

BCG Attorney Search's Guide to Corporate and Finance Practice Areas

Have you ever wondered what it is that corporate and finance lawyers do? If you haven't actually worked as an attorney in a corporate or finance practice area, you probably don't understand what the work involves other than it is "transactional" and does not include going to court. In this article, we demystify corporate and finance practice areas and explain what these kinds of lawyers spend their days (and nights) doing.

Corporate and finance lawyers assist companies and financial institutions organize, operate and finance their businesses. These lawyers do everything from draft corporate bylaws, to negotiate loan agreements, to research regulations that pertain to new financial instruments (such as derivatives). They provide counsel to Fortune 500 companies about how to store information in accordance with privacy laws and negotiate innovative funding models for emerging companies the world over.

See the following articles for more information:

[What Does It Take to Become a Successful Corporate Attorney?](#)

[What Does a Corporate Lawyer Do?](#)

From New York to London, from Brazil to China, from the Bay Area to the Bay of Bengal, corporate and finance lawyers provide the legal knowledge and skills required to keep the wheels of domestic and international business and finance spinning.

With real world examples pulled from the deal sheets of some of the world's top law firms, BCG provides an overview of these important practice areas.

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Corporate Law Practice Areas

Corporate lawyers assist private companies, public corporations and other entities such as hedge funds run their businesses. From start to finish, corporate attorneys help the players in the global economy reach their goals. The main corporate law practice areas are:

Corporate - Formation & Governance

Corporate - Mergers & Acquisitions

Corporate - Private Equity & Funds

Corporate - Data & Technology Security

Corporate - Formation & Governance: This practice area is focused on the mechanics of forming business entities and helping those entities operate effectively, profitably and in compliance with laws and regulations. These attorneys specialize in the pros and cons of different business structures such as limited liability companies versus traditional corporations versus partnerships. They draft the "organizational" documents needed to bring these entities into legal existence, help structure their clients' boards of directors, management teams and compensation systems, and prepare all required regulatory filings mandated by the Securities and Exchange Commission, New York Stock Exchange, Nasdaq Stock Market, and other international, federal and state regulators.

Example: Corporate lawyers at the esteemed Wall Street firm of Davis Polk & Wardwell LLP recently represented Fortune 500 company ConAgra Foods in connection with a cooperation agreement with hedge fund JANA Partners. JANA owns approximately 7% of ConAgra Foods' shares and invested in ConAgra with the goal of making the processed food giant (and thus JANA's ownership interest) more profitable. As part of the cooperation agreement - designed to address certain ways in which JANA and ConAgra will cooperate to

run the business - ConAgra agreed to appoint two individuals identified by JANA to the ConAgra board of directors.

Corporate - Mergers & Acquisitions: This practice area is focused on helping companies grow by merging with and acquiring other companies. M&A attorneys represent both target companies as well as buyers in mergers and acquisitions transactions effectuated through asset purchases, stock purchases and other structures. These attorneys draft confidentiality agreements, offering memoranda, purchase agreements, and other documents like employment or shareholder agreements. They also help clients navigate the "due diligence" process, in which a target discloses and a buyer assesses the environmental, litigation and other risks involved with acquiring the target company. The best M&A attorneys are strategic thinkers who advise clients on big-picture business strategy as well as on legal consequences of particular deals.

Example: M&A powerhouse [Weil Gotshal & Manges LLP](#) recently advised technology giant Intel Corporation in connection with its acquisition of Altera Corporation, which produces programmable chips. The deal was structured as an all cash purchase valued at approximately \$16.7 billion.

Explanatory Video: In this video clip, a partner with the New York office of [Paul, Weiss, Rifkind, Wharton & Garrison LLP](#) discusses recent activity and trends in domestic and global M&A activity.

Corporate - Private Equity & Funds: Private equity and hedge funds are critical components of the global economy. [These are specialized investment entities formed with the financial resources of high net worth individuals and other investors.](#) They operate with less regulatory oversight than other market players and engage in all sorts of investment activity from mainstream stocks and bonds and real estate to highly speculative futures, options and derivatives. Private equity lawyers are specialists in helping these investment funds come into existence and thrive as key players in the financial world.

Example: As hedge fund JANA Partners' law firm, [Schulte Roth & Zabel LLP](#), recently assisted private equity client [Livingbridge with one of its investment funds](#), Livingbridge Enterprise 2. That fund will focus on buyout and growth equity transactions in the United Kingdom and will initially invest in transactions requiring 5 million to 10 million (approximately US\$7 million to US\$15 million) of equity.

Corporate - Data & Technology Security: This practice area is focused on helping companies manage data and comply with an extensive and evolving array of domestic and international laws. [The work these lawyers do is as diverse as modern-day technology and involves Internet and computer law, outsourcing, e-commerce, social media, consumer protection, records retention, and cybersecurity issues.](#)

Example: Attorneys in this area are prolific writers. Among Bay Area-headquartered [Morrison & Forster's](#) publications in this practice area are: *Global Employee Privacy and Data Security Law* and *Compliance and Information Security and Privacy*. Morrison & Forster also has created an on-line privacy library with links to privacy laws, regulations, reports, multilateral agreements, and government authorities for more 90 countries.

Finance Law Practice Areas

Finance lawyers assist companies and financial institutions in all matters relating to lending and borrowing money, as well as in creating innovative financial structures that provide investment and risk-management opportunities to other players in the financial sector. The main finance law practice areas are:

- Finance - Capital Markets
- Finance - Venture Capital
- Finance - Banking & Leveraged Credit
- Finance - Structured Finance & Securitizations
- Finance - Real Estate & REITs
- Finance - Project Finance
- Finance - Transportation, Space & Maritime
- Finance - Workouts & Distressed Debt
- Finance - Regulatory

Finance - Capital Markets: Along with bank loans, capital markets transactions are how businesses traditionally secure financial capital to run their operations. Companies "issue" [securities and other equity and debt instruments in the](#) "capital markets" to raise money for projects. Capital markets lawyers assist

companies seeking to enter the capital markets as well as the investment banks that facilitate capital markets transactions through underwriting activity. Capital markets attorneys work on initial public offerings, in which companies issue stock to the general public, as well as private placements, in which companies offer securities to sophisticated investors in a less-regulated fashion.

Example: In the largest IPO of all time, [Simpson Thatcher & Bartett LLP](#) represented Chinese e-commerce giant Alibaba in its 2014 initial public offering. Meanwhile, [Sullivan & Cromwell LLP](#) represented the lead underwriters of the Alibaba IPO, which included Credit Suisse, Deutsche Bank, Goldman Sachs, JPMorgan Chase, Morgan Stanley and Citigroup. The traditional role of an underwriter is to assume the initial risk of purchasing a large portion of a new issue and then use its connections and influence to quickly resell it to others in the market.

Finance - Venture Capital: Venture capital finance lawyers specialize in representing start-up and emerging growth companies in financing transactions as well as other business activities. Venture capital lawyers provide advice to start-ups in everything from formation issues to obtaining permits. They often act as "general counsels" to start-ups that don't yet have their own in-house legal departments. Venture capital lawyers also represent high net worth investors and venture capital funds that provide funding to new companies and help them emerge as market players. One of the hottest areas for venture capital lawyers is Silicon Valley, with its abundance of tech start-ups on the one hand, and extremely wealthy investors on the other hand. Venture capital lawyers enjoy bringing these hands together in the great big handshake that can turn a brilliant idea into a flourishing enterprise.

Example: Before Facebook became the massive public company it is today, it was a fledgling start-up in the Bay Area. The law firm that represented Facebook in its 2012 IPO, [Fenwick & West LLP](#), also provided legal assistance to the company in its early start-up days. Fenwick has a reputation for representing start-ups and helping them succeed and along with Facebook the firm has represented Cisco, Intuit, Twitter, and Airbnb.

Explanatory Video: In this video clip, the [USC Gould School of Law Business Law Society](#) hosts a panel discussion about the work of venture capitalists and venture capital lawyers.

Finance - Banking & Leveraged Credit: This practice area is focused on bank loans and other forms of credit. Lawyers in this area represent borrowers wanting to get funding on the best possible terms as well as the financial institutions that make the loans. Banking lawyers negotiate and draft single-lender credit agreements as well as larger syndicated loan agreements in which a group of banks, funds and other financial institutions collectively make a big loan to a borrower. These lawyers prepare all the loan documents as well as related documents that deal with what collateral (like inventory, accounts receivable, real estate, and IP) the company will provide as security for the loan. In cases of multiple lenders, banking lawyers prepare intercreditor agreements that set out the relative rights of the lenders as between each other.

Example: [Cahill Gordon & Reindel LLP](#) represented the "sponsor" entity seeking to construct the Mexico City New International Airport. That loan was in the amount of US \$3 billion and - like the Genpact loan - is "syndicated" to a group of lenders, each with its own funding "commitment."

Finance - Structured Finance & Securitizations: This is a highly specialized practice area that focuses on complex and sophisticated financial transactions known as asset securitizations. Asset securitizations began with mortgage-backed securities, whereby banks sold mortgage loans to special purpose entities that divided up the loans and resold them to outside investors in "tranches" with varying risk levels and yields. Asset securitizations have become increasingly complex and risky since the days of MBS - and include an ever-evolving assortment of "derivative" financial instruments that are based on underlying asset pools, payment streams and other financial measures. Lawyers in this area work on deals involving collateralized loan obligations, credit enhancement products and related risk management products such as interest rate and credit default swaps.

Example: In a 2015 asset securitization deal, legendary Wall Street firm [Cravath, Swaine & Moore LLP](#), represented issuers and/or underwriters in connection with collateralized loan obligation transactions totaling more than US\$17 billion.

Finance - Real Estate & REITs: This practice area focuses on the particular nuances of financing large real estate projects. In the case of a new hotel, apartment complex, or shopping mall, a finance real estate lawyer

prepares documents such as mortgages, deeds of trust, other security documents, due diligence documents, and partnership or entity documents. These lawyers also specialize in Real Estate Investments Trusts, which are tax-driven mechanisms through which groups pool financial resources to participate in real estate ventures.

Example: On the international real estate finance front, one of the world's largest law firms, [K&L Gates](#), recently represented a Shanghai real estate group on a RMB3.2 billion (approximately US\$500 million) real estate transaction involving 400,000 square meters of low-density residential and commercial development land in the Shanghai Sheshan District. Back at home in Texas, [Andrews Kurth LLP](#) represented the Houston Sports Authority in the development of Reliant Stadium, Minute Maid Park and the Toyota Center, as well as the REIT Capstead Mortgage Corporation in the issuance of more than US \$13 billion in mortgage-backed securities.

Finance - Project Finance: The world of project finance deals with the construction and operation of massive projects around the globe in areas like infrastructure, telecommunications, and energy. When a power plant is built in Asia or a network of toll roads is laid in Latin America, it is project finance lawyers who interface with host countries, draft documents, engage in due diligence and compliance activities, and oversee the disbursement process.

Example: In the last year, [White & Case LLP](#) represented a French investment company in connection with an agreement for the financing, construction and operation of a 42MW hydroelectric dam in the Republic of Mali for an estimated total amount of EUR110 million; the European Investment Bank and other banks in connection with the financing of a US\$1 billion thermal solar power project in Israel's Negev desert; and the sponsor of a US\$8 billion expansion of an existing petroleum refining and petrochemicals complex in Saudi Arabia.

Finance - Transportation, Space & Maritime: Just as the financings of start-ups, power projects, and real estate ventures have special nuances, so to do the financings in the aviation, aerospace and shipping industries. Lawyers that work in these specialized practice areas must understand intricate sector-specific regulations as well as specialized financing vehicles that apply to specific sectors like leveraged leasing transactions (for aircraft) and shipping mortgages (for maritime vessels).

Example: [Chapman and Cutler LLP](#) handles aircraft financing deals, including recent US\$260 million leveraged lease financings for two Boeing 747 aircraft; US\$5 billion financings for over 40 Boeing aircraft to Middle East and Asian airlines; and a US\$1.2 billion aircraft lease portfolio securitization.

Finance - Workouts & Distressed Debt: When a company that has borrowed money experiences financial difficulty or goes bankrupt, lawyers who specialize in workouts and distressed debt step in to help out. These lawyers might represent the debtor or groups of lenders that have loaned money to the debtor and want to help the company restructure its business so the company can get back on its feet, pay back what it owes and become profitable once again. A restructuring might involve a waiver of loan events of default, changes to financial and other covenants, mandated changes to business practices, and even the provision of temporary additional financing. Together with structured finance lawyers, workout and distressed debt attorneys also work on deals in which debt from distressed companies is pooled together, securitized and sold off to investors like hedge funds.

Example: In 2015, [Milbank, Tweed, Hadley & McCloy LLP](#) represented a group of about 25 lenders in a US\$1.4 billion debt restructuring of a major Danish shipping company, TORM A/S. As part of the workout, the company re-capitalized its balance sheet, acquired additional tanker vessels, and certain lenders exchanged part of the debt for equity of the hopefully soon-to-be stronger company.

Finance - Regulatory: All financial transactions involve a host of constantly changing international, federal and state regulations. Regulatory lawyers keep current with the changing regulatory landscape as it applies to banking, securities and derivatives activities. These lawyers service other transactional lawyers in the firm as well as clients such as banks, broker-dealers, investment funds, asset managers and clearing organizations.

Example: Shearman & Sterling LLP recently provided regulatory advice to Abu Dhabi Global Market in the creation of an international financial center in the United Arab Emirates; to the futures exchange company Intercontinental Exchange in its purchase of ECX (an exchange group for environmental contracts such as

carbon credits); and to banks in connection with European Commission investigations concerning LIBOR (London Interbank Offered Rate), an interest rate index used in every major syndicated bank loan.