

CORPORATE COUNSEL

SMALL FIRM
CLOSE-UP

INTERVIEW | JEFFREY LIEBLING & DAVID BROWN

HOW DO YOU SAY “BUDDIES” IN ITALIAN?

Barilla's U.S. division finds its small outside firm *molto simpatico*.

[BY AMY MILLER]

YOU MIGHT THINK THE U.S. DIVISION OF ITALY'S LARGEST PASTA MAKER WOULD HIRE A BIG NATIONAL LAW FIRM WHEN IT SET UP shop here. But Barilla America, Inc., did just the opposite back in 1996. After locating the division's headquarters in Bannockburn, Illinois, just outside Chicago, it hired Much Shelist, a local firm with about 85 attorneys.

Since then, the firm has handled almost all of the division's legal work, from protecting trademarks to negotiating contracts for manufacturing facilities. And partner David Brown functioned as its general counsel until the company hired Jeffrey Liebling three years ago to be the division's first official top lawyer. But Brown even played a role in that, too.

So *Corporate Counsel* talked with Barilla America general counsel Liebling and Brown about their evolving relationship, and why working with a locally based small firm has been a recipe for success for both of them.

CC: When you first started, what did you turn to David for help with?

LIEBLING: Initially it was to get a good understanding of the business from a historical perspective, and from the legal side. He was instrumental in getting me up to speed on the issues that had faced the company before I got there. Since then, David has continued to be my resource for general questions about matters that are not familiar to me, and he is always accessible to me.

CC: Why does this relationship work for you?

LIEBLING: David and I have become friends, and good collaborators. It's also a business partnership. David routinely calls me really for no reason but to check in, because he wants to know what's going on in the business and what types of legal matters are affecting us. And his time, when he calls me, usually doesn't even show up on a bill. He really just wants to be engaged in the business, understand the business, and continue to be helpful to the business. So that's been a great resource to me, and it's something that I really value.



ROARK JOHNSON

JEFFREY LIEBLING (LEFT) AND DAVID BROWN HAVE BECOME FRIENDS, TOO.

CC: So it sounds like you value David's business skills as much as his legal skills?

LIEBLING: Unquestionably.

CC: And what do you like best about this relationship?

BROWN: There have been a lot of changes at Barilla America, and through all of those changes, one of the constants I'm really proud of is that Much Shelist continues to be an important part of working with Barilla. I was there on day one. When we were looking to bring in a general counsel, I interviewed Jeff at our office. I wanted to see what the compatibility was, and make certain the right person was in the position. But I also felt invested in making Jeff successful.

CC: It seems unusual that outside counsel would play such a significant role in choosing in-house counsel.

BROWN: I have had for years, and still have, a close relationship with the president and CEO of Barilla America, Kirk Trofholz, who I talk to on a regular basis, separate and apart from Jeff. We'll meet for lunch, or we'll sit together, and we have an opportunity to discuss issues and exchange different ideas. When Jeff was being hired, I was part of a group of individuals who had been around for a number of years and had perspective as to what the legal needs of the company are, and I was able to give my input and advice.

CC: Is your interest in how Barilla's business side operates unusual for you as outside counsel?

BROWN: It's not. This is really how I act with as many of my clients as I can. I'm a senior business adviser and work with as many different clients as I can to provide that type of advice. That's what I try to do for Barilla and for a number of other clients.

LIEBLING: That is truly what sets him apart. There are thousands of counsel you could call and say, "Here's my legal issue. Now help me solve it." And that's what lawyers do. But there are so few who will really take a true interest in the business side, and want to help figure out business-related issues that aren't always even tied to legal. That's what adds such tremendous value to the relationship.

CC: When you graduated from law school, David, did you want to be a business attorney?

BROWN: Yeah. My family had a furniture business, and I went to law school at night, and during the day I worked at an accounting firm. So yes, the business side of things was always of interest to me. Frankly, I learned a lot by being an accountant and understanding how business can work and not work. I've been able to take that and aggregate all those different experiences to work with all our different clients.

CC: And for Much Shelist, it's just good to cultivate a long-term relationship with a client, right?

BROWN: It's great. Lots of our clients are no-name clients. They're important clients, but nobody knows who they are. Barilla is one. When people ask, "So, David, what do you do and who do you work with?" In the right setting, I may say Barilla. The good news is, if you've been to the grocery store recently, you know who Barilla is. So I'm proud of that.

CC: Have you discussed alternative fee arrangements?

LIEBLING: We've touched on the topic, but we've never really gotten our hands dirty, so to speak. But it's something I'm sure we'll talk about in the near future. We just haven't gone down that path to any great extent.

CC: What are your thoughts on alternative fees?

BROWN: If it creates a win-win circumstance where there's a true collaborative approach on billing that works for everybody, then it's something that should be considered. When you get down to it, in many circumstances the question becomes: Is there a different and better approach that more effectively captures the value? Some things are capable of alternative fees, but in many instances we're not doing alternative fee work because it's hard to guess what the needs at Barilla may be, really even from month to month.

One month we may be very active and engaged with Barilla, and the next month there may not be anything they need outside counsel for.

CC: And you've become friends over the years?

BROWN: We have. Time is so short, and it's great to be able to enjoy each other's company. Having a comfort level and knowing that we can work effectively together allows the relationship to be successful from my personal point of view, and from his. While we deal with serious business, you can't be serious 24 hours a day.

LIEBLING: When times are tough, and you need to knuckle down and get serious, you're working with someone who you respect and who you enjoy the company of, and that helps you work through the issues together.

CC: What's your advice for other general counsel who are considering hiring a large national firm versus a small local firm?

LIEBLING: Having a firm that you've continually gone to, that's local, that knows a tremendous amount already about your business and how you operate and how you do things, and has even been through the process with you on smaller matters, saves just a tremendous amount of time and can avoid what could be costly mistakes. I can have a conversation with David today, and he could rattle off the ten people in my company that I would need to talk to about a particular issue. There's also a great benefit to just having a local firm where you get to know the people. If you're at a big firm, you tend to get lost in the shuffle of everything. ■