

Corporate

Cozen O'Connor has been providing sophisticated counsel to a diverse set of businesses and entrepreneurs for more than 40 years. We advise individuals, family businesses, public and private companies, government entities, corporate boards and committees, directors and officers, investors and investment funds, nonprofits, and trade associations in a wide range of industries. Our corporate experience includes regulatory compliance, corporate governance, mergers and acquisitions, tax, securities, finance, bankruptcy, and health law.

A truly outstanding corporate attorney must be a trusted advisor and an aggressive dealmaker. The members of Cozen O'Connor's Corporate Practice Group understand this dual responsibility better than most and have the requisite skills to excel in both roles.

As advisers, we provide highly individualized counsel on a full range of corporate matters. Our priority is to develop a thorough knowledge of each client's business, the marketplace in which a client competes, and a client's long-term goals. With an understanding of a client's operations, we are then able to craft tailored approaches that satisfy a client's immediate tactical needs and further the overall mission. Having a clear sense of the core business also facilitates more candid and effective communication. We do not tell our clients what they want to hear — we tell them what they need to know.

As dealmakers, we represent clients in their most important corporate negotiations. Whether trying to finance development, license technology, acquire a competitor, or restructure debt, our legal advice is based on incisive analysis of the needs and goals of partners, targets, and adversaries. Dealmaking is not a zero-sum game, but an attempt to reach a mutually beneficial agreement as quickly as possible. This requires respect for other parties, skillful negotiation, and an instinctive understanding of when to take and when to give. Adversaries may indulge in outbursts or false machismo, but bluster is no substitute for artful persuasion. We make sure that even the toughest negotiations remain productive and collegial.

Cozen O'Connor has long been known as an entrepreneurial firm, one that attracts lawyers with a competitive zeal and willingness to break new ground. Indeed, the attorneys in our Corporate Practice Group are recognized as among the most creative and tenacious corporate practitioners in the country. This is useful because the path from point A to point B is rarely a straight line. Instead of getting mired in the details of why a particular approach is unworkable, we simply find another way. That personal commitment to reaching the goal is what differentiates Cozen O'Connor attorneys. We are not spectators. We are closers.

SERVICES

- Bankruptcy
- Corporate Governance & Compliance
- Emerging Business & Venture Capital
- Health Law
- Mergers & Acquisitions
- Private Client Services
- Public & Project Finance
- Securities
- Tax



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Related Practice Areas

- Business/Corporate
- China Practice
- EB-5 Immigrant Investor Program Services and Compliance
- Emerging Business & Venture Capital
- International
- Mergers & Acquisitions
- Privacy & Data Security
- Private Client Services
- Private Equity
- Securities
- Tax

CLIENTS

- Individuals
- Closely held businesses
- Public and private companies
- Investors and investment funds
- Startups
- Corporate boards and committees
- Directors and officers
- Nonprofits and trade associations
- Governmental entities

TEAM

Cozen O'Connor's Corporate Practice Group includes some of the nation's leading practitioners in their fields. They are members of prestigious invitation-only professional organizations, chairs of state and federal bar association sections, and nationally ranked by Chambers and Partners USA. In many cases, our attorneys not only have decades of experience as top counsel, they also have direct corporate or governmental experience. The practice includes former executives and directors of major corporate and nonprofit organizations, general and in-house counsel to multinational companies, and former senior officers in key governmental bodies. Our attorneys are thought leaders in their respective fields and regularly teach, publish, and lecture.

This practice serves a broad range of companies from family-owned to Fortune 500. We have a particularly impressive track record serving so-called "middle-market" firms, businesses that gross between \$50 million and \$1 billion in annual revenue. The middle market is growing faster, producing more jobs, and attracting more capital than any other segment of the U.S. economy. As a result, middle-market companies deserve top corporate lawyers who understand their potential, are attuned to their specific needs and challenges, and are willing to make a long-term commitment to their growth.

Experience

Represented Beachbody, LLC, a leading marketer of health and fitness programs and products (i.e., P90X, Insanity), in the growth capital investment by LNK Partners.

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 seller of a 78% equity position in a physician-owned 782 bed full-service hospital in Houston.

Represented Flagship Credit Corporation, an automotive finance business, in the closing of a \$500 million credit facility.

Represented the owners and operators of the American Hockey League member club, Philadelphia Phantoms, in its sale to a new AHL member club.

Represented a leading online media retail company, in the sale of a 70% interest to HIG Ventures for \$40 million.

Represented Ovations Food Services, LP, an affiliate of Comcast Spectacor, in a \$30 million financing

Industry Sectors

- Food & Beverage
- Gaming
- Health Care & Life Sciences
- Insurance
- Media & Entertainment
- Sports
- Venture Capital

from PNC Bank.

Represented Grammy-award winning Ivory Productions in litigation in Los Angeles Superior Court. After a protracted trial, we successfully defended our client in a significant breach of contract and declaratory judgment action, and prevailed on a claim for over \$400,000 in counsel fees.

Represented Broad River I, L.P., in connection with a cross border \$25 million asset purchase from German-based funds HSC US Leben Select I GmbH & Co. KK and HSC Optivia USA II GmbH Co, KG. Represented Founder Capital Markets USA Inc. in their multi-year distribution agreement for USA baby formula into China.

Represented ARK Partners LLC, in the Belgium and Germany/U.S. purchase of a horse in Europe for delivery in the U.S.

Represented Shenbeauty, LLC., in the UK Investment in U.S. Retail Formation of Company and Lease.

Represented nursing homes in New Jersey and Florida in asset sale of facilities.

Represented a leading privately held health care marketing agency in its \$65 million sale to a NASDAQ listed competitor.

Represented a newly formed real estate limited partnership in a \$100 million syndication of limited partnership interests.

Represented Industry Brains, Inc., an online marketing organization, in its \$30 million merger with NASDAQ listed Marchex Inc.

Represented Triad Digital, LLC, a leading online media retail marketing company, in a \$40 million recapitalization led by H.I.G. Ventures.

Represented a network integration and consulting startup company in obtaining a \$50 million preferred equity investment from a private equity fund.

Represented a Spanish client in its purchase of a Gulfstream G-550 aircraft from a Swiss owner, in which the aircraft was then under lease to Gulfstream for demonstration flights.

Represented the owners of a Gulfstream G-III aircraft in a Section 1031 reverse like-kind exchange transaction involving the purchase of a Gulfstream G-IV aircraft.

Represented the French/Icelandic purchaser of nine Bombardier CRJ-100's under lease with an affiliate of Continental Airlines from a German bank.

Represented an Irish-based seller of two new Bell 407 helicopters to a Mexican-based multinational corporation. Also represented this same seller in a sale of a Bell 407 helicopter to the owner of a Mumbai-based private equity fund.

Assisted clients in the purchase and finance of two Lear 60 aircraft and in the negotiation of charter partner and management agreements with an FBO management company, as well as agreements governing the utilization and sharing of costs among the owners.

Represented an African-based private charter company in negotiating the VIP conversion of a Boeing 777 aircraft by a Virginia-based completion company.

Represented clients in the preparation of dry leases, time sharing, and flight services management agreements for Gulfstream G-III and G-IV aircraft.

Represented a petro chemical inspection company in a credit facility transaction with Capital One, NA.

Represented a petro chemical inspection company in its acquisition of assets in Freeport, Bahamas.

Represented a petro chemical inspection company in its acquisition of assets in Mexico City, Mexico.

Represented a petro chemical inspection company in its acquisition of chemical additives business.

Represented a Philadelphia-, London-, and Dublin-based collateral manager in CDO transaction in sale of collateral management agreements to an affiliate of Fortress Management.

Represented a New York-based collateral manager in CDO transaction in sale of collateral management agreements to an affiliate of Fortress Management.

Represented a U.S.-based medical device company in acquisition of European-based competitor.

Represented a U.S. life sciences company in a license and distribution transaction with a top five worldwide pharmaceutical company.

Represented the executives of a publicly held company, including the performance of internal investigation, in a clandestine government investigation of official wrongdoing.

Represented a U.S. biologics company in the acquisition of a Stage 3 oncology pharmaceutical company.

Represented a U.K.-based pharmaceutical packaging company in establishing U.S. operations, including engagement of distribution team and negotiation of supply agreements with pharmaceutical companies.

Represented a digital media company in sale transaction, including negotiation of investment agreements for remaining executives.

Represented a technology company in acquisition of wealth management technology platform.

Represented Media IQ, LLC, a media audit and benchmarking technology company, in its acquisition by Procurian, Inc.

Represented Triangle Equities in connection with the leasing, development, and ultimate acquisition of a site in the vicinity of the Staten Island Ferry Terminal in three phases through the use of a Master Lease (serving as the land disposition agreement), and ultimately three Severance Development Leases (serving as the development vehicles). Responsible for the negotiation and closing of the master lease, the development leases, a parking and maintenance declaration, a public area maintenance, and operating agreement and related documentation, as well as the overall coordination of the project.

Represented U.S.-based tire and automobile parts importers and distributors in development of private label (private brand) products.

Represented U.S.-based importers and distributors in exclusive distribution contracts with China and India based manufacturers.

Represented U.S.-based importers and distributors in exclusive distribution contracts with China manufacturers, and import/export matters in Mexico and Canada.

Represented Thalheimer Brothers, LLC, a large Philadelphia scrap metal company, in its sale to Audax Management Company, LLC, a private equity firm, which resulted in principals of Thalheimer owning a minority interest in the company.

Represented the seller in the sale of Marine Bank of the Keys to Home BancShares.

Represented the seller in the sale of Palm Beach County Bank to Commerce Bancorp.

Represented the seller in the sale of Florida Banks to the South Financial Group.

Represented the seller in the sale of Republic Security Bank to Wachovia.

Represented the buyer in the acquisition of First Bank of Florida to Republic Security Bank.

Represented the buyer in the acquisition of Spectrum Financial to Republic Security Bank.

Represented the buyer in the acquisition of First National Bank of Central Florida by Republic Security Bank.

Represented Carrollton Bancorp (NASDAQ) in its merger with Jefferson Bancorp, Inc.

Represented the seller, Hometown of Homestead Banking Company, in its private placement of \$12 million in common stock (sale of majority interest).

Represented the buyer in the acquisition of majority ownership of Cypress Capital Group (Palm Beach, Fla.).

Represented the buyer in the acquisition of 19.99% interest in First Bank of the Palm Beaches.

Handled the \$10 million private placement of common stock for Bancshares of Florida, Inc. (NASDAQ).

Handled the sale of \$7 million of preferred stock of Florida Banks, Inc.

Handled the sale of \$30 million trust preferred securities of Florida Banks, Inc. in three separate offerings.

Represented shareholders of the largest Haitian Internet provider in sale of the company to a telecom private equity fund.

Represented U.S.-based investment fund in purchase of \$20 million of common stock of Sweden-

based Klarna Holding AB.

Represented Bulltick Capital Markets in sale of Bulltick Casa de Bolsa (a Mexican brokerage firm) to Invex Controladora.

Represented Switzerland-based Private Postal Partners, Inc. in sale to U.S. entity.

Represented k1 Ventures Ltd. (Singapore publicly-traded entity) in \$270 million sale of The Gas Company of Hawaii to Macquarie Infrastructure Company (NYSE).

Represented k1 Ventures Ltd. in \$60 million equity investment in SEMCO Energy, Inc. (NYSE) and subsequent disposition of the preferred stock.

Represented k1 Ventures Ltd. in \$62 million sale of MidPac Petroleum (owner of 51 gasoline stations and three petroleum storage facilities in Hawaii).

Represented k1 Ventures Ltd. in \$470 million acquisition of Helm Holding Corporation (locomotive and railcar leasing company).

Represented Harrisburg-based water testing company in \$20 million sale to Australia-based Campbell Brothers.

Represented shareholders in sale of eRide, Inc. (GPS semiconductor developer) to Japan-based Furuno Electric.

Represented China-based Shandong Tada Auto-Parking in private placement of convertible debentures.

Represented China-based steelmaker in private placement of convertible debentures.

Represented Bank of Scotland plc in over \$300 million in U.S. loan transactions.

Represented Vetri Management Corp. in connection with its management agreement with Palms Casino Resort for the opening of Vetri Cucina in Las Vegas.

Successfully resolved a dispute over post-closing working capital and debt purchase price adjustments and earnout payments following our client's sale of a business unit. The buyer initially claimed that no earnout was due, and that our client owed it several million dollars on the post-closing adjustments, but it ultimately agreed to pay our client a substantial sum and release an indemnification escrow seven months early.

Represented Eurofins Scientific SE and its subsidiary EAG, Inc. in their acquisition of the stock of Nanolab Technologies, which delivers advanced materials and analytical solutions to a technology market comprised of equipment suppliers, original design manufacturers, and original equipment manufacturers. This transaction drew on the experience of Cozen O'Connor's corporate, tax, antitrust, and commercial litigation attorneys.

Represented Valley Forge Convention Center Partners, LP in its \$280 million sale of Pennsylvania-based Valley Forge Casino Resort to Boyd Gaming Corporation, an American gaming and hospitality company. This transaction drew on the experience of Cozen O'Connor's corporate, tax, real estate, litigation, and utility, environmental, and energy attorneys.

Represented Attis Industries, Inc. (f/k/a Meridian Waste Solutions, Inc.) as borrower in connection with the closing of a Second Restated Credit and Guaranty Agreement by and among the company, its direct and indirect wholly owned subsidiaries, and Goldman Sachs Specialty Lending Group, L.P.

Represented a publicly traded waste management company in the sale of substantially all of its assets, valued at approximately \$80 million, to a private equity fund. This complex transaction drew on the experience of the firm's corporate, tax, employee benefits and executive compensation, labor and employment, commercial litigation, real estate, and utilities, energy, and environmental attorneys.

Represented the buyer in the purchase of one hundred percent of the membership interests in a Pennsylvania-based company that operates one of the country's most critically acclaimed Italian restaurants.

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 & executive compensation attorneys.

Served as underwriter's counsel to Boenning & Scattergood, Inc. in connection with an underwritten public offering by 1347 Property Insurance Holdings, Inc. of its 8% Cumulative Preferred Stock, Series A.

Represented a global provider of brand solutions, memorialization products, and industrial products in its Rule 144A and Regulation S \$300 million senior notes offering. This transaction drew on the experience of the firm's corporate, tax, and employee benefits and executive compensation attorneys.

Represented a furniture industry client in connection with obtaining senior debt financing totaling \$22.5 million in senior debt. This transaction drew upon the experience of our corporate, intellectual property, and real estate attorneys.

Represented a drone technology company in connection with a Series Seed-1 venture financing.

Represented an importer and distributor in obtaining \$140 million in working capital from a four-lender consortium with sub-limits for various specific uses, such as equipment, letter of credit, etc.

Represented Wilco Electronic Systems in connection with the sale of its cable assets to Comcast Corporation. Wilco is a technology company that has historically provided low-cost cable services to multi-dwelling units, such as those owned by the Philadelphia Housing Authority. The sale of its cable business to Comcast will allow Wilco to focus on growing its residential and commercial security business and the other parts of its technology business. This transaction drew on the experience of the firm's corporate, tax, and employee benefits attorneys.

Represented a multinational pharmaceutical company regarding outsourcing of detail sales force operations for certain products.

Represented a pharmaceutical company regarding the termination and wind down of a multi-million dollar clinical research organization agreement.

Represented a U.S. medical device company in negotiations regarding in-licensing and supply of materials for use in development of a product.

Represented a start-up pharmaceutical company on license of their technology platform.

Represented a U.S. medical device company on product licensing from a German company.

Represented a U.S. medical device company as the negotiator for in-licensing of biologic material.

Represented a U.S. pharmaceutical company regarding out-licensing of a development-stage product for testing and marketing in the Peoples' Republic of China, Taiwan, and Hong Kong.

Represented a U.S. pharmaceutical company regarding out-licensing of a product for marketing and distribution in Israel.

Represented a U.S. pharmaceutical company regarding out-licensing of a product for marketing and distribution in Germany, with grant of option to obtain similar rights in other countries in the European Union.

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 Eurofins Scientific SE in the acquisition of EAG Laboratories from affiliates of Odyssey Investment Partners. The transaction is valued at \$780 million on a cash-free, debt-free basis and includes EAG's 21 laboratories in 18 locations around the world, including subsidiaries in the United States and six other countries. This significant transaction drew upon the experience of the firm's corporate, international, antitrust, tax, real estate, transportation and trade, employment, and benefits

attorneys.

Represented Advanced Discovery in the disposition of its document management division to iNSERVIO3, which is owned by the former founders of Advanced Discovery.

Represented Evolve IP, LLC, a Pennsylvania-based cloud computing company, in its acquisition of an Arizona-based cloud services provider.

Represented Spell Capital Partners, LLC and its portfolio company, Viking Plastics, in connection with its acquisition of Kentucky Manufacturing & Technology, LLC, a Louisville, Kentucky-based manufacturer of high-precision, custom injection molded products.

Represented EPIC Insurance Brokers and Consultants, a retail property and casualty insurance brokerage and employee benefits consultant, in connection with its acquisition of Benefit Compass Insurance Services, LLC, a specialist in employee benefits brokerage and consulting services.

Represented Gelest, Inc., a leading provider of highly specialized materials to the health care and advanced technology markets, in connection with its sale to growth-oriented investment firm New Mountain Capital, LLC.

Represented wine critic Robert Parker, Jr. in connection with the acquisition by French company Maisons & Domaines Henriot of a majority ownership stake in Beaux Frères, a prominent wine producer in which Mr. Parker retained an interest.

Represented a German developer and manufacturer of professional unmanned aerial drones and related software systems in the sale of all of its capital stock to Intel Corporation.

Represented the underwriters in connection with the initial public offering of AzurRX BioPharma, Inc., which develops non-systemic, recombinant protein therapies for gastrointestinal diseases and is headquartered in Brooklyn, N.Y., with scientific operations based in Langlade, France.

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 La Colombe Torrefaction, Inc., a nationwide coffee roasting company with both wholesale and retail operations, in connection with a significant senior credit transaction.

Represented EPIC Insurance Brokers & Consultants in connection with its acquisition of the stock of Houston-based Ascende, Inc., one of the largest independent employee benefits consulting firms in the United States.

Represented NewSpring Capital in connection with a \$100 million investment in SnagAJob.com, Inc., which is the country's largest marketplace for hourly job seekers and employers. This was the inaugural investment for NewSpring Capital's dedicated growth and expansion stage fund, NewSpring Growth Capital, and included co-investors Invus Group and Rho Acceleration.

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 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 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.

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