

Business

Cozen O'Connor is a trusted adviser, business strategist, and dealmaker for a wide range of clients, from entrepreneurs and innovative startups to Fortune 500 companies. The firm's 250 business attorneys in nearly 20 cities across North America deliver what clients value most: responsiveness and results.

Business Law Practices

Bankruptcy, Insolvency & Restructuring

Cozen O'Connor represents all constituencies in complex bankruptcy and restructuring proceedings, including corporate debtors, secured and unsecured creditors, creditors' committees, trustees, and acquirers of distressed assets.

Corporate

The firm has extensive corporate capabilities: Capital Markets & Securities, Corporate Governance, Commercial Finance, Emerging Business & Venture Capital, Mergers & Acquisitions, Private Equity, Public & Project Finance, and Technology, Privacy & Data Security.

Environmental

Our team of former EPA lawyers is well versed in federal and state environmental laws, case law, regulations, and the inner workings of government. That collective experience enables us to provide pragmatic insights and zealous advocacy on behalf of businesses and individuals.

Health Care & Life Sciences

Cozen O'Connor's multidisciplinary practice assists clients at every point along the health care and life sciences continuum — from research and innovation to operations and exit. Attorneys provide practical regulatory and payment advice and handle trajectory-changing transactions in this highly regulated field.

Private Client, Trusts and Estates

Our preeminent private client services group focuses on the unique and complex legal needs of high net worth individuals and families through estate and trust planning, tax strategy, philanthropic giving, and family office oversight.

Real Estate

Firm attorneys lead a variety of real estate transactions on behalf of public and non-public companies, REITs, developers, owners, lenders, borrowers, investors and tenants, utilizing novel deal structures, sophisticated finance tools, and industry-leading legal experience.

Tax

We advise clients on the tax implications of M&A deals, financings, real estate transactions, entity structure, and other contractual and business arrangements, and represent clients in all types of tax controversies.



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Related Practice Areas

- Antitrust & Competition
- Artificial Intelligence
- Aviation Regulatory
- Bankruptcy, Insolvency & Restructuring
- Capital Markets & Securities
- Capital Markets & Securities — Canada
- China Practice
- Commercial Finance
- Condominiums & Cooperatives
- Corporate
- Corporate Governance
- Distressed Real Estate

Transportation & Trade

Our maritime and aviation attorneys advise U.S. and international clients on the full range of regulatory, transactional, and litigation matters affecting those industries, while our trade practice assists clients in all industries with sophisticated antitrust, government contracts, export control, and sanctions matters.

Utility & Energy

The firm represents highly regulated utility and energy companies in state public utility commission and other federal and state regulatory proceedings, including before the Federal Energy Regulatory Commission (FERC) and the Federal Communications Commission (FCC), as well as in transactions, joint ventures, and enforcement actions.

Experience

Represented an insurance company and its wholly owned subsidiaries in a nine-figure sale of stock and related real estate.

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.

Represent cannabis investment company in the acquisition of a Pennsylvania license holder.

Represent cannabis testing company in formation issues, preparation of limited liability company agreement, and an initial round of equity financing.

Provide corporate formation, fundraising, and CBD-related advice to beverage company with respect to CBD-infused beverages.

Represent company provider of micro-taggant based product tracking systems to state agencies managing licensed cannabis programs in corporate formation, fundraising, and in negotiating a master services agreement with its chief technology partner.

Represented Acreage Holdings, Inc. in a loan transaction with a cannabis facility in which Acreage will be managing through a management services agreement.

Served as Acreage Holdings, Inc.'s U.S. corporate counsel in its reverse takeover of Toronto-based Applied Inventions Management, resulting in the listing of Acreage shares on the Canadian Securities Exchange, and the company raising \$314 million ahead of its trading debut.

Serve as lead U.S. corporate counsel to Acreage Holdings, Inc., and its subsidiaries and affiliates, providing advice and counsel on a multitude of legal issues relating to the operation of the company's business and the cannabis industry in general.

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

- Elder Law
- Emerging Business & Venture Capital
- Environmental Litigation & Enforcement
- Environmental Regulatory & Due Diligence
- Environmental, Social & Governance
- Government Contracts
- Health Care & Life Sciences
- Insurance Corporate & Regulatory
- International
- Italy Practice
- Maritime Corporate & Finance
- Mergers & Acquisitions
- Nonprofit & Tax-Exempt Organizations
- Private Client, Trusts and Estates
- Private Equity
- Public & Project Finance
- Real Estate
- Real Estate Development
- Real Estate Finance
- Real Estate Lease Restructuring
- Real Estate Leasing
- Tax
- Technology, Privacy & Data Security
- Transportation & Trade
- Utility & Energy
- Zoning, Land Use & Development

Industry Sectors

- Cannabis
- Renewable Energy

Nanolab Technologies, which delivers advanced materials and analytical solutions to a technology market comprised of equipment suppliers, original design manufacturers, and original equipment manufacturers.

Represented Eurofins Scientific SE in its \$670 million acquisition of Covance Food Solutions from Laboratory Corporation of America Holdings (LabCorp).

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 Midwestern manufacturer in a joint venture with an Italian window manufacturer to produce windows in the United States.

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 WWSC Holdings, LLC, one of the largest structural steel fabrication and erection companies in North America, in connection with the acquisition by Alleghany Capital Corporation of a majority interest in the company.

Represented Sidney Kimmel Entertainment (SKE), a Hollywood-based independent film finance and production company, in its merger with Ivanhoe Entertainment, which has offices in Hong Kong, New York, London, and Singapore, to form SK Global, and in SK Global raising equity capital from the Chinese Cultural Entertainment Fund. We worked with SKE throughout the cross-border transaction, including negotiating purchase, stockholder, and contribution agreements, and in structuring the equity offering.

Represented Utz Quality Foods, LLC 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.

Represented a leading laboratory testing company in its \$11 million purchase of a donor eligibility and microbiology testing laboratory.

Represented eMarketer, Inc., the leading aggregator of information on trends in media and technology, in connection with its acquisition by one of the world's largest digital publishers, Axel Springer, in a complex and reverse merger transaction for a purchase price of approximately \$242 million.

Represented Cornerstone Bank in its purchase of the Sioux Falls, S.D., mortgage business of First Interstate Bank.

Represented Vapor Corporation in its purchase of Ada's Natural Market, a natural and organic grocery store.

Represented Sirius Global Solutions Holding Company and Florida Specialty Holdings, Inc. in the purchase, through a joint venture, of Mount Beacon Holdings, LLC and its subsidiaries, including Florida-based Mount Beacon Insurance Company.

Represented Wayne, Pa.-based Evolve IP, The Cloud Services Company™, in connection with the

sale of a majority stake in the company to Boston-based private equity firm, Great Hill Partners.

Represented a renewable energy company in its public issuance of equity in a transaction valued at \$1.9 million.

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

Represented Sidecar Interactive, Inc., a provider of e-commerce marketing technology, in obtaining \$8 million in Series B funding in an investment round led by Ascent Venture Partners.

Represented Prizelogic LLC, which develops and executes digital promotions for large consumer brands and retailers, in connection with the company's recapitalization by Pamlico Capital.

Represented NewSpring Capital as lead investor in a round of \$12 million in the Series A preferred stock of 3Pillar Global, a product development partner creating software.

Represented one of the country's largest post-acute care providers in connection with the \$84 million sale of its hospice and home health subsidiaries to a nationwide network of community-based hospice and palliative care programs.

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.

Represented ParenteBeard Wealth Management, LLC in the sale of its business and assets to a new entity owned by The Hawthorne Group.

Represented NewSpring Capital in a \$13 million investment in the Series A Convertible Participating preferred stock of SiteSpect, Inc. by one of NewSpring's dedicated technology and business services growth funds, NewSpring Growth Capital III, LP. SiteSpect is a developer of website optimization platforms utilizing patented technology to enable online businesses to significantly improve key metrics such as conversion rates and revenue.

Represented The Baptist Home of Philadelphia in the sale of Deer Meadows Retirement Community, a Pennsylvania not-for-profit continuing care retirement facility, a skilled nursing and rehabilitation center, and a personal care center located in Philadelphia.

Represented Anexinet Corp., a leading systems integration and technology management firm, in its recapitalization agreement with Marlin Management Company, LLC.

Represented Advanced Discovery in its acquisition of Responsive Data Solutions (RDS). Advanced Discovery, a leading provider of electronic discovery services and software for law firms and corporations worldwide, was acquired by Trivest Partners, L.P. in August 2014. Based in Washington, D.C., RDS provides e-discovery services and litigation support solutions.

Represented Modernizing Medicine in its acquisition of Aesyntix Health, Inc., a privately held company based in Roseville, Calif. Aesyntix provides billing, inventory management, and group purchasing services to physicians. Modernizing Medicine offers a cloud-based, specialty-specific electronic medical records (EMR) system.

Represented SmallHD in its sale to The Vitec Group for a purchase price of up to \$30 million, in part based on future performance. SmallHD manufactures and designs high-quality, high-definition field monitors used by videographers, filmmakers, and cinematographers. Vitec is a publicly-traded provider of products and services for the broadcast and video, photographic, and MAG markets.

Represented PrecisionLender in its minority equity stake acquisition by Century Capital Partners. Based in Raleigh, N.C., PrecisionLender provides loan pricing software and solutions to U.S. financial institutions. Boston-based Century Capital Partners is the private equity group of Century Capital Management, LLC.

Served as special counsel to the management of Folio Dynamix in connection with its acquisition by Actua Corporation.

Served as legal counsel for the special committee of the audit committee of IGATE Corporation that entered into a Conversion and Exchange Agreement with Viscaria Limite. Pursuant to the agreement, Viscaria voluntarily exercised its option to convert all of its 330,000 shares of the company's eight percent Series B Convertible Participating preferred stock into 21,730,290 shares of the company's common stock and received a cash payment of \$80 million from IGATE.

Represented the seller in the multimillion dollar sale of Orchid Underwriters Agency, LLC to Gryphon Investors.

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

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

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

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

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

Represented a private equity investor in a \$12 million investment in holding company for Chinese luxury auto dealerships.

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

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

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

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

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

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

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

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

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

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

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

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

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

Represented Comcast Spectacor in its acquisition of Paciolan, Inc. from Live Nation Entertainment, Inc., the successor in the Ticketmaster/Live Nation merger.

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.

Represented Logan Circle Partners in the acquisition of \$13 billion in institutional assets from Delaware Investments, and the transition of a team of its investment management professionals to Logan Circle Partners.

Represented Smart Business Advisory and Consulting LLC in a complex \$120 million recapitalization in which Great Hill Equity Partners acquired a controlling interest in Smart for \$60 million and assumed/refinanced \$60 million of debt and other liabilities. Renegotiated the terms of Smart Business Advisory and Consulting LLC's ongoing minority interest.

Represented Morphotek, Inc., a biotech company, in multiple rounds of financing, including more than \$40 million of venture capital financings from a group of prominent venture funds, including SR One, Limited, Forward Ventures, China Development Industrial Bank, Rock Maple Ventures, Burrill & Co., CB Health Ventures, and Flagship Ventures to the subsequent \$350 million acquisition of Morphotek by Japanese health care research and development firm ESAI Corporation.

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 U.S.-based distillers and beverage companies in the development of China distribution agreements/distribution network, and on export matters.

Represented U.S.-based manufacturers in establishing manufacturing and warehousing facilities in Mexico and Canada.

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

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

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

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 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 Utz Quality Foods, LLC 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 distribution operations of Entertainment Distribution Company for \$26 million.

Represented Utz Quality Foods, LLC in its proposed acquisition by Snyder's of Hanover. An acquisition agreement was negotiated and signed by the parties. However, the deal was ultimately terminated due to antitrust issues.

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

Represented Susquehanna Growth Equity in the acquisition of the JK Group, a transaction processing company focused on the corporate philanthropy space, as well as MediMedia Information Technologies, a provider of managed care data to pharmaceutical, insurance and life sciences companies. Assisted in the company's investment in Vertive, publisher of the online deal portal Offers.com.

Handled the Hersh Hospitality Trust acquisition of Hampton Inn (Times Square South) from Hilton Worldwide Inc., a subsidiary of BH Hotels LLC.

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

Represented Utz Quality Foods, LLC in the 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 over 2,400 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.

Advised the Ministry of Commerce (f.k.a Ministry of Foreign Trade and Economic Cooperation) of People's Republic of China on developments in M&A activities in western countries.

Advised the National People's Congress of People's Republic of China on amendment to China's contract law.

Represented a leading U.S. snacks manufacturer in a series of buy-out transactions in China.

Represented several Fortune 500 consumer product companies in a series of acquisitions in Asia.

Represented a Fortune 500 office supply company in a series of acquisitions in China, some through complicated offshore structures.

Represented a global high-tech conglomerate headquartered in China in its multi-year distribution agreement for U.S. baby formula into China.

Represented a leading Chinese state-owned electronics manufacturer in acquisition of a U.S. technology business.

Represented a key Chinese state-owned company in purchase of certain equity interests from a global leading commercial real estate group headquartered in the U.S.

Represented several individual clients who purchased a large amount of auction rate securities (ARS) and were left with sizable illiquid assets when the credit crunch hit and the ARS market seized up. Previous ARS claims had been framed as standard securities frauds, but we devised a strategy to file common law claims alleging negligent misrepresentation, breach of fiduciary duty, and unfair trade practices. The claims survived a motion to dismiss and a motion for summary judgment. Shortly after the start of the trial, the case settled to our clients' satisfaction.

Represented the Commonwealth of Pennsylvania in contesting the Chapter 9 bankruptcy petition filed for the City of Harrisburg by members of its city council. The Commonwealth was joined in its opposition to the bankruptcy filing by several other stakeholders, including the City of Harrisburg's mayor, and the unions representing city employees. Petition was dismissed and dismissal was upheld on appeal.

Handled the acquisition by merger of a publicly-traded REIT for \$900 million by another publicly-traded REIT.

Represented a major national hotel chain in the acquisition by merger of another hotel chain for cash and stock in a transaction valued at approximately \$1 billion.

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

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

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 U.S. biologics company in the acquisition of a Stage 3 oncology 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. life sciences company in a license and distribution transaction with a top five worldwide pharmaceutical company.

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

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

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

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 assets in Freeport, Bahamas.

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

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

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

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 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.

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

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

Represented Triad Digital, LLC, a leading online media retail marketing company, in a \$40 million

recapitalization led by H.I.G. Ventures.

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

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

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

Represented TL Ventures VII, LP in connection with its \$5 million preferred equity investment in Square 1 Financial, Inc., a holding company and sole owner of Square 1 Bank, a commercial bank that provides banking service to venture capital funds and emerging growth companies.

Represented various entities in establishing management companies.

Represented an air ambulance company in a dispute with a Medicaid managed care organization (MCO) that refused to pay more for out-of-network transportation services than the federal default rate applicable to emergency hospital services. We brought suit alleging that the default rate did not apply, that the MCO had breached an implied-in-fact contract with the company and the terms under which it participated as a Medicaid plan, and that the MCO had been unjustly enriched. After the court denied most of a motion to dismiss by defendant, the matter settled on favorable terms for our client.

Represented a major hospital center in an arbitrated dispute with a Medicaid Managed Care Organization (MCO). Over the hospital's objection, the MCO sought to justify failures to pay for hospital services on medical necessity grounds, even though the MCO had denied the relevant claims solely for lack of authorization. After the arbitrator ruled in the hospital's favor on this issue and a variety of others, the matter settled on favorable terms for our client.

Advised optometry practices on co-management arrangements.

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

Served as corporate and regulatory counsel in acquisition of five nursing homes. Handled financing for sale as well.

Represented a holding company in the acquisition of multiple home health agencies.

Established ambulatory surgery facilities and assisted in compliance with state and federal regulations, including Stark.

Represented dental practices in multiple mergers and acquisitions.

Provided counsel to device manufacturer on vendor/marketing issues.

Served as regulatory counsel for hospice provider.

Developed compliance programs for hospital based pharmacy and home health provider.

Served as compliance counsel for several long term care organizations.

Developed HIPAA and HITECH compliance programs for multiple providers, payors and business associates.

Served as compliance counsel for a national insurance company with respect to Medicare Secondary Payer Act.

Assisted medical device client in becoming compliant with Physician Payment Sunshine Act.

Represented Folio Dynamics, Inc. (d/b/a FolioDynamix) in connection with its approximately \$17 million Series B financing. The investors were ABS Capital Partners, Edison Venture Fund VI, Cambrian Associates, and Velocity Venture Holdings, LLC.

Represented Portico Systems of Delaware, Inc. in its acquisition by McKesson Health Solutions, a subsidiary of McKesson Corporation (15th on the Fortune 500), for approximately \$90 million. The firm represented this company since its formation and through multiple transactions, including several investments by Safeguard Scientifics and Edison Venture Fund.

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

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

Represented Founder Capital Markets USA Inc. in their multi-year distribution agreement for USA baby formula into China.

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 national nursing home chain in Medicare Part A appeals involving "related party" (institutional pharmacy) reimbursements.

Served as counsel to a national long term care pharmacy specialty provider in connection with Pennsylvania Medicaid rate setting and compliance issues.

Represented a national pharmacy chain in regulatory advice and defense of claims by state PACE programs involving application of mandatory discounts.

Represented a national pharmacy chain in various regulatory counseling on manufacturer rebate programs, patient refill compliance programs, federal fraud and abuse compliance, and issues related to an affiliated PBM.

Handled the consolidation of two healthcare systems in Pennsylvania including performing due diligence, negotiating and drafting all required definitive documents, communicating with federal and state regulators and with the Pennsylvania Attorney General's office, and obtaining private letter rulings from the Internal Revenue Service related to the consolidation.

Represented the underwriters in structuring bond financing for six assisted living facilities in Pennsylvania, New Jersey and Delaware, including a new \$54 million campus for the Philadelphia Geriatric Center through the insurance of unrated tax-exempt bonds.

Represented physician group practices before the New Jersey Board of Medical Examiners in connection with compliance with the New Jersey anti-referral law, commonly referred to as the "Codey Law."

Represented the American Hospital Association and Association of American Medical Colleges as friends of the court in *In re: Cardiac Device Litigation* (Second Circuit U.S. Court of Appeal) involving Medicare billings for services including investigational devices.

Defended a multi-state provider of behavioral health services against a False Claims Act suit brought by the federal and state governments, and advised the client with respect to its obligations under a resulting Corporate Integrity Agreement.

Assisted ambulatory care facility in developing patient safety program.

Advised a physician organization on compliance with the antitrust laws in connection with negotiating managed care contracts on behalf of its member constituents.

Prohibited Medicare program from recouping pre-petition overpayments from hospitals that have filed for bankruptcy in *In re: Universal Medical Center, 973 F.2d 1065* (3d Cir. 1992).

Assisted a local hospital obtain training reimbursement rates from Medicare after an eight year fight from the initial administrative appeal challenging the government's interpretation of its re-audit rules to a federal case in the Third Circuit. The court ordered the government to recalculate its reimbursements without reliance on its discriminatory re-audit rule.

Represented Internet pharmacy on regulatory and general compliance issues.

Provided guidance to hospital client regarding inter-relationship of state and federal patient safety laws.

Represented Children's Seashore House in *Children's Seashore House v. Waldman, 197 F. 654* (3d Cir. 1999), affirming constitutional claim to require state to pay Medicaid disproportionate share adjustments to out-of-state providers.

Represented New Jersey Hospital Association in *New Jersey Hospital Ass'n v. Waldman, 73 F.3d 509* (3d Cir. 1995). Challenge by New Jersey hospitals to reduction of DRG rates and adequacy of disproportionate share payments.

Served as co-underwriters' counsel to several major, multi-national investment banks in a \$1.6 billion Rule 144A private placement of notes secured by student loans held in an off-balance sheet Delaware trust established by a nationally known student loan agency.

Represented the issuer in connection with a private placement of \$10 million of preferred stock. The issuer is in business services. The funds were used for an acquisition and working capital.

Represented one of the largest shipping companies in the world in connection with bankruptcy cases, including AbitibiBowater and Eastman Kodak. Defended multimillion dollar preference avoidance action; provided counseling on topics including preventative measures to reduce potential preference liability, negotiating "critical vendor" agreements, and shipper's rights in connection with customers' bankruptcies.

Represented the debtor, a real estate investment and construction company, in its Chapter 11 case in the United States Bankruptcy Court for the District of New Jersey, confirming a Chapter 11 liquidating plan providing for the completion of pending jobs and orderly liquidation of the remainder of the debtor's assets which substantially increased the value of the debtor's estate for creditors.

Represented the debtor, the owner and manager of a 220-bed nursing home, in its Chapter 11 case in the United States Bankruptcy Court for the District of New Jersey, where we confirmed a Chapter 11 plan restructuring the client's secured debt, real-property leases, and union obligations, and enabled the Debtor's equity interests to maintain ownership of the entity, all while maintaining a consistently high level of care for residents.

Represented the debtor, the owner and operator of an exclusive private country club, in a Chapter 11 proceeding in the United States Bankruptcy Court for the District of New Jersey resulting in a sale of substantially all of the debtor's assets to a buyer that preserved the club's operations.

Represented Wild Waves, LLC, the debtor's largest creditor in a Chapter 11 case in the United States Bankruptcy Court for the District of New Jersey and the purchaser of substantially all of the debtor's assets, in confirming a creditor's Chapter 11 plan over the objections of the debtor and its equity interest holders.

Represented the Liquidating Trustee of Limited Partnership of a failed Philadelphia commercial real estate development slated to be Waldorf Astoria hotel and condominium complex. Appointment was by Philadelphia Court of Common Pleas.

Represented The Honickman Group, dominant distributor of Pepsi Cola and Canada Dry products, in the Chapter 11 bankruptcy case of the Great Atlantic & Pacific Tea Company.

Defended Multi District Litigation (MDL) commenced by former investment advisory clients for losses incurred arising from the bankruptcy of ClassicStar, LLC (United States Bankruptcy Court for the Eastern District of Kentucky). Claims in this case exceed one billion dollars.

Handled the SEC registration, negotiation and sale of \$85.5 million of bonds for our client, South Jersey Gas Company.

Represented a 50 percent owner of All Current Electrical Sales, Inc., a wholesale reseller of electrical parts, in its sale to High Road Capital Partners, a New York private equity firm, for \$31 million.

Handled multiple transactions on behalf of Folio Dynamics, resulting in its acquisition of SunGard Advisor Technologies, Inc., a subsidiary of SunGard Data Systems.

Represented a client in two acquisition transactions involving coal companies, including negotiating the acquisition agreement, due diligence, environmental matters, employment for senior executives, strategies for dealing with union issues and insurance coverages.

Served as production counsel for "Restaurant: Impossible," the highest rated show on the Food Network.

Represented Mid-Atlantic Health Care in Baltimore in a \$75 million acquisition of five Philadelphia nursing homes.

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

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

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 large, international bank, as agent for a syndicate of lenders, in closing a term loan in the approximate principal amount of \$80 million secured by a mortgage lien encumbering an office building of approximately 225,000 sq. ft. in New York City.

Completed the \$31.5 million acquisition of the Commonwealth Corporate Center, an office park situated on four contiguous properties comprising more than 80 acres in Horsham, Pa., from Advanta

Corp. for our client, Centocor, Inc., a subsidiary of Johnson & Johnson.

Handled the sale of a 70 percent interest for the shareholders of an environmental equipment company, for approximately \$35 million. The transaction involved the sale of all of the assets of the corporation owned by the individual shareholders to a newly formed corporation in which the selling shareholders have a 30 percent interest.

Completed a \$40 million transaction for our client, Blue Cross of Northeastern Pennsylvania, in the sale of a 40 percent interest in its two operating subsidiaries.

Handled the acquisition of all of the stock of Carolina Door Controls, Inc., the largest distributor of automatic doors in the United States, for Dorma GmbH, a multi-national corporation headquartered in Germany.

Completed \$100 million stock purchase agreement for our clients, the controlling shareholders of Lehigh Press, Inc., a textbook cover manufacturer, when Von Hoffman Corporation, a national printing company, purchased all of the Lehigh Press stock.

Represented a group of actively practicing physicians/minority owners in connection with their interests in the sale of Kremer Laser Eye Centers to a public company, TLC Vision Corporation. Our clients were only selling a portion of their stock and chose to invest in the successor company.

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

Represented the principal owners of Sun Bank in connection with their \$30 million PIPE investment in Sun Bank, as part of a \$100 million aggregate investment led by Wilbur Ross, the billionaire fund manager.

Handled TL Ventures purchase of \$5 million of preferred stock of Square 1 Financial, Inc., a holding company and sole owner of Square 1 Bank, a commercial bank that provides banking service to venture capital funds and emerging growth companies.

Handled a series of transactions for a group of investors who purchased a substantial interest in Sivox Holdings, LLC, a customer call center training company. The transactions included the acquisition of an online training company servicing financial institutions and on the closing of a senior secured financing to finance the acquisition.

Represented eight venture funds in the sale of American WholeHealth, Inc., a portfolio company, for approximately \$40 million.

Represented an issuer in connection with a private placement of \$55 million principal amount of notes. The issuer is in the energy sector. The funds will be used for construction and working capital.

Represented the issuer in connection with a private placement of \$45 million principal amount of notes. The issuer is in the energy sector. The funds were used for construction and working capital.

Represented the issuer in connection with a private placement of \$15 million principal amount of notes. The issuer is in the energy sector. The funds were used for construction and working capital.

Represented the issuer in connection with a private placement of \$100 million principal amount of tax-exempt notes. The issuer is in the energy sector. The funds were used for construction of a project.

Represented Chapter 7 trustee as special counsel to develop and implement auction process to sell substantially all of the assets of the estates under Section 363 of the Bankruptcy Code in the following cases: IntegraMed America, Advanced Interactive System, Synova Healthcare, Peregrine I, Pixel Optics, Polymedix, Pursuit Capital, Impact Services, A Voce, Lyton Partnership, and Thompson River Power.

Represented a client in an administrative proceeding involving the federal government's Retiree Drug Subsidy Program (RDSP) in which we persuaded the government to grant the client a rare exception to the filing requirement to redress the inequitable result of routine application of the program rules.

Represented the Kimmel Center – Philadelphia's performing arts center – as a major constituent in the Chapter 11 bankruptcy cases of The Philadelphia Orchestra, The Academy of Music, and Encore Series, Inc., as well as in its capacity as chairperson of the Official Committee of Unsecured Creditors of the Philadelphia Orchestra and The Academy of Music.

Served as underwriters' counsel on new money/refunding revenue bond transactions for large universities in the Philadelphia area totaling more than \$300 million.

Represented the trustee in a multi-debtor case of leading producers of diesel-powered motor homes in the United States and major manufacturer of motorized recreational vehicles. Negotiated settlement of Bank of America's secured claim and have conducted sales under U.S.C. Section 363 of three separate manufacturing facilities located throughout the United States for which the debtor was unable to obtain lender support for sale during Chapter 11.

Represented the trustee in a multi-debtor case involving seven pulp and paper mills located in both the United States and Canada. The representation included obtaining authority to operate the debtor pending completion of the Section 363 sale of a paper pulp mill plant. This matter was complicated by cross-border issues arising from the existence of parallel receivership proceedings for certain of the U.S. debtors in Canada under the Canadian Companies' Creditors Arrangement Act as well as the pendency of a Chapter 15 case in the United States Bankruptcy Court for the District of Delaware.

Represented the trustee in liquidating estate consisting of claims by approximately 26,000 creditors in the aggregate amount of approximately \$720 million. The representation included obtaining authority to operate, securing trustee financing, and subsequent litigation against multiple parties on a variety of causes of action. Included in the representation was negotiation and approval of a settlement which provided for payment of \$100 million to the trustee from certain financial institution defendants \$17 million from directors and officers.

Defended class action plaintiffs, Kleen Products LLC, R.P.R. Enterprises, Inc., El Jay Poultry Corporation, and Mighty Pac, Inc. against Chapter 11 debtors seeking to enjoin their pursuit of an anti-trust conspiracy action under the Sherman Act for price fixing in the container board industry as being in violation of the Chapter 11 discharge and related discharge injunction.

Represented the trustee in completing the closing of a complex sale under 11 U.S.C. Section 363 for \$165 million of the majority 78.2% membership interest in St. Joseph's Medical Center LLC, a 792-bed full-service hospital facility located in downtown Houston.

Served as co-bond counsel to a major Pennsylvania city in connection with the financing of the repayment of \$230 million of pension deferrals.

Represented the issuer and borrower as co-disclosure counsel on a \$2.8 billion unemployment compensation revenue bond financing.

Represented one of Canada's leading integrated energy companies in connection with SemGroup's bankruptcy cases. Successfully defended multimillion dollar preference demand and obtained a \$0 liability outcome. Provided counseling regarding creditor's rights in connection with customer bankruptcies, including avoidance of preference liability and special rights afforded to parties to "forward contracts" under Bankruptcy Code.

Represented a large commercial landlord in large bankruptcy cases including Borders, Claim Jumper Restaurants, Real Mex Restaurants, and Gottschalks. Litigated and resolved issues concerning administrative claims, rejection damages, and general unsecured claims. Providing counseling regarding commercial landlord's rights in tenants' bankruptcy cases.

Represented the Official Committee of Unsecured Creditors of a manufacturing company that filed a Chapter 11 petition in the District of Delaware. The case involved three separate sales of the debtors' business divisions and real estate and the investigation and settlement of claims against the debtors' directors and officers. The case resulted in a consensual confirmed plan and a 45 cent recovery for unsecured creditors.

Represented Foamex International, Inc. and certain affiliates as lead bankruptcy counsel in their Chapter 11 cases that were filed in the District of Delaware. These cases involved a sale of substantially all of the assets of the debtors through a two-phased auction process. The auction process yielded significant additional value for creditors, and the cases were concluded through a structured dismissal that saw all administrative and priority creditors paid in full and a significant amount of the unsecured trade debt paid through debt and contract assumption and critical vendor payments.

Represented the Chapter 7 trustee in winding up the affairs of the estates of Archway Cookies, a leading manufacturer of cookies and related products. Cozen O'Connor handled a myriad of matters, including investigating and settling fiduciary duty litigation against the debtors' private equity sponsor and directors and officers, and significant WARN Act claims.

Represented the Official Committee of Unsecured Creditors in the 1031 Tax Group cases that were commenced in the Southern District of New York, which involved widespread fraud perpetrated by the debtors' principals. The committee worked with the Chapter 11 trustee to confirm a consensual plan of reorganization that in the end will result in a recovery to unsecured creditors in excess of 70 cents on the dollar.

Represented Aluminum Shapes, LLC and various affiliates as lead bankruptcy counsel in their Chapter 11 proceedings in the District of New Jersey. The cases were filed with a pre-negotiated plan with the debtors' plan sponsor and secured creditors. The cases were hard fought with the creditors' committee and resulted in a confirmed plan within six months of the petition date – with the committee's consent. The plan sponsor was replaced mid-way through the case by a party that offered financing on better terms and a larger recovery for unsecured creditors.

Represented Wolverine Tube, Inc. and various affiliates as lead bankruptcy counsel in their Chapter 11 cases in the District of Delaware. Wolverine is a leading producer of enhanced copper tubing and related products for commercial applications with worldwide operations. The case resulted in a confirmed plan of reorganization within eight months of the petition date. The plan provided for full payment to unsecured creditors, a debt for equity exchange with the debtors' bondholders, and a negotiated resolution with the PBGC of its \$100+ million pension underfunding claim. Shortly after the plan went effective, the firm handled the refinancing of the debtors' tolling arrangements with a new working capital facility.
