

Helping a business grow may not be the traditional role of the corporate lawyer.

But in today's tough economy, more and more lawyers are finding that their clients are relying on them not only for legal advice, but for business strategies as well. It's a creative and challenging aspect of corporate work; on top of that, it can be just plain fun.

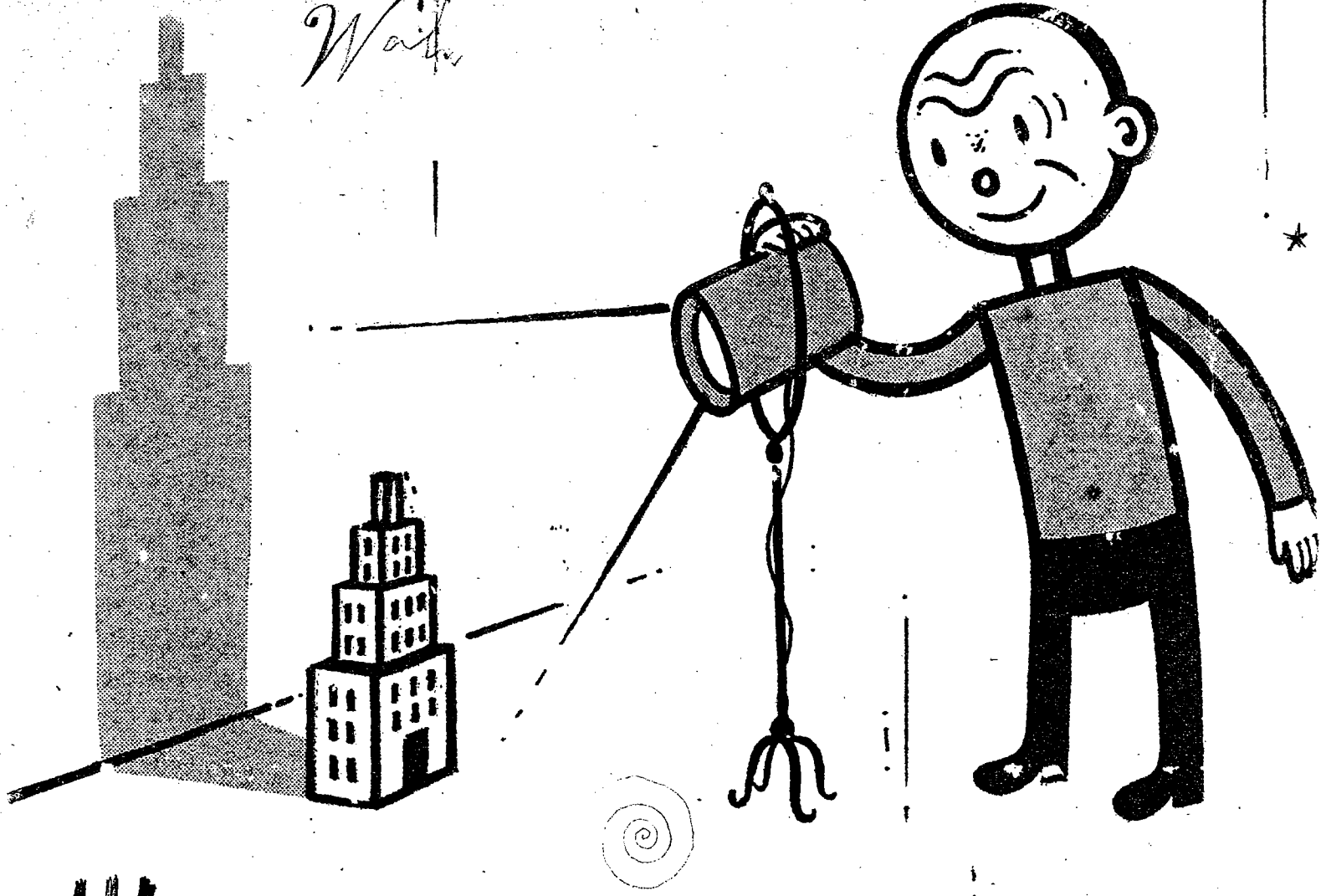
"It's definitely more interesting to be involved in the business world than to just crank out documents," says Melissa Gleespen '00, an associate with Calfee, Halter & Griswold, a 200-plus lawyer firm in Cleveland, Ohio. "It's been one of the most rewarding parts of my career, to get to know businesspeople and how they think."

Of course, for busy corporate lawyers, the legal tasks themselves take precedence over deal-making. But that doesn't mean they can't have an eye out for business opportunities. For Gleespen, who is in her firm's securities and capital markets department, the more she gets involved in the business side, the more she enjoys it. "When you first start out, you have to grasp the legal stuff, to get your job right. But as you become more senior and have more client contact and see how deals evolve and businesses operate, you learn how you can really help your clients to achieve success," she explains.

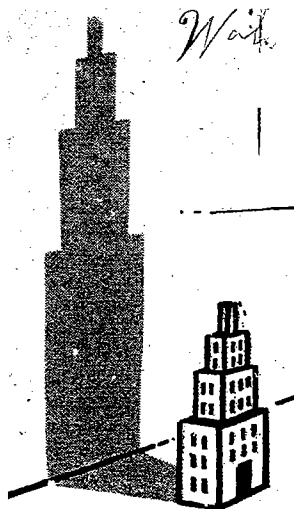
Assisting in business development may be as simple as helping clients network or as complex as being aware of new financing opportunities, including government grants. Emily Hayes '98, who works at Morse, Barnes-Brown & Pendleton in Waltham, Massachusetts, says finding financing opportunities for clients, many of whom are start-up companies in Boston's high-tech corridor, is an area where her firm excels. >>

How Does Your Bus

Wait



ness **GROW**



"You're thinking creatively about things the client isn't aware of, but to do that, you have to know your client very well. You have to talk to them, listen to them, identify their needs and know their industry."

Melissa Gleespen '00

The firm recently established a formal matching program that pairs companies looking for financing with venture capitalists looking for deals of a particular size. "We help to make introductions," she says. "It's not straight legal work but rather capital-raising. It's something our clients are often looking for in terms of growing their businesses."

Gleespen says her burgeoning list of professional contacts lets her assist clients in recognizing potentially lucrative joint ventures and other new deals. "It can be something as concrete as you know a person looking to get into a certain type of business, and you see a good fit," she says. "You're thinking creatively about things the client isn't aware of, but to do that, you have to know your client very well. You have to talk to them, listen to them, identify their needs and know their industry." This means not only reading newspapers and trade publications, but also attending industry meetings locally and nationally.

When he was in-house counsel for consumer software giant The Learning Company, Michael Cavaretta '96 proposed a licensing division that would be cross-functional, handling everything from the legal work to marketing to research and development. "I had one foot in law and one foot in business development," Cavaretta explains. "I was still negotiating and drafting my own licensing agreements, but I was also out there schmoozing."

This streamlined approach worked remarkably well in helping the company identify licensing opportunities. Indeed, his department marshaled a deal with Nintendo that resulted in the biggest product line ever for The Learning Company. "It really took off at just the right time, and that was a result of aggressively looking for strategic-alliance relationships, which came out of this department," says Cavaretta.

Cavaretta, who now works with Hayes at Morse, Barnes-Brown & Pendleton, handles licensing and commercial agreements for high-tech start-ups. He believes his past experience as pro-active in-house counsel assists his current clients. "Lawyers think of themselves more as service providers as opposed to really a part of the business organization, but I like to get involved in business," he says. "We represent a lot of start-up companies and a lot of these people really could use guidance, not just specifically revolving around their 'legal risk,' but also around maximizing the value of the deal. I'm able to make suggestions on structuring a deal from the business side as well. I think it's an added value for them."

But the firm goes even further in giving its

clients every advantage on the road to riches. For example, Morse, Barnes-Brown & Pendleton recently helped a start-up locate and bring on board a temporary chief financial officer to shepherd it through its initial financing phase. "You help figure out where the finances are and then see them off into success," Hayes says. "We put them in touch with the appropriate folks."

There are still many corporate departments out there, however, which are simply too busy with traditional legal work to venture very far into deal-making.

"I don't have a heck of a lot of time to do business-development type stuff," says Tom Moffatt '93, senior legal counsel with CVS Corporation. "People bring deals to me and I handle them from there, as opposed to figuring out ways for CVS to do things differently."

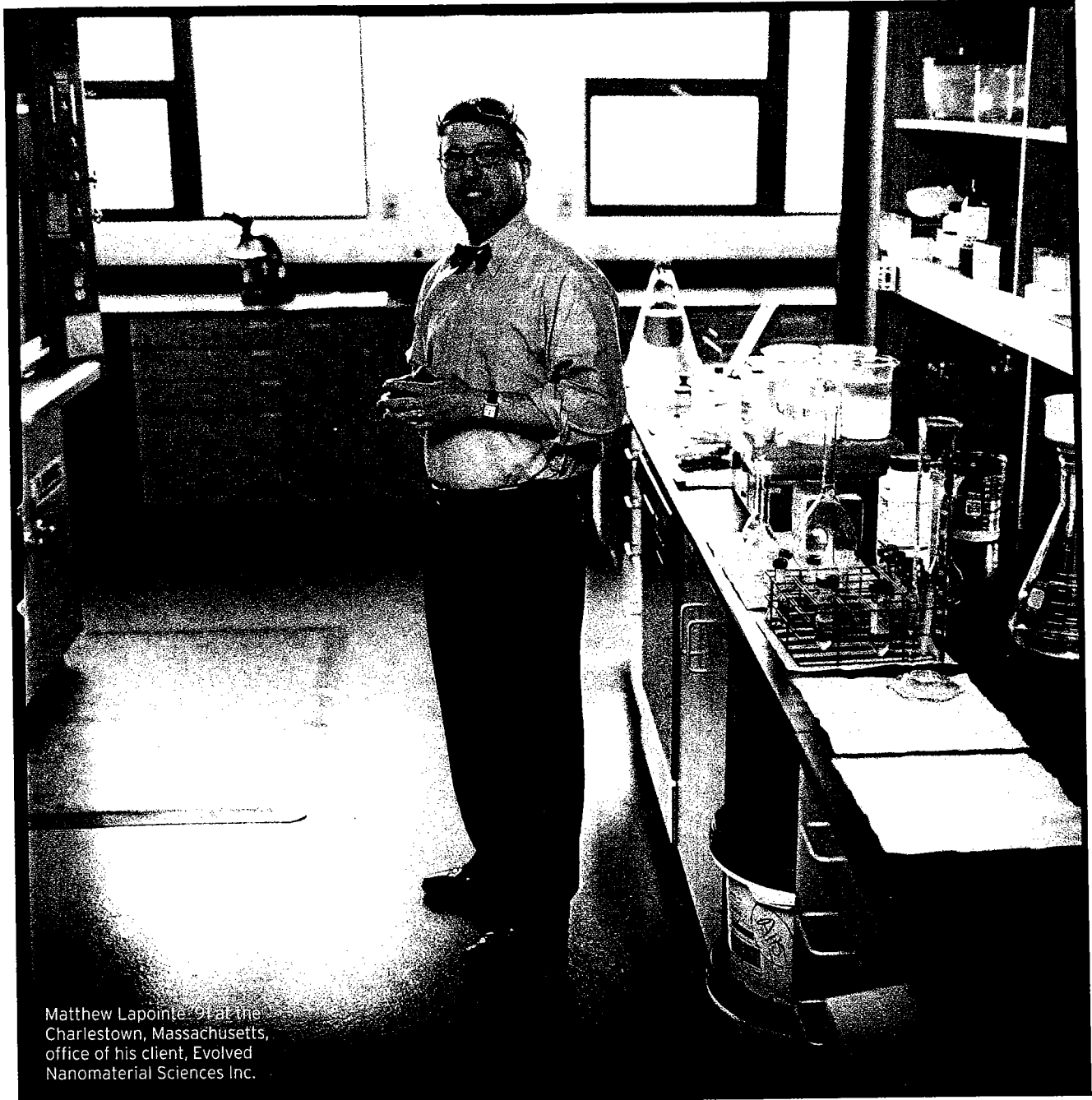
To a large extent, this is due to the small size of the CVS legal department: 10 lawyers for 110,000 employees and 4,100 stores. But it doesn't mean there's no opportunity for lawyers to cross over. As Moffatt notes, the company's new executive vice president for strategy is a corporate lawyer from a New York firm who has moved into the development arena.

Thinking Size-Wise

Even in regions where business clients are very small entities, lawyers can play an important role in growth. Matthew Lapointe '91, of Sheehan Phinney Bass + Green in Manchester, New Hampshire, works with a broad range of business clients, from gas stations to physicians' groups. As someone very connected in the community, Lapointe has a beneficial vantage point for corporate match-making. "I've certainly put clients together who I thought could benefit from each other," he says.

Lapointe is careful, however, to be measured in his approach and always gives his client more than one referral in a particular business area. He also emphasizes being vigilant so that clients struggling financially do not make rash business decisions that could prove disastrous — as it did for one physicians' group. Lapointe had a doctor client who began offering patients dietary supplements and herbal products. Unfortunately, the doctor didn't realize that both the American Medical Association and the state's medical board had deemed this practice unethical.

"The physician, who truly believed in the efficacy of these products and thought he was helping patients, got into trouble with the board of medicine," recalls Lapointe. "Had he



Matthew Lapointe '91 at the Charlestown, Massachusetts, office of his client, Evolved Nanomaterial Sciences Inc.

asked me before he did it, I would have advised him that it was not a good way to try to supplement the loss of revenues. The moral of that story is to be proactive with clients, to help them grow, but to advise them that it needs to be done in certain ways."

In addition to explaining the legal ramifications of business decisions, Lapointe also counsels clients on the community-relations aspect. A hot topic among physicians' groups today is the creation of ambulatory surgical centers, which provide day surgeries outside of the traditional hospital setting. While these centers can benefit the bottom line of a physicians' group, they also siphon away lucrative types of surgery from local hospitals, which must still shoulder the burden of more serious and expensive cases. For this reason, if

Lapointe suggests to a physicians' group that it consider creating a surgical center, he may also recommend they do so as a joint venture with the local hospital in order to maintain good community relations.

The bottom line for him, as with other corporate lawyers who venture into business development, is the enjoyment he gets from helping clients achieve success.

"Is it fun? Oh, definitely," Lapointe says. "What I like most about being a business lawyer is working with the business owners. They're regular people." ■

Elaine McArdle, a graduate of Vanderbilt University Law School and former features editor of Lawyers Weekly USA, is a regular contributor to Northeastern Law Magazine.

"I've certainly put clients together who I thought could benefit from each other."

Matthew Lapointe '91