

# General Corporate and Outside General Counsel Services

We work in strategic partnership as a natural extension of your business

## Capabilities at a glance

- **We design our service offerings to suit businesses of any type**, from large global operations to privately held or employee-owned businesses of every size.
- **We provide responsive, high-quality, practical legal services to meet your needs**, and we understand the importance of budget- and matter-management to your business.
- **Our in-house and outside general counsel experience enables us to work quickly, effectively and creatively** to deliver the right legal solutions with a business mindset.
- **We recognize that trust and partnership are a serious investment** and are committed to earning them.

## Holistic legal support to address any issue your business might encounter

Companies rely on Quarles as outside general counsel because we offer the depth of skill and breadth of experience necessary to achieve their business objectives. Whether the issues are complex or straightforward, our lawyers will always deliver the appropriate level of resources to complete the task at hand. Serving as a strategic advisor, we provide efficient, day-to-day counsel across a range of legal disciplines. We understand the fast-moving, cutting-edge business world our clients operate in and are committed to providing business-focused solutions that add value. Stakeholders, business owners, families, executives and boards often look to us to serve as a sounding board on legal and business matters. We make it a point to obtain a thorough working knowledge of our clients' business practices, industries, organizations, and strategic goals and objectives so we can give you the top-notch representation you deserve. We tremendously value our long-term relationships and are always committed to building new ones.

## Dedicated, skilled attorneys working across all areas of law

Many of our attorneys have served as in-house counsel in the public, private or nonprofit sectors. Many serve, or have served, as outside general counsel for some of our most loyal and longstanding clients, especially private companies. Underscoring our status as a trusted partner, our top 100 clients have been with Quarles for an average of nearly 17 years. For our top 500 clients, the average is more than 13

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years. This means we have a deep bench of attorneys who are well-versed in representing a company's interests in all areas, including M&A and other transactions, financing, governance, securities and day-to-day commercial matters. As needed, we also can draw on attorneys in other specialty areas such as tax, intellectual property, data privacy, litigation, labor and employment, employee benefits, environmental, immigration, estate and succession planning and real estate. Our experience spans a broad range of industries, including manufacturing, food and beverage, professional services, health care and information technology.

## Experience

- **Planning, structuring and forming new businesses.**
- **Structuring relationships among owners**, including buy-sell agreements.
- Advising on corporate governance matters, including:
  - **Director and officer fiduciary duties**
  - **Board meetings**
  - **Codes of conduct for officers**, directors, employees and other constituencies
  - **Risk management** and risk oversight systems and responsibilities
  - **Related party transaction** monitoring and approval
  - **Whistleblower systems** and internal investigations
  - **Regulatory compliance**
- **Supply chain issues** and commercial contracting
- **Stock and asset acquisitions**, mergers and divestiture transactions
- **Planning and coordinating credit transactions**, reorganizations, restructurings and recapitalizations.
- **Advising on executive compensation plans and arrangements.**
- **Tax, estate and gift planning**
- **Succession planning**
- **Investment opportunities**
- **Exit strategies**
- **Family office formation**, launch and ongoing support
- **Dispute resolution and litigation**

## Successes

- Successfully argued and negotiated on behalf of a large manufacturing client in the automotive industry to prevent numerous suppliers from imposing price increases valued in the tens of millions of dollars.

## Service Areas

### Data Privacy & Security

Every organization has growing data privacy needs and sensitivities, and taking them seriously is vital to meeting business goals and mitigating risk. The laws are changing quickly, whether it's customer data, consumer data or employee data at stake. Quarles offers effective and efficient legal support and training





programs tailored to your business needs, to help ensure you are one step ahead of data privacy and security regulations.

#### Immigration & Mobility

#### Intellectual Property

From agriculture to genetics, software development to consumer goods, our advice to you will always be informed by deep technical knowledge and industry experience. We understand the marketplace you operate in and tailor our legal support to each client, based on your competitive context and business strategy.

#### Labor & Employment

In today's fast-paced, competitive business environment, human resources serves a crucial role in balancing business and employee needs, while staying compliant with a changing landscape of federal and state laws. The Labor, Employment & Benefits Practice Group at Quarles has been helping companies navigate these laws for over 100 years by addressing human resource issues efficiently and consistently based on each unique workplace culture.

#### Litigation & Dispute Resolution

While we always seek to help you understand the benefits and costs of litigation, we also have tremendous depth of experience in representing clients in court, both at trial and on appeal. We have handled litigation in every state, understand the local demands and have a national reputation for proactive, aggressive pursuit of our clients' cases in the courtroom.

#### Real Estate

We pride ourselves on helping you look at the big picture, while we take care of the often-complex regulations and sophisticated technical knowledge required to get real estate transactions and projects completed with a minimum of risk and fuss. Our goal will always be to help you build and protect the present and future value of your business.

#### Tax

