

BPO Legal Brief

Lawyers take the form of “guardian angels” during the negotiation process. Without the right legal team, outsourcing contracts can fall apart. If you are looking for legal counsel to help with outsourcing negotiations or renegotiations, or are confused by the new compliance regulations affecting outsourcing, look no further. This listing of the top legal firms specializing in multi-tower business process outsourcing includes descriptions of services offered, typical clients, and spotlighted partners who have successfully advised on numerous outsourcing engagements. By Denise Doig

TOP OUTSOURCING LAW FIRMS

FIRM	HEADQUARTERS	URL	PHONE
 <p>Christopher D. Ford, Partner, Washington, D.C. office</p>	<p>Alston & Bird Atlanta, GA</p> <p>With experienced and knowledgeable lawyers across the full spectrum of sourcing activities—from information technology outsourcing to business process outsourcing to global supply management and procurement activities—Alston & Bird has represented buyers of IT and BPO services such as ING Americas, Assurant, the Chubb Group, and Sabre. The Atlanta-based firm also represented Affiliated Computer Services, a service provider, in numerous IT and BPO transactions with General Electric, Lockheed-Martin, Spherion, Sprint, Symetra, and others. The firm takes a business-savvy approach to these deals that marry the transaction at hand with the overall strategy of the business. In fact, Chambers USA said of the practice: “Customers appreciate that during these deals, they see them not just focusing on legal issues but integrating business issues as well.” Furthermore, Alston & Bird lawyers take a less adversarial approach that has proven to lead to lasting relationships and therefore lasting transactions, as well as often enabling a more rapid transaction process.</p>	<p>www.alston.com</p>	<p>404-881-7000</p>
 <p>Mike Mensik, Partner</p>	<p>Baker & McKenzie Chicago, IL</p> <p>Baker & McKenzie has provided sophisticated legal advice and services to many of the world’s most dynamic and global organizations for more than 50 years. With a network of more than 3,000 locally qualified and internationally experienced lawyers in 38 countries, the firm has the knowledge and resources to deliver a broad scope of quality legal services required to respond effectively to both international and local needs. Baker & McKenzie’s experience spans the full range of IT outsourcing, including IT infrastructure, application development, management and support, and network management; and business process outsourcing, including HR administration; finance and accounting; and procurement, facilities management, contract manufacturing, research and development, clinical testing, and many other services. Thirty-three of its lawyers on three continents are recognized leaders in outsourcing and related practices, ranked by leading journals and commentators based on references from clients and their professional peers. The firm has years of advising customers, suppliers, and intermediaries about new initiatives, existing relationships and, occasionally, termination of troubled contracts as well as the full range of arrangements: captives, alliances, joint ventures, build-operate-transfer, and outsourcing. Whatever the situation, chances are that Baker & McKenzie have advised on something like it before from both sides of the table.</p>	<p>www.bakernet.com</p>	<p>312-861-8000</p>
 <p>William Bierce, Principal</p>	<p>Bierce & Kenerson New York, NY</p> <p>With outsourcing clients ranging from \$100 million to \$2 billion in sales across several industry domains, Bierce & Kenerson provides added value in supporting clients’ interests. Outsourcing has become an essential management tool for all businesses. Attorneys at Bierce & Kenerson, P.C. have been called on by both outsourcing customers and service providers to advise on structuring and negotiating contracts that manage the risks inherent in such relationships. The firm works hard to develop close relationships with clients to understand and promote their particular needs, constraints, and goals. Experience in representing both service providers and customers in different service sectors enables the firm to deliver unique lateral-thinking insight. The firm also advises enterprise customers on how to use outsourcing to improve service delivery in their core business through multi-sourcing, partnering, and conversion of administrative functions into spinoffs or ancillary businesses. A unique staffing model permits Bierce & Kenerson to continuously support multiple transactions. Not having the same high overhead as larger firms enables more direct contacts with senior lawyers and significantly lowers transaction costs compared with some larger firms in this field. The firm has been cited in Chambers & Partners as one of the premier U.S. BPO law firms.</p>	<p>www.biercekenerson.com</p>	<p>212-840-0080</p>

TOP OUTSOURCING LAW FIRMS

FIRM	HEADQUARTERS	URL	PHONE	
 <p>Julian S. Millstein, Partner</p>	<p>Brown Raysman Millstein Felder & Steiner New York, NY</p>	<p>www.brownraysman.com</p>	<p>212-895-2000</p>	
<p>With decades of experience in advising customers and service providers, this firm of 270 attorneys is skilled in all types of global and U.S. outsourcing transactions: technology, business processes, human resource, manufacturing, and services. Managing partner Julian S. Millstein was a 2005 nominee for HRO World's designation as best outsourcing attorney.</p> <p>The firm has negotiated and completed outsourcing deals worth tens of billions of dollars. It advises clients on how to structure outsourcing alliances, identify strategic objectives, and evaluate the benefits of specific transactions. Outsourcing experience includes all aspects of outsourcing transactions, including assistance in RFP development, proposal review and selection (for customers), assistance in proposal development (for providers), term-sheet drafting and negotiation, contract drafting and negotiation, and post-closing assistance such as contract administration, development of administration tools, IT security and privacy law analysis, and contract relationship reviews.</p>	<p>Cooley Godward Palo Alto, CA</p>	<p>www.cooley.com</p>	<p>650-843-5000</p>	
 <p>John P. Brockland, Partner</p>	<p>Cooley Godward's attorneys are counselors, strategists, and advocates for private and public companies across a wide variety of industries and in all major technology fields. Clients include entrepreneurs, venture capitalists, financial service organizations, research institutions, and major users of technology and technology-related services. Cooley has approximately 450 attorneys practicing in six offices nationwide and in more than 20 industries.</p> <p>Outsourcing transactions frequently pose complex legal and business challenges. The firm's team prides itself on resolving these challenges with practical and creative solutions that address the needs of all parties involved. Its experience representing both customers and service providers gives the California-based firm unique insight into the critical issues facing each side—making the entire process less adversarial and resulting in deals closing quickly and in a cost-effective manner. The experienced outsourcing team is drawn from technology transactions, business, compensation and benefits, tax, and international practice groups and builds on Cooley's expertise as a leading technology law firm to bring exceptional experience, superior client service, and business savvy to outsourcing engagements. Areas of practice include business process outsourcing and IT outsourcing.</p>	<p>DLA Piper Rudnick Gray Cary Chicago, IL</p>	<p>www.dlapiper.com/us</p>	<p>312-368-4000</p>
 <p>Vincent Sanchez, Partner</p>	<p>DLA Piper is one of the world's leading business law firms with 3,100 lawyers in 22 countries. Its 58 offices are located in key economic, governmental, and technology markets across the U.S., the U.K., Europe, and Asia. The firm was formed in early 2005 by the three-way merger between DLA LLP, Piper Rudnick LLP, and Gray Cary Ware and Friedenrich LLP. The merged firm was founded on the belief that continued consolidation and convergence across business sectors, rapid globalization of the economy, and continued advances in technology will create a growing demand for a global offering of consistently high quality legal services across a number of important, interrelated legal specialties. Clients range from multi-national, global 1000, and <i>Fortune</i> 50 enterprises to emerging companies developing industry-leading technologies.</p> <p>Globally the firm has nearly 150 attorneys who focus on business process and information technology sourcing. The outsourcing team consists of business lawyers who help clients navigate the complexities of an outsourcing relationship throughout its duration. Many members of its outsourcing team have or are pursuing advanced degrees in business or technology-related fields to provide clients greater value-added legal services. The firm takes a comprehensive approach to negotiating and documenting an outsourcing arrangement. It works backward from the winding down of the outsourcing relationship and the realization of objectives to assisting with legal aspects of the initial request for proposal. The outsourcing team has the resources to support a dual-track negotiation in which the provider that offers the best terms is awarded the contract. The outsourcing team advises companies that outsource their operations as well as service providers. The practice has worked on outsourcing arrangements for organizations ranging from small local government agencies to some of the world's largest multinational companies.</p>	<p>Hogan & Hartson Washington D.C.</p>	<p>www.hhlaw.com</p>	<p>202-637-5600</p>
 <p>Nicola Walker, Partner, London Office</p>	<p>International firm Hogan & Hartson has a focused outsourcing team with significant, hands-on experience in complex outsourcing transactions for both service providers and customers. The firm's work encompasses IT outsourcing, applications development and maintenance, and BPO, including human resources, product management, financial operations, and call centers. Working together, multi-disciplinary teams of lawyers in the U.S. and internationally are highly skilled in negotiating key issues that typically arise in transactions such as service-level agreements, intellectual property ownership, governance procedures, termination rights, limitations of liability, and indemnities. Labor lawyers across the U.S. and Europe advise on various legal and consultation issues that arise and on issues peculiar to offshore outsourcing arrangements such as data privacy, currency exchange, inflation risks, and export controls.</p> <p>Some examples of Hogan & Hartson's work include assisting Textron, Inc., one of America's largest multi-industry companies, structure and close a deal worth approximately \$1.1 billion to outsource its global information technology infrastructure, which included significant international HR issues; and assisting BT Americas in connection with the negotiation and closing of a complex outsourcing transaction with a U.S.-based <i>Fortune</i> 100 company.</p>			

TOP OUTSOURCING LAW FIRMS

FIRM	HEADQUARTERS	URL	PHONE	
 <p>John Howell, Partner</p>	<p>Hughes & Luce Dallas, TX</p>	<p>www.hughesluce.com</p>	<p>214-939-5500</p>	
<p>Hughes & Luce has nearly 30 years of experience in outsourcing and has represented both service providers and customers in more than \$100 billion worth of BPO transactions, including some of the largest and most complex outsourcing arrangements in the business world today. It has advised clients in the outsourcing of information technology services, telecommunications, process re-engineering, and a variety of business processes. Its industry experience includes HR services, computer services, food services, financial services, airlines, insurance, telecommunications, healthcare, software and hardware, retail, and government. During the structuring, negotiation and documentation of BPO transactions, the firm offers special expertise in managing the personnel, proprietary rights, intellectual property, technical, and contractual and business issues that often arise in large outsourcing relationships. The firm provides the know-how that helps clients structure winning proposals, enter into operationally and financially beneficial relationships, and, where necessary, restructures existing relationships to take advantage of changing business and market conditions.</p> <p>Some of the clients Hughes & Luce recently represented in establishing outsourcing relationships are: 3Com, Blockbuster, Burlington Northern, Dell Financial Services, Houston Independent School District, Kerr-McGee, Kimpton Group, PIMCO, Trust Company of the West, and Ericsson. On the service-provider side, companies include BearingPoint/KPMG, Bell Atlantic Network, CGI, EDS, Ernst & Young, Fujitsu Consulting, and Worldspan.</p>	 <p>John Funk, Partner, Dallas Office</p>	<p>Jones Day Global</p>	<p>www.jonesday.com</p>	<p>214-220-3939</p>
<p>Jones Day is one of the largest international law firms with more than 2,200 lawyers in 30 offices around the world. It has more than 250 of the <i>Fortune</i> 500 clients. Leveraging Jones Day's global footprint, its outsourcing practice offers a one-stop approach to structuring and negotiating outsourcing transactions anywhere in the world. Jones Day's outsourcing team focuses on advising customers in complex business process and information technology outsourcing transactions, many with multi-country scope and off-shore solutions. Together with P&A Law Offices, its associate firm in India, Jones Day has represented clients in numerous outsourcing transactions involving Indian BPO and IT firms.</p> <p>The firm's experienced outsourcing lawyers bring insight into the outsourcing markets, along with in-depth understanding of the unique legal issues involved in structuring, negotiating, governing, restructuring, and terminating outsourcing transactions. The firm has represented a variety of clients such as General Motors, Nokia, Sprint, Wachovia, and Washington Mutual across a broad spectrum of industries in many countries and in a variety of outsourcing transactions. Its BPO experiences include finance and accounting, human resource administration, logistics, procurement, and other back- and mid-office functions.</p>	 <p>Gregg Kirchoefer, Partner</p>	<p>Kirkland & Ellis Chicago, IL</p>	<p>www.kirkland.com</p>	<p>312-861-2000</p>
<p>Outsourcing has fast become a strategic tool and preferred business model that has a powerful impact on a company's growth and financial stability. Kirkland & Ellis lawyers have experience in IT outsourcing matters that predates the use of the term "outsourcing" (i.e., facilities management), handling some of the largest, most comprehensive outsourcing transactions in history. The firm's experience covers not only IT outsourcing but also BPO, application process outsourcing (APO), and application service provider (ASP) outsourcing. Kirkland lawyers have represented both service providers and customers in manufacturing, service, financial, and other businesses that seek to outsource critical functions. More than 50 Kirkland lawyers from various disciplines work on outsourcing transactions. The firm's approach is to staff matters based on the client's needs and the exigencies of the transaction. In doing so, it is able to draw on true subject matter experience to better bring added value to the transaction team.</p>	 <p>Daniel A. Masur, Partner, Washington, D.C.</p>	<p>Mayer, Brown, Rowe & Maw Chicago, IL</p>	<p>www.mayerbrown.com</p>	<p>704-444-3500</p>
<p>Mayer, Brown, Rowe & Maw is one of the leading law firms in the world with more than 1,300 lawyers practicing in seven U.S. and six European cities. The firm is recognized as one of the world's leading business process outsourcing, communications, and technology law firms today and was named the USA Telecom/Outsourcing Law Firm of the Year at the 2005 Chambers & Partners Global Awards in London. Of its more than 100 lawyers who work primarily in BPO, technology, and communications, 21 were singled out by Chambers USA 2005 as among the best in their markets—more than any other law firm.</p> <p>The outsourcing group handles transactions ranging from routine, out-tasking arrangements to global multi-billion-dollar outsourcing deals, having handled some of the largest and most complex global outsourcing transactions. The group routinely represents clients in the outsourcing of business processes and functions, information technology services and support, application development and maintenance, telecommunications services, transaction processing, leasing/procurement, finance and accounting, customer relationship management, energy management, HR/benefits, facilities management, and logistics.</p>	 <p>John K. Halvey, Partner</p>	<p>Milbank, Tweed, Hadley & McCloy New York, NY</p>	<p>www.milbank.com</p>	<p>212-530-5000</p>
<p>Established in 1986, Milbank, Tweed, Hadley & McCloy LLP's Strategic Sourcing Group has represented Global 1000 clients in more than 350 significant outsourcing transactions in more than 90 countries with a combined deal value that exceeds \$100 billion. The partners and associates in the group possess deep expertise in the legal and business issues surrounding ITO, BPO (HRO and FAO), and offshoring deals. Milbank has assisted clients in virtually every industry, including the finance/insurance, manufacturing, health-care/pharmaceutical, consumer products and services, chemical/energy, transportation/logistics, telecommunications/media and commercial services sectors. Milbank, Tweed, Hadley & McCloy assists with the evaluation, negotiation, structure, renegotiation, or termination of complex outsourcing agreements.</p>				

TOP OUTSOURCING LAW FIRMS

FIRM	HEADQUARTERS	URL	PHONE
 <p>Morgan Lewis Bockius Michael Pillion, Akiba Stern Barbara Melby, Ed Hansen</p>	Philadelphia, PA	www.morganlewis.com	215-963-5000
 <p>Morrison & Foerster Andrew Smith, Partner, London Office</p>	San Francisco, CA	www.mofo.com	415-268-7000
 <p>Paul Hastings Scott Hobby, Partner, Atlanta Office</p>	Global	www.paulhastings.com	404-815-2400
 <p>Pillsbury Winthrop Shaw Pittman Harry Glasspiegel, Partner</p>	Global	www.shawpittman.com	202-663-8000
 <p>Sonnenschein Nath & Rosenthal J. Ross Docksey, Partner</p>	Chicago, IL	www.sonnenschein.com	312-876-8000
 <p>Weil, Gotshal & Manges Jeff Osterman, Partner</p>	New York, NY	www.weil.com	212-310-8000

The Morgan Lewis Global Outsourcing Group includes lawyers in eight offices spanning the North American, European, and Asia Pacific regions, making the Global Outsourcing Group one of the most globally diverse outsourcing practices in the world. Although having worked quite extensively with outsourcing suppliers, the primary focus is with the customer community. The group works with clients and with their other advisors to determine realistic objectives of the outsourcing project, develop a set of business requirements that will meet those objectives, and ultimately achieve a deal that reflects those business requirements. The group draws on the specialized skills of its own members, all recognized leaders in this area, as well as the resources of every key Morgan Lewis practice group in its 19 offices and from 1,200 attorneys worldwide.

More than 60 experienced sourcing lawyers in U.S., European, and Asian offices assist clients in navigating the complex technical, pricing, performance, risk management, and legal issues involved in sourcing transactions. The firm offers clients an integrated, seamless, and solutions-focused service that supports all aspects of sourcing, including corporate structures, tax, HR, information security, data privacy, and regulatory issues. Morrison & Foerster's lawyers have been involved in some of the most complex and high-profile sourcing transactions in banking and finance, business processes, manufacturing, communications, energy, healthcare, insurance, life sciences, media, real estate, retail, and technology. Clients of the sourcing practice are varied and come from many industry sectors. They include major companies and public-sector organizations. Some of them include Abbey Life Assurance Company, AIG, Bank of America, Cable & Wireless, Dun & Bradstreet, Equant, GlaxoSmithKline, Her Majesty's Revenue & Customs, Hitachi, Lloyds TSB, NYU Hospitals Center, Pearl Group Limited, PMI Group, Prudential Insurance, Thomson Financial, and UPS Logistics.

Paul Hastings Janofsky & Walker LLP, founded in 1951, is a leading international law firm with 1,000 attorneys in 17 offices. The firm serves a diverse client base including many of the top financial institutions and *Fortune* 500 companies, supports clients in all of their legal needs, and offers deep capabilities in banking and finance, capital markets, corporate/M&A, litigation and dispute resolution, intellectual property, project finance, investment management, real estate, labor and employment, and tax advisory services. Paul Hastings' strategic outsourcing practice works with clients to manage all the legal aspects of executing large-scale BPO and ITO transactions, ASP arrangements, systems integration, and voice and data network procurements. Its attorneys work closely with clients in strategic outsourcing and system integration transactions to define, develop, implement, and manage transactions in a way that identifies and minimizes business and legal risks. The strategic outsourcing group helps clients achieve their goals at every stage of the deal, from pre-RFP planning through post-contract relationship management.

Shaw Pittman led the first wave of outsourcing in the late 1980s. With more than 500 transactions (and a total contract value of \$400 billion), today the firm rides the crest of the current front in this industry—business process and business transformation outsourcing. In 2005, Shaw Pittman merged with Pillsbury Winthrop to form a top-20 worldwide firm (900 professionals, 16 offices worldwide, \$600 million in revenues). The new firm's outsourcing group, Pillsbury Global Sourcing, is the longest established outsourcing customer advisory practice of any firm in the world. It offers a blended legal/consulting advisory model. In innovations from legacy outsourcing models to BPO (HRO, F&A, and other) and BTO, Pillsbury has invested heavily in research and development of new methodologies and tools—more than \$4 million in 2004 alone. This resulted in the evolution of a new generation of methods, MOSAIC and ValueChain, which accelerate and facilitate development, understanding, and tracking of outsourcing relationships.

With 700 attorneys and other professionals in nine U.S. offices and a global reach throughout Europe, Asia, the Middle East, Latin America, and Canada, Sonnenschein serves many of the world's largest and best-known businesses, nonprofits, and individuals. Founded in 1906, the firm is a leader in innovative legal services, serving its clients through integrated, inter-office cooperation and teamwork among practice groups to provide efficient, effective, and timely legal services and business counseling. The firm provides legal services to customers and providers of outsourced human resources services. Having worked on transactions ranging in size and scope from a \$750-million multi-function global HR outsourcing contract to a \$5-million, single-function contract, Sonnenschein has extensive experience representing both vendors and customers. Its customer-side clients are for the most part publicly held companies with annual sales ranging from \$1 billion to \$35 billion, and provider-side clients range in size and service from the largest global providers to entrepreneurial, domestic, and off-shore providers of single HR services.

Weil Gotshal attorneys have represented both customers and service providers, gaining insight into the issues important to both sides. Weil Gotshal has experience in all degrees of outsourcing, ranging from limited-scope, targeted outsourcing to cross-border transactions and matters involving outsourcing all of a company's information technology operations. Many of the transactions on which the firm has worked involve integrating service offerings from multiple companies. The firm's attorneys provide strategic advice, evaluate and comment on agreements, and take charge of and leading negotiations of the overall transaction. **HRO**