

Professional Responsibility – Ramey Spring 2014

PART II: Essay Questions

Helen is a nationally prominent corporate litigator with a good eye for where big money is to be made these days. She recently left her senior partnership at Hogan, Strong, a national law firm, to join a 10-person boutique law firm, Williamson & Jones, which specializes in both corporate transactional work and corporate plaintiffs' litigation. Helen has cut a very lucrative compensation deal with Williamson & Jones, for herself and for Michael, a former Hogan, Strong junior associate Helen worked closely with at Hogan, Strong and whom she has brought with her to Williamson & Jones.

Shortly after Helen and Michael's arrival at Williamson & Jones, one of Helen's new partners, Sam, files a patent infringement law suit against Humungous Solutions, Inc., a large corporation Helen often represented on various corporate matters while at Hogan, Strong. Sam's law suit is on behalf of Derring Do, a fast-growing start-up that various partners at Williamson & Jones have represented since its initial incorporation five years ago. Humungous's CEO feels angry and betrayed by the law suit, and files a motion to disqualify Sam and the firm of Williamson & Jones.

Helen, hungry for new work at her new firm, has started a blog called "Newsletter: An Outsider's Inside Look", aimed at the in-house corporate counsel audience. The blog features Helen's remarkably objective analysis of new developments and trends affecting in-house counsel, sometimes using her past successes to illustrate her points, and includes a link to Helen's email account at Williamson & Jones.

In response to Helen's recent blog post focusing on how inside counsel should deal with suspected corporate fraud by their employer, Helen's former law school classmate, Harry, sends her an email seeking to refer her a case, for a reasonable fee, since the case is in an area outside his expertise. The case, he writes, involves possible "corporate chicanery" at Scheherazade Corporation, a highly successful, privately-held online dating company, whose General Counsel, Eloise, their mutual law school classmate, has approached him for advice. Helen emails back to Harry that she'd be happy to take the case, and, specifically, to tell Eloise to contact her.

Eloise thereafter emails Helen, saying she doesn't need to hire Helen, but just wants her quick general thoughts about her responsibilities if she suspects Scheherazade's CFO, who also happens to be an attorney, is "cooking the books". Helen tells her associate Michael to reply, by email, to Eloise's email and tell Eloise they would need to know a lot more about the matter, but that generally Eloise must report her suspicions up through the corporate chain of command, including, if stone-walled, to the Board of Directors itself, but, if still stone-walled, she must report the suspected fraud to outside authorities. Helen also tells Michael to instruct Eloise to contact Helen for an appointment to discuss this matter in detail. Michael does as he is told. Eloise does not get in touch. In her blog post two weeks later, Helen writes that corporate fraud seems to abound, "even at online dating companies with romantic Persian names."

Discuss the professional responsibility issues raised by the above facts, under both the ABA Model Rules of Professional Conduct rules and (if they differ) the California Rules of Professional Conduct. You need not cite the rules or statutory provisions by number. You may also discuss any applicable case law.