

# Inside

A publication of the Corporate Counsel Section of the New York State Bar Association

## Message from the Chair

It is indeed a pleasure to once again be chairing the Corporate Counsel Section. Many changes have occurred since my last tenure, all for the better. When I led the Section in 2001, we had many fewer members, we had yet to present a Corporate Counsel Institute or offer summer internships for law students and our Ethics for Corporate Counsel program still was in its infancy. In addition, our Executive Committee was not as racially and gender diverse as it is today.



In the last seven years, we have grown in numbers to over 1,800 members, we have offered two two-day Institutes with a variety of substantive topics of importance to Corporate Counsel, and our Ethics program has become a constant. We are especially proud of the success of the Kenneth G. Standard Diversity Internship Program that our Section created. Many notable corporations have partnered with us to give minority law students the opportunity to work in a variety of in-house positions for the summer.

It is my hope that during 2008 we can continue to tap the ideas of our Executive Committee that led to these exciting events and offer new and useful information and programs that warrant your being a member of our Section. You also should take note that this issue of *Inside* is the first under the editorship of Janice Handler and Allison Tomlinson, and I have no doubt that you will enjoy reading a newly invigorated and practical publication, one that you will look forward to receiving.

We already are in the planning stages of a Spring Meeting, something we have forgone for many years. Details will be sent to the membership as soon as they

have been finalized. In future Letters, I will bring you up to date on some of the other things we have in store for the months to come. For now, let me thank my predecessor, Steven G. Nachimson, for his leadership and the vision he exhibited for this Section in 2007.

As always, if you have any suggestions as to the kind of events or program topics you would like to see presented by your Section, feel free to e-mail me at groth@bmi.com.

Gary F. Roth

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# Inside*Inside*

Welcome to the relaunch of *Inside*. We would like to introduce ourselves to you and describe the exciting new features we are inaugurating with this issue. First of all, we would like to take this opportunity to thank our predecessor, Bonni Davis, for the hard work she has put into *Inside* for many years. Under Bonni's editorship, *Inside* has brought informative service pieces and news of Section activities to our members. We plan to continue to bring you such features. However, we recognize that unlike the members other Sections, our members are not necessarily unified by common areas of legal expertise and practice. The in-house corporate lawyer is the last true legal generalist, doing complicated financial transactions one minute and RIFing the workforce the next. An article of interest to a patent lawyer in a 32-person legal department will not necessarily be useful to a single-hander in an Internet startup company.

Therefore, while we will continue to do "service" pieces, we will also strive to publish articles that cut across specialty lines and have some interest for all corporate lawyers. We will feature topics that interest all of us—from ethics to corporate governance to diversity to privilege. And we will often group such topics in theme issues so as to be able to deal with them in depth.

We will also provide a forum for our members to get to know and interact with one another. We have ourselves experienced the loneliness of the corporate counsel's office (or cubicle). Novel issues, difficult clients, and no other lawyers to talk to often distinguish our circumstances from those of our law firm sisters and brothers.

We want to make *Inside* an interactive forum to help with these issues. We will do everything from member profiles (starting with those of the Corporate Counsel Section's Executive Committee) to a "Dear Abby"-type column where members of our Section can present a problem and have it tackled by more experienced Section members. We will also report the doings of our members—their promotions and transitions and anything else they want to share.

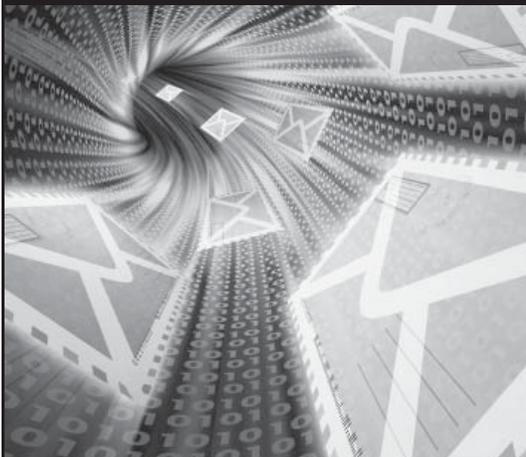
We also believe that our members do not begin and end their lives at the doors of their offices (Don't tell our bosses). We are "real people" who like to have fun and want balance in our lives. Therefore, we will talk about books and movies that speak to us as lawyers; we will run wellness and stress reduction features; and we might even do the occasional restaurant review for someone seeking a business lunch venue (or an after-work place to kick back.)

We have plans for *Inside*, but to make them happen we need the help of folks outside *Inside*. We can't tell people about your new job if you don't tell us. We can't profile our membership without its participation.

We will be telling you throughout this issue where to send comments, news, questions, and articles. Please join us to make *Inside* a publication that will serve and support you.

**Allison B. Tomlinson  
and Janice Handler**

## Request for Articles



If you have written an article and would like to have it considered for publication in *Inside*, please send it to either of its editors:

Allison B. Tomlinson  
Parsons Brinckerhoff  
1 Penn Plaza, 2nd Floor  
New York, NY 10119  
allison11955@aol.com

Janice Handler  
handlerj@aol.com

Articles should be submitted in electronic document format (pdfs are NOT acceptable), and include biographical information.

[www.nysba.org/Inside](http://www.nysba.org/Inside)

# Profiles

## Introduction: Who We Are

We want *Inside* to be an interactive forum, in which our members can exchange questions, ideas, and information. To that end we want to get to know each other—starting with some members of our Executive Committee. Future profiles will focus on the remaining members of this Committee and our members. We invite you to participate by sending your profiles to us at [handlerj@aol.com](mailto:handlerj@aol.com) or [allison11955@aol.com](mailto:allison11955@aol.com).

In profiling our Executive Committee, we were gratified to learn of the wide variety of specialties and interests among us—what a resource we can be to each other and the members of our Section who wish to tap our expertise. We are in industries such as telecommunications, Internet business, retailing, consumer goods, finance, banking, utilities, insurance, and career counseling. We represent not-for-profits, such as the Cerebral Palsy Association; the world's largest performing rights organization; NYC's leading department store; and the Battery Park City Authority.

Our specialties include regulatory law, insurance, anti-trust, international trade, intellectual property, health care law, employment law, real estate, litigation, and transactions. Our offices span the Hudson River from the Battery to Albany. Some of us are law firm attorneys with special interest in corporate matters. Others teach law school. Some are beginning corporate careers and others are winding them down. We are diverse in every way you can think of, and our common element is a desire to share our knowledge and expertise with other corporate counsel.

This is who we are. In future issues, we will get to know who **you** are.

### Gary F. Roth

Gary F. Roth is Assistant Vice President, Legal & Business Affairs, Performing Rights, for BMI, the world's largest performing rights organization, which represents 350,000 songwriters and music publishers. The company collects license fees on behalf of those American creators it represents, as well as for thousands of creators from around the world who have chosen BMI for U.S. representation. The fees for the "public performances" of its repertoire of more than 6.5 million works—including radio airplay, broadcast and cable television carriage, Internet and live and recorded performances by all other users of music—are then distributed as royalties to its writers and publishers.



Mr. Roth's duties involve supervising legal work in regard to BMI's writers and publishers, including song disputes, estates, banking, divorce, assignment, bankruptcy and tax and judgment issues and departmental policy questions. He also counsels Performing Rights Dept. personnel on copyright and other legal matters. He is a contributing faculty member of [songwriter101.com](http://songwriter101.com), for which he writes the "C in a Circle" column.

Mr. Roth is admitted to the New York, New Jersey and Supreme Court bars. In addition to chairing the Corporate Counsel Section, he is a member of the Executive Committee of the Entertainment, Arts and Sports Law Section. He is also a director and Vice-President of BMI Foundation, Inc.

and a former Treasurer and Trustee of the Copyright Society of the U.S.A.

Mr. Roth received his B.A. from the University of Pennsylvania and his J.D. from William and Mary School of Law.

In his spare time, Mr. Roth enjoys reading, attending movies and Broadway shows and watching television. He is a lifelong devotee of TV game shows.

### David S. Rothenberg

David is currently a Vice President with The Goldman Sachs Family Office in New York City. He provides financial planning to current and former partners of Goldman Sachs along with a few corporate executives from his prior position. Services of the Family Office are provided by The Ayco Company, L.P., a Goldman Sachs company. David joined Ayco in 1997 and worked in the New York Region until 2004 before he took his current position. David holds a Series 7 and 63 and insurance licenses. Prior to joining Ayco, David practiced law for three years in the Albany, New York area.

David obtained his J.D. from Albany Law School in 1994 and his B.S. in political science from SUNY Stony Brook in 1991. In 1990 he spent a semester in Senator Daniel Patrick Moynihan's Washington D.C. office.

David is a member of the New York State Bar Association. He serves on the Executive Committee of the Corporate Counsel Section and was formerly on the Executive Committee of the Young Lawyers Section.

## Allison B. Tomlinson

Allison B. Tomlinson is a Vice President and Senior Associate Counsel in the Americas Legal and Government Contracts Department of Parsons Brinckerhoff (PB). PB is a leader in developing and operating infrastructure around the world, with 10,500 employees who are dedicated to meeting the needs of clients and communities in the Americas, Europe, Africa, the Middle East, Asia and Australia-Pacific regions. PB offers skills and resources in strategic consulting, planning, engineering, program/construction management, and operations for all modes of infrastructure, including transportation, power, community development, water and the environment.

Her primary responsibilities include corporate transactional work, governance and corporate secretarial functions, as well as project-specific support for the CM at-risk projects. Her previous experience includes working at a real estate law firm, where she focused on land use, zoning and construction issues, as well as on general corporate legal work at a boutique planning and engineering firm.

Allison earned a Bachelor of Arts in Architecture, minoring in City and Regional Planning, from the University of California at Berkeley; a Master of Science in Urban Planning from Columbia University's Graduate School of Architecture, Planning and Preservation; and a Juris Doctor from Hofstra University School of Law.

She serves as the Membership Chair and Steering Committee Member for the Cal Alumni Club of New York; is a member of JAMPACT (Jamaican Impact, Inc.); a current member and former Secretary of the New York Coalition of 100 Black Women, Inc.; Vice-Chair of the Black Professionals Network and liaison to the Women's Outreach Network at PB; a mentor through PALS (Practicing Attorneys for Law Students' Mentor Program); a member of the Association of Corporate Counsel; a member of the New York County Lawyers Association's Construction and Corporate Law Committees; and a member of the Executive Committees of the New York State Bar Association's Corporate Counsel and International Law and Practice Sections.



## Thomas A. Reed

Tom attended Haverford College for his undergraduate degree and earned his law degree from the University of Pennsylvania Law School. Tom began his legal career in 1968 as an Associate with the New York City law firm of Paul, Weiss, Rifkind, Wharton & Garrison, practicing in the area of wills and estates. After three years with Paul, Weiss and a short stint with another New York firm, in 1971 he joined the Law Department of Western Electric Company, then the manufacturing and supply arm of AT&T, as an anti-trust attorney. He remained with Western Electric through the effective date of AT&T's divestiture of the regional Bell operating companies as a result of the 1982 settlement of the U.S. anti-trust case against AT&T, which Tom helped defend. He then transferred to NYNEX Corporation (now Verizon Communications), focusing first in federal regulatory matters, and later in commercial contracts on the supply side as one of several counsel assisting the 80-person purchasing organization in the acquisition of everything from tires to complex switching equipment.

Tom accepted an early retirement package from NYNEX in 1994. Since then he has worked in a variety of legal positions in the New York City area, including a six-year stint as "temporary" in-house counsel for BT Americas Inc., the North American arm of British Telecom, where he assisted the General Counsel with a variety of corporate legal matters, mainly customer and supplier agreements for BT business units operating in North America. Since May 2007, Tom has been commuting to Stamford, Connecticut, where is a Temporary Attorney at Pitney Bowes, assisting with agreements to support both their sales and purchasing operations.

Tom and his wife, Gail, now a psychoanalyst in private practice whom he met while they were both French majors at, respectively, Haverford and Bryn Mawr Colleges in Pennsylvania, are both lifelong New York City residents. They have two adult children who currently live and work in New York City: a daughter, Danielle, a journalist married to a French furniture maker, Jean-Philippe Baty (they have a six-year-old daughter, Julie, who charms everyone), and a son, Bill, an entrepreneurial businessman. Everyone in the family speaks fluent French and enjoys visiting France when they can.

## Conal E. Murray

Conal E. Murray worked for 31 years at General Foods (which merged with Kraft Foods) as corporate counsel for most of the divisions and departments and in many different positions. He then joined Syntiro Healthcare Services, Inc., formerly Physicians Weblink, as corporate counsel for three years. He has since joined with two friends to establish and run Emerald Capital Advisors LLC, which develops and licenses intellectual property.

Conal is active in and enjoys participating in Bar Association activities and is currently a Delegate to the House of Delegates of the New York State Bar Association. He has held that position for the past three years, during which time he began the Caucus of Section Delegates, which discusses items of particular interest to the Section Delegates. Conal is past Chair of the Corporate Counsel Section, and was Chair of the Bar Association's CLE Committee for five years, including during the advent of Mandatory CLE for the members of the Bar. He is currently a member of the NYSBA's Committee on Committees, which evaluates the desirability of continuing each of the committees. In addition he is past President of the Corporate Bar Association of Westchester and Fairfield Counties.

Conal received his bachelor's, MBA, LLB and J.D. degrees from Harvard College, and an LLM from New York University.

## Janice Handler

Janice Handler, the co-editor of *Inside* and a member of the Executive Committee, is the retired General Counsel of Elizabeth Arden Cosmetics Co. She currently teaches Corporate Counseling Fundamentals at Fordham Law School.

Janice graduated with Honors from Rutgers Law School and has an LLM in Trade Regulation from NYU Law School. She clerked for Judge Edmund L. Palmieri in the Southern District of New York, was an associate for Fried Frank Harris Shriver and Jacobson and was a trial lawyer for the Securities and Exchange Commission. She then commenced a lengthy career with Unilever, where she specialized in marketing and regulatory law at a number of Unilever companies, including Thomas J. Lip-ton, Lever Brothers and Chesebrough Ponds. As General Counsel of Elizabeth Arden, Janice managed a worldwide legal function for a cosmetics company which distributes product in over 100 countries. She also served on the Board of Directors and managed the consumer relations department.

Corporate Counseling Fundamentals is a course Janice developed to help educate aspiring corporate

counsel in areas they rarely get exposure to in law school. In addition to the basics of the core competences—regulatory law, intellectual property, transactions, and employment—she teaches process issues such as privilege, internal investigations, and ethics.

Janice is also a professional freelance writer who has written for the *ABA Journal*, *Wall Street Journal*, and *New York Times*.

## Michael J. Pisani

Mr. Pisani, Managing U.S. Attorney in charge of the New York office of Bryan, Gonzalez Vargas & Gonzalez-Baz, was the Chief International Counsel for Reliance Insurance Company until the completion of the divestiture of its international assets in Asia, Europe, the Caribbean, Mexico and South America. His supervisory responsibilities at Reliance included operations overview and coordination, business agreement review and drafting, development and activity oversight of retained foreign counsel, litigation management, mergers and acquisitions, legal and regulatory compliance supervision, and corporate and governmental relations.

He was previously General Counsel of New York Life International, Inc. with responsibility for legal, compliance, litigation and corporate oversight of its international insurance operations in Mexico, Argentina, Asia, the United Kingdom and of various China-related matters. In addition to earlier legal positions in the parent New York Life's Law Department handling litigation, employment, marketing and securities law supervision, he served four years as an Assistant District Attorney in New York County.

Among other professional associations, Mr. Pisani has been active in the New York State Bar Association, as past Chairman of the Corporate Counsel Section and its representative in the Association's House of Delegates. He is currently a member of the Executive Committees of both the Corporate Counsel (CC) and the International Law & Practice (IL&P) Sections and is a Fellow of The New York Bar Foundation. He also Co-Chairs the IL&P's new Committee on Insurance & Reinsurance.

He has been a program chairman or speaker on a variety of legal, regulatory and compliance issues at industry and association programs in the U.S., Europe, Asia, South America and China.

Mr. Pisani received a B.A. degree from Boston College and a law degree from the New York University School of Law. He and his wife, Lynn, hold New York real estate broker's licenses and reside in Garden City, New York.

## Wayne A. McNulty

Mr. McNulty is Associate Counsel in the Office of Legal Affairs of the New York City Health and Hospitals Corporation ("HHC"). He provides counsel on legal matters concerning health law, patient rights, administrative law, mental hygiene law, patient confidentiality, litigation, human subject research, clinical laboratories, labor and employment law, contracts, electronic discovery, compliance, and film agreements.

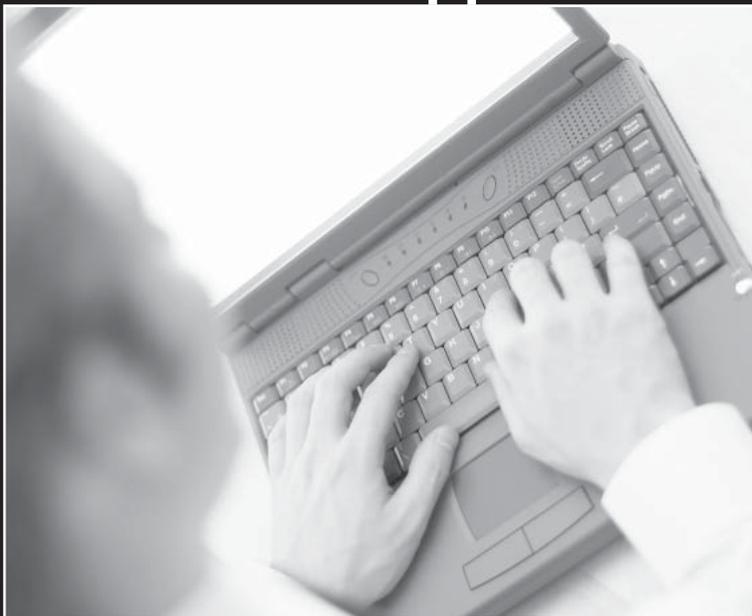
Mr. McNulty is a graduate of Fordham University School of Law and served as a Notes and Articles Editor on the *Fordham Journal of Corporate and Financial Law*, where he was presented with the *Journal's* Most Outstanding Editor Award. Before entering law school, he received a Master of Science in Health Services Admin-

istration from Iona College and a Bachelor of Science in Allied Health Studies from the State University of New York at Empire State College.

Prior to his current employment with HHC, Mr. McNulty was an Associate at Martin, Clearwater & Bell, LLP. He also completed a two-year legal fellowship at HHC upon graduation from law school.

Mr. McNulty is a member of the Bar in New York, New Jersey, and Connecticut. Additionally, he is admitted to practice before the Supreme Court of the United States, the United States District Court for the Eastern, Southern, and Northern Districts of New York, and the United States District Court, District of New Jersey.

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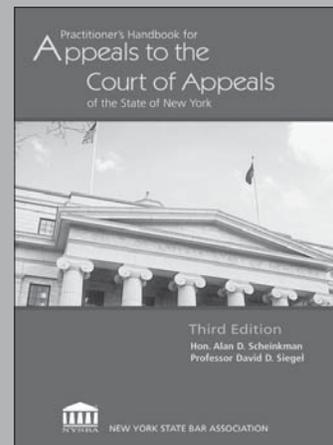
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New York State Supreme Court  
White Plains, NY

**Professor David D. Siegel**  
Distinguished Professor of Law  
Albany Law School

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# Basic Antitrust for In-house Counsel: The Do's and Don'ts of Dealing with Customers and Competitors

By Howard S. Shafer

Everyone knows that Antitrust laws make price-fixing and bid rigging illegal, but could employees unintentionally be putting your company at risk? In a climate of aggressive prosecutorial enforcement, knowing the do's and don'ts of dealing with customers and competitors is critical.

At a continuing legal education program hosted by Con Edison, Joel M. Cohen of Davis Polk & Wardwell and Fiona A. Schaeffer of Weil, Gotshal & Manges presented attendees with an interesting and helpful program aimed at assisting In-house counsel in spotting the potential Antitrust pitfalls and counseling their clients. Mr. Cohen presented a concise but informative overview of Federal Antitrust laws. His presentation was followed by a practical presentation by Ms. Schaeffer. The presentation included humorous but useful and memorable role-playing by computer-generated characters. Both speakers prepared substantive and easy-to-follow materials that were handed out to all participants. Copies are available through the Section.

Mr. Cohen identified the principal Antitrust laws. The federal laws address price fixing and restraints of trade (Sherman Act § 1), monopolization and attempted monopolization (Sherman Act § 2), price discrimination (Robinson-Patman Act) and mergers and acquisitions (Clayton Act § 7). Other Antitrust laws include state Antitrust laws and those of the European Union and other foreign competition laws. The speaker took the group through the various government entities charged with Antitrust enforcement, as well as the penalties for violation, both criminal and civil. Criminal penalties can

include substantial prison time as well as substantial monetary fines. Mr. Cohen emphasized the importance of telling clients to be sure to make a noisy exit if they ever find themselves at a meeting where competitors want to talk about price.

Ms. Schaeffer discussed relationships with customers. She explained the concept of "Agreement" in the context of Refusals to Deal, Resale Price Maintenance and Minimum Advertised Prices. Particularly timely was her discussion of the recent United States Supreme Court decision in *Leegin Creative Leather Products v. PSKS, Inc.* (127 S. Ct. 2705, 168 L.Ed.2d 623, 75 USLW 4643). In that case the Supreme Court ruled that Minimum Retail Price Maintenance is no longer per se unlawful. Ms. Schaeffer provided guidelines for relations with customers. Pitfalls identified included dual distribution issues, tying, bundling, exclusive dealing, category management and price discrimination.

The session was meant to be a basic Antitrust primer, but participants were given a great deal of information to enable them to spot the Antitrust pitfalls and to begin counseling clients in avoiding them. The Corporate Counsel Section holds periodic continuing legal education programs and encourages its members to attend and to suggest useful programs.

**Howard S. Shafer is a Partner in the firm of Shafer Glazer LLP and a member of the Executive Committee of the Corporate Counsel Section. He was the Program Chair.**

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# WELLNESS

## How Knowing Your Numbers Can Improve Heart Health

By Allison B. Tomlinson

Living a healthy, well-balanced life despite having a stressful career is a cause near and dear to me. As such, in each edition of the *Inside*, we will provide tips on how to improve your overall well-being and live life more healthfully.

This edition's focus is on reducing your risk for heart disease.

Many of you have probably read about the "Go Red for Women Campaign," which is the American Heart Association's big initiative to raise awareness about heart disease, a leading killer of women. This campaign has become so mainstream, in fact, that the "Red Dress Campaign" has been seen everywhere from department store windows to becoming an integral storyline on the daytime soap opera "All My Children."

With so much information floating around, it's sometimes difficult to figure out what to do. Below are just a few ideas for beginning to improve heart health.

These tips are designed to raise awareness and are in no way a substitute for sound medical advice. As always, it is recommended that everyone receive annual medical examinations and take any specific questions to their health care providers.

### 1. Know your numbers:

- a. We all get our cholesterol checked every year from our mid-20s, but most of us don't know what our numbers are and what they mean. As a general guideline, your total cholesterol should be less than 200 mg/dL. Your LDL (which is "bad" cholesterol) should be less than 100 mg/dL and is borderline high at 159 mg/dL and above. Your HDL (which is "good" cholesterol) should be 50 mg/dL or higher. Triglycerides should be below 150 mg/dL.
- b. Blood pressure is another key number. While there is some controversy over whether the ideal is 110/70 or 120/80, it is



still imperative to know your blood pressure and discuss your ideal numbers with your physician. If your blood pressure is even slightly elevated, discuss both holistic and traditional remedies with your doctor.

c. Body Mass Index (BMI) is another number that you hear a great deal about. Your BMI is calculated based on your height, weight and other factors. In general, you can put "BMI calculator" into your Internet search engine, and find very good Web sites which will calculate your BMI and crank out your target numbers.

d. Waist circumference is being discussed a lot lately as well. For women, your ideal waist circumference is less than 35 inches.

### 2. Stop Smoking—now! 'Nuff said!

### 3. Move more:

a. It sounds like a cliché, but just doing 30 minutes of cardiovascular activity a day split into three 10-minute increments can make a huge difference. Depending on your age and general overall health, the level of exertion will vary. Given that fact, knowing your target heart rate is key. Talk to your physician about what your targets are and how to develop an appropriate fitness routine. The bottom line is that your heart is a muscle just like any other muscle in your body. So, you want to give it a good workout every day, get the blood pumping, and strengthen it so that it can perform optimally.

### 4. Eat less:

a. March is Nutrition Month. Speak to your doctor about recommending a good nutritionist to help you understand how to substitute fatty and unhealthy foods for good ones. Work with your doctor

and nutritionist to build a vitamin and supplement regiment as well. Track your calories in a food diary so that you can begin to identify the sneaky culprits that are adding to your waistline and calorie count. And swap “bad” fats for “good” ones; for example, throw away the fat and shortening and replace them with olive and canola oil. Small differences can result in big changes in the long run.

There are some things that we cannot control in life. With regard to our heart health, race, gender, age and heredity all play a big role in your risk factors for heart disease. However, there are many factors that we can control which can counterbalance some negatives that we can’t—for instance, reducing our stress levels, our weight, nutrition, amount of exercise and the like.

Partner with your doctor to build a wellness program that is best for you. Always come armed with your com-

plete medical history and be candid about the things that you’d rather not discuss, for instance, that pack of cigarettes that you smoked last week. Insist on seeing your blood test results and keep records of your numbers. Ask for explanations of what your numbers mean in general and for you specifically. Ask if you should have a stress test, EKG or other more extensive tests performed based on your age or medical history. Make sure that you have a doctor who takes time to sit with you and consult. And always consult your physician before beginning any new fitness program.

For more information on the “Go Red for Women Campaign” or Nutrition Month, please go to [www.heart.org](http://www.heart.org).

**Allison B. Tomlinson, Esq., is a vice president and senior associate counsel at a global engineering firm.**

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# InsideMovies



## Michael Clayton

Reviewed by  
Janice Handler

*Michael Clayton* is a good movie for anyone seeking a well-acted, exciting, thoughtful legal thriller. It is a bad movie for lawyers. And it is a very bad movie for in-house corporate counsel.

Written and directed by Tony Gilroy, *Michael Clayton* stars George Clooney as a tired, jaded “fixer” for a super-sized New York law firm. As a cop’s son and ex-DA, he is the “go-to” guy if your nanny needs a green card, your son was arrested for selling weed, or you have knocked down a jogger and run from the scene. Although he is very good at what he does, the rest of his life is a mess. He juggles a compulsive gambling habit, the weekend parenting of a young son, an addicted brother, and the failure of a restaurant that was going to be his ticket out of all of the above. When the movie opens (with one of the most dramatic and intriguing openings I have ever seen), Michael excels at “janitor” business while pursuing the exit ticket that will finally end it.

Michael’s cleanup duty this time around involves controlling the brilliant, unpredictable Arthur Edens (played by Tom Wilkerson), who is the firm’s senior litigator on the defense of a \$3 billion class-action lawsuit against an agrochemical company, U/North, which has been accused of knowingly putting a lethal weed killer on the market. Unbalanced by bipolar disorder and his attraction to a young plaintiff, Arthur not only shifts allegiances in the case, but contrives a plan to blow the whistle on his own defense team and orchestrate a new strategy for the plaintiffs based on a secret memo he has discovered, acknowledging that the corporation knew of the potential dangers of their product.

Michael’s job is to control Arthur and keep him on his meds. But when these conventional approaches fail to contain the escalating threat, the General Counsel of U/North has a better idea. Tilda Swinton’s brilliant, low-key performance as Karen Crowder, the newly appointed and very ambitious General Counsel of U/North, makes it seem plausible that your average GC is as likely to have the phone numbers of hit men and “cleaning crews” on her Rolodex as hairstylists and fashion consultants (you will love her hair; you will love her clothes). And suddenly, both Michael Clayton and Arthur Edens are in a different game, running for their lives and reordering their priorities (one stops to smell the roses by getting naked at a deposition; the other literally stops to smell the horses running in a Westchester field).

This is a fun movie with an intriguing plot and performances so nuanced and understated that you hardly notice its many implausibilities. But in this forum, we need to consider its implications

for corporate counsel. The notion that a corporation (and its General Counsel) is as likely to kill an adversary as to defeat him in court is more than a dramatic device—it is a statement about how we perceive corporations and their lawyers. In this movie, no particular exigent circumstances are put forth to explain why the otherwise nondescript and banal General Counsel would resort to murder. It just seems to be another tool in the corporate arsenal. Similarly, a law firm plots to institutionalize a partner whose behavior is bizarre—whatever happened to early retirement? Nothing in the film suggests that these options are reluctant, unusual or caused by extraordinary circumstances—a \$3 billion lawsuit and 30,000 billable hours seem to be all the explanation required. This raises questions of how the depiction of lawyers has gone from the lonely pursuers of justice beatified in *To Kill a Mockingbird* and *The Verdict* to the sleazy operators of *Michael Clayton* and *The Firm*. We also need to ask why lawyers who turn on their clients and discard attorney-client privilege in the process are the *heroes* of this movie.

All movie audiences are asked to engage in a willing suspension of disbelief. But in *Michael Clayton*, the beliefs required seem rather extreme. I know many corporate counsels who have never murdered anyone and have no hit men in their PDAs. The casual presumption that there are others who do and who would, the airy acceptance of the idea that big business and its lawyers will do *anything* to win, seems a sad commentary on how low we lawyers can go in public perception. Watching *Michael Clayton*, we have to wonder how we got to where we are. Was it the class-action lawsuits where the lawyers got millions and the plaintiffs 37 cents each? Was it the allegation that missing your pants at the dry cleaners is worth \$54 million? Or was it lawyers who defend client wrongdoing by litigating what the meaning of “is” is?

Ok, it’s a movie, it is fiction, enjoy the car chases, noir effects, and brilliant acting. But for corporate lawyers, *Michael Clayton* raises uncomfortable questions and offers more to chew on than your popcorn.

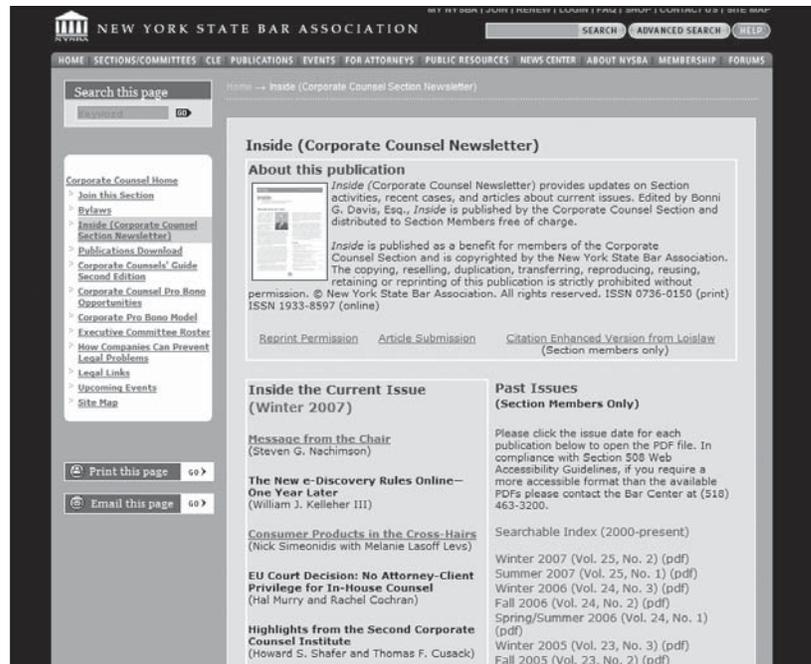
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## Dear *Inside*

**Dear *Inside*** will be a forum for the questions, ideas, and inputs of our readers. Each issue will feature questions and hypotheticals and we will solicit reader responses that will be published in the following issue. This is your chance to get answers to the questions that plague you and contribute your own expertise to others. Please e-mail your responses on the questions in this issue to [handlerj@aol.com](mailto:handlerj@aol.com).

*Dear Inside,*

*I am the newly appointed General Counsel of a public company located in Westchester, NY which distributes and sells small electrical appliances throughout the United States and in 34 other countries (using local distributors). I was formerly a seventh-year associate in the securities law department of a NYC law firm. While I am very expert in securities law, I am not knowledgeable about the myriad other issues confronting my company.*

*Also, I have no experience managing a function. Suddenly, I have budgetary responsibility for my department and personnel responsibility for managing the careers of the two lawyers, 3 paralegals, and 4 secretaries who report to me. My prior experience in management is limited to my own time records, and I*

*have a lot to learn to get up to speed (and would like to do this before I sink the company).*

*Where can I find help in learning about so many unfamiliar areas in such a short time frame?*

\* \* \*

*Dear Inside,*

*Are you aware of any resources that would outline the New York State Bar's policy on allowing barred attorneys from other states to practice law in-house in New York?*

*Any help would be greatly appreciated.*

*Thanks, Ethan*

## Outside *Inside*

### A "Page 6" for In-house Lawyers

This is the place where we talk about YOU. We want to print news about our members, for instance, your promotions, publications, career moves, and anything else you would like to share.

Please send these items to us at [handlerj@aol.com](mailto:handlerj@aol.com) or [allison11955@aol.com](mailto:allison11955@aol.com).

We look forward to hearing from you.

## Corporate Counsel Section Committee Chairs

### CLE and Meetings

Howard S. jShafer  
Shafer Glazer LLP  
90 John Street  
Suite 701  
New York, NY 10038-3202  
hshafer@shaferglazer.com

### Corporate Governance

Janice Handler  
handlerj@aol.com

### Inside/Publications

Janice Handler  
handlerj@aol.com

Allison B. Tomlinson  
Parsons Brinckerhoff  
1 Penn Plaza, 2nd Floor  
New York, NY 10119  
allison11955@aol.com

### Internship

Barbara M. Levi  
Unilever United States, Inc.  
700 Sylvan Avenue  
Englewood Cliffs, NJ 07632  
barbara.levi@unilever.com

### Membership

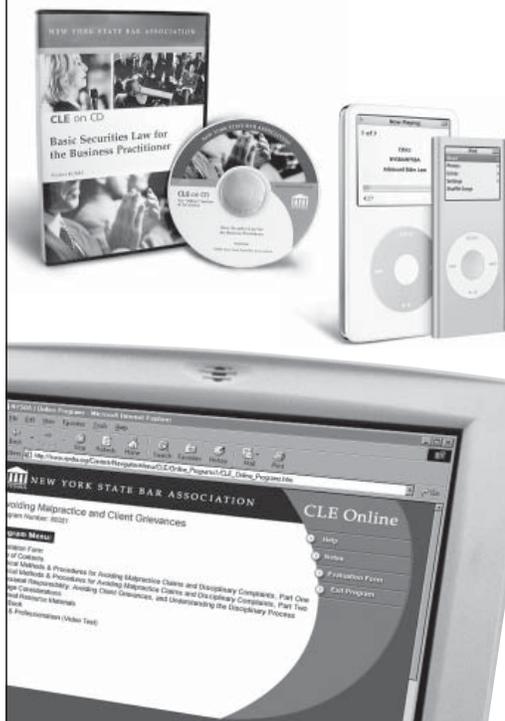
Thomas A. Reed  
1172 Park Avenue, Suite 15-c  
New York, NY 10128  
thomas.reed@verizon.net

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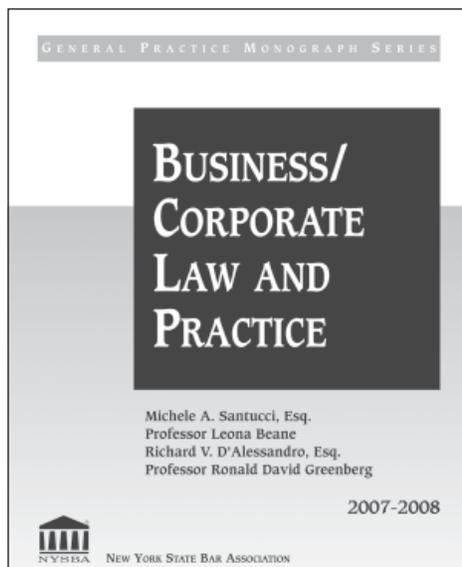
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# Business/Corporate Law and Practice



## Authors

**Michele A. Santucci, Esq.**  
Attorney at Law  
Niskayuna, NY

**Professor Leona Beane**  
Professor Emeritus at Baruch  
College and Attorney at Law  
New York, NY

**Richard V. D'Alessandro, Esq.**  
Richard V. D'Alessandro Professional Corporation  
Albany, NY

**Professor Ronald David Greenberg**  
Larchmont, NY

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*Inside* welcomes the submission of articles of timely interest to members of the Section. Articles should be submitted in electronic document format (pdfs are NOT acceptable), along with biographical information. Please submit articles to either of its editors:

Janice Handler  
handlerj@aol.com

Allison B. Tomlinson  
Parsons Brinckerhoff  
1 Penn Plaza, 2nd Floor  
New York, NY 10119  
allison11955@aol.com



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NEW YORK STATE BAR ASSOCIATION  
CORPORATE COUNSEL SECTION  
One Elk Street, Albany, New York 12207-1002

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New York, NY 10019  
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#### Chair-Elect

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Federated Dept. Stores, Inc.  
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Goldman Sachs/The Ayco Company  
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david.rothenberg@gs.com

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Parsons Brinckerhoff  
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Thomas A. Reed  
1172 Park Avenue, Suite 15-C  
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