



Gregory P. Cunningham

Member

Philadelphia

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Greg's practice focuses primarily on mergers and acquisitions, corporate finance transactions, and general corporate counseling for clients in a variety of industries. He has extensive experience counseling clients in a broad array of business issues.

Greg provides continuing legal advice to a number of the firm's corporate clients in the areas of licensing, commercial contracts, loan agreements, stockholder agreements, employment agreements, and consulting agreements. His practice also includes counseling clients with corporate, partnership, and LLC formation and governance issues.

In 1998, Greg received his Bachelor of Science from Fairfield University. He received his law degree from Villanova University School of Law in 2001.

Experience

Represented AllOne Health Resources, Inc., a provider of workplace solutions for employee health and well-being, in acquisitions of (i) the employee assistance and student assistance business (a/k/a Reach EAP) of Diamond Consulting Corporation d/b/a Reach EAP and Workplace Solutions; (ii) the employee assistance business of All Points EAP & Organizational Services, Inc., a Virginia-based provider of employee assistance programs; (iii) The Sand Creek Group, Ltd., a Minnesota-based provider of employee assistance programs; (iv) Employee Assistance Associates, LLC (a/k/a Encompass), a Michigan-based provider of employee assistance programs; (v) the Ohio-based employee assistance business (a/k/a the ease@work program) of The Centers for Families and Children; and (vi) Employee Resource Systems, Inc., an Illinois-based provider of employee assistance programs.

Represented Trico Equipment, Inc., a New Jersey-based company engaged in the business of renting, servicing, and selling aerial lift and other construction and general rental equipment, in the multimillion dollar sale of all outstanding ownership interests of the company to BlueLine Rental, LLC.

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 BCNEPA in a number of transactions, including the acquisition and subsequent sale of a third-party benefits administrator subsidiary and a life and health insurance company subsidiary.

Represented a seller in the sale of a \$550 million steel manufacturing business to The Carlyle Group.

Represented a records and information management services provider (with operations in 15 U.S. markets and Costa Rica) in the multimillion dollar sale of its business.

Represented the Rosenbach Museum and Library in its acquisition by the Free Library of Philadelphia Foundation.

Practice Areas

- Corporate
- Mergers & Acquisitions
- Emerging Business & Venture Capital

Industry Sectors

- Venture Capital

Education

- Villanova University School of Law, J.D., 2001
- Fairfield University, B.S., 1998

Bar Admissions

- Pennsylvania

Court Admissions

- Pennsylvania Supreme Court

Affiliations

- American Bar Association

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Represented Dorma GmbH, a multi-national corporation headquartered in Germany, in various acquisitions in the U.S.

Represented the owners of a sugar refining business in combining their business with a strategic partner.

Represented Delphi Midstream Partners, LLC in its \$200 million acquisition of the rights to construct and operate a 31-mile natural gas pipeline in the Marcellus Shale region in New York and Pennsylvania.

Assisted in the sale of firm client John Middleton, Inc., a Philadelphia-area cigar manufacturer, to Altria Group, Inc. for \$2.9 billion, in one of the largest transactions ever handled by a Philadelphia law firm.

Represented NSM Insurance Group, LLC in the sale of certain assets of E.L.M. Insurance Brokers Inc. and the Pat Moore Insurance Services division of Care Providers Insurance Services, LLC to Pro Access L.L.C., an affiliate of AssuredPartners, Inc.

Represented NSM Insurance Group, LLC in the asset acquisition of the classic car and related insurance business of Heacock Insurance Group, Inc., based out of Lakeland, Fla.

Represented TherImmune Research Corporation, a preclinical contract research organization, in a \$52 million acquisition, by Gene Logic Inc., a publicly traded genomics company.

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 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 Accelovance, Inc., a global contract research organization (CRO), in the following acquisitions: the stock of Clinquest Inc. and Clinquest Services B.V., a clinical research organization with operations in the United States and the Netherlands; the assets of nTouch Research, a North Carolina-based site management organization; the clinical research organization assets of Radiant Research, based in Florida, Illinois, and North Carolina; and the assets of Altair Clinical Limited, a European clinical research organization; and acted as U.S. counsel to Accelovance in its acquisition of the clinical research organization operations of THERAMetrics in Germany, Italy, Romania, and the United States.

Represented Smith Insurance Associates, Inc. in connection with its sale of substantially all of its assets to Brown & Brown Metro, LLC, a subsidiary of insurance brokerage firm Brown & Brown, Inc.

Represented Utz Quality Foods in the transaction through which it became a public company, guiding the almost 100 year old, family-owned company through its business combination with consumer

goods SPAC (special purpose acquisition company) Collier Creek Holdings to form Utz Brands, Inc. The transaction valued the company in excess of \$1.5 billion.

Represented RecordTrak, Inc., a nationwide provider of record retrieval services for law firms and other companies, in its sale to Magna Legal Services, LLC, a portfolio company of middle market private equity firm CIVC Partners, L.P. This transaction drew on the experience of the firm's corporate, tax, intellectual property, health care, employee benefits and executive compensation, labor and employment, real estate, and environmental attorneys.

Represented Utz Quality Foods, LLC, the largest privately held snack food company in the United States, in connection with its acquisition of Conagra Brands, Inc.'s direct-store delivery (D.S.D.) snacks business. The business includes Tim's® Cascade Snacks, Hawaiian® Snacks, Erin's®, Snyder® of Berlin, and Husman's® and has manufacturing facilities in Pennsylvania and Washington. The transaction drew on the experience of Cozen O'Connor's corporate, tax, labor and employment, benefits, litigation, intellectual property, real estate, antitrust, and environmental attorneys.

Represented a foreign-based multinational company in its acquisition of a California-based manufacturer of physical access solutions such as speed gates, turnstiles, and other admission devices. The transaction drew on the experience of the firm's corporate, tax, real estate, employee benefits and executive compensation, intellectual property, environmental, antitrust, and labor and employment attorneys.

Represented a subsidiary of Leidos Holdings, Inc., a Fortune 500 information technology, engineering, and science solutions and services company, in its acquisition of substantially all of the assets of IMX Medical Management Services and its affiliated businesses, which provide independent medical evaluations, medical record reviews, and case management. The transaction drew on the experience of the firm's corporate, antitrust, and real estate attorneys.

Represented York Container Company, a Pennsylvania-based corrugated packaging manufacturer, in connection with a strategic partnership with Atlantic Packaging Products, Ltd. This transaction drew upon the experience of the firm's corporate, tax, and labor and employment attorneys.