



Duane Morris attorneys represent businesses and individuals at every level of the cannabis supply chain. Our clients include state-licensed adult-use marijuana, medical marijuana and hemp cultivators, processors, distributors and dispensaries, whether vertically integrated or operating as standalone businesses, as well as investors in those businesses. We also represent the full range of business vendors that supply their products and services to the cannabis industry, such as raw materials, technology, advertising, social media, consumption products and security companies. We have advised a wide variety of noncannabis companies, including traditional consumer goods companies, real estate developers, insurance companies, banks, media companies, government contractors, broker-dealers and private equity and venture capital funds, in evaluating the regulatory and business considerations pertinent to entering into the cannabis space.

Duane Morris attorneys have gained comprehensive, hands-on, cannabis-related experience and apply that knowledge to advise clients based in the United States, Canada and other countries on the federal, state and local laws, regulations and governmental guidance relevant to conducting business and investing in cannabis. This includes the Controlled Substances Act, Agriculture Improvement Act of 2018 (also known as the 2018 Farm Bill), Bank Secrecy Act, anti-money-laundering statutes and the Food, Drug and Cosmetic Act, as well as DEA, USDA and FDA regulations and guidance, and state-specific marijuana and hemp regulations.

LEADERS IN THE FIELD

Law360

2022 Cannabis Group of the Year

Chambers USA

National Leader in Cannabis Law

National Leading Attorneys: [Tracy Gallegos](#), [Seth Goldberg](#) & [Michael Schwamm](#)

The Legal 500

Leading Law Firm in Cannabis

Leading Attorney: [Seth Goldberg](#)

National Law Journal

Cannabis Trailblazers: [Christiane Campbell](#), [Tracy Gallegos](#), [Seth Goldberg](#), [Nanette Heide](#), [Paul Josephson](#) & [Michael Schwamm](#)

The Legal Intelligencer

Law Firm Innovator: [Seth Goldberg](#)

MG Retailer

30 Powerful Cannabis Attorneys You Should Know:

[Seth Goldberg](#)

Cannabis Law Report

Global Top 200 Lawyers: [Tracy Gallegos](#), [Seth Goldberg](#), [Nanette Heide](#), [Paul Josephson](#) & [Michael Schwamm](#)

Insider NJ

CannInfluencers - People Shaping Cannabis Industry in New Jersey: [Paul Josephson](#)

The Insider 100: Cannabis Power List: [Paul Josephson](#)

New Jersey Law Journal

New Jersey Trailblazers (Cannabis): [Paul Josephson](#)



Chambers
AND PARTNERS



GUIDANCE PROVIDED

► Regulatory

- Licenses to grow, process or dispense adult-use marijuana, medical marijuana and hemp
- Assessment of business and individual risks under federal and state cannabis-related laws, regulations and guidance
- Administrative matters pertaining to licensure

► Litigation

- Civil matters, such as RICO actions, breach of commercial contracts, fraud/misrepresentation and partnership shareholder disputes
- Products liability, manufacturing defects and failure to warn
- Trademark and patent infringement
- Employment claims, such as harassment
- Challenges to state licensure programs

► Corporate

- Corporate formation and structure, addressing complexities resulting from state-specific statutes and the conflict between federal and state law
- Public companies and filings with Securities and Exchange Commission and other agencies
- Capital formation activities, including public and private securities offerings and lending transactions
- Mergers and acquisitions
- Partnership and operating agreements
- Domestic and cross-border financing and merger and acquisition transactions

► Taxation

- Federal and state planning and advice, including in connection with corporate formation and governance
- IRS Section 280E

► Real Estate and Construction

- Zoning, water rights and land use
- Civil forfeiture risk
- Leasing and landlord/tenant matters

► Intellectual Property

- Trademarks and patents
- Licensing agreements
- Marketing and branding

► Health Law

- University research centers and licensing
- Hospital compliance

► Labor and Employment

- Workplace training
- Noncompete and trade secrets
- Executive employment agreements and severance agreements
- National Labor Relations Act

► Bankruptcy

► Information Technology and Management Software

► Public and Community Relations

► Environmental Considerations

HIGHLIGHTS OF OUR WORK

- ▶ Represented StateHouse Holdings Inc. (formerly Harborside Inc.; CSE: STHZ; OTCQX: STHZF), a vertically integrated cannabis enterprise, in its \$43.8 million acquisition of 100% of the issued and outstanding equity of Sublimation Inc., a cannabis manufacturing company located in Oakland, California.
- ▶ Represented Devine Holdings in its settlement of the dispute and membership purchase agreement of three medical cannabis licenses in Arizona with Harvest Health & Recreation Inc. (CSE: HARV; OTCQX: HRVSF), a vertically integrated cannabis company and multistate operator in the U.S.
- ▶ Represented iAnthus Capital Holdings, Inc. as U.S. counsel in connection with its all-stock merger with MPX Biocetical Corp., and offering equity consideration to MPX shareholders valued at \$1.6 billion, representing the first “public to public” merger in U.S. cannabis history.
- ▶ Represented FLRish, Inc. dba StateHouse Holdings Inc., a private, vertically integrated California cannabis company, in its reverse takeover of Canada-based Lineage Grow Company (CSE: BUDD); their combined value exceeds \$250 million, and the transaction enabled FLRish to complete an inversion transaction and a contemporaneous private placement Regulation S offering.
- ▶ Cannabis regulatory counsel for a private credit asset management firm in connection with a \$50 million secured financing to a premier producer of packaging and other ancillary products and services to the cannabis and hemp industries.
- ▶ Represented A.G.P./Alliance Global Partners Inc. in a \$36 million “registered direct” public offering of common stock and warrants for cannabis company Kush Bottles Inc. The transaction is believed to be the first investment-bank-led public offering for a U.S. cannabis company.
- ▶ Represented A.G.P./Alliance Global Partners, as lead placement agent, and Compass Point Research & Trading, LLC, as co-placement agent, in a \$34 million “registered direct” public offering of common stock and warrants of KushCo Holdings, Inc.
- ▶ Representing defendant Woodstock Products in an action filed by Woodstock Ventures LC, the founders of the Woodstock Music and Arts Festival, asserting trademark infringement. This is a case of first impression, as no court has addressed whether the marketing of cannabis-related products can result in infringement of a federally registered trademark.
- ▶ Conducted a 12-state analysis of federal and state regulatory framework pertaining to the distributing, marketing and selling of hemp and hemp-derived cannabidiol (CBD), including in California, Virginia, Maryland, North Carolina, Pennsylvania, Ohio, Kentucky, Indiana, West Virginia, Oregon, Washington and New York.
- ▶ Represented Cannex Capital Holdings, Inc., a large-scale cannabis cultivator and manufacturer, as U.S. counsel in connection with its merger with cannabis company 4Front Holdings LLC to form 4Front Ventures Corp. (CSE: FFNT).
- ▶ Cannabis regulatory counsel for one of the world’s largest Canadian cannabis companies with its expansion into the U.S. market through a \$300 million acquisition of the manufacturer and distributor of a high-end range of hemp-derived CBD products.
- ▶ Advising various consumer goods companies regarding the regulatory framework for manufacturing and selling hemp-derived CBD consumer good, such as vapes, cosmetics, and food and beverages.
- ▶ Representing one of a second group of licensees to grow and sell medical marijuana in New York state in a suit brought by the first five licensees challenging the state’s authority to issue the additional medical marijuana licenses.
- ▶ Assisted a group of investors in the \$6 million acquisition of a commercial property in Sacramento, California, that will be converted into an indoor commercial cannabis cultivation facility. Also assisting and advising the investors on the organizational structure required to operate such a facility, the formation of the operating entities and are assisting the investors with obtaining the necessary local and state permits.
- ▶ Formed a new entity that will be focused on lobbying in New York on marijuana laws and policies, and obtaining 501(c)(4) status.
- ▶ Represented a potential significant investor in a company owning interests in cannabis grow and dispensary facilities in 12 states.
- ▶ Handling a \$27 million investment opportunity and related loans for an investor in New York initially involved in the construction of a cannabis

greenhouse/manufacturing/distribution operation in California. The matter includes the documentation and due diligence for loan transactions, capital formation, operating agreements, security interests and real estate deals, as well as federal, state and local tax issues, related to his participation in the overall investment and joint venture.

- ▶ Representing a THC- and CBD-infused products manufacturer in litigation asserting trademark infringement.



THOUGHT LEADERS

Our attorneys provide regular updates via the Duane Morris Cannabis Industry Blog, author *Alerts* and bylined articles, host webinars and events, and speak at industry conferences and seminars to share market and legal developments.

OFFICE LOCATIONS AND REACH



UNITED STATES

Atlanta
 Los Angeles
 Austin
 Miami
 Baltimore
 New York
 Boca Raton
 Newark
 Boston
 Philadelphia
 Cherry Hill
 Pittsburgh
 Chicago
 San Diego
 Dallas
 San Francisco
 Fort Worth
 Silicon Valley
 Houston
 Washington, D.C.
 Lake Tahoe
 Wilmington
 Las Vegas

INTERNATIONAL

Hanoi
 Myanmar
 Ho Chi Minh City
 Shanghai
 London
 Singapore

> Also satellite offices, including Bangor and Portland, Maine; and Seattle, Washington

> Alliances in Mexico

> Leadership position with international network of independent law firms

FOR MORE INFORMATION, PLEASE CONTACT:

SETH A. GOLDBERG

215.979.1175 | sagoldberg@duanemorris.com

TRACY GALLEGOS

702.868.2622 | tagallegos@duanemorris.com

PAUL P. JOSEPHSON

856.874.4235 | ppjosephson@duanemorris.com

blogs.duanemorris.com/cannabis

This publication is for general information and does not include full legal analysis of the matters presented. It should not be construed or relied upon as legal advice or legal opinion on any specific facts or circumstances. The invitation to contact the attorneys in our firm is not a solicitation to provide professional services and should not be construed as a statement as to any availability to perform legal services in any jurisdiction in which such attorney is not permitted to practice.