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SHORT STORY: FREE ENTERPRISE HEAVEN; ETHICS HELL

Lawrence J. Fox[†]

Laura immediately knew something was either terribly wrong—or terribly right. She had gone to bed the night before in her splendid downtown condominium, totally exhausted from a full day of depositions, last minute preparation for the next day's encounter, and the editing of a motion for summary judgment that she prayed, but doubted, would end this latest case from hell. As she had surveyed the sparsely decorated apartment with its expansive view of Lake Michigan, the carefully selected abstract paintings dimly lit by the one table lamp her considerate husband had left on before he turned in—undoubtedly hours before—Laura had asked herself a familiar, probing question. Why, in her twentieth year of practice, did she still not have the time to enjoy those wonderful material possessions her successful career at Sidley & Block had provided her the wherewithal to purchase?

Now as she wiped the sleep from her eyes and she tiptoed from slumber to consciousness the aroma of roses and cinnamon was her first clue that this was not a normal morning. Next she noticed the soothing notes of a harp and a lyre playing in the background. And as she looked around, Laura found herself not in her well-tailored grey and black bedroom, but in a magnificent yellow suite, lined with a cascade of hundreds of flowers, magnificently arranged. When she turned to get out of bed, her feet sank into an

[†] B.A.,LL.B. University of Pennsylvania. Partner, Drinker Biddle & Reath; Adjunct Professor, University of Pennsylvania Law School.

I was lucky enough to be selected to give on October 4, 2000, one of four Centennial Square lectures sponsored by the William Mitchell College of Law. The subject of my speech is more or less reflected in this story, which was really inspired by the opportunity I had to teach Professor Neil W. Hamilton's professional responsibility class in which the students interviewed me playing the role of a prospective employer seeking to hire these students for a mythical MDP. Their incisive questions and concerns for professional values transmogrified into this tale, for which I thank them. If the rest of the profession were as conscientious and committed as Professor Hamilton's students, our country would have nothing to fear from the MDP movement's assault on the legal profession.

azure carpet softer and deeper than any she had ever felt. By her bed stood a handsome young man stripped to the waist, all rippling muscles. He quickly draped a cushy white robe over her shoulders and handed her a crystal glass filled with fresh orange juice. "Your bath is drawn, Laura," the young man intoned.

"My what? Where am I? What's happening?" Laura found her panic somewhat tempered by her delight at all the salubrious accoutrements that now surrounded her.

"Laura, welcome to free enterprise heaven. You are our latest recruit."

"Free enterprise heaven? Am I dead? Oh my God, what about my kids?"

"Don't worry Laura," the man who was apparently her servant responded. "You're just here for a short visit. Your family won't even know you are gone."

"Then why am I here?"

"Well, Laura. You've chaired the Illinois Bar Ethics Committee, right?"

"Yes." Laura wondered where this inquisition was going.

"And you were the sponsor of that ridiculous MDP Commission?"

"I was, but there was hardly anything ridiculous about it."

"The one that re-endorsed Rule 5.4 and the legal profession's commitment to its so-called 'core values?'" Laura's inquisitor tightened the muscles in his jaw as he spit out these words.

"Yes...yes," Laura now stumbled, her concern increasing.

"And you won in the esteemed Illinois House of Delegates three to one?"

"We did. The vote was 220 to 69." Laura regained her footing, recalling with pride the resounding victory.

"And you were convinced you were right?"

"I was...I still am," Laura now felt like the experienced trial lawyer she was.

"Then you're the perfect candidate," the curly-haired Adonis announced.

"What?"

"For understanding all that you are blocking with your unfortunate stand on MDPs," came back the self-assured answer.

"It's a principled stand, I'll have you know, and one that will preserve the profession as we know it." Laura mustered the same self-righteous air that had animated her speech before the bar as-

sociation.

“You are as incorrigible as we, thought, which is precisely why we decided you needed this little visit.”

“And who is ‘we’ might I be so bold as to inquire?”

“Adam Smith and me.”

“And who are you?”

“Oh, I’m Dan Fischel. Do you remember me from my time on earth?”

“Not really. Should I?”

“Well, I was the Dean of the University of Chicago Law School. You know, the bastion of law and economics.”

“And what are you doing here?”

“I’m the right hand man of the Big Cheese.”

“God?” Laura inquired.

“No, silly. This is free enterprise heaven. The CEO is Adam Smith,” Fischel smugly replied. “Now why don’t you take your bath—I’m sure you’ll find our accommodations to your liking—and we’ll start our tour in one hour.”

With that, Fischel firmly gripped Laura’s elbow and he guided her toward a bathroom of immense size, featuring the whitest marble, the blackest granite, gold faucets, iridescent pearl decorations and a view of a pastoral meadow that made Laura think instantly of Oz. What was behind the curtain, she wondered, as she enthusiastically took advantage of these luxurious surroundings, looking forward to donning the magnificent gown someone had graciously set out on a dressing table next to the entrance into this heavenly spot.

Exactly one hour later, Laura’s new guide knocked on the door, just as she was applying the last of the rich emollients arrayed on the mirrored vanity.

“Ready to begin?” Fischel inquired.

“I...guess so.” Laura was tentative not only because she wondered what price she was about to pay for this splendid treatment, but also because she hated to leave these surroundings, reflecting a lifestyle to which one could easily adjust.

“What I’m about to show you is even more appealing than this,” her guide intoned, sensing her reluctance. “Now hurry on. Important people are waiting on us.”

With that Laura was led down a wide corridor, magnificent brass sconces illuminating the way, a series of oriental runners of the highest silken quality cushioning each step. Not one hundred

yards along the hallway, suddenly to the right they confronted a marble arch opening onto the largest, most opulently furnished lobby Laura had ever seen. Over the door she read the gold-embossed name "Goldman, Cravath & Waterhouse."

"What is this?" Laura stammered.

"Your new employer, if you should so choose."

"I thought I was just here for a visit?" Laura trembled as the rules seemed to be changing.

"You are. But that doesn't mean you can't choose to stay."

"But my...my family?" Laura asked.

"If you stay, we'll bring them here. It's entirely up to you."

"What is Goldman, Cravath & Waterhouse?"

"It's one of the best MDPs in the world...I mean in free enterprise heaven."

"You mean a multidisciplinary practice? But I'm a lawyer," Laura shot back.

"That's why we want you. The best MDPs must have lots of lawyers. And Goldman, Cravath is right up there. It's one of the Big 4."

"Big 4?" Laura was asking a question.

"Yeah, you see, since we got rid of those ridiculous rules you lawyers came up with to pursue economic protectionism, and the economic courts of justice declared that archaic rule governing the sharing of fees a violation of the principles of the free market, MDPs were free to hire lawyers as needed, free to grow to their efficient size, leaving just four MDPs worthy of the name."

"Only four? How can that be? Our profession's rules governing loyalty to clients could never operate with only four firms. They must be running into conflicts of interest all the time," Laura exclaimed, getting lathered up now as she had been during those earlier MDP debates.

"That would be true. But we got rid of those rules too," Dan proclaimed proudly. "They were obsolete and needed to be discarded as too costly in a world where free enterprise reigns."

"You mean otherwise these firms would have to turn down too much business."

"Precisely the problem."

"So what are the rules now?"

"Undivided loyalty without imputation. All clients are personal to the service provider who works on the matter. Each lawyer, each auditor, each investment banker, each insurance salesman at

Goldman, Cravath is completely dedicated to that person's clients and conscientiously asks herself whether she has a conflict when she is given the opportunity to take on a new matter. If she doesn't think there's a conflict, she is free to take the matter on."

"A subjective standard?"

"Exactly right. We were concerned that, if a reasonable person test were applied, clients might be challenging these judgments all the time; then you'd be right back to the days when lawyers were being disqualified right and left. So inefficient. That's why we adopted the accountant's standard for conflicts."

"But that rule was adopted for auditors." Laura was afraid she was screaming but she continued on nonetheless. "Auditors are supposed to be objective, detached, not advocates."

"You're right there. But Adam Smith thought the rule worked so well in permitting the old giant auditing firms to consolidate down to just a select profitable few, that he decided we should adapt the rule to MDPs, even if it wasn't a perfect match."

"So what do clients think? Are they worried that MDP lawyers may be working in a firm that is beholden to their adversary?"

"Well, the professionals working on their matters are unlikely to be so beholden. Actually, we haven't really given the clients a choice. With only four MDPs—all applying the same rules—they have learned to accept them quite nicely. Those old notions of client loyalty were so outdated. Anyway these MDPs don't tell the clients what work they're doing for other enterprises. They couldn't even if they wanted to, you see, because they're so big. So what the customers don't know can't hurt them."

"But how do they know their confidential information isn't being shared?" Laura was well up on her high horse now.

"Confidentiality isn't all that important anymore. Everyone in free enterprise heaven recognized that invoking confidentiality is really a mixed blessing. You see, companies with nothing to hide are better received in the free enterprise marketplace. If companies invoke privilege and the public finds out, investors will rationally conclude that negative information is being withheld because the firm has something to hide."

"I can't believe what you're saying. Confidentiality is the bedrock of the lawyer client relationship!" Laura was apoplectic. "Our clients wouldn't share their innermost secrets if we couldn't promise them that. Even with confidentiality, it's hard enough to get clients to tell you anything but what they think you want to know."

“Wrong. Jeremy Bentham had it exactly right when he concluded that the attorney-client privilege ‘protects the guilty.’ Besides, the value of confidentiality is vastly overstated. Information about business plans and strategies depreciates rapidly and is frequently available from other sources.”

“So there’s no privilege now?”

“Not really. See, our clients are given the benefit of the multidisciplinary approach—with professionals of all kinds working on their matters together; when we tried to get the courts to expand the privilege to cover what we do, they refused. Something about not expanding the attorney-client privilege to stockbrokers. So we decided the market would be better off without it. But Goldman, Cravath does still maintain firewalls.”

“What are they?”

“They stop the sharing of information between competing teams of professionals.”

“How do they work?”

“Well, no one is supposed to talk to the service providers of their client’s adversaries.”

“That’s it.”

“Well, we label files; we send around warnings.”

“How does the client know whether the firewalls work?”

“They can trust us. We’ve got reputations to preserve.”

“But you know all the locked file cabinets in the world cannot prevent two people who shouldn’t from sharing information.”

“That’s true, but it’s such a small risk—and look at the abundant benefits.”

“To the clients?”

“No. To the firms. They can grow and prosper in a way never before possible.”

“If I came to work here,” Laura decided to switch topics, “who would I work for?”

“Your team leader.”

“And who might that be?”

“One of our M&A partners.”

“A lawyer?”

“No. Not exactly. Y’see, while we got rid of those ridiculous rules about lawyers sharing fees with non-lawyers, we still didn’t get rid of the CPA’s rule that firms that do audits, like Goldman, Cravath & Waterhouse, must be controlled by certified public accountants. So your team leader will be a CPA, a very talented woman

who tells me she wished she went to law school.”

“Will she be deciding issues regarding my ethics?”

“Only when there is a clash. Generally we expect you’ll be able to follow your conscience. If you have a dispute, however, the final arbiter is your team leader, unless you want to appeal to the Chair of the firm.”

“Is the Chair a lawyer?”

“No. I’m afraid not. They say around here it’s unlikely they’ll ever have a lawyer in the top job. That’s because of the CPA rules. And because lawyers—even lawyers employed by Goldman, Cravath—just seem too wedded to their antiquated notions of ethics to really lead a dynamic firm like this one.”

“I can’t imagine.” Laura remarked, hating to hear there was anything at which lawyers couldn’t excel.

“Well, of course we’ve never tried it, but I think the principals of Goldman Cravath have a hard time imagining a lawyer promoting the cross-selling of our wonderful products to our clients.”

“So long as the transactions are entirely fair and you tell the client she might want to consult other counsel, it might be OK with me,” Laura responded.

“You prove the point. Those niceties, your reluctance, are exactly what the owners of Goldman Cravath would be worried about. See, they view each client as a multiple profit center—we audit them, do their tax returns, sell them tax shelters, undertake their transactions...just about everything they need but burial plots.” Fischel smiled tentatively at his own humor.

“Well it just doesn’t sound like a lawyer could maintain professional independence in this environment,” Laura said as she turned to go back to that wonderful suite.

“Professional independence. That certainly was the rally cry of the opponents of MDPs.”

“That’s because we were worried that that’s what we would lose.”

“Come on. You lawyers had goals no different from any other trade union or interest group, but you cloaked your arguments against MDPs in empty rhetoric about professional independence,” Fischel smugly replied.

“Empty rhetoric! I should say not. Professional independence is just as real as elasticity of demand or marginal costs...and a lot more important. I could explain, but I guess you’re just not interested.”

"Well, I hate to waste valuable time, but I'll hear you out, if you insist." Dan reluctantly sat down on one of the exquisite chintz sofas that surrounded the fireplace in the firm lobby.

Laura chose to stand, relishing the sense of power her looking down on her handsome guide provided. "Take telling clients what they don't necessarily want to hear."

"What about it?"

"Isn't that an excellent example of professional independence?"

"No different from auditors, in my view."

"I agree. But that's the only way in which lawyer independence and accountant independence are the same. Accountants are supposed to be independent from their clients. Lawyers are supposed to be independent to advocate on behalf of their clients."

"So what's the big deal about this candid advice requirement?"

"Well, it's hard enough for lawyers to deliver independent advice. You do so and you worry the client will shoot the messenger."

"That problem would exist if you were in your old cushy law firm or here at Goldman Cravath."

"It's not the same, Dan." Laura suddenly worried she should not have been so familiar with her interlocutor, no matter how appealing he was. "Mr. Fischel..."

"You can call me Dan," he replied, smiling.

"Well, in any event," Laura stumbled, "if I end up delivering unacceptable advice to any MDP client, I risk losing not just a law client but a profit center for my colleagues at the firm."

"They certainly would appreciate your concern, but I can't imagine someone as conscientious as you would let that occur."

"I like to think that's true. But if all lawyers worked in these practice settings some will undoubtedly succumb. The pressure from their bosses will be too great."

"Is that all there is?" Dan inquired.

"Oh, no. That's just one piece of professional independence."

"Look. If this is going to take long, why don't we walk and talk. That way you can get to observe our splendid facilities. See why this is such a wonderful place to work. OK?"

"Sure," Laura stammered wondering what lay ahead, with Dan taking her arm yet again, this time causing Laura to flush ever so slightly as his powerful hands lightly touched her skin. The hallway curved to the right and up an incline, and Laura swiftly walked across yet more silken Orientals, the quiet broken by some commo-

tion up ahead. In not fifty yards they came to a large conference room, dominated by a pink marble table around which sat about thirty individuals.

"This is our strategic planning group. They work full time on the future of the firm."

"No other responsibilities?"

"When your sales are fifty billion and growing, this is a small price to pay."

"But should we be here?" Laura felt uncomfortable.

"Oh, it's fine. We always bring our recruits in to see the committee at work. We live our view of confidentiality. And, this way you get to see how dynamic we are. Let's listen in."

"You're not going to make that suggestion again?" One participant directed her question to a man standing by the power point projector.

"I am. It's time for us to go into the funeral home business," the presenter stated.

"Does anybody die in free enterprise heaven?" Laura whispered to Dan.

"Of course they do. This is not the heaven you've always contemplated. This is simply the heaven where the values of free enterprise have reached their full fruition."

"Oh," Laura responded, turning her attention back to the speaker.

"The funeral business is a \$17 billion a year in revenues. Our accountants do the tax returns of seven and a half million individuals, our lawyers have placed three point six million wills in our vault, we are Trustees to over a million trusts. Every one of those clients is a perfect candidate for funeral services—who isn't? It's just that pre-purchasing is the latest marketing ploy in the business. 'Don't let your grieving loved ones be forced to pick the coffin that's just right for you' is the new slogan of the Funeral Directors of America. Which means as we write the will, establish the trust, file the 1040, our professionals can use the occasion to market our new service. It's perfect."

"How much commission d'y' think we'll have to give our people for selling the new service?"

"No more than five percent. Payable on receipt. Maybe a little more to encourage the lawyers."

"And can we still make money paying that?"

"Make money? This business has a higher margin than in-

vestment banking. The caskets cost three hundred and up. The estate of the deceased is typically charged ten times that.”

“Well...you do have to take care of the remains,” one cautious participant observed.

“Yeah. But we can hire morticians for \$75,000 per year. Just like the drugstore chains killed pharmacists. And we won’t even have to make ‘em partners. There’s one other benefit.”

“What’s that?” The man who appeared to be the Chairman spoke up.

“We can operate the funeral homes under their old family names and our clients won’t even realize we are steering them to a Goldman, Cravath company.”

“That’s great...” one speaker exclaimed as Laura turned away.

“You can see how exciting this enterprise is; can’t you just sense the enthusiasm, the innovation?” Dan remarked.

“The dedication to free market principles,” Laura interjected with all the sarcasm she could muster. “Maybe we should continue our discussion of professional independence.”

“What else do you think you can squeeze into that empty vessel?” Dan asked.

“Loyalty, Mr. Fischel. Lawyers maintain professional independence by not compromising their commitment by obligations to other clients, third parties or their own interests.”

“Cut me a break. Every lawyer who charges a fee puts her interests ahead of her clients.”

“It’s true we don’t take vows of poverty, but that doesn’t compromise independence the way you’ve done it at Goldman, Cravath. My God, every client is viewed as a target for marketing all kinds of other services. And you don’t impute any conflicts. So I could be working on a matter for client A while the M&A team is working adverse to client B.”

“On a different matter,” Dan jumped in.

“Different or not. How does the client know its lawyers won’t pull their punches to curry favor with the second client?”

“Are you kidding? The way our professionals are compensated, you’d be thrilled to outdo some of your in-house colleagues. We have such rivalries all the time.”

“You mean you take on interests competing on the same matter?”

“You bet. Bandwith auctions; open television channels; exclusive contracts to outsource services. We represent competing inter-

ests as often as we can.”

“That’s what we call non-waivable conflicts, multiple representations you can’t take on,” Laura rejoined.

“Not for us.”

“So you prove my point. How loyal can you be when you represent both sides. And what must the poor clients think?”

“Well, like I told you. They really don’t have much choice if they want a Big 4 firm, but they do get the undivided loyalty of the people working on their engagement.”

“And a guarantee that your firm represents both the loser and the winner!”

“Only if there are two competitors,” Dan shot back.

“Why would you ever put your firm in a position where at best it can bat .500?” Laura was proud of the baseball analogy.

“If I played for the White Sox, I’d be thrilled to bat .500,” Dan answered. “Besides, it’s one way we maximize the profit of the firm and in this world if you don’t grow...you can’t hire the best...people like you, Laura.”

Laura loved hearing Dan say her name. Perhaps too much, she thought, as she put aside her next point to follow Dan down another opulent corridor. This time she noticed the high quality original oils on the wall. *Wasn’t that a de Kooning they just passed?* she wondered, as the next vista appeared.

“We’ll stop here,” Dan instructed.

“And what, pray tell, is this?” Laura asked as she entered another exquisitely decorated room, dominated by a monumental canvas, featuring wild animals romping amid rich foliage. Looked like a Delacroix. On one wall was a huge electronic board with flashing figures and in the room were dozens of busy men and women, on the phone, shouting to each other, staring at the electronic wall and screens on each desk.

“This is the Goldman, Cravath investment room.”

“Investing client money?” Laura asked.

“On no, we invest our clients’ billions in a room far larger than this one, located in a suburb of free enterprise heaven. You should really see that operation too. But, no, this is where we keep track of Goldman, Cravath’s investments in our clients.”

“You invest in your clients?”

“Of course. How else would they understand our deep commitment to them?”

“But didn’t you say Goldman, Cravath audits public compa-

nies?”

“Correct. That’s how we have gained entrée into one quarter of the public-company world.”

“Then how can you do that? Doesn’t that compromise auditor independence?”

“Oh! You’re referring to those old concerns of the SEC. We took care of that. Getting rid of that Arthur Levitt ended the nonsense over investing in clients. Now we just make sure that the actual auditors on an engagement don’t have stock in the audited company. But, like with conflicts, everyone else can invest, including spouses and children. And what better to invest in than companies you audit, companies we do IPO’s for, companies we handle merger and acquisitions for? You talk about loyalty. Think how a client feels you’re invested when you put real money up.”

“Until the stock goes south. Then I’ll bet Goldman, Cravath faces real risks....”

Dan interrupted. “Risks. That’s the name of our game. No risk, no reward. We’ve made so much investing in our customers—if we have to pay a few judgments every now and then, it’s a small price to pay for all this opportunity.”

“It worries me,” Laura said.

“You lawyers. You’re too risk averse. Frankly, I wouldn’t have any more lawyers join Goldman, Cravath but...your talents are so important to our customers.”

“Can we resume our discussion?”

“Sure,” Dan responded as they ambled through a splendid courtyard filled with butterflies, humming birds and featuring a rose garden worthy of a palace.

“I think professional independence also includes what happens when the lawyer is paid by someone other than the client. We have a special rule governing that.”

“You mean those insurance companies. How they try to tell the lawyers how to handle the matter.”

“Try to? No ‘try’ about it. They issue those guidelines. Claim the clients waived the right to be treated like a client in the policy itself,” Laura regretted the edge in her voice.

“I admit the lawyer in that situation has to fight to remain independent. But what’s that got to do with professional independence here at Goldman, Cravath?” Fischel answered.

“Everything,” Laura announced. “Everything. Here the lawyers are employed by the company doing work for the company’s

customers. And you've already told me how the law business is just one profit center for Goldman, Cravath. As your lawyers try to deliver legal services, the pointy pencil crowd is going to be sitting around wondering whether the lawyers' margins are high enough. What can be done to make those fixed fee engagements more lucrative? How can we get the lawyers to do more cross-selling? Before you know it the directives will arrive, and the monthly reports on profitability will be circulated. Sounds like officious intermeddling to me. It's hard enough to maintain professional independence now. We don't need to make it any harder."

"I'm sure you're wrong and if that's the only vintage wine you can put into the professional independence goblet, we're talking about no more than a swallow."

"No, I'm sure not done yet. Another aspect of professional independence is pro bono, taking on the tough cases for the unpopular, the downtrodden, the despicable."

"Oh, I knew you'd get on that high horse. This whole pro bono movement is just a way of generating more business for the lawyers."

"I should say not."

"Right. And at your present firm you wouldn't be happy to charge millions to a big bank to defend one of those do gooder suits about community reinvestment."

"I'm talking about the willingness of my firm to take these cases on for *free*." Laura was exasperated, but she hated that she was showing it.

"The world would be a better place if no one would worry about these free services. I'll tell you how Goldman, Cravath handles it. We do no pro bono. Everyone makes more money, we pay more in taxes and our people fill their do-good quotient by attending charity balls and serving on the Philharmonic Board. Goldman, Cravath has someone on the Board of every major museum and arts organization in free enterprise heaven."

"But anyone can make charitable contributions. Or serve on fancy Boards. Only lawyers can represent a defendant on death row, the residents of a public housing project, or The Ku Klux Klan if it wants to march through Skokie."

"And every time they do so they hardly make the world a better place to live."

How could such distasteful sentiments be streaming from such a magnificent body, Laura thought. "There's one more aspect I

haven't discussed, though I don't suppose you care," Laura said.

"Let 'er rip. May as well have it all."

"Lawyers are officers of the court. They have a duty to improve the system of justice, the law. And when they do so they should leave their clients at the door."

"What's that mean?" Dan inquired.

"The lawyer uses her independent judgment—not the parochial interest of clients—to help draft a new evidence code, rules of civil procedure, the UCC or an ALI Restatement."

"And why, may I ask, would that cause trouble here?"

"Well I suppose, since clients are mere customers at Goldman, Cravath, no one at Goldman, Cravath would really give a damn where the customers ended up in these deliberations. But since the lawyers are now employed full time by these MDPs, it will be impossible for them to leave their employers at the door!"

"If it's good for Goldman, Cravath, it's good for the economy."

"But is it good for our system of justice?" Laura shot back with what really wasn't a question.

"Of course it is. That's the whole point. With a healthy economy we can afford all the frills you litigators want to stick on the adversary system."

"Is there more to the tour?" Laura asked, torn between her physical attraction to her guide and her disdain for his views.

"Oh, I could show you so much more. But why don't we just meet the man?"

"Smith?"

"Yes, his office isn't far, just on the other side of our partners' dining room."

With that Dan gently guided her yet again, Laura secretly hoping he would leave his hand firmly grasping hers. Their travels took them past another garden and into a dining room of immense dimensions. The furniture was all antique, either American or English but definitely 18th century. Each table was occupied by well turned out animated professionals, obviously enjoying the food and the company. Tuxedoed waiters silently scurried around the room, serving elegantly prepared dishes, delivering dessert carts overflowing with dainty pastries and exotic cheeses. The center of the room was surmounted by a marble dome whose focus featured a splendid stained glass window through which sunlight streamed, casting its warm glow over a portion of the room. The aromas reminded Laura how hungry she was and led her to hope that this would be

her next stop after the interview.

Not twenty feet away they entered an expansive office the size of a small ballroom. At one end was a massive mahogany desk with flashing information boards to each side. The rest of the room was furnished with upholstered sofas and chairs, more antique tables, a stately grandfather clock, a pink marble fireplace, and a collection of Old Master paintings that rivaled the best Laura had ever seen. *Was that really a Holbein?* Laura asked herself as they traversed the fifty feet to the place where sat a wizened old man who Laura assumed was Adam Smith, simultaneously working multiple phones.

"Sorry to interrupt, sir," Dan began sounding hesitant for the first time since Laura had met him.

"No problem. No problem," Smith's deep resonant voice was too loud for normal conversation.

"I'd like you to meet Laura Posner, our latest lawyer recruit."

"Any relation to the Professor?" Smith asked.

"Hardly, though I'm a Chicago trial lawyer. And I do hold him in the highest regard." Laura didn't want to be misquoted on that one.

"He's one of my best disciples. Really knows how to preach the gospel. Well, what d'y' think of FEH?"

"What?"

"Free enterprise heaven. The acronym is just more efficient."

"Well...the place is beautiful and everyone seems so happy."

"So you'll join us. We need more good lawyers to help our customers."

Laura hesitated and Smith moved in to fill the silence. "You'll make a really great living and you'll never have to worry about having to get any new clients—we have all we can handle."

"But will I be a lawyer?" Laura asked. "That's what I'm worried about."

"Lawyer. Shnoyer. Don't be so hung up on labels," Smith answered. "The important think is you'll be bringing your multiple talents to the delivery of services to Goldman, Cravath's many customers and you'll be extremely well compensated. That's the problem with you lawyers. Thinking you're so special. When you realize that your talents and contribution to society are no better than everyone else's, we'll all be better off."

"But lawyers are special because they have special responsibilities to society."

"That answer is the problem with lawyers today," Dan joined

in.

Laura wondered if there was anything left to say. Just as she found the gap in the conversation too uncomfortable to bear, Smith turned to her and said, "Well?"

Laura stood silent for the longest time. This was a beautiful place. Everyone seemed so content and that Dan Fischel was so attractive all she could think about was how he made her feel so alive. Why not try this out? Maybe she had overdone this core value stuff. And if this was the wave of the future, here was a great chance to jump on the train before it left the station. Ugh, she thought, what an awful mixed metaphor.

And then it hit her. What was she thinking? She had a husband, a husband she deeply loved. She had a firm, clients, partners, bar association buddies, a man on death row who was counting on her to save his life. Sure this free enterprise heaven had a superficial appeal. Even their young man Fischel had caught her eye, simply because he was *so* handsome. But Laura was committed to more important stuff. Her life was more gritty...but those challenges made it more rewarding. She lifted her head, stared straight at Smith and said, "No. Thank you so much for the visit. It was lovely. But I'd just as soon return to my real world." And as soon as she said the words, she knew she had made the right decision.

"Good bye, Laura," Dan's mellifluous voice answered.

"Good bye, Dan," she responded. She then remembered that she never did get lunch and, as she slowly walked along through the vast dining room one more time, she wondered whether she'd get to keep the exquisite gown.