



## BUSINESS PLANNING & SUCCESSION

### Alabama Limited Liability Company Law of 2014



Burr's [Jack Stephenson](#) served on the Advisory Committee of the Alabama Law Institute that drafted the new limited liability company law. The drafting process extended over a period of five years, during which time the Committee compared the current Alabama law to the Revised Uniform Limited Liability Company Act, the ABA's Revised Prototype Limited Liability Company Act as well as laws of other states. The Committee tried to select the best provisions from these sources for the new law. The new act represents a significant improvement to the existing law and is unique to Alabama.

This [article](#) summarizes some of the highlights in the new law. For more information, please contact Jack at (205) 458-5201 or [jstephen@burr.com](mailto:jstephen@burr.com).

### Financial Policies and Procedures for Small Non-Profit Organizations



Burr attorneys [Ed Brown](#) and [Jeff Holt](#) recently presented on the topic of "Financial Policies and Procedures for Small Non-Profit Organizations" to the Pro Bono Partnership of Atlanta on June 3, 2014. For more information on their presentation and the Pro Bono Partnership of Atlanta, click [here](#), or contact Ed at (404) 685-4292 or [ebrown@burr.com](mailto:ebrown@burr.com) and

## FIRM NEWS

### 77 Burr & Forman Attorneys Selected Among *Alabama Super Lawyers* and Rising Stars for 2014

In addition to the Burr & Forman attorneys selected as 2014 [Georgia](#) and [Florida Super Lawyers](#) and Rising Stars, 52 Burr attorneys have been included among *Alabama Super Lawyers*, and an additional 25 attorneys are recognized as "Rising Stars" for 2014. Click [here](#) to view the full list of Burr & Forman attorneys recognized by the publication.

2014 *Super Lawyers* and Rising Stars lists for Mississippi and Tennessee will be released soon. *Super Lawyers* can be found online [here](#), where lawyers can be searched by practice area and location.

### 39 Burr & Forman Attorneys Recognized as "Leaders in Their Field" by *CHAMBERS USA*

39 Burr & Forman attorneys have been ranked as leading practitioners in 13 different practice areas in the 2014 edition of *Chambers USA*, a highly regarded directory featuring client-led intelligence on America's leading lawyers for business.

In addition, Burr & Forman's Birmingham office received top rankings in six practice areas: Banking and Finance, Bankruptcy/Restructuring, Corporate/Commercial, Labor and Employment, Real Estate, and Litigation: General Commercial. The firm's Atlanta office received top rankings in Banking and Finance and Bankruptcy/Restructuring, and the Orlando office received top rankings in Bankruptcy/Restructuring.

Click [here](#) to view the list of the Burr & Forman attorneys recognized by *Chambers USA* in the 2014 guide, along with the practice areas in which they were selected.

### Burr Adds Product Liability and Construction Defect Partner in Atlanta



Burr & Forman is pleased to announce the addition of [Thomas "Tom" D. Allen](#) as partner in the firm's Atlanta office. Allen joins the firm's Tort Trial and Insurance Practice Section bringing with him more than 25 years of experience in complex litigation, representing manufacturers and other clients in matters related to product liability, toxic exposure, environmental contamination, and construction accident and defect.

Tom's legal background includes serving as national counsel in diacetyl, asbestos and formaldehyde litigation, as well as handling cases in state and federal courts in 29 states, including trying cases in seven of those states. He has significant experience defending personal injury class action and mass tort claims associated with exposure to various forms of potentially harmful and toxic substances, including benzene, diacetyl, heavy metals, solvents, formaldehyde, lead and asbestos.

Read Tom's full bio [here](#), or contact him at (404) 685-4275 or [tallen@burr.com](mailto:tallen@burr.com).

## Headlines

- [SBA Ups Size Standards, Allowing 8,400 Firms to Become Small Biz](#)
- [Auditors Want to Limit Reporting of 'Critical Audit Matters'](#)
- [House Approves Permanent Extension of Small Business Tax Break](#)

Jeff at (404) 685-4277 or [jholt@burr.com](mailto:jholt@burr.com).

## 7 Key Roles of a Successful Start-up CEO



In your experience, what's the most important role that a start-up CEO should fulfill? Burr attorney [Josh Ehrenfeld](#) weighs in on what makes a successful start-up CEO. Ehrenfeld says, "Keeping one foot grounded is the essential characteristic for a successful start-up CEO. The CEO's critical role is to provide a dual external and internal vision for the company." Read the full article from *JD Supra* online [here](#).

For more information, contact Josh at (615) 724-3232 or [jehrenfeld@burr.com](mailto:jehrenfeld@burr.com).

## TAX

### What's an Overlooked Question That Should Be Asked Before Buying or Selling a Business?



[April McKenzie Mason](#) was recently quoted in the *Birmingham Business Journal* on often overlooked questions that every business owner should ask before buying or selling a business.

Mason says, "It is critical to get a tax advisor engaged as soon as possible to understand the tax implications of buying or selling a business. Taxes for a transaction can be significant and will often drive the structure of a deal."

For more information, please contact [April](#) at (205) 458-5459 or [amazon@burr.com](mailto:amazon@burr.com).

## SECURITIES REGULATION

### The SEC'S New Municipal-Advisor Rules Become Effective July 1



The SEC's new Municipal-Advisor Rules become effective July 1, 2014. Required by Dodd-Frank § 975, the Rules were adopted last year, but the SEC postponed their implementation from

January to July 1. Read about the implications of these new rules [here](#).

For more information, contact [Tom Potter](#)

- [EU Officials Probing Tax Loopholes as U.S. Companies Benefit](#)
- [More Companies Planning to Offer IPOs to Everyday Investors](#)
- [States Rewriting 'Patent Troll' Legislation](#)
- [Senate to Consider Bill Encouraging Cybersecurity Communication](#)
- [Start-ups Doing More to Make Sure Board Members Are Professionals](#)

## News Briefs

### SBA Ups Size Standards, Allowing 8,400 Firms to Become Small Biz

More than an additional 8,400 businesses will become eligible for Small Business Administration loans and government contracting programs for small companies as a result of the agency updating its size standards for inflation. This is the first update for inflation in the size standards for these industries since 2008.

(Source: The (Albany) Business Review, 2014-06-13)

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### Auditors Want to Limit Reporting of 'Critical Audit Matters'

Rather than divulge every worry that kept them up at night during an audit, some auditors feel that they should limit their reporting of "critical audit matters" to the anxieties they've reported to the audit committee, according to an analysis of a field test of the Public Company Accounting Oversight Board's proposal to revamp the auditor's report. Issued on August 13, 2013 after years of deliberation, the proposed auditing standard would require auditors to communicate critical audit matters (CAMs) in the auditor's report on the financial statements of corporate clients.

(Source: CFO.com, 2014-06-20)

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### House Approves Permanent Extension of Small Business Tax Break

The House voted to make permanent a generous tax break that makes it easier for small businesses to buy new equipment and improve their property, part of an election-year showdown over a series of expired tax breaks worth billions. The tax break allows business owners to more quickly write off the costs of computers, machinery and other equipment, as well as improvements to retail property.

(Source: Inc., 2014-06-13)

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### EU Officials Probing Tax Loopholes as U.S. Companies Benefit

European officials are investigating whether Apple and Starbucks are dodging taxes under arrangements with the Irish and Dutch governments. Based on a preliminary analysis, the European Commission is concerned that transfer pricing arrangements in each case could underestimate taxable profits, potentially giving an unfair and illegal advantage to the companies.

(Source: CNNMoney.com, 2014-06-11)

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### More Companies Planning to Offer IPOs to Everyday Investors

Once exclusively for big institutions and large investors, initial public offerings are starting to be somewhat more democratized. Some companies planning to go public are opting to include employees, fans and customers in their IPO, giving them access to shares at the same time and same price as Wall Street.

(Source: CNBC, 2014-06-16)

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### States Rewriting 'Patent Troll' Legislation

Efforts to rework federal patent law to prevent questionable patent ownership claims were dealt another setback when the Senate Judiciary Committee canceled a legislative markup. State lawmakers, meanwhile, have been moving more quickly.

(Source: The Wall Street Journal, 2014-05-22)

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### Senate to Consider Bill Encouraging Cybersecurity Communication

The U.S. Senate Intelligence Committee is expected to consider a bill aimed at encouraging companies to exchange information on hacking attempts and cybersecurity threats with the government, senators said as they released a draft of the legislation.

at (615) 724-3231 or [tpotter@burr.com](mailto:tpotter@burr.com).

### SEC Begins Proceedings on FINRA Proposal Concerning Per Share Estimated Valuations for Unlisted DPP and REIT Securities



On May 20, 2014, the Securities and Exchange Commission [initiated proceedings](#) to determine whether to approve a proposal by the Financial Industry Regulatory Authority, Inc. (FINRA) to amend the NASD and FINRA rules governing estimated valuations for unlisted direct participation program (DPP) and real estate investment trust (REIT) securities. On January 31, 2014, FINRA filed a [proposed rule change](#) to amend NASD Rule 2340 (Customer Account Statements) and FINRA Rule 2310 (Direct Participation Programs), both of which address per share estimated valuations for unlisted DPP and REIT securities.

[Click here](#) to read the full article. For more information, please contact [Ben Coulter](#) at (205) 458-5420 or [bcoulter@burr.com](mailto:bcoulter@burr.com).

### FINRA Fines & AWC'S For Blue-Sheet Violations on Which SEC Sought Admissions

Burr's [Tom Potter](#) wrote in an earlier Burr blog [here](#) that the SEC was wrong to extend its "admission of wrongdoing" policy (once reserved for extreme cases) to negligent software-glitch misreporting of trade-data in the *Scottrade* case. On June 4, FINRA announced that its response to similar blue-sheet violations by three firms was a standard AWC ("neither admit nor deny") with a fine of less than half the amount assessed on *Scottrade* by the SEC. Read about this latest development [here](#).

For more information, please contact Tom at (615) 724-3231 or [tpotter@burr.com](mailto:tpotter@burr.com).

### HEALTH CARE

View the latest [Health Care E-Note](#). To subscribe to this newsletter, click [here](#).

### So, Are You REALLY Compliant With HIPAA?

If you are an employer, you may sponsor a group health plan to benefit your employees and their

U.S. lawmakers have been considering legislation to help private companies better communicate about security breaches and cyber threats with the government and each other, but spats over liability and privacy protections have thwarted passage of comprehensive cyber security bills thus far.

(Source: Reuters, 2014-06-17)

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### Start-ups Doing More to Make Sure Board Members Are Professionals

Startup executives are becoming more careful about how they select board members as they discover the drawbacks of simply naming their friends and acquaintances to these positions. They are hiring executive search firms to help them find better qualified candidates, paying cash and perhaps consulting fees in addition to equity, and in some cases requiring that board members invest some of their own money to demonstrate their commitment.

(Source: The Wall Street Journal, 2014-06-10)

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dependents. Group health plans are covered entities under HIPAA. This [article](#) provides an overview of how the HIPAA privacy and security rules apply to group health plans.

For more information, please contact [Debra Mackey](#) at (205) 458-5484 or [dmackey@burr.com](mailto:dmackey@burr.com).

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