

Senior Corporate Counsel for ABC Company

Job Title:

Senior Corporate Counsel reporting to the General Counsel

Location:

Palo Alto, California

About the Company:

ABC Company (NASDAQ: ABCC) develops and markets products through distributors and directly to customers. The company is headquartered in Palo Alto, California and has offices in Canada and Europe. The company employs 1,200 people worldwide and reported \$250M in revenue for 2005.

Job Description:

The individual selected will be responsible for general business and commercial law support to ABC Company. You will also provide legal support to other areas of the business as needs arise including international and experience handling intellectual property issues is a plus.

Candidate's Requirements/Qualifications:

- California qualified lawyer from a premier law school
- 5-8 years experience with stable employment history
- Previous top-tier law firm experience required and in-house experience desired
- General business and commercial law experience required including drafting and negotiating major contracts with suppliers
- Experience working in ABC Company's business sector required
- Previous experience working in a NASDAQ company desired
- This position will require interaction with business clients at various levels of management and across all of the offices.
- This individual must be a self-motivated team player with the proven ability to identify legal issues, manage priorities in a fast paced environment and exercise independent judgment to balance legal and business concerns within acceptable risk parameters.
- Experience successfully managing a legal staff required

Responses:

Please send your confidential resume, references and salary requirements to hr@abccompany.com. Please reference job number SCC – 011 in your response.

John Doe
123 4th Street
Any City, California 90000
555/555-5555 (Residence)
555-555-5555(Office)

EDUCATION:

J. D., May 1980
Law School, Any City, California
GPA 3.5.
Worked part-time

B. S. , May 1977
College, Any City, California

EMPLOYMENT:

Senior Vice President and General Counsel of Company
California, (7.3.03 to present).

Attorney for Company A, California, (Jan 01 to Dec03).

Senior Vice President & General Counsel of Company B, California (April 00 to Dec 00).

Senior Vice President & General Counsel of Company C, California (June 1997 to March
2000).

Vice President, General Counsel and Secretary of Company C (May 1990 to June 1997).

General Counsel and Secretary of Company C, (November 1988 to May 1990).

General Counsel and Assistant Secretary of Company C, (September 1986 to August
1998).

Corporate Counsel at Company C, (June 1985 to September 1986).

Associate Attorney at Law Firm B, California (September 1982 to June 1986).

Associate Attorney at Law Firm A (September 1980 to September 1982).

PROFESSIONAL EXPERIENCE:

General Corporate practice: represent private and public corporate clients; good contract skills, M&A experience, employment law experience, and securities regulation.

IP work: licensing and some patent work.

Employment law.

Advertising, marketing and promotional work.

Regulatory and legislative work, including representation of clients before members of the U.S. Senate and House of Representatives, the FTC, FCC, and other Federal and State agencies.

Litigation Management and Bankruptcy work; advise senior management on risks of litigation and settlement negotiations.

Real estate transactions (in connection with corporate transactions).

ASSOCIATIONS & ACTIVITIES

State Bar of California

American Bar Association

PERSONAL

Single, no children

REFERENCES UPON REQUEST

John Doe
123 4th Street.
Any City, CA 90000
555-555-5555

EDUCATION

Law School

J.D., *magna cum laude*, 1990.

Activities: Law Review.

College

B.A., English, 1987.

EXPERIENCE

2003-Present

Company – Any City, CA

Vice President, General Counsel and Corporate Secretary

- Responsible for Legal, Security and Risk Management functions for the Company.
- Managed legal support for successful initial public offering.
- Led legal team responsible for due diligence, negotiation and integration activities in connection with a fast-paced, deadline driven sale of company.
- Successfully directed defense of multi-million dollar patent and trade secret litigation; managed litigation in multiple securities and employment litigations.
- Provided advice and legal support for employment related matters, including negotiation of employment disputes.
- Served as company Insider Trading Compliance Officer, working across all offices with staff and management.
- Drafted and negotiated major customer and vendor agreements.

1997-2003

Company – Any City, CA

Associate General Counsel

- Responsible for all legal support of strategic Company A – Company B Alliance.
- Staffed and managed twenty person organization consisting of attorneys and paralegals.
- Directed external legal support in the areas of IP, tax and employment law and international transactions.

- Established policies and processes related to the Alliance, including in-bound licensing and acquisitions; marketing and branding; and protection and exchange of proprietary information.
- Responsible for preparation and negotiation of strategic technology licenses.
- Provided training regarding antitrust compliance, protection of proprietary information and software licensing.

Senior Corporate Counsel

- Primarily responsible for legal support for worldwide sales and marketing organizations, including preparation and negotiation of technology licenses; distribution, joint-development, support and consulting agreements.

1992-1997

Law Firm – Any City, CA

- Associate in the Corporate group. Represented high technology clients in the areas of securities, corporate, general business and intellectual property law.

1990-1992

Law Firm – Any City, CA

- Associate in the Real Estate group. Drafted and reviewed commercial and residential real estate development, real estate acquisition and disposition agreements and leases.

Name

Address

Work Number

Home Number

E-Mail Address

LEGAL EXPERIENCE

COMPANY NAME

Location, Dates

Senior Counsel

Sole in-house legal counsel for start-up software company during growth from 60 to 240 employees and quarterly revenue growth in excess of a factor of ten. Created and drafted standard software license agreement, application hosting agreement, consulting agreement, maintenance and service level agreement, technology and consulting partnership agreements, and various international agreements. Negotiated numerous inbound license, outsourcing and consulting agreements. Worked with finance and procurement departments to negotiate lease line agreement, corporate credit card agreement, real estate leases, and vendor agreements, including agreements with software vendors and hosting providers. Provided advice and counseling on employment issues, including terminations, third party accusations of employee raiding, and investigation of an employee confrontation. Managed outside real estate, patent, trademark, corporate and employment counsel. Created and implemented business processes for managing interaction between sales, legal, accounting and consulting departments.

COMPANY NAME

Location, Dates

Regional Counsel, Education and Government Division

Negotiated licensing agreements between \$50,000 and \$2 million with public sector and higher education entities for enterprise resource planning software. Negotiated prime and subcontract agreements with implementation partners. Negotiated consulting services agreements and beta software agreements. Reviewed partnering agreements. Part of team developing company-wide processes for addressing customer service issues in compliance with revenue recognition principles. Developed divisional business processes regarding past due invoices and draft collection letters. Provided legal advice and contract interpretation to sales and customer service management and field staff. Provided legal review for responses to public procurement Requests for Proposals. Negotiated and worked with Federal GSA and statewide contracts.

LAW FIRM NAME**Location, Dates***Associate*

Prepared sexual harassment and retaliation case for trial in federal court, including drafting pretrial and evidentiary motions, directed verdict motions, jury instructions, and verdict forms. Prepared and argued discovery, pre-trial and post-trial motions. Attended pretrial conferences, mediations, status conferences, and trial. Defended expert deposition. Prepared written materials on ADA for client seminar. Drafted responses to the DFEH regarding sexual and age discrimination complaints. Client counseling. Prepared and conducted investigation of racial discrimination and harassment suit. Prepared answers and opposition to summary judgment motion. Propounded and responded to discovery.

LAW FIRM NAME**Location, Dates***Associate, Labor and Employment Department*

Specialized in labor and employment litigation and counseling, with substantial experience in pretrial civil procedure in both state and federal courts. Handled matters involving age discrimination, sex discrimination, sex harassment, equal pay, retaliation, breach of employment contract, and wrongful termination and attendant state law claims. Substantial law and motion practice, including summary judgment motions, demurrers, and various discovery motions. Defended deposition and participated in numerous others. Responded to and propounded discovery. Counseled clients on privacy issues, recoupment of salary overpayment, employee indemnification, and employer's duty pursuant to a support order. Gave presentation on Family and Medical Leave Act at Education in Management conference.

EDUCATION

Law School, New York, NY

J.D., May 1996; admitted to California Bar in November, 1996

Law Journal, Notes & Articles Editor, 1995-96;

College, Los Angeles, CA

B.A., English, June 1993

National Merit Scholar

RESUME MYTHS

- ❖ Resumes are not necessary at my seniority level. Resumes are important at all levels.
- ❖ Resume must be 1 page. If you have been working for 10+ years, chances are you have a lot of good experience and you will need more than one page to effectively describe that experience.
- ❖ One resume fits all applications. Tailor your resume to each job that you apply for. You will want to highlight and expand on certain parts of your experience depending on the job description.
- ❖ Resume must include a stated “objective”. If you would like to include an objective be sure to tailor it to the job description. Do not include a generic objective that does not add any value to your resume.
- ❖ If I only worked at a company or a firm for a very short period of time (6 months or less), I don’t need to include it on my resume. Better to include all jobs.
- ❖ If I’m a more senior candidate, my work experience should always be listed first on my resume. False. Start with your strengths.
- ❖ I need to include everything I’ve done at every job on my resume. You do not need to go into detail about your first (and only) year as a litigation associate if you are now a corporate securities attorney.
- ❖ If I print my resume on paper, I need to put it on the best paper made. Not necessary.
- ❖ If I don’t put my graduation year on my resume, nobody will ask how senior I am. They will ask, and if they don’t – they will look it up. Don’t hide the ball.
- ❖ I have to have “references upon request” at the bottom of my resume. Not necessary. Employers will ask for references if/when you reach that stage of the interview process.

- ❖ Must include GPA. As a general rule, do not include your GPA unless it is off the charts. Often times the GPA only distracts the reader.

- ❖ Hobbies/Activities Section? Think about whether your hobbies are relevant or will just distract the reader and raise questions about you. As a general rule, omit this section. However, if you know that the GC is an avid golfer and you golf as well – it could be a good ice breaker.

Interview Questions and Bullet Answers:

What was your greatest professional failure and what did you learn from that failure?

- Give specifics.
- Pick an example that involves an interaction with a non-lawyer.
- Miscommunication examples are good—lessons drawn from them are relevant for corporate clients.

How do you manage internal clients that have not performed a well thought out analysis or due diligence on the project that they have brought to legal?

- Answer should show sensitivity to corporate organizational dynamics.
- Focus on constructive resolution-type efforts to correct problem.

If you could do any job (whether or not you are qualified) what would it be and why?

- Just be honest—an off-beat alternative is not a bad answer, a flip and thoughtless answer is to be avoided.

What is it about our particular position that is of specific interest to you?

- No “one size fits all” answer to this—answer must display thoughtfulness, should include an understanding of and enthusiasm for the type of business the company conducts.

What are (were) your considerations in moving from a law firm to working in house with a corporation?

- “Stock” answers like “want to really get involved in the business for one client”, “want to see how my advice and counsel has an impact on the business” are fine.
- If desire to achieve a better work/like balance is also part of the reason then it is acceptable to communicate that as long as you project a level of commitment to do “what it takes.”

How did you decide to specialize in (what ever specialization under consideration, patent law, software etc.)?

- This is a good opportunity to tap into your non-law background and interests if they contributed to the type of law you chose to practice
- If you drifted into a particular practice area then focus on the things you like that are specific to the specialization

Tell me what you know about our company.

- Be prepared, do your research and demonstrate a knowledge of the business—good to end the answer with a question back about how a certain part of the business works.

For each of the companies you have worked for, tell me about the business they were in and what strategies the company was using to achieve greater growth and profitability?

- Again, be specific—give specifics about the business model, size of the business. (revenue and employee size), if public know about EPS, margins, etc. Talk about the strategy—tell a story.

Have you had a good mentor? If so, what made him/her a good mentor?

- This is an opportunity to show gratitude towards others (be generous) and to demonstrate that you think about how to help others. Talk about specific lessons learned and the dynamics of the mentor/mentee relationship (accessibility, etc.)

What's the best thing about practicing law?

- Think hard about this answer, it will be different for different people—give an honest answer and avoid general platitudes.

If you were the hiring manager for this position, what are three criteria you would use in selecting a candidate, and how do you stack up against each of those criteria?

- Answer will depend on the type of position, but it is best to weave into the criteria qualities relating to substantive skills, business judgment, and interpersonal skills.

What has been the most interesting transaction (or case) that you have worked on? What made it interesting? What was your role in the transaction (case)?

- Pick a transaction or case that illustrates the following: (i) an interesting substantive question of law and relate the legal question to the overall business objective; (ii) a tough negotiation and how you dealt with the other side; (iii) some relevance to the business of the company you are interviewing with.
- This is a “war story” question so be specific and talk about practical solutions that you contributed to and what you learned from it.

What are three main general criteria you would use in choosing outside counsel?

- Answer should include categories of expertise, cost, and reputation
- Avoid appearance of cronyism (“I would use my old firm because I know them...”)

In the companies you have worked for, how did C-level and other executives view the legal department? How did individual contributors view the legal department?

- The real answer here is for you to describe how you think the C-level executives and others *should* view the legal department—more than a specialized core-competency function, a true business partner to the “front line” executives.

Have you ever encountered a situation where you thought your client was contemplating an unethical course of action? If so, how did you deal with it?

- Don't name names and avoid trashing someone. Deal with this question in a reserved and measured way. Demonstrate toughness and sensitivity at the same time (easier said than done).

What is it that you have done, i.e., what specific experience do you have, up to this point in your life that you {think will make you a good in-house attorney} OR {believe makes you a good in-house attorney}, and why do you think that experience is relevant?

- Another good opportunity to weave in some of your non-law experience to show how you can solve problems when dealing with non-lawyers and in cross-functional ways.

What would you do if you disagreed with advice from outside counsel?

- Answer should indicate that you understand the need to persuade and reach a consensus internally.
- Don't try to hide disagreement with outside counsel.
- Try not to alienate outside counsel.

What is your number one concern as an in-house attorney?

- Tough question, might be good to start with "helping company navigate issues in a hyper-compliance type regulatory environment."
- Expand the question: talk about more than one concern.

Describe a situation/transaction at work that best leveraged your legal strengths.

- Don't be shy, give specifics, but also be expansive—stop short of bragging.

Describe a situation in which you counseled/persuaded a senior executive, C-level officer or Director to not take the course of action he/she wanted to take.

- Pick a story that does not put the C-level executive in a bad light.
- Tell about a decision that would have been a close call no matter which way it went.
- Avoid a story where the outcome would be painfully obvious.
- Focus on your diplomatic skills.

How do you use attorney-client privilege effectively in-house?

- This is a good question to demonstrate detailed knowledge of an important substantive point of law. Avoid generalities, show them you know what you are talking about.