



*“Advice and counsel that is concise, timely,
on-point and cost-effective.”*

Corporate and Transactional

Our Corporate Practice offers clients sophisticated and business-minded legal advice. Our team includes former senior-level in-house counsel and advisers to top management at a broad array of companies such as Kraft Foods, Walgreen’s, PepsiCo, BP, Schlumberger, Draper & Kramer, and MGM. We have also been outside counsel to Fortune 500 and smaller companies, some privately owned, both in the US and abroad.

Our clients appreciate that we are seasoned veterans of the corporate world, able to provide common-sense advice in a cost-effective manner. We guide clients toward making practical decisions based on business factors, and have worked closely with corporate staff at all levels at companies of every size – large, mid-market, and small.

Our attorneys advise companies at all stages of growth, from newly formed to longstanding. We carefully observe local, regional, national and international issues that align with their corporate strategy. Our attorneys have lived and worked overseas, with experience in Europe, Africa, South America, and Asia. With our global operations experience in Fortune 100 companies, we understand current business issues that impact your growth and know where you are in the life cycle of your business.

We have provided counsel on a wide variety of corporate needs, including: purchases, sales, licensing, and other transfers of business interests, negotiating and drafting key commercial contracts, reviewing and implementing compliance programs, antitrust counseling, supervising corporate investigations, and serving as government-appointed compliance monitors. We have extensive experience providing corporate secretary and corporate governance services, and advice on cyber law and cybersecurity.

Many corporate transactions involve a variety of legal practice areas such as [intellectual property](#), [litigation](#), [compliance](#), [antitrust](#), and [employment](#). We have a passionate commitment to our culture of collaboration among our colleagues to ensure that we bring together the right resources to meet our clients’ legal needs – as well as their business objectives. The Corporate Practice also provides in-depth legal assistance at many levels to US and international non-governmental organizations, governments and private investors.

Representative Engagements by Lawyers in the Firm

- Represented a major consumer packaged goods companies in more than 50 major acquisitions and divestitures with a combined value in excess of \$15 billion.
- Assisted several start-up companies with initial financing, supply contracts, key employee agreements,

distribution agreements, legal compliance.

- Served as compliance monitors for the Federal Trade Commissions and the Competition Bureau of Canada.
- Served as outside general counsel of small cap hedge fund (\$11.5M), advised General Partner on various securities and partnership issues, and drafted the firm's offering documents including their partnership agreement, private placement memorandum, and subscription agreement.
- Served as outside general counsel to a multi-national production company in connection with corporate structuring and international intellectual property protection.
- Acted as development executive for corporate projects including the 500-unit mixed-income development, serving as corporate liaison with stakeholders such as the City of Chicago, MacArthur Foundation, alderman, civic leaders and non-profit community.
- Provided counsel on high risk matters which potentially impact a company's brand or reputation, including allegations of fraud, misuse of company funds and/or property, dishonesty, embezzlement, theft, sexual harassment, hostile work environment.
- As outside General Counsel to food company start-up, advise executive management on various regulatory bodies of law that affect the business, including Food and Drug Administration (FDA) and Federal Trade Commission (FTC) privacy regulations.
- Drafted and negotiated all company agreements for food company, including master services agreements with major food manufactures and major food retailers; non-disclosure, employment, finance, marketing, and data privacy agreements.
- Provided corporate governance and corporate secretary services for major real estate and financial services corporation.
- Represented political consulting company in connection with corporate structure, employment and volunteer agreements.
- Developed a comprehensive records management program for a national insurance company. Combined diverse record systems inherited from multiple acquisitions, developed electronic and print document management tools and employee training programs.
- Represented major conglomerate in connection with international licensing of its intellectual property and distribution of products.
- Served as co-bond counsel for government entities in multi-phased bond issues in Illinois, New York, Connecticut, Alabama and Missouri.
- Developed protocols for product recalls, to ensure that if a market withdrawal or recall is necessary,

proper notification of customers, consumers and government agencies is accomplished, along with effective product retrieval.

- Advise software company on US privacy regulations (Privacy Act of 1974) and new EU privacy regulations (General Data Protection Regulation)
- Draft and negotiate complex master software license and cloud services agreements, professional services agreements, non-disclosure agreements, and ancillary agreements between Australian company and major US pharmaceutical and manufacturing companies.
- Assisted in highly sensitive investigation regarding matters contained in a series of anonymous letters sent to its Board of Directors.
- Conducted compliance risk assessments and policy reviews for major hospitality company, global consulting firm, major US manufacturers, and US subsidiary of global company.
- Advised a chemical company on a restrictive distribution agreement based on customer and patent concerns.
- Assisted a major manufacturer of office products in revising distribution system and promotion program.
- Advised multiple clients on legal risks of pricing and promotion programs.
- Assisted in revision of compliance program for several major U.S. manufacturing firms.
- Advised clients in manufacturing, financial services, consumer products, and insurance industries on legal exposure with regard to social media activities.
- Draft template master services agreements, statements of work, and business associate agreement for large financial services company.
- Advise financial services company on compliance initiatives and regulatory bodies of law that affect its business. Created corporate policies covering HIPPA, Gramm Leach Bliley Act (GLBA), Federal Trade Commission Act (FTCA), and the Federal Debt Collection Practices Act (FDCPA).
- Represented major international US oil company with corporate matters and agreements in French Africa (Mali, Madagascar, Tchad, Congo, Senegal, Cote d'Ivoire, Burkina Faso, Morocco, Tunisia, Algeria, Benin, Togo).
- Represented several US life insurance companies in acquisitions of European and Korean life insurance companies, and served as in-house counsel to international insurance group.
- Represented New England seafood company in litigating in France and the US in a series of disputes with US and French banks and French suppliers of fish.

- Advised corporate clients on GDPR requirements.
- Drafted and negotiated master broker agreements for large insurance broker with large corporate clients.
- Advised brokers of legal risks associated with insurance, reinsurance, and benefits administration outsourcing matters within the health and benefits practice of large insurance broker.
- Extensively reviewed Request for Proposals (RFPs) for large insurance broker.
- Negotiated contracts on behalf of local government agency.