



Eli S. Wolfe

Member

Philadelphia

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Eli's practice focuses primarily on mergers and acquisitions and emerging business/venture capital transactions from formation through exit. He also advises public and private companies in a wide variety of industries on various corporate matters (including formation, securities law compliance, and general corporate governance matters) and drafting and negotiating complex commercial contracts (including in the areas of licensing, contract manufacturing agreements, distribution agreements, customer/vendor agreements, loan agreements, stockholder agreements, employment agreements, and consulting agreements).

Eli received his Bachelor of Science in psychology from Duke University with a minor in Biological Anthropology & Anatomy. Prior to attending law and business school, he worked for a global management consulting firm on projects for Fortune 100 companies. He received his J.D., *cum laude*, from Temple University Beasley School of Law and his MBA from Temple University Fox School of Business in 2014. While at Temple, Eli was a member of the *Temple Political and Civil Rights Law Review* and received the Benjamin L. Winderman Award for outstanding academic achievement in the JD/MBA program.

Experience

Represented Reichmann Capital Partners Limited in its acquisition of Athletica Sport Systems Inc., a hockey dasher board system manufacturer, and related financing.

Represented Sparks Marketing LLC, a trade show exhibit manufacturer and brand experience company, in its acquisition of the assets of 3D Exhibits, Inc. to further Sparks' Midwest geographic expansion strategy.

Represented Acreage Holdings in a groundbreaking, \$3.4 billion transaction to be acquired by Canadian cannabis giant Canopy Growth Corporation once cannabis has been federally legalized in the United States, with Acreage continuing to operate as a stand-alone business in the meantime. This first-of-its-kind transaction involved crafting a unique deal structure and navigating the challenges presented by the illegality of cannabis under U.S. federal law. The transaction drew on the experience of the firm's corporate, tax, employee benefits, antitrust, and intellectual property attorneys.

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 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.

Practice Areas

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

Education

- Temple University—James E. Beasley School of Law, J.D., *cum laude*, 2014
- Temple University—Fox School of Business, M.B.A., 2014
- Duke University, B.S., 2007

Bar Admissions

- Pennsylvania
- New Jersey

Awards & Honors

- Rising Stars, Pennsylvania Super Lawyers, 2023-2024
** This award is conferred by Super Lawyers. A description of the selection methodology can be found here. No aspect of this advertisement has been approved by the Supreme Court of New Jersey.*

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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.

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.

Represented AllOne Health Resources, Inc., a provider of workplace solutions for employee health and well-being, in acquisitions of (i) The Sand Creek Group, Ltd., a Minnesota-based provider of employee assistance programs; (ii) Employee Assistance Associates, LLC (a/k/a Encompass), a Michigan-based provider of employee assistance programs; (iii) the Ohio-based employee assistance business (a/k/a the ease@work program) of The Centers for Families and Children; (iv) Employee Resource Systems, Inc., an Illinois-based provider of employee assistance programs; (v) Behavior Management Associates, Inc. d/b/a Impact Solutions, an Ohio-based provider of employee assistance programs and related services; (vi) Workplace Services Corporation d/b/a LifeServices EAP, an Indiana-based provider of employee assistance programs and related services; (vii) A C I Enterprises, Inc., a California-based provider of employee assistance programs and related services, including concierge and errand running services; (viii) FEI Behavioral Health, Inc., a Wisconsin-based provider of employee assistance programs and crisis management services, and (ix) the employee assistance business of a South-Carolina based provider.

Represented one of the nation's largest providers of post-acute care services in connection with a strategic joint venture that purchased from REIT landlords the real estate and buildings of 18 skilled nursing facilities that are leased by the client. The transaction also involved the sale of eight skilled nursing facilities by the client to third parties.

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 Renaissance Food Group, LLC, a wholly-owned subsidiary of Calavo Growers, Inc., an international consumer goods and farm products company, in its acquisition of 100 percent of the equity of SFFI Company, Inc. (d/b/a Simply Fresh Fruit), a processor and supplier of fresh cut fruit.

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 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 Hydrofarm Holdings Group, Inc., a leading hydroponic equipment and supplies manufacturer, in its acquisition of House & Garden, Inc., Humboldt Wholesale, Inc., Allied Imports & Logistics, Inc., and South Coast Horticultural Supply, Inc. (collectively House & Garden), for \$125 million. House & Garden manufactures and distributes plant nutrients under the House & Garden and Mad Farmer brands.

Represented Mainfactor Inc., an e-commerce holding company that buys, builds, and operates direct-to-consumer brands and digital marketing services companies, in a \$69 million funding round, raised through a mix of series seed equity and a senior secured credit facility, led by Upper90.

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 inTEST Corporation (NYSE American: INTT), a supplier of test and process solutions for use in manufacturing and testing in a wide range of markets, in its acquisition of Z-Sciences Corp., a Quebec-based developer of ultra-cold storage solutions for the medical cold chain market.

Represented inTEST Corporation (NYSE American: INTT), a supplier of test and process solutions for use in manufacturing and testing in a wide range of markets, in its \$12 million acquisition of Videology Imaging Solutions, Inc. and Netherlands-based Videology Imaging Solutions Europe B.V., which together are a global developer and manufacturer of imaging solutions serving medical, industrial, government security, and other original equipment manufacturers (OEMs).

Represented inTEST Corporation (NYSE American: INTT), a supplier of test and process solutions for use in manufacturing and testing in a wide range of markets, in its \$9 million acquisition of Acculogic Ltd. and Canadian-based Acculogic Corporation, which together are a global manufacturer of flying test probes and other testing equipment and solutions.

Represented a subsidiary of an e-commerce company that buys, builds, and operates direct-to-consumer businesses in its acquisition of certain assets of a manufacturer and seller of eyelash-related products.

Represented a subsidiary of an e-commerce company that buys, builds, and operates direct-to-consumer businesses in its acquisition of the assets of a manufacturer and seller of neckwear, ties, and related accessories.

Represented a subsidiary of an e-commerce company that buys, builds, and operates direct-to-consumer businesses in its acquisition of the assets of a manufacturer and seller of jump ropes and related fitness products.

Represented an experiential marketing agency and trade show exhibit manufacturer in its acquisition of an event management and production company.

Represented Tx3 Services, LLC, a regulatory compliance technology company in the life sciences space, in its sale to Tricentis GmbH, a software testing company.

Represented J&J Snack Foods Corporation, a snack foods and frozen beverages company, in its \$222 million acquisition of the equity securities of Dippin' Dots Holding, L.L.C., the owner of Dippin' Dots, LLC, maker of flash-frozen and beaded ice cream, and Doc Popcorn, L.L.C., the maker of the Doc

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Popcorn brand of popcorn.

Represented private equity firm Argosy Capital in its sale of Component Sourcing International, LLC, a manufacturer of custom components in a variety of product categories, to private equity firm CPC, LLC.

Represented Axtell's, Inc., an airfield pavement maintenance company, in the sale of its marking and maintenance business assets to Hi-Lite Airfield Services, LLC.

Represented NueCo Holdings PBC, a holding company investing in psychedelic-assisted therapy applications and a subsidiary of Beckley Waves LTD, in its acquisition of substantially all of the assets of Nue Life Health Inc.

Represented Superfan Commerce LLC, a wholly owned subsidiary of digital merchandising and marketing agency, Mainfactor Inc., in its acquisition of substantially all of the assets of Gimme Radio, Inc.'s digital merchandising and marketing business.

Represented Presbyterian Senior Living and its subsidiary, Pine Run Village, Inc., in the \$80.6 million acquisition from Doylestown Hospital of substantially all of the assets of a continuing care retirement community that included Pine Run Retirement Community and Pine Run Lakeview.

Represented Endeavor Fire Protection Holdings LLC, a wholly owned subsidiary of Building Industrial Partners, in its purchase of all issued and outstanding stock of Kimble & Company, which provides fire sprinkler engineering and installation services.

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