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Corporation Lawyer: Saint or Sinner?, by Harold Levy

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CORPORATION LAWYER: SAINT OR SINNER? By Beryl Harold Levy.
Philadelphia: Chilton Company. 1961. Pp. 458. \$5.95.

When I was told that this small book was decidedly worth reading by anyone practicing or contemplating the practice of corporation law, my reaction was adverse because I did not like the title, that is, the last three words of the title. I felt that I was personally acquainted with a large number of those practicing corporation law in various cities of this country, having had an opportunity to know many of them during years of activity in the Corporation, Banking and Business Law Section of the American Bar Association. Yet I did not know a one, though many of them were very fine men, as lawyers and especially in their chosen field of law, deserving to be called a Saint. Especially I resented what I felt was an implication of the title that unless one attained that pinnacle of perfection, he must be known and accepted generally as a Sinner. Despite this prejudice, I bought and read the book to my substantial pleasure and benefit. Indeed, my first pleasure was to observe as a subtitle to the first section, which consists of the first two chapters of the book, a conjunctive replacing the disjunctive in the title of the book: "The lawyer is a mud-splattered sinner and a star-dusted saint."¹

Frankly I like much better the subtitle of the book, "The New Role of the Lawyer in Modern Society." I think that fairly summarizes the theme of the book; for one I find it a far more appealing title. This book has more than a theme. It has an appeal and a challenge. If one will accept the challenge it is inspiring. However, I fear one would never guess this from its title, unless careful to consider the after thought of the subtitle.

One of the greatest pleasures I have derived from this book has been to relish the rich quality of the many brief quotations, to be found on almost every page, about law and lawyers. Many of them witty and many serious, so many quotable and so many new to me, these quotations seemed, as I completed my reading, almost to constitute the book. For

1. P. 86.

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1. P. 1.

example, as the caption for each of the five sections of the book, there appears a memorable quotation which seems an ideal curtain raiser setting the scene before a word from the author is uttered.

I. *Our Ambivalence toward Lawyers.* My first quotation above, that immediately following the title of this first section now has a meaning and indeed the caption of the book, that I had missed completely. The impact of historic quotations galore, complimentary and uncomplimentary about lawyers, built me up to a realization of a growing need for an image in the public mind of the office counselor, the adviser to business corporations:

. . . in my own city the best minds of the profession are scarcely lawyers at all. They may be something much better, or much worse; but they are not that. With courts they have no dealings whatever, and would hardly know what to do in one if they came there.²

II. *From Courtroom to Conference Room.*

No, sir, th' law is a diff'rent profissyon fr'm what it was whin Dan'l Webster an' Rufus Choate an' thim gas bags used to make a mighty poor livin' be shoutin' at judges that made less.³

Briefly and clearly the author tells of the development in New York City of large departmental law firms; and the substantial part they have had, as have their counterparts in other cities in the country, in the development of lawyers who obtained the benefit of such a background of experience as leaders in government and public affairs. Example after example is recited leading to the ultimate: "I regret that I have but one law firm to give to my country."⁴

III. *Institutional Law Firms.*

A law firm can become an institution if it grows up in an environment which is dynamic and if it develops a tradition of finding the ways by which the healthy, creative impulses of commerce, industry and finance can better serve the needs of their time.⁵

From among many quotations throughout the four chapters of this section, in which the author explains most entertainingly the early days and the growth and the particular characteristics of a few of the largest and best known law firms in the city of New York, I like best:

2. P. 13.
3. P. 15.
4. P. 29.
5. P. 41.

The only limitation upon a right-thinking lawyer's independence is the duty which he owes to his clients, once selected, to serve them without the slightest thought of the effect such a service may have upon his own personal popularity or political fortunes. Any lawyer who surrenders this independence or shades this duty by trimming his professional course to fit the gusts of popular opinion, in my judgment not only dishonors himself but disparages and degrades the great profession to which he should be proud to belong. You must not think me either indifferent or unappreciative if I tell you in candor that I would not pay this price for any honor in the gift of man.⁶

I would rather work twelve hours a day as a lawyer and go to bed tired after a day full of interest than to work six dull hours as a stock broker and have six hours left for bridge and society.⁷

The creative corporation lawyer

is much more than a traffic officer, warning of obstructions and keeping travelers to the traveled path. He is a creative agent. . . . In our complex economic life, new problems call from day to day for new methods and devices.⁸

IV. *Leviathan, Inc.* After a quotation from the book of Job the author, as a heading for this section continues:

Thomas Hobbes used this figure of the leviathan to symbolize the might of the absolute monarchy which he analyzed in his book, *Leviathan* (in which he saw corporations as only small worms in the body politic, "chips off the block of sovereignty"). I am using the term *Leviathan, Inc.* to characterize our pervasive network of corporations—what Adolf Berle calls "the corporate concentrate."⁹

The challenge facing the lawyer in this era of the corporate revolution seems to me to be best summarized by the author in his own words:

What Berle has been calling the "corporate concentrate," others have alluded to as the central existence in our society of the "factory community." The factory community is served by

6. P. 83.

7. P. 90.

8. P. 43.

9. P. 107.

the law office factories. It cannot make a move without its lawyers. Will the corporation lawyers of the mid-20th century rise to this new challenge of social responsibility confronting them in as brilliant a way as their predecessors rose to the challenge of corporation expansion? Will the corporation lawyers of tomorrow recognize that the corporation for profit has become the living social link between science and technology, on the one hand, and commingled private and public purposes on the other? If the 20th-century Capitalist Revolution, as Berle says, made galloping capitalism, and not creeping socialism, the movement of our day, will our corporation lawyers mount the horse?¹⁰

V. *Social Orientation.*

The changed character of the lawyer's work has made it difficult for him to contemplate his function in its new setting, to see himself and his occupation in proper perspective.¹¹

I like especially the last two chapters of this section. They emphasize that the new function of corporation lawyers is not only for large corporations but for myriad small ones and for businesses that are unincorporated. And they emphasize that the increasing importance of the social responsibilities of lawyers is not for the rich alone but for "small businessmen and people generally with minor problems (never minor to them)." As the author states:

One of the most rewarding incidental phases of my own practice began when my name was placed on the Bar Association's panel for legal referral.¹²

In brief, I feel that I personally appreciate the role of lawyers in modern society far better now that I have read this book.

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10. P. 131.

11. P. 137.

12. P. 164.

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