



The cannabis markets in the United States and Canada continue to provide exciting opportunities, especially on a cross-border level. While the U.S. still trails its northern neighbor with cannabis laws, there have been movements within the U.S. federal and state governments indicating that loosening regulations may facilitate opportunities for Canadian producers and other business entities looking to enter the burgeoning U.S. market. Duane Morris cannabis industry attorneys have extensive experience representing clients, based in both the U.S. and Canada, on a wide range of matters related to cross-border transactions.

## RANGE OF SERVICES

- ▶ Cross-border transactions
- ▶ M&A
- ▶ Corporate transactions
  - > Financing
  - > Capital formation activities
  - > Partnership and operating agreements
  - > Due diligence
- ▶ Regulatory and compliance
- ▶ Labor and employment law
- ▶ Real estate and leasing
- ▶ Licensing and permitting

## LEADERS IN THE FIELD

### *Chambers USA*

National Leader in Cannabis Law  
National Leading Attorneys: [Tracy Gallegos](#),  
[Paul Josephson](#) & [Michael Schwamm](#)

**Chambers**  
AND PARTNERS

### *The Legal 500*

Leading Law Firm in Cannabis  
Leading Lawyers: [Michael Schwamm](#)



### *Law360*

2022 Cannabis Group of the Year

### *National Law Journal*

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

### *Cannabis Law Report*

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

### *Insider NJ*

CannalInfluencers - 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](#)

## 2018 Farm Bill:

### Hemp Removed from Controlled Substances Act

The 2018 United States Farm Bill removed hemp from the Controlled Substances Act and contained other key updates, including providing a green light for banking, investing and insuring hemp-derived cannabidiol (CBD) products and barring the creation of laws prohibiting the interstate transportation of hemp or CBD derived from hemp. In addition to many states advancing cannabis laws, there are several federal bills gaining support from both parties that would significantly change the marijuana laws in the United States.



## REPRESENTATIVE MATTERS

- ▶ Represented iAnthus Capital Holdings, Inc. as U.S. counsel in connection with its all-stock merger with MPX Bioceutical 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. (formerly Harborside 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 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.
- ▶ Represented cannabis company TILT Holdings, Inc., in the private placement of \$35 million of senior secured notes and the restructuring of \$36 million of junior obligations.
- ▶ Advise Canadian venture capital firm on investments in the United States and compliance with state regulations related to banking and financial services.
- ▶ 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).
- ▶ Counsel to multinational software company on regulatory and compliance issues related to providing software and support services to licensed cannabis operators in the U.S. and Canada.
- ▶ Provide California-focused employment-related advice to a Canadian cannabis fund with subsidiary entities, employees and contractors in California.
- ▶ Drafted agreements in connection with a Canadian companies’ equipment financing facility for equipment leased to California-based cannabis operator.
- ▶ Conducted due diligence in connection with a Canadian funds’ investment in a vertically integrated cannabis operator in San Diego, California.
- ▶ Conducted due diligence and drafted agreements in connection with a Canadian funds’ investment in a vertically integrated cannabis company.



## OFFICE LOCATIONS & REACH



### UNITED STATES

Atlanta Miami  
 Austin New Jersey North  
 Baltimore New Jersey South  
 Boca Raton New York  
 Boston Philadelphia  
 Chicago Pittsburgh  
 Dallas San Diego  
 Fort Worth San Francisco  
 Houston Silicon Valley  
 Las Vegas Washington, D.C.  
 Los Angeles Wilmington

### INTERNATIONAL

Hanoi Shanghai  
 Ho Chi Minh City Singapore  
 London Sydney  
 Myanmar

- > Also satellite offices, including Portland, Maine; Berwyn, Pennsylvania; and Seattle, Washington
- > Alliances in Mexico and throughout Latin America
- > Leadership position with international network of independent law firms

## FOR MORE INFORMATION, PLEASE CONTACT:

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