

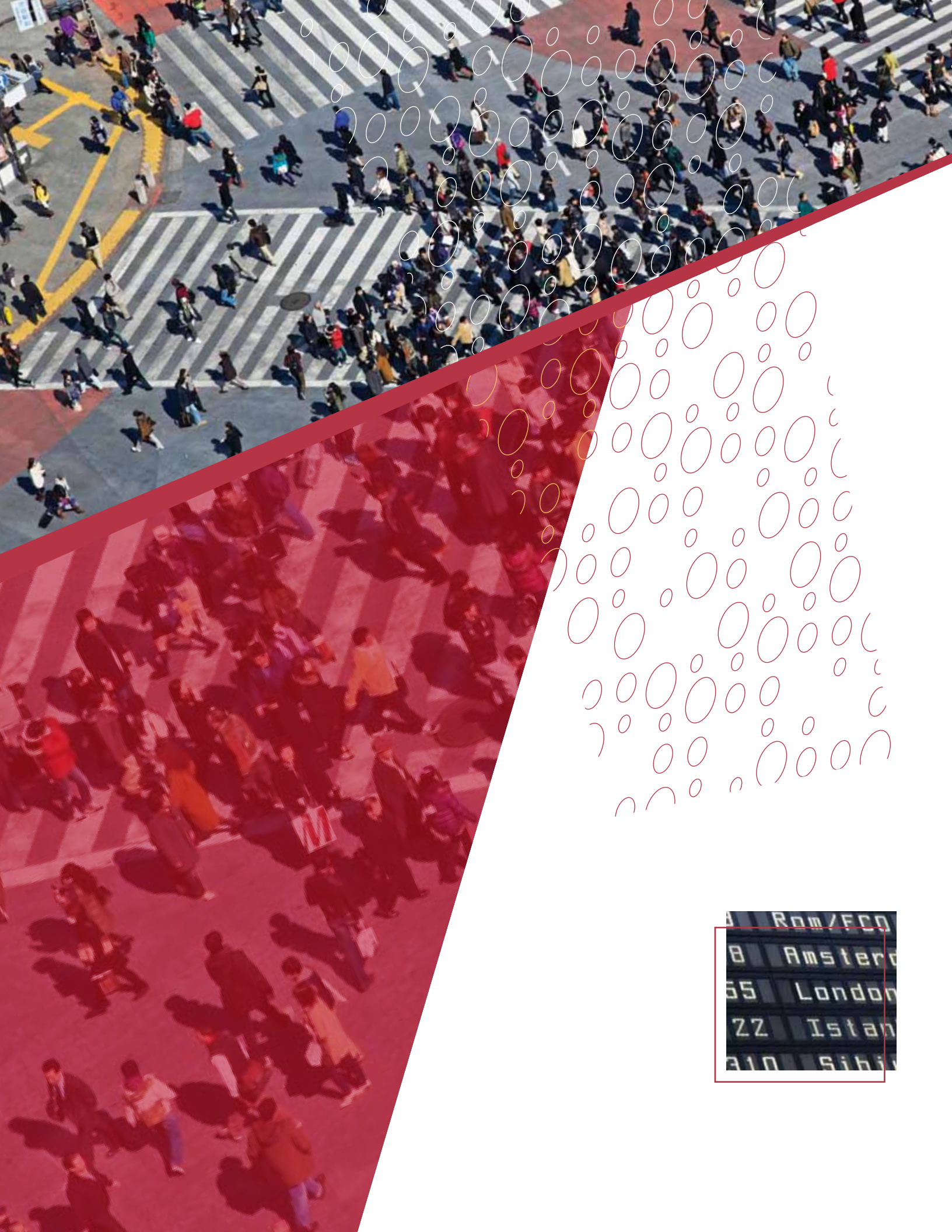


CARLTON FIELDS

An Overview Of Our Services

Atlanta • Miami • New York • Orlando • St. Petersburg • Tallahassee • Tampa • West Palm Beach





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About Our Firm

There is no substitute for personalized client service backed by knowledge, experience, and personal commitment. Our long-standing relationships with clients are grounded in mutual trust and an understanding of each client's needs and goals.

There is a unique spirit at work at Carlton Fields, a collective “can do” attitude that empowers every member of Carlton Fields – shareholders, government consultants, associates, and professional staff alike – to go well beyond the expected in meeting the needs of our clients.

We have represented a majority of the nation's *Fortune* 100 companies, and most of the law firms on the *AmLaw* 100 list have referred matters to our firm. Today, we have more than 300 lawyers and government consultants and rank among the *AmLaw* 200 according to *The American Lawyer*. Our growth has not been at the expense of personalized, in-depth client service but because of it.

Select Practices

- Appellate and Trial Support
- Bankruptcy and Creditors' Rights
- Business Litigation and Trade Regulation
- Construction
- Corporate, Securities, and Tax
- Government Law and Consulting
- Health Care
- Immigration
- Insurance
- Intellectual Property and Technology
- Labor and Employment
- Products and Toxic Tort Liability
- Real Estate and Finance
- Real Property Litigation
- White Collar Crime and Government Investigations

Practice Areas

Representative Services

Appellate and Trial Support

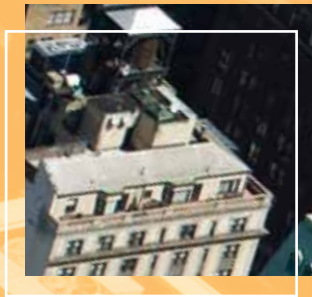
We have Florida's largest group of lawyers devoted exclusively to an appellate and trial support practice. We offer clients Florida's largest number of Board Certified appellate lawyers. In addition to handling significant appellate matters, our appellate attorneys assist trial counsel in preparing pretrial motions, jury instructions, and motions for directed verdict; framing and preserving objections and proffers; and preparing or arguing post-trial motions.

Our attorneys speak and write on issues of importance to the appellate practice and are actively involved in related Bar and industry organizations that enhance our knowledge in this area of practice. Our appellate and trial support practice includes a former law clerk from the Supreme Court of the United States, as well as many clerks from the Florida Supreme Court, Florida's District Courts of Appeal, and the United States Court of Appeals for the Eleventh Circuit.

Bankruptcy and Creditors' Rights

Our bankruptcy and creditors' rights attorneys represent commercial lenders, creditors' committees, Chapter 11 and Chapter 7 trustees, equity holders, indenture trustees, bondholders, reorganization plan proponents, asset acquirers, and companies doing business with distressed companies, both in and out of court, in a variety of industries. We are also experienced in representing trustees in liquidations under the Securities Investor Protection Act, assignees for the benefit of creditors, and debtors in possession in Chapter 11 proceedings.

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Business Litigation and Trade Regulation

We are one of the largest litigation firms in Florida. More than 200 (approximately 70%) of our attorneys litigate as part of their practices. We are trial lawyers, not just litigators. Our attorneys have spent many hours in front of juries. Moreover, our litigation experience encompasses virtually all substantive areas of law, including all types of business disputes and tort cases.

We defend national and international corporations in routine and complex litigation matters across the United States and abroad. Our work regularly includes national cases, bet-the-company cases, class actions, and multi-district litigation. We represent businesses and individuals in civil and criminal cases in all courts and administrative agencies. We have been at the forefront of cutting-edge law, obtaining landmark decisions that have shaped the jurisprudence of such fields as antitrust and class actions. Our trial lawyers work closely with the firm's trial support teams including e-discovery and expert/Daubert, and we collaborate with the firm's appellate and trial support attorneys from the start of a matter to ensure that trial records are preserved for appeal.

Our attorneys are active in promoting reforms in jury instructions, electronic discovery rules, and substantive areas of the law through such organizations as the American Law Institute, Defense Research Institute, the Sedona Group, the Product Liability Advisory Council, the American Bar Association, the Florida and Georgia Bar associations, and many international, national, and state and local organizations.

Practice Areas

Construction

Our construction law practice is one of the largest in the Southeast, with more than 25 attorneys specializing in construction law and litigation. Our attorneys regularly represent general contractors, subcontractors, suppliers, sureties, public entities, private owners, architects, and engineers. We provide legal services during all phases of construction, including claims and dispute resolution. We represent construction clients throughout the United States and Central America in all manner of construction disputes ranging from defects litigation to claims for delays and additional work. We provide advice on construction projects as diverse as space shuttle launch facilities, airports, power plants, high rise buildings, highways and bridges, residential developments, and sports stadiums and other special use facilities.

Corporate, Securities, and Tax

Our corporate, securities, and tax practice encompasses the entire spectrum of business counseling, from transactions involving major companies to the representation of businesses from their formation through their growth and possible sale. Our business lawyers are experienced in counseling growth-oriented companies in all phases of their life cycle. We provide legal services to privately-held and public corporations, partnerships, limited liability companies, and other forms of business organizations. Our clients are involved in virtually every sector of the economy.

We advise national and international businesses of every size in a wide variety of business transactions and corporate matters, including mergers and acquisitions; securities transactions and compliance; international trade and transactions; private equity and venture capital; taxation; and franchise and distribution. From a tax perspective, we advise on outbound, inbound, and transfer-pricing issues. We also provide income and estate tax advice and succession planning for high net worth individuals and their closely held companies, and probate and guardianship services.

**Our long-standing relationships with clients
are grounded in mutual trust and an
understanding of each client's needs and goals.**



Government Law and Consulting

Our government law and consulting practice includes attorneys and government consultants who either have represented or appeared before government at all levels, from federal to state to local. Our members use our understanding of government's inner workings and extensive network of professional relationships within these governments to address and advocate clients' positions on a wide variety of legislative, administrative, procedural, and political issues. The group covers a very large number and diversity of industries. It includes professionals negotiating, litigating, and legislating in lobbying and election laws; education law; environmental laws and policies; natural resources; land use and infrastructure; procurement, including public-private partnerships; special districts; affordable housing; business and professional regulation; energy, including utilities and sustainable development; insurance and financial services regulation; and general administrative and local government law.



Practice Areas

Health Care

Our health care clients include acute care hospitals and health systems, rehabilitation hospitals, hospices, clinical laboratories, health care clinics, nursing homes, senior living facilities, health insurance companies, medical schools, as well as other health care providers and suppliers. Our attorneys have significant experience assisting health care clients with their governance, contracting, compliance, regulatory, transactional and litigation needs. From a transactional perspective, our health care attorneys have assisted health care providers with acquisitions, financings (both public and private), mergers, affiliation agreements, and joint operating agreements. Our health care litigators have experience in matters pertaining to: Amendment 7 to the Florida Constitution; certificate of need; malpractice defense; compliance programs; fraud and abuse; medical staff/peer review issues; RAC audits; state licensing and disciplinary proceedings; and state regulatory and administrative proceedings. In addition, we provide guidance on HIPAA and privacy matters, and defend clients in instances of data breaches. Health care clients also benefit from the expertise of the firm's government affairs and lobbying team who vigorously advocate on behalf of our health care clients before the Florida Legislature, Cabinet, various administrative agencies, and city and county governments.

Immigration

Our immigration practice group provides comprehensive legal services for businesses of all sizes, families, and individuals. We have extensive experience with issues specifically related to the EB-5 immigration investor program, as well as opportunities for other investors and entrepreneurs. We also have experience representing artists, athletes, and entertainers. Our practice includes family-based visas; deportation and removal; immigration bonds; political asylum; federal court litigation/appeals; naturalization and citizenship; I-9s and corporate compliance; and obtaining unlawful presence and other types of waivers.

Insurance

Our insurance attorneys and consultants represent leading domestic and foreign carriers in insurance coverage, property damage, regulatory matters, and bad faith litigation. Our lawyers serve as counsel and approved panel counsel for numerous insurance companies. Our practice involves litigating and consulting regarding insurance coverage, class actions, and insurer bad faith disputes. We have experience with coverage issues for all types of insurance contracts including commercial general liability, directors and officers, disability, life and health, pollution and environmental, property and casualty, professional liability, marine, excess, title insurance, and other business insurance policies.

We have considerable depth in the area of insurance regulation with a team of professionals experienced in matters pertaining to formation and licensing of insurers; ratemaking; form and product filing approvals; statutory accounting, admitted asset, diversification and solvency issues; residual market issues; insurance taxation; administrative rule challenge proceedings; market conduct investigations; market exit disputes with regulators; and solvency and receivership actions.



Intellectual Property and Technology



Our intellectual property and technology practice offers comprehensive, in-depth domestic and international counseling and expertise to our clients in all areas of domestic and international intellectual property rights. We work closely with our clients on strategic development and implementation of domestic and international copyright, patent, and trademark portfolios; domestic and international protection, defense, and enforcement of intellectual property rights, including administrative oppositions and cancellations, and civil counterfeiting, infringement, and unfair competition litigation; intellectual property asset analysis and audits for corporate mergers, acquisitions, financing, and restructuring; complex intellectual property and technology licensing, including R&D, joint venture, cross-license, VAR and reseller agreements; domestic and international franchising; and domestic and international sales, agency, distribution, marketing, advertising, and promotional transactions.

Practice Areas

Labor and Employment

Our labor and employment practice represents employers in all aspects of employment disputes, and regularly defends management in state, federal, and administrative cases. We have significant experience in Sarbanes-Oxley, whistleblower, and employment retaliation matters; discrimination and harassment matters; ERISA and employee benefits matters; and matters relating to Fair Labor Standards Act and Age Discrimination in Employment Act. We regularly represent clients in employment class actions and collective actions. In addition to our litigation practice, our employment lawyers assist clients in preparing various types of employment contracts and non-compete agreements, and advise clients on topics such as employee records maintenance and retention, and employment and executive compensation matters.



Products and Toxic Tort Liability

We defend product manufacturers in wrongful death, personal injury, and property damage claims throughout the country. We are seasoned trial and appellate lawyers and have been instrumental in shaping product liability law throughout Florida. We have defended a wide array of products - automotive, pharmaceutical, chemical, aviation, tobacco, safety, marine, recreational, electrical and many others - in state and federal court and as part of our clients' national trial teams in consolidated, class action, and multi-district litigation settings. We offer clients automotive, pharmaceutical, and tobacco teams dedicated to serving those industries, but the breadth and depth of our practice allows us to defend virtually any product, from an allegedly defective chair or boat cleat to cutting-edge products manufactured at the nano-scale.

Real Estate and Finance

Our real estate practice includes more than 50 attorneys who are active in all sectors of the real estate industry. We offer our clients sophisticated legal services for full-cycle real estate needs. We have extensive experience representing clients in transactions involving the purchase, sale, construction, financing, development, management, and operation of and investment in commercial, industrial, and residential projects throughout the United States and abroad; the public and private offering of various types of real estate securities; securitized lending transactions; leasing on behalf of landlords and major tenants; and restructurings on behalf of lenders and borrowers.

Our real estate and financing clients include landowners, developers, investment trusts, designers, construction companies, brokers, lenders, banks, property management firms, landlords, tenants, and government authorities. We have advised clients on a wide variety of real estate projects, including office buildings and parks; hotels and resorts; condominiums, timeshare and vacation ownership resorts and facilities; golf courses; marinas; sports stadiums and entertainment venues; shopping centers; hospitals and medical facilities; airports; public work projects; education facilities (K-12 and universities); power plants; assisted living facilities; and apartment complexes.

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Practice Areas

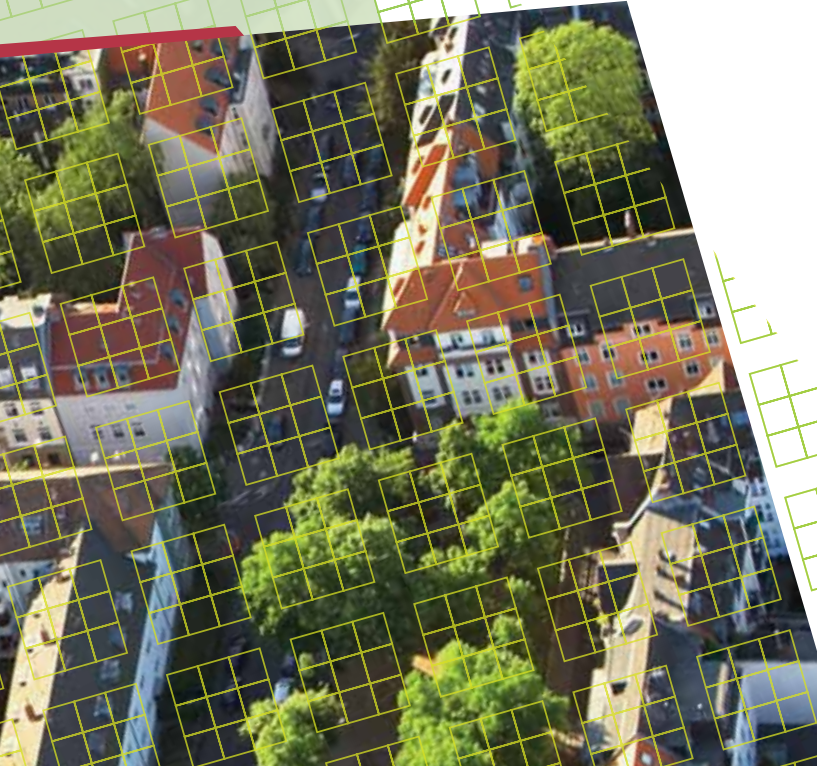
Real Property Litigation

Our firm represents many of the nation's largest developers, home builders, lenders, and property owners in real estate litigation, and serves as lead litigation counsel for some of the nation's top title insurance companies. Our real property litigators regularly defend developers and home builders against claims based on the Federal Interstate Land Sales Full Disclosure Act, Florida's Deceptive and Unfair Trade Practices Act, and the Florida Condominium Statute. We have significant experience representing title insurers in consumer class actions, closing protection letter disputes, coverage disputes, defalcation actions, and regulatory compliance, as well as representing their insureds in title disputes. We represent banks, commercial lenders, and indentured trustees in foreclosures, receiverships, bankruptcies, workouts, and regulatory compliance litigation, including matters relating to the Real Estate Settlement Procedures Act and the Truth in Lending Act. Our attorneys also have significant experience handling litigation for landlord and tenant clients. We have extensive trial experience in matters regarding claims by and against real estate brokers. Our trial lawyers have handled real estate easement and encumbrance disputes throughout Florida. We regularly defend and prosecute claims arising out of complex real estate contracts and transactions.

We have represented a majority of the nation's *Fortune 100* companies, and most of the law firms on the *AmLaw 100* list have referred matters to our firm.

White Collar Crime and Government Investigations

Our white collar crime and government investigations defense practice covers all areas of white collar representation and civil cases involving allegations of criminal conduct. While we vigorously defend during grand jury and other government investigations and at trial, we also counsel and advocate on behalf of clients in various proceedings before federal and state courts, the U.S. Department of Justice, the U.S. Securities and Exchange Commission, and other federal and state agencies. Our attorneys have significant experience in the areas of business, tax, and securities frauds; theft of trade secrets; money laundering; Medicare and Medicaid frauds; bank fraud; forfeiture matters; and immigration crimes. We conduct internal investigations for individual and corporate clients and other entities, rooting out fraud and abuse and providing advice on designing programs to prevent and detect fraud. Our attorneys also present matters on behalf of our individual and corporate clients to both federal and state prosecuting authorities for the purpose of possible criminal prosecution.





Commitment To Our Clients

Attorneys and Government Consultants

Client teams

You will have a dedicated team of attorneys, government consultants, and staff for your matters who understand your business and industry.

Upfront commitments

At the outset of each engagement, we will discuss your expectations, including your business objectives, goals, timeline, staffing, budgets, and preferred means for communicating.

Post-matter briefing

We will meet with you to discuss your experience once the matter is complete.

Client visits

We will visit you at your place of business annually at no charge.

Value above and beyond

We will provide value to you above and beyond our legal work by helping you meet your goals, challenges, and aspirations.

Professional Staff

Know our clients

We will take steps to get to know you and your organizations to personalize our dealings with you.

Plan for visits

We will anticipate your visits, plan for them, and help personalize your visits by arranging to have your needs met before you arrive or immediately upon arrival.

Field the call

We will greet you when the attorney or government consultant you wish to see is not available, and we will offer any assistance we are able to provide.

Get the answer

We will make every effort to avoid shuttling you from person to person to get information you need.

Get updates

Our team leaders will brief us on the status of your matters, key contacts, and other expectations that you have of our firm so that we will be well equipped to meet your needs when you contact our firm or when we send information to you.

Recognitions



Carlton Fields ranks among the top law firms in the country in the *Vault's Guide to the Top 100 Law Firms*. For four consecutive years, the firm has ranked No. 1 nationally in Overall Diversity, Diversity Issues with Respect to Women, and Diversity Issues with Respect to Minorities.



Carlton Fields is recognized among the best in the *Chambers USA Guide to America's Leading Business Lawyers*.



Carlton Fields attorneys are recognized by their peers in *The Best Lawyers in America*.



Carlton Fields received a perfect score – a 100 percent rating – on the Human Rights Campaign 2012 Corporate Equality Index.



Carlton Fields was selected for inclusion on the *National Law Journal's Midsize Hotlist*. The list recognizes law firms from across the country that have demonstrated “creative, innovative strategies to stay competitive.”



If you would like to know more about Carlton Fields, our attorneys, government consultants, practices or industries we represent, please contact Gary L. Sasso, our President and CEO.

Gary L. Sasso

President and Chief Executive Officer

phone: 813.229.4256

email: gsasso@carltonfields.com

biography: www.carltonfields.com/gsasso



Atlanta

One Atlantic Center

1201 W. Peachtree Street N.W. | Suite 3000
Atlanta, Georgia 30309-3455
404.815.3400 | fax 404.815.3415
toll free 866.755.9191

Miami

Miami Tower

100 S.E. Second Street | Suite 4200
Miami, Florida 33131-2113
305.530.0050 | fax 305.530.0055
toll free 800.486.0140

St. Petersburg

One Progress Plaza

200 Central Avenue | Suite 2300
St. Petersburg, Florida 33701-4352
727.821.7000 | fax 727.822.3768
toll free 888.821.9191

West Palm Beach

CityPlace Tower

525 Okeechobee Boulevard | Suite 1200
West Palm Beach, Florida 33401-6350
561.659.7070 | fax 561.659.7368
toll free 888.659.9191

New York

Standard Oil Building

26 Broadway | 22nd Floor
New York, New York 10004-1808
212.785.2577 | fax 212.785.5203
toll free 855.268.6579

Tallahassee

215 S. Monroe Street | Suite 500
Tallahassee, Florida 32301-1866
850.224.1585 | fax 850.222.0398
toll free 888.224.9191

Orlando

CNL Center at City Commons

450 S. Orange Avenue | Suite 500
Orlando, Florida 32801-3370
407.849.0300 | fax 407.648.9099
toll free 888.849.9191

Tampa

Corporate Center Three at International Plaza

4221 W. Boy Scout Boulevard | Suite 1000
Tampa, Florida 33607-5780
813.223.7000 | fax 813.229.4133
toll free 888.223.9191

