

# Business Transactions

## Overview

Carlton Fields' business transactions team combines deep industry knowledge with innovative, big-picture thinking to advance our clients' business goals. We advise and represent public and privately held companies and key players that operate in sectors including finance, private equity and venture capital, health care, technology, media, entertainment, and sports. Our comprehensive practice focuses on responsiveness and collaboration in matters that range from counseling on day-to-day operations and routine matters, to managing and closing the most complex transactions.

## Experience

- Closed a \$100 million purchase of preferred equities in a public REIT for our client (itself a public REIT).
- Assisted a U.S. tech private equity fund in acquiring, from a South Africa-based company, a substantial equity interest in a Brazilian entity that provides platform solutions for e-commerce.
- Closed a \$1.25 billion five-year credit facility.
- Assisted a waste remediation company in negotiating and closing \$15 million of mezzanine financing (including warrants) and in restructuring the company from a Texas limited partnership into a Delaware subchapter S corporation.
- \$7 billion merger between two telecom companies, including alternative merger agreements and joint proxy statement and related public securities registrations.
- \$1 billion leveraged buyout of cell phone equipment provider.
- \$500 million worth of acquisitions by, and recapitalization of, an investment company and subsidiaries, including purchase and restructuring of operating companies and assets, senior credit facility, purchase of loan portfolios, and master debt financing facility.
- \$190 million reorganization and related financings, assets sales, and acquisitions for a private financial services company.

- \$100 million tender offer for and acquisition by a NASDAQ-listed international apparel corporation of another apparel company.
- Joint proxy statement and related public securities registrations for the \$75 million merger of insurance and health software companies.
- Representation of various companies in their issuances of private common and preferred stock, limited liability company interests, and limited partnership interests (more than \$1 billion in the aggregate).
- \$375 million in private placements of telecom company's common stock.
- \$373 million secondary public offering of a staffing company's common stock.
- \$135 million initial public offering of a digital manufacturing company's common stock.

## Insights

05.23.2023

New Florida Law Banning Real Estate Ownership by Foreign Principals From Certain Foreign Countries

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05.16.2023

New Florida Law Banning Real Estate Ownership by Foreign Principals From Certain Foreign Countries

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06.24.2022

New Crypto Bill Seeks to Regulate Digital Assets and Their Markets

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04.08.2022

Florida Supreme Court Weighs in on Delegation Language in Arbitration Provisions, Affirms Sufficiency of "Reference to Rules" Approach

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10.28.2021

Investimento Sustentável na Administração Pública (Sustainable Investment in Public Administration)

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10.13.2021

New York City Creates Right to Sue Over Use of Biometric Data

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04.09.2021

Non-Fungible Tokens (NFTs) as Art Loan Collateral

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02.09.2021

The Corporate Transparency Act: What You Need to Know Pending FinCen Regulations

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01.01.2021

Environmental Infrastructure in Brazil: a Paradise for Private Investors

***LinkedIn***

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12.28.2020

Stimulus Package Ushers in New Loan Opportunities and Support for Small- to Medium-Sized Businesses / Extends FFCRA Tax Credit

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12.15.2020

Ledgers and Law: Real-World Planning for Cyber Attacks

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11.12.2020

Ledgers and Law: Roadblocks Facing the Cannabis Industry

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10.14.2020

Ledgers and Law: Start With an Ending in Mind When Building a New Business

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08.04.2020

Sustainable Investment in the Brazilian Public Administration

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06.10.2020

Federal Reserve Board Expands Main Street Lending Program

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05.04.2020

Update on the Reserve Board's Main Street Program: Moves to Assist Larger Businesses

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04.24.2020

New Funds Available Under the Small Business PPP and EIDL Programs

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04.23.2020

Economic Impact Payments Authorized by the CARES Act Are Not Exempt From Garnishment in Florida

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04.10.2020

Federal Reserve Moves to Assist Larger Businesses

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04.07.2020

Hotel Management Agreement: CARES Act Side Agreement

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04.06.2020

California Provides Relief for Businesses

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04.01.2020

Privacy and Cybersecurity Perils in Hastily Signed Work-From-Home Vendor Contracts

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03.31.2020

Small Business Administration Loans Summary Under the CARES Act

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03.30.2020

States Introduce Emergency Laws Seeking to Retroactively Expand Business Interruption Insurance for Small Businesses to Include Claims Related to COVID-19 Despite Policy Exclusions Providing Otherwise

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03.28.2020

CARES Act Provides Payment Protection and Potential Loan Forgiveness to Small Businesses

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03.26.2020

Loan Restructuring and Forbearance Agreements in the Face of COVID-19 – The Hotel Borrower’s Perspective

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03.25.2020

Relief Avenues for Small and Medium-Sized Businesses in California During the COVID-19 Pandemic

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03.20.2020

COVID-19 and Credit Facilities

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03.19.2020

Loan Restructuring and Forbearance Agreements in the Face of COVID-19 – The Lender’s Perspective

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01.17.2020

The Latest “Hipster Antitrust” Battleground – Vertical Merger Enforcement

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01.14.2020

Florida Is Now a “Demand Futility” State for Shareholder Derivative Actions

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12.23.2019

Changes to Florida Notarization Statutes Effective January 1, 2020

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06.12.2019

Supreme Court: Trademark Owner in Bankruptcy Can’t Cancel Its Trademark Licenses

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04.26.2019

Insight: A Moral Compass - A Guide to Celebrity-Focused Morals Clauses

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02.08.2019

They Really Mean It This Time... Three Things to Know About Trump’s Second “Buy American” Executive Order

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01.30.2019

Qualified Opportunity Zones vs. 1031

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01.30.2019

Seizing the Opportunity with Qualified Opportunity Zones

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01.16.2019

On to Greener Pastures: The Landscape of Impact Investing, Divestment Strategies, and How Investors Are Combating Climate Change

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03.31.2018

New Tax Law Eliminates 30-Day Safe Harbor Against CFC Status

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12.29.2017

Major Disruption in the Use of Technology and Trademarks in the Insurance Industry

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12.21.2017

Parking Is Now A Taxable Expense

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10.31.2017

Stop “Partnering” and Begin “Strategically Allying”

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10.17.2017

Mergers & Acquisitions

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03.08.2017

Tightening the Tax Screws on International IP Structures

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03.08.2017

Considerations for Foreign Travelers to the U.S. Under the New Administration

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03.08.2017

Leasing Retail Stores in New York City

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03.08.2017

China Tightens Regulations on Investing Insurance Funds in Shares of Listed Companies

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01.05.2017

Current Developments in International Taxation – Outbound Update

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08.15.2016

Rules of the (International) Road: Choosing and Appointing a Distributor

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08.15.2016

Post-Daimler: Are Non-U.S. Companies Safe from Suit in U.S. Courts? What if the Non-U.S. Parent Registers to Do Business in a State?

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08.15.2016

Changes in Cuba May Impact the Insurance Industry

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08.15.2016

The Public-Private Partnership as a New Tool for Infrastructure Development in Argentina

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07.27.2016

What's the Future of Hospitality and Tourism in Cuba as U.S. Embargo Loosens?

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06.24.2016

Brexit and International IP: Changes are Coming

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06.24.2016

The Long Road Ahead for the UK and Europe

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06.03.2016

2016 Florida Legislative Post-Session Report

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05.13.2016

FinCEN Unveils “Fifth Pillar” of Anti-Money Laundering Compliance

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04.29.2016

Rules of the (International) Road: Make an Informed Decision on Agency

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04.29.2016

Using Independent Sales Representatives to do Business in the United States

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04.29.2016

Immigration Law for Startups: Best Practices, Prime Options, and Common Pitfalls

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04.29.2016

Cuba: The Risks and Rewards for U.S. Businesses

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04.26.2016

Brazilian Voluntary Disclosure Program: The Cost of The Medicine for Contaminated Funds

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04.21.2016

Opportunities and Risks for U.S. Businesses at the Port of Mariel

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02.22.2016

Cuba: The Risks and Rewards for U.S. Businesses

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02.15.2016

New FIRPTA Exceptions Provide Opportunities for Foreign Pensions and Investment Funds

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02.15.2016

Jobs Act Revamped by Fast Act

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09.22.2015

7 Things Startups Should Know About Intellectual Property Law

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09.21.2015

Cuba Sanctions Relief: The Knot Further Loosens

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09.15.2015

9 Things Employees Should Do to Prevent Data Breaches

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08.15.2015

Streamlined Procedures for Authenticating Documents in Brazil

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07.22.2015

A Kickstart to Business: Florida Joins Other States in Passing Intrastate Crowdfunding Exemption

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07.22.2015

With Reservations, Delaware Chancery Court Grants Summary Judgment to Dell in Appraisal Action Sparked by Going-Private Merger

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06.09.2015

Expansion of Fiduciary Duties Will Impact Florida LLCs – Is it Time to Update Your Operating Agreement?

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05.29.2015

Expect Focus, International, Spring 2015

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04.08.2015

USCIS Exceeds Fiscal Year 2016 Limit on H-1B Petitions

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01.14.2015

The Time Has Come: Are You Familiar With Florida's New Revised Limited Liability Company Act?

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10.23.2014

Seth Joseph Featured in Law360: Capital Markets

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10.22.2014

Q&A With Carlton Fields' Jim Walker

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08.08.2014

Foreign Judiciaries Through the Eyes of U.S. Courts

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07.02.2014

Eleventh Circuit Reverses District Court on Application of Noneconomic Damages Cap

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06.25.2014

Florida Governor Signs Florida Information Protection Act

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06.12.2014

2014 Florida Post-Session Report Released

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06.02.2014

Employers: Are You at Risk for Immigration and I-9 Audits?

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05.19.2014

Comply or Pay the Price: Why I-9 Noncompliance May Cost You Millions

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01.29.2014

Allowing employees to connect own devices has risks, benefits

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01.27.2014

Q&A With Carlton Fields' David Burke

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01.16.2014

The "Internet of Things" Will Impact Law and Regulation in 2014

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09.23.2013

Risky Business: "Bring-Your-Own-Device" and Your Company

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09.18.2013

How to Use Electronic Media to Access Accredited Investors Under the New SEC Rules

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09.05.2013

NIST Releases Preliminary Cybersecurity Framework for Critical Infrastructure Organizations

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09.05.2013

Treasury and IRS Provide Guidance for Same-Sex Married Couples

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07.19.2013

Academic Institutions Face Increased Threat of Cyberattacks

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07.01.2013

SEC's Proposed Reforms Impact Insurance Product Money Market Funds

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06.27.2013

CFPB Orders \$6.5 Million Refund on Sub-prime Auto Loans Marketed to Servicemembers

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06.04.2013

Equity-Based Awards and Equity-Based Compensation

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05.09.2013

SEC Brings Action Against Independent Fund Trustees and Provides Gloss on Section 15(c) Process

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05.02.2013

Planning for the Affordable Care Act's Net Investment Income Tax

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05.02.2013

CFPB Takes Aim at Indirect Auto Lenders for Violations of Fair Lending Law

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04.29.2013

SEC Staff Clarifies Status of Insurance Networking Arrangements

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04.22.2013

CFPB Issues Report on the Use of Senior Designations and Recommendations for Regulation

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04.10.2013

Married Same-Sex Couples Should File Protective Claims for Tax Refunds Now

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04.09.2013

Cyber Intelligence Sharing and Protection Act Set for Markup Session

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04.02.2013

Staking Claims: Unclaimed Property Update Q1 2013

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04.02.2013

IRS Temporarily Liberalizes Requirements for Employment Tax Partial Amnesty Program

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03.25.2013

Bill Introduced on Warrantless GPS Tracking

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03.25.2013

Cloud Servicing Contracts: Legal Considerations for Companies Migrating to the Cloud

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03.06.2013

SEC Seeks Cost/Benefit Data Relating to Standards of Conduct for Broker-Dealers and Investment Advisers

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03.05.2013

Start a Five-Step Privacy Program for Your Business

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01.30.2013

Discussion Draft of Application Privacy, Protection, and Security Act (APPS Act) Released

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01.29.2013

Services Offered to EB-5 Investors

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12.26.2012

The White House is Finalizing an Executive Order on Cybersecurity

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12.12.2012

SEC Charges Fund Independent Directors on Valuation of Portfolio Securities

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11.08.2012

Local Government Economic Development Property Tax Exemptions

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07.11.2012

Regulators Define Swaps

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06.15.2012

JOBS Act Enhances Private Capital Raising Activities

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06.15.2012

JOBS Act Eases Requirements for Triggering SEC's Exchange Act Registration

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06.15.2012

JOBS Act: Emerging Growth Companies

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06.15.2012

Crowdfunding Under the JOBS Act

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05.09.2012

Agency Positions Unfavorable to Investment Companies

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03.12.2012

Invest in Your Future: Conditional Green Cards with No Visa Backlog

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03.08.2012

Considerations for Going Public and the IPO Process

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03.06.2012

SEC and CFTC Issue Proposed Rules on Identity Theft

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02.17.2012

Can the Spanish ETVE Be Used to Finance Foreign Operations?

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01.04.2012

Equity-Based Awards and Equity-Based Compensation

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12.30.2011

New Business Opportunities for Public-Private Partnerships in Georgia

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12.28.2011

Corporate and Securities Issues: Report of Inspector of Elections

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12.28.2011

Best Practices in Electronic Record Retention (Vendors)

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12.28.2011

Corporate and Securities Issues: Script for Annual Meeting of Shareholders

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12.28.2011

Best Practices in Electronic Record Retention

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08.01.2011

Restrictive Covenants: A Cautionary Tale

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07.07.2011

The SEC Adopts Final Rule Under the Dodd-Frank Act Defining "Family Offices"

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01.01.2010

U.S. Department of Justice Immigration Law Advisor: Waiver Relief for Refugees Who Have Engaged in Criminal Activity

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01.01.2008

AILA's Focus on Waivers

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02.05.2005

The New Tax Lawyer's Perspective

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07.18.2004

Florida Bar Practice Manual for Limited Liability Companies in Florida

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02.02.2004

Missouri's Bifurcated Process in Non-Capital Criminal Jury Trials

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01.01.2003

Confiar é Preciso: Falta de Informação Gera Crise Nos Mercados Financeiros

*Legal Adviser*

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01.01.2003

O Novo Tratamento Para os Juros Moratórios no Brasil

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01.01.2001

The Twilight Zone in the Brazilian Energy Sector, The Journal of Structured and Project Finance

*Institutional Investor Journals*

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## Related Practices

- Banking, Commercial, and Consumer Finance
- Health Care
- Real Estate
- Cybersecurity and Privacy
- Estates, Trusts and Probate
- Family Law
- Hospitality



- Immigration Planning and Compliance
- Intellectual Property
- International
- Labor & Employment
- Media, Entertainment, Music & Sports
- Mergers and Acquisitions
- Nonprofit Organizations
- Private Equity and Venture Capital
- Public and Private Offerings
- Public-Private Partnerships
- Representations and Warranty Insurance
- Securities Transactions and Compliance
- Tax
- Telecommunications
- Technology
- Technology & Intellectual Property Transactions
- Pharmaceuticals and Medical Devices
- International: Latin America
- International: Europe
- International: Brazil
- International Litigation & Arbitration
- Telecom: Litigation and Arbitration
- Telecom: Transactions
- AdTech
- Energy and Utilities

- Global Anti-Corruption
- Cannabis Law

## Related Industries

- Banking, Commercial, and Consumer Finance
- Health Care
- Real Estate
- Securities & Investment Companies
- Telecommunications
- Technology
- Life, Annuity, and Retirement Solutions