

COMMERCIAL CONTRACTING



Husch Blackwell's Commercial Contracting team assists clients with contracting needs across numerous industries, including consumer goods, manufacturing, aviation, rail, trucking, and renewable energy. Our deep bench of attorneys and paralegals regularly assist clients through the entire commercial contracting lifecycle including drafting complex terms and conditions, negotiating with counterparties, and managing critical agreements. We oversee large books of contracts and build ongoing partnerships with our clients' business and legal teams.

In addition to core contracting expertise, our team regularly leverages the knowledge and experience of colleagues who are subject matter authorities in areas such as Intellectual Property, International Trade, Data Privacy & Cybersecurity, and Government Contracts.

While we are always available with timely, practical, and insightful counsel on individual contracts, we regularly serve as an extension of our clients' in-house legal teams, routinely negotiating contracts within a given business unit or specific category on behalf of our clients. We utilize various technologies to streamline project intake and review. For many of our clients, we have negotiated and managed contracts with certain vendors or customers for more than a decade. Many of our team members have experience being seconded to clients, giving us in-house insight that can only be gained by working on-site with clients' business and legal teams.

Whether discrete projects or complete outsourcing of contract management, our commercial contracting attorneys take care of the details so our clients can focus on their

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business strategy and growth. Our experience includes, but is not limited to:

Terms and conditions of purchase and sale

Supplier agreements

Customer agreements

Capital equipment procurement and lease agreements

Manufacturing services and quality agreements

Intellectual property licensing agreements and private label agreements

Co-packing and co-manufacturing agreements

Warehousing agreements

Distribution agreements

Scan by trade (sale on consignment) agreements

Real estate and equipment leases

Software development agreements

Software as a service agreements

Joint venture agreements

Indemnity agreements

Requests for proposal/information

Consulting and other service contracts

Non-competition, non-solicitation, and confidentiality agreements

Case Study

The Western Union Company

In order to develop new solutions to the burgeoning challenges associated with the limited resources and bandwidth of its corporate legal department, particularly those related to contracts across multiple functional areas and business units, Western Union needed new approaches to a very old problem.

Representative Experience

Investigated and prepared claim for multiple changes and changed conditions encountered under a logistics services contract that resulted in agency making a multimillion-dollar payment to contractor in negotiated settlement.

Primary commercial contracting counsel to a global commodity, commodity processing, building products, and consumer goods company. Our relationship has included placing our lawyers on site with the client on multiple occasions when needed.

Primary commercial contracting counsel to \$24 billion diversified global manufacturing and technology company, with 135,000 employees and 235 manufacturing locations worldwide.

Represented manufacturing company clients in drafting and negotiating gas and electric energy procurement contracts of all types and special services contracts.

Represented energy-industry client as procurement counsel and assisted in-house counsel in establishing and managing procurement contracting process, including developing uniform documentation. Also negotiated for procurement of capital equipment, intellectual property licensing, commodities, and

other goods and services totaling more than \$750 million.

Supported supply-chain function of privately held energy company in the negotiations of various agreements, including purchase of heavy equipment, purchase of radar and analyzer system and related software, telecommunications services agreement for the delivery of wireless services enterprise-wide, and software as a service (SaaS) license and services agreement for program used to confirm financial and hedging transactions on a real-time basis.

Served as outsourced contract counsel for national consumer services company, with emphasis on internet marketing, lead generation, software development and licensing, and consulting services agreements. Updated consumer privacy, data security, and other compliance-related aspects of all contracts as part of our engagement.

Represented a medical clinic with regard to contractual and compliance issues in Texas.

Represented a commercial airline immersed in Chapter 11 reorganization proceedings in obtaining court approval of multiple interrelated aircraft, engine, and maintenance agreements, including purchase agreements for a firm order of 100 Boeing Model 737 MAX aircraft, with an option for 60 more. The closing of this transaction was a major milestone to the client's plan of reorganization.