

Noël J. Para

Partner

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Noël Para specializes in cross-border transactions, including secured lending and mergers and acquisitions. He has extensive experience representing financial institutions and other business entities in a broad range of transactions involving securitization and other asset-based lending, commercial finance, credit enhancement, and public and private offerings.

Noël has particular experience in structuring transactions that are subject to the laws of several jurisdictions, matters arising under Articles 8 & 9 of the Uniform Commercial Code (UCC), such as characterization of collateral, effect of change-of-characterization and other UCC matters, and legal opinion practice, especially in connection with foreign law opinions and multijurisdiction tandem opinions.

Noël is chair of the firm's Corporate Practice Area Opinion Committee and a member of the Securities and M&A Practice Quality Teams.

Noël received his J.D. from New York University in 1980 and his B.A. from Amherst College in 1977. He has served the community through participation as an advanced referee, referee instructor and coach for the American Youth Soccer Organization.

Representative Experience

- Represented a global media conglomerate in connection with the \$6.75 billion sale of interests in an Internet service provider under a complex put/call structure and related monetization transactions involving the laws of Germany, Luxembourg and the U.S.
- Represented a French developer in connection with work-in-progress financing arrangements for a major U.S. transportation capital project involving the laws of France, Canada and several U.S. jurisdictions.
- Responsible for the analysis and documentation, including legal opinions, of U.S. state law (UCC) aspects of securitization, cross-border and multistate commercial lending transactions, real estate finance, securities and M&A transactions, including coordination of foreign and local counsel documentation and opinions.

Publications & Presentations

Publications

- "Opinions in Commercial Finance and Banking Transactions," in *Legal Opinion Letters: A Comprehensive Guide to Opinion Letter Practice*, 3d ed., Aspen Publishers, 2004 and 2005-2018 Supplements.

Presentations

- "Critical Audit Matters: What Lawyers Need to Know About the PCAOB's New Auditor Reporting," ABA Business Law Section Fall Meeting, Washington, D.C., November 16-17, 2018.

Professional & Community Engagement

- American Bar Association

- New York State Bar Association
- TriBar Opinion Committee, reviewer and contributor to the committee's 2018 reports, *Third Party Closing Opinions: Limited Partnerships* and *Report on the Enforceability of Contractual Provisions Allocating Risk to Opinion Giver's Client*
- ABA Business Law Section Legal Opinions Committee, commenter and contributor to the committee's 2002 *Guidelines for the Preparation of Closing Opinions*, the 2003 *Special Report of the TriBar Opinion Committee: U.C.C. Security Interest Opinions – Revised Article 9* and the 2006 report of the TriBar Opinion Committee, *Third-Party Closing Opinions: Limited Liability Companies*, and the committee's 2015 report, *Cross-Border Closing Opinions of U.S. Counsel*
- ABA Securities Law Opinions Subcommittee, reviewer and contributor to the subcommittee's 2004 report and 2013 revision of *Legal Opinions in SEC Filings*, the 2007 report and 2014 revision of *No Registration Opinions*, the 2004 report and 2008 revision of *Negative Assurance in Securities Offerings*, and the 2011 *Special Report of the TriBar Opinion Committee—Opinions on Secondary Sales of Securities*
- ABA Audit Responses Committee, chair

Education

- New York University (J.D., 1980)
- Amherst College (B.A., 1977)

Admitted to Practice

- New York

Related Services

Corporate & Finance | Financial Services & Products | Mergers & Acquisitions | Real Estate & REITs | Structured & Warehouse Finance | German Business Team | Equipment Leasing