acquisitions.

Larry earned his Bachelor of Arts in accounting from Franklin & Marshall College, *magna cum laude*, in 1977, where he was a member of Phi Beta Kappa. He earned his law degree from the University of Pennsylvania, *magna cum laude*, in 1980, where he was an editor of the *Penn Law Review* and a member of the Order of the Coif.

Experience

Handled the sale of firm client John Middleton, Inc., a Philadelphia-area cigar and pipe tobacco manufacturer whose brands included "Black & Mild" and "Prince Albert," to Altria Group, Inc. for \$2.9 billion, in one of the largest transactions ever handled by a Philadelphia law firm.

Represented Sony Corporation of America in its acquisition of Micronics, Inc., a developer of near patient point of care devices for disease diagnosis and treatment monitoring.

Represented Sony Corporation of America in its acquisition of iCyt Mission Technology, Inc., a leading producer of high-performance cell sorters used for stem cell and disease research.

Represented Utz Quality Foods in its acquisition of the potato chip business of Zappe Endeavors. Founded in 1921, Utz is the largest privately held potato chip brand in the country and the number one regional snack food brand in the Mid-Atlantic region, with more than 2,500 employees. Zappe, which was founded in Louisiana in 1985, primarily produced kettle-cooked potato chips under the nationally distributed brand "Dirty Potato Chips" and the regional brands Zappe's and California Chips. Zappe's plants were located in Louisiana, Pennsylvania, and California.

Represented Utz Quality Foods, Inc. in its purchase of the intellectual property (including the "Bachman" and "Jax" brands), distribution rights and certain other assets of The Bachman Company, a manufacturer of pretzels and cheese curls.

Represented Sony Corporation of America in its purchase of the U.S. CD and DVD replication

Practice Areas

- Business/Corporate
- Mergers & Acquisitions
- Emerging Business & Venture Capital
- Licensing & Transfer
- Corporate
- Private Equity
- Privacy & Data Security

Education

- University of Pennsylvania Law School, J.D., *magna cum laude*, 1980
- Franklin and Marshall College, B.A., *magna cum laude*, 1977

Bar Admissions

- New Jersey
- Pennsylvania

Court Admissions

- Pennsylvania Supreme Court
- U.S. District Court -- Eastern District of Pennsylvania

Affiliations

- American Bar Association
- Pennsylvania Bar Association
- Association for Corporate Growth, Member

Awards & Honors

- *Smart CEO* magazine's Legal Elite 2011-2012
- *Law & Politics* "Super Lawyer" 2004, 2006, 2009, 2011-2013, 2016-2018
- *Best Lawyers in America* 2018-2020
- *Chambers & Partners USA* 2013-2019
- IFLR 1000, Highly Regarded, 2019

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distribution operations of Entertainment Distribution Company for \$26 million.

Represented Hospital Service Association of Northeastern Pennsylvania d/b/a Blue Cross of Northeastern Pennsylvania (BCNEPA) in its acquisition by merger by Highmark Inc. As part of the transaction, BCNEPA contributed \$90 million to two charitable organizations and Highmark is obligated under certain circumstances to contribute another \$10 million in the future. This transaction was the first transaction in nearly 20 years in which two Pennsylvania Blue Cross/Blue Shield licensees had successfully combined.

Represented the owners of Pyramid LLC (formerly known as Petroleum Products Corporation) and certain affiliates in their sale of the ownership interests of those entities to Penn Products Terminals, LLC, a wholly owned subsidiary of ArcLight Capital Partners. Pyramid, a midstream oil company, owned and operated a network of 12 storage terminal facilities in Pennsylvania, totaling approximately nine million barrels of storage capacity. ArcLight is a leading private equity firm focused on North American energy infrastructure assets.

Represented cigar manufacturer Drew Estate LLC and its affiliates in their sale to Swisher International, Inc., a manufacturer of mass market cigars. The sale included all of Drew Estate's premium cigar brands, including ACID and Liga Privada, and the largest cigar factory in Nicaragua.

Represented Sony Creative Software, Inc. in the sale of a majority of its products to MAGIX Software GmbH.

Represented Utz Quality Foods, LLC, the largest privately held snack food company in the United States, in connection with its acquisition of Alabama-based public snack food company Golden Enterprises, Inc. for \$146 million. The acquisition was financed through an investment in Utz by private equity firm Metropoulos & Co. Cozen O'Connor represented Utz in that investment by Metropoulos, which was the largest initial private equity transaction for a U.S. snack food company since 2013. The complex and multi-faceted transaction drew on the experience of Cozen O'Connor's corporate, tax, intellectual property, employee benefits, labor and employment, antitrust, and securities attorneys.

Represented Pilot Air Freight Corp., a private air freight logistics, package forwarding, and delivery company, in connection with the sale of a controlling interest in the company to ATL Partners and British Columbia Investment Management Corp. The transaction required a complex reorganization of Pilot and its subsidiaries and drew on the experience of the firm's corporate, employee benefits, real estate, intellectual property, tax, and aviation regulatory attorneys.

Represented Sony Electronics Inc. in connection with the corporate, tax, and certain benefits aspects of its acquisition of Crispin Corporation, which develops master control automation and asset management solution for broadcasters, cable operators, and other television and media operations.

Represented Utz Quality Foods, LLC in its acquisition of Inventure Foods, Inc. in a deal valued at \$165 million. The transaction was completed via a cash tender offer for all outstanding shares of Inventure Foods common stock, followed by a merger of a wholly owned subsidiary of Utz into Inventure Foods pursuant to Section 251(h) of the Delaware General Corporation Law. Inventure Foods will operate as a wholly-owned subsidiary of Utz. Inventure Foods manufactures and sells salted snacks under the brands Boulder Canyon®, TGI Fridays™, Nathan's Famous®, Vidalia Brands®, Poore Brothers®, Tato Skins®, and Bob's Texas Style® and has manufacturing facilities in Arizona and Indiana. This complex and multi-faceted transaction drew on the experience of Cozen O'Connor's corporate, tax, labor and employment, benefits, litigation, intellectual property, real estate, and environmental attorneys.

Represented Ezaki Glico Co., Ltd., a publicly traded Japanese food company doing business across 30 countries, in its purchase of TCHO Ventures, Inc., a San Francisco-based fair trade chocolate

manufacturer. The acquisition was Ezaki Glico's first acquisition of a United States company. The transaction drew on the experience of the firm's corporate, tax, intellectual property, labor & employment, and employee benefits and executive compensation attorneys.

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