

OUTSIDE CORPORATE COUNSEL

Many companies have sophisticated legal needs, but are not at a size or level necessitating a full-time in-house lawyer. Many family-owned or closely held businesses have regular legal issues. Employing outside corporate counsel can drive significant value by bringing different perspectives and niche experience to the table on an as-needed basis. Armstrong Teasdale's lawyers serve as outside corporate counsel to large and small companies across a range of industries. We also provide scalable legal advice, whether in an on-call capacity, a case-by-case basis, or with more robust, on-site support when needs are intensive.

Given the increasing complexity of the contemporary business environment and the rapid pace of regulatory changes, legal and compliance issues can spark reputational disasters, affect customer sentiment and, in cases such as privacy, data security and sexual harassment, which can expose a company to significant legal risk, including regulatory enforcement and private legal actions. With so much at stake, it's critical to have a professional whose practice allows your company to mitigate and navigate risks and ever-changing legal challenges. Our lawyers work closely with clients to gain an in-depth understanding of their industries, business objectives and regulatory environment, helping them craft a customized, more proactive approach to better manage legal risk. We examine the legal health and compliance posture of a company across a number of areas and skill sets, from reviewing corporate structures, contracts and policies to developing strategies to minimize tax exposure, improve operations and maintain compliance, all of which help drive the achievement of broader organizational objectives.

Retaining outside counsel can be a cost-effective first step for growing companies that believe they will need a full-time in-house counsel in the future. For startups and other emerging companies, our lawyers help navigate entity formation, ownership structures, employment matters, intellectual property issues and financing alternatives, including negotiating with venture capital and private equity funds. We also ease the transition and onboarding of full-time in-house counsel when the time comes. In both cases, this arrangement leaves senior leadership free to focus on implementing strategies to drive growth.

In addition to their extensive outside corporate counsel experience, many of our lawyers are former in-house counsel and therefore understand the complex challenges and growing pains your organization may experience. Their backgrounds include:

- A large, publicly traded telecommunications company
- A global household products and personal care company
- A private liberal arts college
- A multinational financial technology and services company specializing in online payment solutions
- Several professional state licensing boards
- The City of St. Louis Port Authority and Lambert-St. Louis International Airport
- A multicampus private college
- An economic development organization serving St. Louis City and County, which facilitated multimillion-dollar construction and real-estate projects
- A Fortune 200 company spearheading issues relating to real estate, network and finance/facility cost negotiation and litigation.

- A commercial real estate company
- A privately held company that acquires, builds and operates middle-market businesses
- A manufacturer and wholesale distributor of vacuum cleaners, sewing machines, ceiling fans and commercial floor care equipment
- Numerous cities and municipalities

EXPERIENCE

150+ Acquisitions, Ongoing Corporate Counsel for National Veterinary Clinic Consolidator

Represent a national veterinary clinic consolidator as its general corporate counsel from its initial stages through multiple private equity recapitalizations, including representing the client in the acquisition of 150+ veterinary clinics across the United States, legal compliance, corporate governance and equity transfers, real estate and leasing, employment, financing, intellectual property and trademarks, immigration, technology contracts and data privacy, and commercial contracts.

Acquisitions, Corporate Counsel for National Consolidator of Medical Aesthetics, Cosmetic Dermatology and Plastic Surgery Clinics

Represent a consolidator of medical aesthetics, cosmetic dermatology and plastic surgery clinics across the United States as its general corporate counsel, including representing the client in the structuring and acquisition of clinics across multiple states, financing, real estate and leasing, and intellectual property and trademarks.

Outside Corporate Counsel to Industry Trade Association

Assisted in the organization of MoCannTrade, Missouri's leading industry trade association, and continues to serve as its outside corporate counsel.

Outside Corporate Counsel for Global Consumer Products Company

Outside corporate counsel to a global consumer products company, including prosecution and management of a worldwide trademark portfolio, negotiation of mergers and acquisitions, advice regarding commercial contracts and consumer products liability issues, and handling of data privacy issues.

Outside IP Counsel, Trademark Prosecution for Global Consumer Products Company

Served as outside intellectual property counsel to a global consumer products company, advising on the clearance of proposed trademarks, prosecuting a high volume of applications across a wide range of consumer products, and managing the client's portfolios worldwide.

Outside Corporate Counsel for Large Independent Broker-Dealer Investment Adviser Firm

Served as outside corporate counsel for large independent broker-dealer investment adviser firm based in the Midwest. Assisted in-house counsel on registration, licensing, product approval, compliance policies, employment matters and state, federal and FINRA regulatory issues.

Successfully Defended Pet Food Brand in Misappropriation of Trade Secrets Case

Successfully defended a pet food company against misappropriation of trade secrets claims. Two of the plaintiff's employees were terminated by the plaintiff and went on to work for a competitor after developing a new type of packaging to supply to our client. At the same time, the competitor was in the process of developing replacement packaging to supply to our client. Our client moved its business to the competitor and the plaintiff filed suit in U.S. District Court for the Western District of Missouri against our client, the two former employees and the competitor. Armstrong Teasdale defended the lawsuit by, among other things, challenging the plaintiff's characterization of the allegedly misappropriated information as



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trade secrets. At mediation, the plaintiff agreed to settlement by dropping its claims and requesting a nominal payment from our client pursuant to a raw materials agreement for materials not used by the plaintiff before the relationship was terminated.

National Counsel for Commercial Real Estate Company

Served as national counsel, monitored litigation progress, and hired local counsel for commercial real estate company with lawsuits in multiple jurisdictions.