

SEATTLE COUNSEL TO COUNSEL

A SPECIAL REPORT

The National Law Journal this week spotlights lawyers who serve as outside counsel to some of the top in-house legal teams at companies based in the Seattle area. The Seattle Counsel to Counsel is a follow-up to our Seattle Legal Departments of the Year reports, which we published earlier this year and in 2014. Those reports profiled top corporate counsel teams thriving in the Emerald City's growing sectors, including technology, real estate and hospitality. Among the companies highlighted in those reports were Microsoft Corp., Expedia Inc., Weyerhaeuser Co., T-Mobile US Inc., Guidant Financial Group Inc., F5 Networks Inc. and Recreational Equipment Inc. In this week's report, which is based on research and reporting by NLJ staff and contributors, we bring you the attorneys at law firms based in Seattle and across the country who have forged strong professional ties with those in-house departments to negotiate and close the big deals, handle labor and employment matters, volunteer legal services in the Seattle area to those in need, litigate cases in state and federal courts, protect intellectual property rights, provide community services and more.



RICHARD HALL

PARTNER, CRAVATH, SWAINE & MOORE

Outside counsel to Weyerhaeuser Co., Seattle Legal Departments of the Year, 2015.



DEBORAH FARONE

Weyerhaeuser Co. doesn't engage in many mergers and acquisitions, but when it does, the transactions can entail "first-ever" or rare maneuvers that require lawyers especially skilled in the arcane field.

For those deals, Weyerhaeuser general

counsel Devin Stockfish said he recruits as outside counsel Cravath, Swaine & Moore partner Richard Hall, considered one of the foremost mergers-and-acquisition minds practicing today. Stockfish also counts on Cravath's "universally very, very strong" supporting legal team.

"It's nice to have the firepower and horsepower from Cravath," Stockfish said. "It's comforting."

Head of Cravath's M&A practice for Europe, the Middle East and Africa, Hall brings with him a résumé of billion-dollar deals and a gold-standard retinue of clients, including Archer Daniels Midland Co. and Royal Dutch Shell PLC.

Hall, who has worked with the in-house legal department of the Federal Way, Washington, forest products company for 15 years, has also led the way in notable Weyerhaeuser deals crafted with groundbreaking elements.

Weyerhaeuser's \$5.4 billion acquisition of Willamette Industries in 2002, for example,

entailed one of the very few times in which a hostile bidder conducted a successful proxy solicitation for a third of a classified board, and won, Hall said.

Then, in 2007, Weyerhaeuser's \$1.35 billion divestiture of Canada-based Domtar Corp. involved the first cross-border Reverse Morris Trust transaction, he said.

In both deals, "we faced challenges that other parties (and their counsel) have never seen before," Hall said in an email.

A cornerstone to the parties' relationship is the mutual understanding of each others' strengths, and the wisdom to apportion the legal work accordingly, Hall said. He explained that his team brings expertise to those areas in which Weyerhaeuser needs help, such as transaction structuring, while deferring to Weyerhaeuser's in-house muscle for real-estate law and timber regulation.

"We've developed a close relationship of trust," Hall said.

—LISA HOFFMAN