



# 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 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 Utz Quality Foods, LLC (NYSE: UTZ) and an affiliate of Utz in their \$19 million sale of two manufacturing plants to affiliates of snack maker Our Home.

Represented Utz Quality Foods, LLC (NYSE: UTZ) and certain of its affiliates in the \$167.5 million sale of certain assets and brands to Our Home™, an operating company of Better-for-You brands that includes Real Food From the Ground Up®, Popchips®, and Food Should Taste Good® (Our Home). Under the agreement, affiliates of Our Home purchased the Good Health® and R.W. Garcia® brands (including the entities that owned such brands); the Lincolnton, NC, and Lititz, Pa., manufacturing facilities; and certain related assets.

Represented a steel fabrication and erection company in connection with the acquisition of a steel company with operations in the United States and India.

Represented MineHub Technologies Inc., and its wholly-owned subsidiary MineHub (USA), Inc. in the acquisition of the assets of Waybridge Technologies Inc., which provides a suite of digital tools that targets fundamental inefficiencies in the raw materials supply chain, and the equity of its U.K. subsidiary, CMDTY UK LTD. This transaction drew on the experience of the firm's corporate, tax, intellectual property, labor and employment, employee benefits and executive compensation, and transportation and trade attorneys.

Represented Utz Quality Foods, LLC in its acquisition of a snack food manufacturing facility in Kings Mountain, NC (including an existing building, land, tangible personal property located at the facility, and certain designated contracts) from Evans Food Group Ltd. d/b/a Benestar Brands ("Benestar") and its related affiliates for approximately \$38.4 million. The purchase price was paid via approximately \$10.4 million in cash and the issuance and sale of \$28 million of shares of the Class A common stock of Utz Brands, Inc. to affiliates of Benestar. Utz subsequently registered the resale of those shares.

## Practice Areas

- Corporate
- Mergers & Acquisitions
- Emerging Business & 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 Utz Brands, Inc. in its acquisition of the assets related to the Vitner's brand, and related distribution business of Snak-King Corp., for \$25 million.

Represented Utz Brands, Inc. (NYSE:UTZ) in its \$56 million acquisition of R.W. Garcia Holdings, LLC and certain real estate owned by a related entity. R.W. Garcia Holdings, LLC is a maker of Better-For-You tortilla chips, crackers, and corn chips. The acquisition included manufacturing facilities in Nevada and North Carolina.

Represented Utz Brands, Inc. in its acquisition of certain assets, including intellectual property, of the H.K. Anderson business, a leading brand of peanut butter-filled pretzels, from Conagra Brands, Inc. for approximately \$8 million.

Represented Utz Brands, Inc. (NYSE:UTZ), a leading supplier of salty snacks, in its \$480 million acquisition from Insignia Capital Group, a private equity firm, of Truco Enterprises, LP and from OTB Acquisition LLC of the ON THE BORDER® trademarks for the manufacture, sale, and distribution of snack food products in the United States and certain other international markets. Truco is a leading seller of tortilla chips, salsa, and queso under the ON THE BORDER® brand.

Represented Utz Quality Foods, LLC (NYSE: UTZ) in its business combination transaction with Collier Creek Holdings, a consumer goods special purpose acquisition company (SPAC), to form Utz Brands, Inc. The result of this business combination was that the almost 100-year-old family-owned Utz became a public company. The transaction valued Utz in excess of \$1.5 billion. The business combination was structured as an Up-C transaction.

Represented Utz Quality Foods, LLC in connection with its acquisition of Conagra Brands, Inc.'s direct-store delivery (D.S.D.) snacks business for \$138 million. 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.

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.

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.

Represented York Container Company, a Pennsylvania-based corrugated packaging manufacturer, in connection with a strategic partnership with Atlantic Packaging Products, Ltd.

Represented AllOne Health Resources, Inc., a provider of workplace physical and mental health services, in the sale of its occupational health business to WorkCare, Inc., a U.S.-based occupational health company.

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; (vi) Employee

Resource Systems, Inc., an Illinois-based provider of employee assistance programs; (vii) Behavior Management Associates, Inc. d/b/a Impact Solutions, an Ohio-based provider of employee assistance programs and related services; (viii) Workplace Services Corporation d/b/a LifeServices EAP, an Indiana-based provider of employee assistance programs and related services; (ix) A C I Enterprises, Inc., a California-based provider of employee assistance programs and related services, including concierge and errand running services; (x) FEI Behavioral Health, Inc., a Wisconsin-based provider of employee assistance programs and crisis management services; and (xi) the employee assistance business of a South-Carolina based provider.

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 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.

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 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 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 a supermarket chain operator in a term loan facility secured by its real property. This transaction drew on the experience of the firm's corporate and real estate attorneys.

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

Represented Dorma and Dormakaba in various acquisitions in the United States.