The University of Pennsylvania does not discriminate on the basis of race, color, sex, sexual or affectional preference, age, religion, national or ethnic origin, or physical handicap. The University's policy applies to faculty and other employees, applicants for faculty positions and other employment, students and applicants to educational programs.

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SYMPOSIUM

From The Law Librarian's Window
by Elizabeth S. Nelly,
Director of Biddle Law Library

In this column over the past year I have written about improvements in the Library physical plant (notably, the Sylvan M. Cohen Gateway area), and increases in the number of hours reference service is available and in the number of law-trained Reference Librarians. I have called attention to the Library's growing use of new technologies for research. I think it is time to turn the spotlight on the Library's vastly improved capability to assist researchers in doing federal legislative history research.

The process of identifying congressional documents which may be useful in establishing "legislative intent" underlying specific statutory language is, of course, termed "doing legislative history." That process is now easier - far easier - at the Biddle Library than at other libraries in the Philadelphia area.

Legislative history research is a very frequent research activity for law students and for attorneys using Biddle. It historically has been a challenging process for librarian and researcher alike. Because of purchases made over the last eighteen months, Biddle has become the only library in the greater Philadelphia area, other than the Free Library of Philadelphia, to own the four comprehensive and easy-to-use indexes which provide access to Congressional publications from 1789 to 1986: Congressional Information Service's Annual Index and Abstracts, 1970-1986, its US Serial Set Index, 1789-1969, its Congressional Committee Hearings Index 1853-1969, and its Congressional Committee Print Index 1830-1969. The indexes represent an investment of more than $250,000. Their presence means that anyone using Biddle can, with some convenience and thoroughness, identify the Congressional publications which are potentially relevant to the legislative intent of federal statutes, new or old.

Having these indexes available at Biddle is consistent with my general philosophy for the Library. The Library obviously cannot purchase every publication which might be needed in research done by Faculty and students.

Biddle, however, should own all the indexes which identify publications which might be needed by the Law School community. To a very large extent what is needed at Biddle, but not owned by Biddle, can be borrowed on interlibrary loan.

The Library also has several compiled collections of relevant legislative history documents for specific statutes. One such fine compilation in 211 volumes which Biddle now owns is the Legislative History of the Internal Revenue Acts of the United States 1909-1972. Another is the Legislative History of the Bankruptcy Reform Act of 1978. Eventually the Library will merit the reputation of being the place within 120 miles of Philadelphia to do legislative history research.

The cultivation of Biddle's Centennial 1886-1986 gets started in earnest with the Gala Dinner-Dance here at the Law School on June 7th. I hope to have the opportunity to meet many of you at that event for the first time. If I do not meet you there, perhaps I will find you using the Law Library's legislative history collection.

ANNUAL GIVING UPDATE

1985-86

National Campaign Chairman: James D. Crawford, Jr., '62
Campaign Goal: $1,250,000
Cash Received as of 4/3: $746,270.94
Campaign Deadline: June 30, 1986
Remember: Every gift is important

University Alumni College Weekend to be Held in Chicago - September 26-28

An exciting and stimulating weekend is being planned, focusing on the art and architecture of Chicago. Visits to the Art Institute, the Columbia Exposition of 1983 and the Museum of Science and Industry are scheduled. The group will study the architecture of Lewis Henry Sullivan, Frank Lloyd Wright and Mies van der Rohe led by University Faculty who will accompany the trip. Excellent accommodations, camaraderie and food for thought are guaranteed.


NEWS FROM THE INSTITUTE

FOR LAW AND ECONOMICS

More "Roundtables"

A program of instructional Roundtables in Law and Economics for Third Circuit Court Judges, staffed and taught by Institute Faculty members, was held on May 2 at the Federal Reserve Bank. The Roundtable planners included Edward G. Boehne, the President of the Federal Reserve Bank of Philadelphia, The Honorable Arlin M. Adams, '47, of the U. S. Court of Appeals for the Third Circuit and Professor Michael L. Wachter, the Director of the Institute for Law and Economics.
Come To The Biddle Gala!!!

**Celebrate The Library’s 100th Anniversary!!!**

Dine...Dance...Revel

**June 7 at The Law School**

**Alumni Gatherings**

During the winter and early spring months, the Law Alumni Society, a local law firm, and numerous regional Alumni groups sponsored events geared to bringing area Alumni up to date with Law School activities. Dean Robert H. Mundheim and Law School Faculty members were in attendance at most of the functions.

New Jersey Alumni held a well-attended dinner on February 24 at the Hyatt Regency in New Brunswick. Alumni Society President Clive S. Cummings, ’52, organized the event and Professor Douglas N. Frenkel, ’72, represented the Law School. On February 28, Alumni George J. Hauptthorpe, Jr., ’51, organized a luncheon at his firm, Dechert, Price & Rhoads in Philadelphia, at which Dean Mundheim was the featured guest.

In early March, an Alumni Luncheon was hosted by Law School Overseer and University Trustee Edward J. Lewis, ’62, Pittsburgh, Pennsylvania, with Dean Mundheim in attendance. On March 18, Lipman Redman, ’41, sponsored a luncheon for Washington, D.C. Alumni at which Dean Mundheim was the featured guest. The Philadelphia firm of Wolf, Block, Schorr & Solis Cohen hosted an afternoon cocktail reception for Dean Robert H. Mundheim and Alumni of that firm at the Locust Club on March 19. David J. Kaufman, ’55, organized that event. Chicago Alumni were guests at the March 27 reception hosted by Law School Overseer William B. Johnson, ’43, with Dean Mundheim in attendance.

A Law Alumni Society Reception held during the annual meetings of the Pennsylvania Bar Association meetings took place on May 8 in Hershey, Pennsylvania. At the reception, Paul A. Wolkin, ’41, presented the Law Alumni Society’s Service Citation. On May 14, Washington, D.C., Alumni gathered for their annual luncheon at the Mayflower Hotel during the meetings of the ALI.

Penn Law People In The News

*This Journal feature highlights members of the Law School Community (Alumni, Faculty, Overseers, Students, etc.) whose appearances in the news media have come to our attention primarily through the University newspaper clipping service.*


Professor Douglas N. Frenkel, ’72, was mentioned in an *Indiana, PA Gazette* article, "Judges, Reporters Review Courts."

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**NEWS OF THE LAW ALUMNI SOCIETY**

**New Members of the Board**


**The Law Alumni Society-Sponsored Student Party**

Members of the graduating Class of 1986 were feted with a gala farewell party at the Reading Terminal Market in Philadelphia on May 2, given in their honor by the University of Pennsylvania Law Alumni Society. The event, which is aimed at promoting and furthering communication between Law School students and Alumni, featured dinner and dancing to the music of Purple Haze.

**The 1985 Luncheon Forum Series**


**Reception to be held at ABA Meetings in August**

The University of Pennsylvania Law Alumni Society will hold its annual cocktail reception at the Annual Meetings of the American Bar Associations on Sunday, August 10 in New York. Watch for your invitation!

**Firm Solicitation Program Leaders**

The following firms have taken the lead in donor participation in the firm solicitation program:

In Philadelphia, the firms of Klinger, Connolly, Epstein, Chico, Foxman & Ewing; Kleinbard, Bell & Brecker; and Dundie, Morris & Heckscher have 100% Alumni donor participation in cash and pledges. Hoyle, Morris & Kerr has 80% and Cozen, Begler & O’Connor is at 86% donor participation in cash and pledges.

The New York firm of Davis, Polk & Wardwell is ahead with 100% donor participation in cash and pledges. The firm of Fish & Neave at 80% and the firms of Milbank, Tweed, Hadley & McCloy and Proskauer, Rosen, Goetz & Mendelsohn with 67% presently tie for third place in cash and pledges.

**WE APOLOGIZE...**

Chart #3 on Page 6 of the October issue of *The Law Alumni Journal* was a comparison of Law Annual Giving statistics for 1983-84. The total figure for Stanford was at $54,201; the correct figure for comparison is $8,532. The number of donors, average gift, and percent participation figures were correct as listed. The Development Office regrets the error and apologizes to our colleagues at Stanford.
Professor Harry L. Gutman was mentioned in the November 8, 1985 New York Law Journal article entitled, "Experts Urge Senators: Implement Minimum Tax."

Professor Geoffrey C. Hazard, Jr., a member of the Law School Board of Overseers, was quoted in the November 18, 1985 edition of The Wall Street Journal in the article, "Law Firms Aren't Simply For Law, As Attempts To Diversify Begin."


Professor Richard G. Lonsdorf was quoted in the December 24, 1985 USA Today article, "Set Priorities to Prevent Squabbles."

Deborah Poritz, '77, was featured in The Sunday Star-Ledger of February 2, 1986 in an article in The Jerseyan of the Week section entitled "Woman Takes Helm of State's Largest Law Firm," discussing Mrs. Poritz's appointment by the New Jersey Attorney General as head of the State Division of Law.

Professor Paul Shechtman was quoted in the November 5, 1985 Washington Post article, "Law Firms No Longer Scorn White-Collar Criminal Cases."

A. Gilchrist Sparks, '73, was featured in the February 3, 1986 Business Week profile entitled, "Delaware's Grand Masters of the Merger Game".

Professor Clyde W. Summers was quoted in the January 27, 1986 Philadelphia Inquirer article, "More Workers are Suing When Told They're Fired."

Professor Alan Watson was featured in The New Jersey Law Journal article, "Legal Elite Determines New Laws, Says Penn Prof." where his book, The Evolution of Law, was discussed.

GIFTS AND BEQUESTS

The Latino Project Scholarship Fund

Established to provide scholarship money for needy Hispanic law students, The Latino Project Scholarship Fund is the last remaining asset of Latino Project, Inc., a public interest/civil rights law firm formed in 1977 by Luis Diaz, '75, with help from friends of the Law School, including the late Professor Edward V. Sparer and Gilbert F. Casellas, '77. Mr. Casellas, in a letter to Dean Mundheim, wrote, "The story of Latino Project and of its role in the Philadelphia Hispanic community is far more than what I have stated. Perhaps, its story can one day be told in full. In the meantime, its legacy and its spirit, I hope, can live on and be nurtured here at the Law School, its birth place."

The Sylvan M. Cohen Gateway to Biddle Library

A reception and luncheon marking the dedication of the Sylvan M. Cohen Gateway to Biddle Library was held on December 18, 1985. The Gateway was named for Sylvan M. Cohen, '38, a loyal and dedicated Alumnus of both the Law School and the College of the University of Pennsylvania.

An Endowment for Biddle Library

On behalf of the Can Corporation of America, Inc., Frederick J. Giori honored his parents with a pledge in the sum of $75,000 as an endowment for Biddle Library. The income of which will be used to acquire and purchase books and periodicals for the Library collection.

The Legal Studies Seminar - Spring 1986

The Class of 1954 Legal Studies Seminar and Colloquium Fund, established in the spring of 1979, provides a forum for the discussion of research-in-progress by members of the Law School Faculty and of other faculties at the University of Pennsylvania and elsewhere. The Seminar enables those with works-in-progress the opportunity to obtain informed criticism prior to publication. In addition, those who attend are given the opportunity to read and discuss current works of interest.


Lyn Davis, The New Director of Placement

Lyn Davis's promotion to Director of Placement was announced by Dean Robert H. Mundheim in February. Replacing Helena Clark, who retired after eighteen years at the University of Pennsylvania Law School, Mrs. Davis has been with the Law School for five years - first as Assistant Placement Director and, then, as Associate Director beginning last summer.

An alumna of Duke University and the Bryn Mawr School of Social Work, where she received a masters' degree, Mrs. Davis has ambitious plans for the Placement Office including the providing of "state of the art" facilities for students in order that they be able to do research in the most efficient way possible. She plans to purchase a new computer scheduling system which will be expanded for use as a data base for employer research by both students and the Placement Office.
Levin to Speak at Annual New York Event

The New York City Alumni Chapter will hold its annual Spring cocktail reception and dinner on Wednesday, May 28. Gerald M. Levin, ’63, Executive Vice-President of Time, Inc. will be the guest speaker.

Perspectives ’86

Dean Robert H. Mundheim and the Law School’s Council of Student Representatives continue to present stimulating lectures aimed at enriching the quality of life at the School.

In January, Marshall J. Breges, ’75, the Chairman of the Administrative Conference of the United States, discussed “Regulatory Reform in the Reagan Administration.”

William H. Brown, III, ’55, of the Philadelphia firm of Schnader, Harrison, Segal & Lewis spoke to the Law School Community on his role as Chairman of the Philadelphia Special Investigation Commission and MOVE on February 4. Howard Gittis, ’58, Vice Chairman of Revlon and a member of the Law School’s Board of Overseers delivered a fascinating presentation on February 11 entitled “The Anatomy of a Corporate Takeover” (see this issue of The Journal for the reprint of that speech). On March 20, Dr. Leo Steinberg, Benjamin Franklin Professor of the History of Art, spoke on “Woman With Books: How Men Have Perceived Women Reading From The 14th Century Until Right Now.” Anthony Lester, Q.C., a member of the Law School’s Board of Overseers, was a guest lecturer on April 2.

The Fifth Edward V. Sparer Public Interest Law Conference

“Law, The Family, And Social Change” was the topic explored at the Fifth Annual Edward V. Sparer Public Interest Law Conference on March 22. The Conference, named for the late Law School Professor Edward V. Sparer - a long time advocate and activist for the civil rights of the poor, brought together law students, professors, lawyers and community activists to discuss legal issues from the vantage of the public interest.

The opening address was delivered by Barbara Cox, the Executive Director of Mayor W. Wilson Goode’s Commission on Women. The plenary session entitled, “Methods of Effecting Social Change,” featured Kitty Kolker, an attorney and lobbyist for the Women’s Law Project of Philadelphia; Joseph Hoeffel, an attorney and former member of the Pennsylvania House of Representatives; Anne Kolker, the Executive Director of the National Women’s Law Center in Washington, D.C.; and Sherry O’Dell, the Action Vice-President of the National Organization of Women.

The workshops which followed lunch dealt with (1) Child Care For Working Women with Barbara Adler, a partner of Adler & Rose Associates and a consultant to corporations on daycare for children of employees; Michelle Lord, the attorney for the Congressional Caucus for Women’s Issues, U.S. House of Representatives, and Gail B. Loeb, the Director of the Child and Parent Center, Hall-Mercer Community Mental Health Center of Pennsylvania Hospital; (2) Domestic Violence with Paul Di Lorenzo, a social worker and the Assistant Director of the Support Center for Child Advocates, Sally Simmons, ’80, the managing attorney of Women Against Abuse Legal Center; and Sandra Ramos, founder of Shelter Our Sisters, a facility for battered women; (3) Gay and Lesbian Parents Custody Rights with Rosalie Davies, Esq., Coordinator and founder of Custody Action for Lesbian Mothers; and Mary Cochran, Ph.D., a clinical psychologist; (4) Poverty and The Family with speakers: Lori Rubenstein, the Executive Director of the Women’s Agenda; and Anne Kolker, the Executive Director of the National Women’s Law Center in Washington, D.C. and (5) Reproductive Freedom with Kitty Kolbert; Artis Ryder, the Acting Director of the Northeast Women’s Center; and Barry Kaslitz, a representative of Planned Parenthood.

The LL.M.’s Go To Washington

Assistant Dean Alice B. Lonsdorf organized and accompanied the LL.M.’s on their annual three-day pilgrimage to Washington, D.C., in early March. The trip, as always, proved to be an exciting experience with a full agenda of activities. On Sunday, the LL.M.’s toured the major sites of Washington by bus, ending with a tour of the JUDICIAL CLERKS 1986-87

Thirty-two members of the Class of 1986 will serve as clerks to judges on Federal and State Courts in the coming year.

FEDERAL COURTS

| John M. Lawlor | Hon. Bailey Aldrich, First Circuit |
| Michael F. Doss | Hon. James Oakes, Second Circuit |
| Susan Ginzburg | Hon. A. Leon Higginbotham, Jr., Third Circuit |
| Karen L. McDonald | Hon. Collins J. Seitz, Third Circuit |
| Maura E. Whelan | Hon. James Hunter, III, Third Circuit |
| Katherine A. Christmann | Hon. Jerre Williams, Fifth Circuit |
| Steven Ots | Hon. Albert Tate, Fifth Circuit |
| Allicia M. Ratafia | Hon. Carolyn Randall, Fifth Circuit |
| Blair C. Stone | Hon. Betty Hedges, Ninth Circuit |
| Cynthia M. Lighty | Hon. Truman Hobbs, Middle District of Alabama |
| Kenneth W. Willman | Hon. James Latchum, District of Delaware |
| Gregory E. Zimmerman | Hon. Joseph Longobardi , District of Delaware |
| Jerry L. Epstein | Hon. Frank Jackson, District of Columbia |
| Robin Resnick | Hon. Frank Kaufman, District of Maryland |
| Hillary R. Weinert | Hon. John McNaught, District of Massachusetts |
| Jeffrey D. Kahn | Hon. Mitchell Cohen, District of New Jersey |
| Richard S. Lewis | Hon. Stanley Brotman, District of New Jersey |
| Karen E. Bodner | Hon. Anthony J. Scirica, Eastern District of Pennsylvania |
| Robert F. Friesovne | Hon. Norman L. Shapiro, Eastern District of Pennsylvania |
| Timothy F. Malloy | Hon. Donald W. Vannardass, Eastern District of Pennsylvania |
| Joaquin Menendez | Hon. Thomas N. O’Neill, Jr., Eastern District of Pennsylvania |
| Cheryl L. Shaffer | Hon. Clifford S. Green, Eastern District of Pennsylvania |
| Michelle L. Silverman | Hon. Daniel H. Hoyt, 3rd, Eastern District of Pennsylvania |
| Henry K. Kopel | Hon. Raymond Pellegrini, District of Rhode Island |

STATE COURTS

| Robert Terril | Hon. Herbert Williams, Supreme Judicial Court of Massachusetts |
| Elena Ferrera | Hon. Robert N. Wilentz, Supreme Court of New Jersey |
| Sarah E. Rossenson | Hon. Judith Rogens, Court of Appeals of District of Columbia |
| William A. Ericson | Hon. Edwin Stern, Superior Court of New Jersey, Appellate Division |
| Marianne Mueller | Hon. Richard Cohen, Superior Court of New Jersey, Appellate Court |
| Michael L. Erlich | Hon. Phyllis W. Beck, Superior Court of Pennsylvania |
| Lucie Checchi McDonald | Hon. Donald E. Wiecek, Superior Court of Pennsylvania |
| Paul Brooks | Hon. Murray C. Goldman, Court of Common Pleas of Philadelphia |
Consider A Gift Annuity

Have you considered the advantages of purchasing a charitable gift annuity to benefit both yourself and the Law School? With as little as $2,000 in cash, appreciated securities or bonds, you can assure a lifetime of income to yourself or a loved one. The Law School will benefit from your generosity when there are no longer beneficiaries receiving income. You may stipulate at the outset what you wish to support: endowment, faculty research, financial aid or any other objective which interests you.

Other advantages?

- a federal deduction available in the year of your gift based on the fair market value of the assets contributed;
- income which either can be taxed at capital gain rates, or even excluded from federal taxation;
- income which is not taxable to Pennsylvania residents;
- a rate of return determined by the age of the beneficiary - the older the beneficiary, the higher the return;
- recognition by the Law School as one of its most thoughtful benefactors.

For more information about gift annuities and how they may become part of your financial planning, please call the Law School Development Office at (215) 898-7489.

Fulbright Scholars at The Law School

Of the record 17 Fulbright scholars from around the world visiting the University of Pennsylvania this academic year, two are in residence at the Law School: Johnson Anifialaje of the University of Lagos, Nigeria, is working with the Center for the Study of Financial Institutions, and Mohamed Benjelloun-Teimni of Mohamed V University, Morocco, is also at the School.

Conference on AIDS and Society Presented in April

The University of Pennsylvania Law School, the ALI-ABA-CLE and the City of Philadelphia co-sponsored the international conference, "AIDS and Society: Public Policy and the Law" held on April 3-5 at the Law School.

The goal of the Conference was to stimulate new thinking on difficult AIDS policy problems - by bringing together a variety of professionals and policy makers. The Conference examined AIDS from the broad, interdisciplinary perspective of academicians, lawyers, public health officials, journalists and school district representatives.

The meeting began with an introduction to medical perspectives on AIDS, moderated by Dr. Richard G. Lonsdorf, Professor of Psychiatry in Law at the Law School, and a member of the Conference Planning Committee. Other Law School participants included Professor Frank L. Goodman and Professor Seth I. Krammer.

The Law School's Continuing Legal Education Program

In September, 1983, the Law School launched a unique program in continuing legal education. The program was conceived by Dean Robert H. Mundheim to fulfill the Law School's obligation to play an active role in the continuing legal education of the Philadelphia area legal community, to establish more active ties between the Law School and that community, and to offer an opportunity for local practitioners to recapture the excitement of learning law through course offerings in subjects not encountered on a daily basis in practice.

The Program's third year, in which 28 courses were taught by 20 members of the Law School Faculty, ended successfully in May. In keeping with the original intent of the Program, the offerings were diverse, ranging from multi-session introductory courses to those involving specific topics of current interest. Examples of the former included a course by Professor Martin Arosenstein, '65, in Accounting for Business Lawyers and Bankruptcy Law for the Non-Specialist, Professor Robert Gorman's Introduction to Labor Law, Professor Gary Franchone's Introduction to Copyright, Professor Curtis Reitz '56 Secured Transactions Under the UCC, and Professor Hank Gutman's Introduction to Tax Shelters. Examples of the latter included Dean Robert H. Mundheim's Current Developments in Tenders Offers, given jointly with Arthur Fleischer, Esq., of Fried, Frank, Harris, Shriver & Jacobson, Visiting Professor Louis Loss's Civil Liability for Insider Trading, Professor Paul Scheetz's White Collar Crime, Professor Hank Gutman's Tax Aspects of Divorce and Separation, Professor Clyde Summen's Problems of Employment at Will, Professor Seth Kreimer's Litigation Under Section 1983 and Professor Gerald Neuman's Current Trends in Judicial Review of Administrative Action.

The Program is intended to do more than supplement standard continuing legal education fare. Its additional purpose is to provide an opportunity for practicing lawyers to expand their legal horizons. To this end, Professor Alan Watson offered an Introduction to Civil Law Systems, Professor Friedrich Rubler explored The Economics Underlying the Justice Department Merger Guidelines and Professor Richard Lonsdorf offered a course in Law, Science, Ethics and Medicine.

At the skills level, Professor Edmund Spaeth offered a course in Appellate Advocacy, Professor Douglas Frenkel, '72, taught courses in Negotiating Skills and Client Interviewing and Counseling, and Professor Elizabeth Kelly offered a course in Research in Federal Statutes, Regulations and Legislative History.

The courses, held in the classroom facilities at the new headquarters of the Philadelphia Bar Association, have been very well received by those who have attended. However, attendance to date has been primarily by lawyers at firms and businesses who have subscribed to the program. Next year's principal objective is the enlistment of more subscribers and the expansion of the Program's constituency to include those who are not affiliated with subscribing organizations.

The Law School is proud of this innovative program. Professor Gutman, the Program Director, has been meeting with subscribers and other interested members of the Bar in an effort to identify additional course offerings as well as to determine more convenient scheduling formats. Alumni in the Philadelphia area are encouraged to contact Ms. Susie Millman, the Program Administrator, by letter or by telephone (215-898-7498) to receive information about the 1986-1987 Program.
The Calendar 1986

MAY
Tuesday, May 13
Washington, DC, Alumni Luncheon during ALI Meetings

Friday, May 16
New Jersey Bar Reception, Atlantic City

Saturday, May 17
Open House for Reunion Classes 1:30 - 3:00 p.m.

Saturday, May 17
Quinquennial Class Parties, Evening

Monday, May 19
Commencement

Wednesday, May 28
New York City Alumni Association Spring Reception and Dinner

JUNE
Saturday, June 7
Biddle 100th Anniversary Gala Dinner Dance

Thursday, June 12
Law Alumni Society Board Meeting

AUGUST
Sunday, August 10
Law Alumni Society Reception at the Annual Meetings of the ABA in New York City

SEPTEMBER
Wednesday, September 17
Annual Giving Kick-off Meeting and Dinner

Tuesday, September 23
Law Alumni Society Luncheon for the Dean and Past Officers, Faculty Club

Friday and Saturday
September 26-27
Leadership Conference, "Inside Pennsylvania"

Saturday, September 27
Law Alumni Society Reception at the Annual Conference and Exposition of the Philadelphia Bar Association

OCTOBER
Tuesday, October 7
Law Alumni Society Board Meeting

Thursday, October 9
The Owen J. Roberts Memorial Lecture - Professor Louis B. Schwartz, '35

Tuesday, October 14
Luncheon for Dean and Alumni, Faculty Club

Tuesday, October 14
Law School Benefactors Dinner

NOVEMBER
Friday, November 7
Parents and Partners Day

Friday and Saturday
November 14, 15
"Inside Pennsylvania"

Monday, November 17
1986 Edwin R. Keedy Cup Competition

Do you own appreciated securities or real estate?

Are you interested in turning valuable antiques, jewelry or a collection requiring costly insurance protection into an income-producing annuity?

Are you locked into low-income-yielding stock?

Would you like to avoid any capital gains tax and be interested in income based on the full market value of your assets?

Do you want to increase your spendable income?

Would you like to give up the burden of managing some of your assets?

Do you want lifetime income for you and for your beneficiary as well?

If your answer is "yes" to some of these questions and you could use an income tax deduction, perhaps we can help solve some of your problems with a retained life income gift to The Law School. Do something for yourself and for The Law School at the same time!

For more information on Planned Giving please write to Donald G. Myers, Director of Development, Law School, University of Pennsylvania Law School, Philadelphia, PA 19104-6204 (215) 898-7489.

SAVE THE DATE

JUNE 7, 1986

cocktails, dinner and dancing at the Law School

to celebrate the 100th anniversary of The Biddle Law Library

THE LAW SCHOOL
UNIVERSITY OF PENNSYLVANIA
**FEATURED EVENTS**

**LAW ALUMNI DAY 1986**


At 4:30 p.m., the Annual Meeting of the Society was held in Room 100. President Clive S. Cummins began the proceedings with his yearly report. Samuel H. Karsh, '59, the 1986 National Reunion Gift Chairman then introduced committee members of the Classes of 1931, '36, '41, '51, '56, '61, '66, '71, '76, and '81. The Class of 1931, '36, '41, '51, '56, '61, '66, '71, '76, and '81 celebrating milestone reunions on Reunion Weekend, who offered their Reports of the Quinquennial Classes. The Officers of the graduating Class of 1986 - President Patty Swartz, Class Officers Pam Brown, Randy Iden and Stephan Pahides, and Class Agent Michael Goldman - were introduced to the gathering. The outgoing members of the Board of Managers were recognized for loyal service and were presented with the book, *Gladly Learn and Gladly Teach*, by Martin Meyerson and Dylis Pegler Winegrad.

Jerome B. Apfel, '54, Chair of the Law Alumni Society's Nominating Committee, presented the slate of the Society's new Board of Managers whose terms expire in 1989: James H. Agger, '61; John N. Ake, Jr., '66; Nancy J. Bregstein, '76; John F. Dugan, II, '60; Lee Hymerling, '69; Allen J. Model, '80; and Jodi Schwartz, '84. The highlight of the Annual Meeting was the presentation of the Law Alumni Society's prestigious Distinguished Service Award to Professor Noyes E. Leech, '48, by Dean Robert H. Mundheim.

A cocktail reception in the Great Hall preceded the appearance of the Law Alumni Day speaker, U.S. Senator Bill Bradley of the State of New Jersey and a leader in the Senate on Tax Reform and Tax Policy. His presentation included a discussion of these critical issues facing the nation.

The Dinner and Law Alumni Day Program, presided over by President Clive Cummins, was followed by the presentation of the Distinguished Service Scroll to Professor Leech, the recognition of the Law School's 100th Anniversary of the conferring of the LL.M. degree and closing remarks by Dean Robert H. Mundheim.

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**THE 1986 ROBERTS LECTURE WITH PROFESSOR GEOFFREY C. HAZARD, JR.**

"Above Principle: Considerations in the Legitimacy of Judicial Law-Making" was delivered in February by the 1986 Owen J. Roberts Memorial Lecturer, Professor Geoffrey C. Hazard, Jr., Nathan Baker Professor of Law at the Yale Law School, Director of the American Law Institute and University of Pennsylvania Law School Overseer.

Professor Hazard discussed the opposing roles the courts have played in the past thirty years by engaging in activities which can be interpreted as legislative, but by remaining free of primary political activity and scrutiny. He emphasized the important effect the courts - especially the Warren Supreme Court - had on society, using as examples *Brown v. Board of Education*, *Gideon v. Wainwright* and *Roe v. Wade*. These cases went beyond simple interpretation, and they changed law and society most profoundly.

Professor Hazard suggested that rather than to denounce this expanding role of the courts, a method should be devised to interpret and evaluate this expansion in order to better understand what the courts are doing. He proposed that the legitimacy of the courts' actions be judged by legal precedent, the "right" outcome (i.e. if the decision is right for the country), legal realism and the legal process.

In order for judicial decision-making to be legitimate, stated Professor Hazard, the courts must rise above principle - they must make a commitment to their public through their decisions. The accomplishment of this goal involves "a promise which lets the people know how government authority will be exercised in the future, and how they can order their lives accordingly."

Professor Hazard closed the Lecture by promoting his belief in politically active courts by stating that, in a world easily given to fraud and exploitation, that is something that seems to me to be above principle."

Following the Lecture, Professor Hazard was the guest of honor at dinner in the University Museum's Upper Egyptian Room.

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**EDITOR'S NOTE:** On January 22, 1986, the University of Pennsylvania Law Alumni Society presented its Annual Luncheon Forum Lecture. William H. Brown, III, of the Law School Class of 1955 and a partner in Philadelphia firm of Schnader, Harrison, Segal & Lewis, eloquently recounted his experiences as the Chairman of the Special Investigation Commission charged with examining the confrontation between members of the MOVE Organization and the City of Philadelphia.

What follows is the introduction of Mr. Brown to the Forum audience by Robert L. Kendall, Jr., '55, Chair of the Law Alumni Society's Luncheon Forum Lecture Series.

"William H. Brown, III, is my Law School classmate, my partner and my friend. Bill is a lifelong Philadelphian. He graduated from Central High School having gone through the Philadelphia School System. After high school, he enlisted in the Air Force and served in the Pacific Theater. He then returned to Philadelphia, attended Temple University and, then, the University of Pennsylvania Law School where he graduated with the Class of 1955. In that year, Bill joined the firm of Norris, Schmidt, Green, Harris & Higginbotham where he became a partner. Bill left that firm and, in 1968, joined the office of the Philadelphia District Attorney where he became Chief of Frauds and Deputy District Attorney. In November of that year, Bill was nominated to the Equal Employment Opportunity Commission by President Lyndon B. Johnson, and, in 1976, he was confirmed to the post by the U.S. Senate. Bill's service on the Commission left a lasting impression on the Equal Employment Opportunity Commission. Bill then returned to the private practice of law and was quickly elected to the Board of Managers of the Philadelphia Bar Association where he rose to the position of President. In addition, Bill has served as a member of the Pennsylvania Rules Committee, the Pennsylvania Rules of Civil Procedure Committee, and the Pennsylvania Rules of Appellate Procedure Committee. He is a member of the Pennsylvania State Bar Association, the Pennsylvania Bar Foundation, the Legal Aid Society of Philadelphia, the Pennsylvania Trial Lawyers Association, and the American Bar Association. In addition, Bill holds the position of Director of the Pennsylvania Legal Aid Foundation. In recognition of his outstanding service and dedication, he was presented with the Pro Bono Award by the Pennsylvania Bar Association and the Pro Bono Publico Award by the Legal Aid Society of Philadelphia. Today, Bill is recognized as one of the most dedicated and loyal advocates for the rights of the poor and underprivileged. He has dedicated his life to serving those who cannot serve themselves. Bill's service to the community, the University of Pennsylvania Law Alumni Association, and the Law School are beyond number.

Today, Bill is the guest of honor at the University's Annual Law Alumni Day Lecture. The Lecture, titled "Above Principle: Considerations in the Legitimacy of Judicial Law-Making," will be delivered by Professor Geoffrey C. Hazard, Jr., Nathan Baker Professor of Law at the Yale Law School, Director of the American Law Institute and University of Pennsylvania Law School Overseer. Professor Hazard is a leading authority on the role of the courts in society. He has written extensively on the subject and has been a frequent lecturer on the topic. His lecture today is sure to be one of the highlights of the Law Alumni Day.

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**Chasuring The Phil**

by William H. Brown, III, '55

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**Professor Geoffrey C. Hazard, Jr.**
My assignment this noon is to share with you some of my insights, some of my impressions, some of my experiences from what has become the longest four months of my life. Four months. That was how long we originally expected would take the Philadelphia Special Investigation Commission to determine the truth about May 13, 1985—the single most devastating day in Philadelphia’s modern history.

The four months began 35 weeks ago today, nearly the end of last May, when I accepted, with serious reservation, Mayor W. Wilson Goode’s request to preside over a commission investigation into the causes of the holocaust which occurred on Osage Avenue.

Eleven of us sat on the Commission and, late last spring, we fully expected to keep pace with a crisp timetable beginning with public hearings by late July, running into August. Immediately after Labor Day, we would gather privately to debate and deliberate and, by mid-October, we would report our findings to the Mayor and to the people of Philadelphia.

Four months, I told my partners at Schnader, Harrison, Segal & Lewis - pro bono. Four months, I told my wife - we would still get our vacation. Well, those four months were up four months ago, and it is still pro bono. I have put in well over one thousand hours of time, and we have yet to take the vacation that I had promised. But we are finally getting close to the day when the Commission will present to the public and to the Mayor our findings, conclusions and recommendations.

In fact, we are working on them right now literally. The Commission met in executive, deliberative session all day this past Saturday, talking its way, point by point, through more than a score of major issues. Our staff is now revising certain sections, and we will resume our deliberations this very evening and on this coming Saturday.

So, my appearance with you today is just a few steps ahead of the deadlines and the headlines. Unfortunately, I can’t write those headlines for you this noon. The jury is still sequestered and, until the verdict is in, I cannot discuss exactly what our findings may be. But it seems to me that it may be helpful to you, first, as concerned citizens and, secondly, as interested professionals, to give a bit of a look inside the Commission’s process, to speak a little about who we are, how we have gone about our business, what problems we have encountered, perhaps what is it that we have accomplished and what we hope to accomplish.

First, let me disrupt the comfort of our routine. On the night, disbelief which was shared by that majority of con­cerned citizens and, secondly, as interested professionals on our TV screens and, I suspect, most of you. But it did not register as it might well have been faraway war-torn Beirut. After all, human life seems to have little value over there. But this was not a war in Beirut. This was West Philadelphia, our hometown, our own neighborhood. In fact, it was so close to home, that the Mayor of Philadelphia - from his kitchen - opened his screen door that morning and could hear the gunfire. Yes, this happened right here, in our own community. This tragedy was fully Philadelphia’s.

I watched on TV, too, but not here in this City. I was down in Chapel Hill, at the University of North Carolina, teaching at the National Institute of Trial Advocacy. I saw the network evening news - the bomb, the fire - and I read the wire service accounts in the local newspapers. But it did not register as being real. I couldn’t accept what my eyes and ears were telling me. The City of Philadelphia, my City - where I had grown up - had dropped a bomb on a West Philadelphia row house filled with men, women and children. Disbelief was my main reaction at the time, disbelief which was shared by that faculty and students attending the program in Chapel Hill.

My distance from the event closed quickly. On May 13, at that break, on Osage Avenue in West Philadelphia, a modern morality play was in its last act. Years of conflict between this City’s Government and a small, armed cult called MOVE were about to reach a final resolution in a violent, daylong encounter and confrontation.

On one side were the massed forces of the Philadelphia Police Department; on the other side, a handful of fanatic MOVE adults and their children, all barricaded inside a fortified row house.

The first shot occurred just before 6 am. By the time the confrontation was over, police had fired at least 10,000 rounds of heavy caliber munitions into the MOVE house. One of two insertion teams, operating from houses on either side of the MOVE house, had thrown bags of explosives into the MOVE compound, destroying the entire front of the house. The force of the explosion was so great that a rear-window air conditioning unit was blown across the alley. A police satchel-bomb, loaded with military and commercial explosives, had been dropped from a helicopter onto an ordinary middle-class neighborhood home with a resulting fire storm that laid waste to nearly two square blocks of comfortable row houses. Sixty-one families - some 250 men, women and children - were homeless and, at least, eleven occupants of the MOVE house - six adults and five children - were dead.

Most of us, that night, watched that terrible fire on our TV screens, and I suspect, most of you felt a great sense of it not being real. The terror of those scenes was difficult to believe. It might well have been faraway war-torn Beirut. After all, human life seems to have little value over there. But this was not a war in Beirut. This was West Philadelphia - our hometown, our own neighborhood. In fact, it was so close to home, that the Mayor of Philadelphia - from his kitchen - opened his screen door that morning and could hear the gunfire. Yes, this happened right here in our own community. This tragedy was fully Philadelphia’s.

B. Johnson and, in the next year, was nominated to a full term by President Nixon and designated Chairman of the EEOC, a position which he held for four years. He left the EEOC in December of 1973 and, happily for us, joined the firm of Schnader, Harrison, Segal & Lewis as a partner in January, 1974. With our firm, Bill is a member of the Litigation Department and the Labor Department and is also a member of the Executive Committee.

“Bill is a member of the Philadelphia, Pennsylvania, American and National Bar Associations. He is a permanent member of the Third Judicial Circuit Conference; member of the Board of Directors and the Executive Committee of the Lawyers Committee For Civil Rights Under Law; a member of the Board of Trustees of the Women’s Law Project; a member of the Board of the Public Interest Law Center of Philadelphia (FILCOP); and, of interest to this audience, has served as a member of the Board and as First Vice-President of the Law Alumni Society of the University of Pennsylvania Law School.

“Bill was appointed by Mayor W. Wilson Goode to head the Philadelphia Special Investigation Committee which was charged with investigating and determining what occurred between MOVE members and the City of Philadelphia in May, 1985. He will speak today from his perspective as Chairman of that Commission.”

—LSH
get involved. It would take too much time; it would disrupt my law practice completely; it would interfere with my responsibilities to my family and to the Schnader firm; my mother was dying from cancer... and I feared that it would be a no-win nightmare, full of political expediency and short on the potential for significant accomplishment.

But the Mayor convinced me of his commitment that the full story should be told and that all of the facts should be made known to the people of Philadelphia. He pledged that the Commission would be independent and impartial and insisted that its work be thorough and fair. He said, privately, and backed up publicly, the assurance that every single person in his administration would be ordered to cooperate, that funding would be made available to build the necessary staff and that the membership of the Commission would be appropriate to the task.

I really agonized over whether to accept. I discussed it at length with June, my wife; I sought the counsel of Bernard G. Segal, the head of our law firm, and other partners; I spoke with trusted friends and, then, I accepted the chairmanship of the MOVE Commission.

Let me tell you about this Commission. It really was special, created solely for this task. We were not police or prosecutor, we were only investigatory. Our job was to search out the facts, wherever they might be, without regard to the personal interests of those upon whom responsibility might be placed.

Our assigned goal was simply stated: to discover and disclose to the people of Philadelphia how the operation of this City's Government gave rise to the events of May 13, and to suggest how the tragedy of Osage Avenue could be avoided in the future.

And who were we that assumed this task? We were only a citizen's Commission. Philadelphians serving without pay, obligated only to our fellow Philadelphians. The eleven of us individually and collectively felt that we were representatives of the people, and that we held a public trust. We were men and women - black and white - engaged in different pursuits and professions. We were ministers and a priest. We were lawyers and law enforcers. We were from private enterprise and academia, and from the community. Each of us had struggled over the years, in ways that were intensely personal, to improve the quality and worth of life in our community. For most of us, it had been a wrenching experience to be the Board of Inquest into the destruction of part of the community to which we were so strongly tied.

Our first meeting was on May 28, 1985, and our first order of business was: how do we go about this job of reconstructing a small war involving several hundred participants, with a history of its own, with its own martyrs and heroes, causes and effects. We needed a staff to do the job, and it had to be the right kind of staff - professional, experienced, free of conflicts and vested interests, capable of operating confidentially and capably, all the while being subjected to the most intense public scrutiny imaginable.

We were not just fortunate, we were blessed. We were blessed in being able to put together a professional staff that quickly meshed as if they had been specifically trained for this assignment. Our staff director and his deputy were both skilled prosecutors. Our special counsel was a law school dean. Our chief investigator was a veteran FBI supervisor experienced in civil rights, bombings and conspiracy investigations. Our team of seven investigators, all experienced in major crimes and homicide investigations, came from a variety of backgrounds - three former federal agents; homicide detectives from Chicago and Washington; and two local detectives familiar with the inside workings of the Philadelphia police.

We also needed state-of-the-profession expertise in three areas critical to our inquiry - explosives, fires and violent deaths. Our standards were very demanding. Our experts had to be at the top of their fields, specialists of stature so solid that they could withstand challenge by parallel or competing inquiries. We also required unquestioned independence and integrity so that any agreement with pre-existing findings would be accepted as a legitimate validation, and not as a protective whitewash.

Again, we were blessed. We were blessed with the services of the best to be found. Our team of medical pathologists was the same group that identified the remains of the Nazi war criminal, Josef Mengele, last year in Brazil; our explosives expert was one of the FBI's principal bombing and counter-terrorist specialists; and our fire expert was a nationally-known arson investigator from New York, who had determined the cause and origin of more than 10,000 fires. In each area, the Commission's experts met our standards. They performed to our requirements and, as a result, made major contributions in defining the full story of Osage Avenue.

In addition to these experts and our regular staff, a third component - the Philadelphia Legal Community - lent us resources that the Commission, on its own, could not possibly have mustered. First, throughout the summer, as many as eleven summer associates at a time, from four different law firms, played major roles in identifying, locating and interviewing the members of nearly fifty families from the Osage neighborhood who were displaced by the fire.

Second, throughout the fall and into this winter, forty-five law school students from Penn, Villanova and Temple had given the Commission well over 1,500 hours in research and analysis. Most of the work was rewarded with academic credit.

And, third, in the last few weeks more than a dozen attorneys from several firms have been helping us put together narrative summaries drawn from the thirty-six volumes of public hearing transcripts. This, then, was our manpower - a full-time staff of fifteen plus the teams of specialists, plus pro bono backup from the legal community.

Our office space was given free also. Deep within the 39th floor at 16th and Market Streets was space donated by the Schnader firm. I really do not think that Bernie Segal ever expected the top floor to look and sound like a police precinct station. Sperry Corporation loaned us the use of a computer. The Philadelphia Savings Fund Society provided the Commission with a copier and with a computer so that all evidence in the files of the Commission were totally computerized. In addition, they provided the services of John Spraga who, working along with Emerson Moran, the Commission's media expert,
proven to be invaluable in designing and implementing procedures for crowd control and the issuance of press credentials.

We also needed money to get the job done. Complex investigations have unlimited appetites for two precious commodities — time and money. Before this Commission even had a formal name, it had a preliminary budget that, before being sent to the City, already was too small — $125 thousand. We revised it upward to $260 thousand and, by early fall, had to substantially raise it again. As of right now [January, 1986], this investigation has cost the Commission and the people of Philadelphia close to three-quarters of a million dollars and, I believe, that is cheap for what has been accomplished.

When we began, our investigative files consisted of two black looseleaf binders of newsclips from May 9 through May 18, 1985; a rough draft of the proposed executive order giving us whatever legal authority we were to have; and two lists of phone numbers: those of the city officials we needed to call and those of the reporters who had been calling for us. From there we built an investigation unique to large American cities. In essence, we performed a public autopsy on this City’s Government.

Along the way we conducted nearly one thousand in-depth interviews; we subpoenaed the records of thirty-six city departments and agencies, telling them to provide us with virtually every piece of paper in city files that related to MOVE; we accumulated tens of thousands of pages of documents which we computer-coded into 566 evidence categories; we filled several file cabinets with police and fire reports, hundreds of still photographs, and we acquired a sight-and-sound library of scores of audio and video tapes — the electronic record of a neighborhood under siege.

That is all part of the nuts and bolts story of this Commission. There are other pieces to the story, too, among them the problems we encountered, and I would like to tell you about some of them.

Our first formidable adversary was public perception. An initial, common reaction to this Commission in the spring of last year was that it was a Commission created to whitewash the events and actions; that it was comprised of a crowd of the Mayor’s cronies who would mimic the motions of impartiality, deflect the media barbs directed at the administration, buy City Hall some “wiggle room” and, eventually, exonerate the Mayor, the police and other agency heads.

That perception lasted well into the summer. Then it gradually began to shift. Behind the scenes, we were aggressively asserting our investigative rights — the right to a full

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When an Irresistible Force Meets an ImMOVEable Object...

by Michael A. Smerconish, ’87

My first year at Penn Law School was winding to an end on that day when the eyes of the nation and the world focussed on a West Philadelphia neighborhood. Like many, I watched the infamous confrontation between City police and the radical group MOVE on live television. At that time, I was unaware of the influence that that event would have on my legal education.

For approximately six months, I was one of several law students who worked for the Philadelphia Special Investigation Commission (PSIC). Initially, my work was in conjunction with my summer clerkship at the firm of Dilworth, Paxson, Kalish & Kauffman. The firm’s senior partner, the Honorable Bruce W. Kauffman, was a member of the PSIC. During the fall semester, I received law credits for the continuation of my work under the supervision of Law School Assistant Professor Michael Madow.

My work for the PSIC was both fascinating and informative. Primarily, I assisted the PSIC special counsel, Carl E. Singley, by researching many of the legal issues which surrounded the work of this body. For example, the Fraternal Order of Police (FOP), in litigation, contended that the Mayor had no authority to create the PSIC under the Philadelphia Home Rule Charter. The FOP maintained that only the legislative branch of City government could legally conduct such an investigation. One of my assignments was to bolster an argument in favor of the Mayor’s power to create such a body. Ultimately, this was the conclusion reached by courts of law.

In addition to legal research, I assisted the PSIC with a portion of its fact finding. One of my responsibilities was to interview several of the sixty-one families of the 6200 block of Osage Avenue who had lost their homes in the tragic fire. These conversations, which took place in temporary housing, were often quite emotional. Months of residing with MOVE had left many quite drained.

Most of the neighbors that I met were quite candid about life on Osage Avenue. I found these people to be hard working, conscientious and, often times, deeply religious individuals. They were citizens who felt victimized not only by an urban terrorist organization, but also by their own City government’s inaction.

In sum, my work for the PSIC was immeasurably valuable experience due to its legal aspect and human perspectives. What I shall never forget is the resilience of those who had lived through and lost their homes in this drama. I can still hear the promise of an elderly man who had lived just yards from the MOVE compound. “We’ll be back on our feet, you can bet on that.”
Continued from Page 9

roster of all police officers, the right to control the course and conduct of witness interviews, the right of access to every police report, every memo, every photograph, every audio tape related to MOVE. In a word, we wanted the right to all the facts. Powerful interests privately began to acknowledge that the Special Investigation Commission was a group of serious people going about serious business in a serious way.

Then the Fraternal Order of Police—our second powerful adversary—mounted their long and loud campaign to obstruct this investigation. They drew the line publicly in mid-July. A Daily News headline told the story: "FOP Balks At Probe - Police Advised Not To Talk To MOVE Panel." Throughout the rest of the investigation, the FOP and their attorney, on a daily basis, fought to trip us up and to trap us. They challenged the legitimacy of the Commission, the right of the Mayor to create us, the scope and powers given us and, in the process, they enhanced the Commission's credibility. After all, the columnists asked, if the whitewashers are under attack by the FOP as being witchhunters, then what is it that the police have to hide?

One possible explanation became public in early August. Again, a Daily News headline: "'Cop: I Spiked 2-lb. Texex Bomb With C-4.'" Now C-4 is a powerful military explosive no longer sanctioned by the United States Department of Defense for supply to municipal police agencies. There is no legitimate source of C-4 for police bomb squads. But, here in Philadelphia, a single FBI agent, acting outside the scope of his authority just a few years ago, furnished the City's bomb squad with almost thirty-eight pounds of the explosive. The Commission's own bomb expert concluded that several pounds were used on the MOVE house. No wonder the FOP lawyers did not want the police to talk.

Once the use of C-4 was disclosed, to a man, the officers of the bomb squad took sanctuary in the Fifth Amendment and refused to cooperate in any way with the Commission. They held their silence throughout our hearings. In fact, on some days back in October, the men of the bomb squad took over part of the fifth row of seats in Channel 12's auditorium, out of reach of the Commission's authority but close enough to hear others testify about their words and their deeds. These hearings convened at 10 am on Tuesday, October 8; they lasted for five weeks and, as you know, they were broadcast in their entirety on both public radio and public television.

The Commission was not a judicial body. We did not hold a trial, so we were free to make unprecedented use of television by opening the hearings to the public in the fullest possi-

ble sense. Our hearings reached into every corner of this community. They captured the attention of the people. Channel 12's ratings quadrupled. The testimony of the principal players drew combined daily radio and TV audiences of over one million.

The out-of-town media attention was equally extraordinary. Some four-hundred representatives of nearly seventy different news organizations covered part or all of the hearings, including correspondents from Pravda and a broadcast crew from Moscow TV's nightly news. Ted Koppel was there; so was Geraldo Rivera. But, most importantly, the people of Philadelphia were able to be there without leaving their homes. They watched and listened with us as ninety witnesses testified about virtually every aspect of what happened on Osage Avenue — and why. By the time the hearings ended, the public knew what we knew. They had become part of the process.

At the close of the hearings, we pointed out that rarely has any community subjected itself to a public self-appraisal as painful — and as necessary — as this. We believe that the process of this Commission's work, and its involvement with the public is absolutely necessary if our family of Philadelphians is to work through its collective pain of May 13. It is necessary if our community is to heal the scars of Osage Avenue, and it is a mandatory prerequisite, if this City is to bring about the reforms which must occur if such a terrible thing is to be prevented from ever happening again.

One additional word. I have been fortunate to have heard numerous good comments from many people about how they felt I handled the hearings. I want to be very honest with many people about how they felt I handled the hearings. I want to be very honest with all of you. One of the reasons that I was able to handle the hearings — and if I did, in fact, do a good job — has nothing to do with me as an individual. I want to give public acknowledgment to those people who really deserve all of the credit. The members of our staff indeed put in yeomen's service. They were sincerely dedicated to the task at hand and, I think, the City of Philadelphia owes each of these individuals its undying gratitude.

INTERVIEW

Professional Responsibility and The Legal Environment for the First-Year Law Student: The Start of School

An Interview with Dean Robert H. Mundheim, Curtis R. Reitz, Judge Edmund B. Spaeth, Jr.

What follows is a first-hand description and analysis of extraordinary venture which originated at our Law School — from its creators: Dean Mundheim, Professor Reitz, and Judge Spaeth. Professor Frenkel, unfortunately, was unable to be present for the roundtable interview.

EDITOR'S NOTE: In January 1986, the Law School introduced an innovative program in Professional Responsibility and the Legal Profession for all first-year students. The subject, which many law schools have been trying to address more seriously, was presented in the form of an intensive course held in the new "January Term" - the two-week period between the Christmas holiday break and the beginning of spring semester classes.

Law School Faculty members, Practice Professor Douglas F. Frenkel, '72, Dean Robert H. Mundheim, Professor Curtis R. Reitz, '56, and Judge Edmund B. Spaeth, Jr., developed the course curriculum and oversaw the program from its beginnings through the final examination.

What follows is a first-hand description and assessment of an extraordinary venture which originated at our Law School — from its creators: Dean Mundheim, Professor Reitz, and Judge Spaeth. Professor Frenkel, unfortunately, was unable to be present for the roundtable interview.

—LSH
responsibility
Professional
Student:
Something New

I. Mundheim, Professor
Spaeth, Jr.

This is a first-hand
and assessment
of an
unary venture
originated
at our
School

LSH: How did the notion evolve of a two-week course for first-year students in Professional Responsibility and the Legal Profession? Where did the idea originate and what prompted the need for such a project?

Dean Mundheim: This program was a unique effort in the law school world. It grew out of our belief that the Law School has an important responsibility to expose students, in a serious and constructive manner, to problems of professional responsibility and the legal profession. We wanted to achieve this in a way that would stimulate and essentially absorb the students' intellectual interests, would involve a substantial amount of the Faculty and would create intellectual excitement at the Law School. We thought this could be accomplished best by reserving a period of time when we could concentrate on these problems exclusively.

Judge Spaeth: There is one dimension that I consider very important. Traditionally, professional responsibility courses are given to upper-year students. Many of us, however, have had occasion to come across professional responsibility problems in other courses that we teach. One advantage of giving the course to first-year students seems to be that, at the very outset, they are offered a frame of reference for their upper-year courses, which they then can view in the context of professional responsibility and as having a dimension that they would not otherwise have been aware of. As a result of the experience, both the students and their teachers are well served. It becomes easier, more provocative and more stimulating for a teacher of ANY course - most notably, perhaps, in the fields of taxation, corporations and evidence - to point out a professional responsibility aspect of the course. Not only might that enrich the particular course, but it would reinforce what already had been considered in a necessarily preliminary way. I expect that, as the present first year students move into their second and third years, the predicted effect will come true.

Professor Reitz: We had been trying to find a way to present this course to first-year students for a number of years, but the first-year curriculum has been very crowded. Last year, we made several changes in the first-year curriculum and calendar, one being the moving of exams from after to before the Christmas holiday break. This adjustment opened up the January Term. It was somewhat serendipitous that we had the time to utilize for the project.

LSH: Describe your various roles in the planning and execution of the Program.

Professor Reitz: It was a team project from the very beginning. We began last summer [1985] and, at the Dean's suggestion, four of us worked together. The work was divided as we progressed and, after several long sessions of group planning, we each took separate areas to develop further. The Dean took the leading role in the lawyers' counseling function, with a heavy emphasis on counseling in the corporate and securities worlds. Judge Spaeth and I took on the ad-
Dean Mundheim: The other collaborators in this endeavor came from outside the Law School. Practicing lawyers, many of them members of the Philadelphia legal community, judges, and professors from other schools, gave time and energy to make this program work. We opened with a lecture by Geoff Hazard [Professor Geoffrey C. Hazard, Jr., of Yale University and an Overseer of the Law School], who was the prime drafter of the Model Rules of Professional Conduct. Gerry Litvin [S. Gerald Litvin, ’54], one of our Alumni and an experienced Philadelphia litigator, presented an important issue of client counseling in an exciting videotaped dramatization. Benjamin Lerner, ’65, of the Philadelphia Defender Association, and Eric B. Henson from the D.A.’s Office, reviewed some of the tough issues with which they had to wrestle. We had six lawyers from major downtown firms [Gordon Cooney; John Hagle; Carl W. Schneider; ’56; Howard L. Shetler; ’68; Vernon Stanton, Jr.; ’60; and Baron Winkler] guiding students through a series of hypotheticals in the counseling area. The opportunity to get practicing lawyers into the classroom in a variety of situations made the examination of the problems immediate and real. It also provided a very helpful interaction between the Law School and the legal community.

LSH: Can you be more specific about the presentations and the presenters - the “stars of the show,” if you will?

Professor Reitz: They were all stars!

Judge Spaeth: They were! It was really remarkable to watch the excitement at that each of the sessions generated. One, in particular, was the argument of a then-pending and since-decided case in the United States Supreme Court. We had two extremely talented appellate lawyers - James D. Crawford, ’62, and Donald J. Goldberg - arguing the respective sides of the case to our Bench which included Judge Phyllis W. Beck of the Superior Court of Pennsylvania and Judge Louis H. Pollak of the U.S. District Court for the Eastern District of Pennsylvania. The two lawyers played it straight. This was no make-believe exercise. They had read the Briefs and had worked very hard. It was a model argument in every sense of the word. But this could be said generally of all the offerings. I sat in one class, conducted by the Dean, where Michael Bloom, who is very active in professional discipline, told of his experiences in a very detailed and workmanlike way. Michael L. Tomin, ’57, also participated in that session. I think that some of the lawyers welcomed the opportunity to teach - and they proved themselves to be excellent teachers. It was great fun for them and, as the Dean said, there is no question that a sense of immediacy was conveyed to the students.

Professor Reitz: Norman Dorsen, who is a Professor of Law at New York University and is President of the ACLU, participated in a very successful session where he spoke of the work of the ACLU and focused particularly on two cases in which they decided to become involved - the Skolde case and the case involving the young Russian boy who tried to stay in the United States when his parents were returning to the Soviet Union. Our Provost, Tom Ehrlich gave the students an important overview of the history and status of the Legal Services Corporation. Another excellent session involved two lawyers - Barbara Rosenberg and Paul Burgoyne - who are counsel for the Disciplinary Board of Pennsylvania, the underside of the legal profession that sees problem cases all of the time. Another fine session involved the very difficult problem of confidentiality. We had invited Holly Maguigan, ’72, to join us. She was the lawyer primarily involved in a case which is still in the courts. Unfortunately, she was ill on that day so her lawyer, David Rudovsky, and Jane Greenspan, who represents the Commonwealth in that case, presented a fine session that became almost a moot court, although it had not been planned that way.

LSH: So what did the Law School learn from this two-week long experience?

Dean Mundheim: This course enabled us to try a variety of teaching techniques. We had lectures, we had problem analysis, we used a specially-made videotape to dramatically outline a problem to the students. Another session to which students reacted very positively was one in which half the class was given one set of negotiating instructions, the other half a different set of instructions and then they were sent out to negotiate a contract one-on-one. A number of students remarked that they had learned a great deal about themselves as they engaged in that negotiation effort. The course provided us with the opportunity to try different ways to communicate knowledge and ideas, and to stimulate interest. I hope that the acquaintance with a variety of teaching techniques will have a stimulating effect generally on our teaching.

Judge Spaeth: Let me pick up on something that the Dean mentioned. It was fascinating, after Doug Frenkel’s session on Negotiations, to hear the students speak about how they learned about themselves. They were tempted to play hardball in the negotiations and
wondered whether they had played fair. They even wondered what “playing fair” meant. Also, one of the most interesting dimensions of the course was that it required the students to ask themselves what sort of lawyers they wanted to become or even whether they wanted to become lawyers at all. I should not have approached them so early and in such a manner. In answer to this question the students could get on in the January term of the course was that it was required that the students must have had law school without a very clear idea that they wanted to be lawyers. They often regarded a legal profession as a very good, general, tough education from which they can move into different areas of the law such as foreign law and they are correct. But this course offers an overview of the bar. The answer to your question is this: What is the ethical professional lawyer finds herself or himself doing. I am not certain that this is what I want to do.” And that is a good thing for the students to ponder. I cannot help but think that the effect of the course will be that when the students graduate, they will feel more secure about their professional desires than if they had not approached them so early and in such a variety of ways.

Professor Reitz: Libby, the most interesting reactions that I heard have been from upperclass students who learned what was going on in the January term and said, “Why didn’t we get this?”

Dean Mundheim: And that is the best endorsement for the course that one could get!

LSH: What was the scheduling during that intense ten-day period?

Professor Reitz: Actually, the eleven-day activity started long before the course began. Prior to leaving for Christmas recess, the students were given a set of selected readings for which they were responsible. They also were to read a book, The Conscience of a Lawyer, by David Mellinkoff. These assignments enabled us to begin on Monday, January 6, with a fairly substantial momentum already underway. We generally scheduled one session of ninety minutes or more in the morning and one in the afternoon. The Moot Court about which Judge Spaeth spoke (with Jim Crawford, Don Goldberg and judges Pollak and Beck) was held in the late afternoon. We had two evening sessions: one was a great deal of fun - there was a showing of the film, Adam's Rib, with Spencer Tracy and Katharine Hepburn. On another evening, four distinguished lawyers - two from major law firms and two in-house counsel from local corporations (George J. Hauptfuhrer, Jr., ’81, Peter M. Mattoon, John T. Subak and Donald P. Walsh) participated in a session that informed the students of the nature of the practice in their respective offices. The four also reminisced about their career tracks. The course examination was held on the Sunday of the second week. A small reception arranged by the Dean followed the exam.

LSH: Some ten years ago, I interviewed a faculty member who, when asked how the law school should treat the question of professional responsibility and ethics in light of the unfortunate examples shown by government officials, answered that he was not “terribly optimistic about teaching twenty-two to twenty-five year olds how to distinguish right from wrong if they had not learned it before they reached law school.” How do you feel about this statement in light of your latest experience with the first-year students?

Professor Reitz: I could not agree with that at all. This area is becoming more and more well-defined. Someone once said, very accurately, that the most difficult problems faced by lawyers are those where there are no correct answers. All the choices are difficult, all the options have problems. But a lawyer must choose. It is very easy to fail to appreciate the gravity of many problems. They are deep and many are irreconcilable in the long run. What we can do is try to move toward a better, deeper understanding of the issues and a wiser accommodation of the dilemmas.

Judge Spaeth: The answer to your question ignored the tremendous amount of activity in the profession in this area. The American Bar Association recommended a Model Code in 1989 that was adopted throughout the states. The Code is not an abstract body of law. It is very specific and has been interpreted in lots of court decisions. When it did not prove satisfactory, it was amended in 1974 and, as the Dean mentioned, the entire Code was reexamined with Professor Hazard acting as Reporter for the Committee. A completely different set of Model Rules has been recommended and is now being debated and enacted throughout the United States. So, just in terms of the traditional sort of materials with which the lawyer works - decisions by grievance committees and by courts, opinions by bar associations - there is a tremendous amount of law out there which is developing and changing. And if the lawyer does not know the dimensions of what is out there or not know that it is there at all, and not know how to get into it, then he or she is not equipped to practice. I completely share Curtis’s view that the quote is unfair. I will say, however, that the opinion was once widely held. Certainly the 1908 Canons, which were what the bar operated under for so long, were so generally worded that one could brush them aside as little sermons. That, however, has not been true for a long time.

Dean Mundheim: The Professor you talked to a decade ago said that if students had not adopted certain basic values - i.e., that a lawyer does not steal - it was too late for the Law School to inculcate them. I agree with that. But in the area of professional responsibility, we often deal with important values which point in different directions; for example, the importance of maintaining client confidences, and not permitting serious harms to be inflicted on the public. Curtis and Ned are right in emphasizing the Course’s effort to show how responsible lawyers try to reach answers in light of these different tugs.

LSH: Have you had the sufficient time and distance to evaluate the program’s success? Do you have plans for its continuation?

Professor Reitz: I have not had the time, but the distance is coming. I have not changed the view we had as the program ended: that for a pioneering effort, both the faculty, the guests and the students felt we had accomplished something very worthwhile.

Dean Mundheim: One other very important point. We are very fortunate that Gladys and Ray Pearlstein [Raymond Pearlstein, ’32], gave the Law School some money so that we have the funds to support the continuation and the refinement of this program, as well as to develop similar efforts in our upper-level teaching of professional responsibility. I look forward to this summer when some of our Faculty might take what has been done and build on it for another round for the Class of 1989 and, also, to begin thinking about how the Law School might use its experience in strengthening continuing legal education in this area.

LSH: How do you feel about this statement in light of your latest experience with the first-year students?
It is a great pleasure to return to the Law School. I owe my first job as a lawyer to one of Dean Mundheim's predecessors, the former Dean Jefferson B. Fordham who, when I was on active duty with the U.S. Air Force, tracked me down in the wilds of Rantoul, Illinois, to ask if I would like to be a clerk on the Supreme Court of Pennsylvania. That really was the beginning of a legal career which afforded me enormous pleasure. It was great to be a practicing lawyer, and I enjoyed it as much as any person ever enjoyed a career. However, twenty-five years was, for me at least, long enough. So, in the spring of last year [1985], I decided to leave the practice of law and become Vice-Chairman of a group of companies which had been my client for sometime. Little did I know that, within a few short months, I would be involved in the most exciting corporate acquisition of 1985 - the takeover of Revlon, Inc. by Pantry Pride.

In connection with the Revlon transaction, I would like to go back a few steps and focus, not only on the legal aspects of the transaction, but on the economics as well. It requires an understanding of both the economics and legalities to best illustrate the corporate takeover or corporate acquisitions business.

A small privately-owned company, MacAndrews & Forbes, was taken over by one of my clients about eight years ago. Through a series of nine acquisitions, from 1976 until about 1983, we took this small company - which was at the outset doing possibly $100 million in sales with approximately a $100 thousand positive net cash flow - to a company which was doing $750 million in sales with in excess of $100 million of net cash flow. We were able to do that essentially because opportunities were great and because corporate America failed to recognize three basic economic facts: first, that corporations are owned by their shareholders, and they should not be operated for the benefit of entrenched corporate management. Secondly, there is no longer great shareholder loyalty to management, to boards of directors or to the amorphous company; rather, the professional money manager, who was being measured by his customers on the greater return that he was producing for them, would continually sell to the highest bidder. So, corporate management - who thought that they had this wonderful base of shareholder loyalty - soon found that, if they were not producing a good return and if their stock was not reflecting its real value, then others who offered real value also could take over the largest corporations in this country. The third phenomenon which occurred was the development of the use of high-yield securities or so-called "junk bonds," which permitted smaller companies to raise increasing amounts of capital necessary to do larger and larger transactions.

(The University of Pennsylvania may not know this, but it is probably the reason the entire high-yield security industry exists. The person who developed it was Mike Milkin from Drexel Burnham, who did his thesis at the Wharton Graduate School on the differences in rates of default and the differences in yield between "B" and the lower grade securities as compared to so-called investment grade securities. Milkin almost singlehandedly created through his firm - Drexel Burnham - the high-yield bond industry.)

With the occurrence of the above three phenomena, corporate management finally realized what was happening. Thus began the corporate restructurings, the stock buy-backs and, with a general improvement in economic conditions, the increase in prices in the stock market and the lack of opportunity on the part of the acquisitive buyer to be able to purchase at low prices.

We took these matters into consideration at MacAndrews in 1984 when we attempted to acquire the firm of Million Bradley, the toy company, which makes the game of Monopoly. We were outbid for that company by Hasbro, another toy company, however, and what became apparent to us in the transaction, as we lived through it, was that corporate buyers were now going to be able to outbid the acquisitive smaller company unless that company could gain some form of edge. So, we spent a great deal of time with our investment bankers and with our merger and acquisition lawyers to attempt to develop a new strategy and, what we devised which offered a small net operating loss carry-forward. We hoped the use of that net operating loss carry-forward would shelter the earnings of the target company, thus enabling the opportunity to pay more than an attempted acquiring company that was fully taxable. We set about to find a net operating loss company and, in the spring of 1985, we were able to consummate a transaction which gave us control of Pantry Pride Enterprises (the old Food Fair Stores, a company formerly headquartered in Philadelphia which had gone through a corporate reorganization around 1979-1980). The reorganized company had moved to Fort Lauderdale, Florida, and was now composed of three retail-type businesses - a supermarket chain, a drug store chain and a group of stores that sold hard goods to the military on credit.

While acquiring control of Pantry Pride, we attempted - with the help of Drexel Burnham - to do something that had never before been accomplished. We created a blind pool for acquisitions of what, at that time, was some
$350 million. I actually did the road show for that blind pool with Ron Perelman, the Chief Executive Officer of Pantry Pride (also a graduate of the University of Pennsylvania’s Wharton School — both the undergraduate and graduate divisions) — and what an incredible experience that was! We did twelve cities in five days — speaking to the most sophisticated buyers of high-yield securities — companies like the Fidelity Funds, the Philadelphia Life Assurance Society, etc. — very, very heady professional investors. High-yield bonds, notwithstanding the publicity, are not sold to widows and orphans; they are sold to the most professional type of investor who seeks a higher yield and recognizes that with the higher yield, a greater risk can be taken.

In any event, our road show speech was, in essence, “Look, Mr. Sophisticated Investor, this is the history of what this management has done for seven years. We do not know what we will do with your money, but we are honest, we have worked very hard and we have a very good track record. So, we would like you to lend us this money at a high-rate and, in turn, we promise that you will acquire a good company. Well, to our astonishment and, I think, to that of Drexel Burnham, the orders began to come in. I remember sitting in my office in New York in July and receiving a call from Drexel’s office in California saying that we now could sell $500 million worth. So, the offer was oversubscribed to the extent of $770 million of three grades of high-yield securities and one class of a convertible-preferred — all cash with certain conditions. They had adopted a “notes rights plan,” affectionately referred to as a “poison pill plan,” which effectively said that if anyone acquired 20% or more of the stock without negotiating that transaction with the board of directors, the stock could be traded in for a one-year 12% note worth $65. That effectively precluded anyone from doing the transaction except a transaction which had been blessed by the management or the board. So, we put the $47.50 on the table — for all the world to see, said we would pay that amount if their rights plan would be waived or modified and said that we wanted to make the payment subject to financing. The financing condition was made much of by Revlon up to the very end because they wanted the world to believe that we really did not have money. Of course, the firm of Wachtell Lipton, Revlon’s defense counsel, and Lazard Freres, its investment banker, were very sophisticated. They understood quite well that the money was available and that, if Pantry Pride decided to take the money down without having a transaction that would close, the costs in this matter to Pantry would have been about $68 million. So, the realistic scenario was that no one would take the money down without having a transaction they knew would be completed.

After our tender, in its next defensive maneuver, Revlon commenced an exchange offer. They offered to acquire up to 10 million shares. In return, we gave a note which had a face value of $47.50 which would yield interest at 11 3/4% and $10 worth of preferred stock, essentially giving a value to their shareholder of $57.50 against our $47.50 tender. By September 13, 90% of the outstanding Revlon stock tendered into that exchange note which, in the parlance of the trade, says that 90% of the stock is hot — 90% of the stock could be obtained for a price once the holder of that stock determines that he is able to get the highest price. Once that arbitrageur or professional money manager thinks he is at the end of the bidding process, the stock is then sold. On September 13, Revlon was effectively a solo company. The less-than-professional investors may not have known that, but the street and the professional investors certainly understood the situation once 90% of the stock was tendered in an exchange offer which only sought 10 million shares. The exchange notes, however, had a number of restrictions — all intended to prevent the Pantry Pride transaction. In effect, they were a second “poison pill.” There were significant restrictions on the incurrence of additional debt and the sales of assets were precluded; in other words, there were many onerous conditions. However, as had occurred in most of the “poison pill” provisions that we had seen so far, they permitted so-called independent directors (non-management) to waive or modify those restrictions. They further defined independent directors to be any successor — director selected by the then incumbent independent directors. So, there was always a possibility of waiving or modifying the provisions built into this plan. We withdrew our tender and sat down with calculators and determined that if 10 million shares were bought in for an effective cost of $57.50, and we wanted to buy in the remaining 75% or so of the outstanding stock, then our weighted cost would be $47.50 per share. The right price to now offer would be, by mathematical calculation, $42 per share. So, three days later, we instituted a new tender offer at $42 per share, with the provision that we would purchase only if we received a minimum of 90%. This put enormous pressure on the marketplace to tender into our offer. Now, we all knew that this deal was not going to go at $42 per share, but if that was the only offer out there, the professional
...the acquisition of Revlon attempting to swallow

tohold - rather than see his company go back to what it was before - would have rendered into a $42 price.

In September, Revlon resumed discussions with Forstman, Little & Company, a very fine LBO-buyer headquartered in New York City, having finally faced the reality that their company was, in fact, gone. Management tried to do an LBO for Revlon in 1984 but could not finance it. They resumed discussions to try to do an LBO with Forstman Little long before Pantry Pride had ever tendered for it, not-withstanding the fact that the newspapers were replete with comments by Revlon management and its investment bankers and counsel at the early stages that this was a company that was not for sale. We were never unduly concerned about an LBO-buyer. So long as the playing-field is level, an LBO-buyer will never be able to win a transaction against an any-and-all cash-tender offer from a buyer like Pantry Pride. Why not? First, the relative costs of money are the same, even though one is a borrower after high-yield rates - essentially in the 14% bracket. The LBO-buyer can get a blended rate by merging his bank debt with his mezzanine debt with the return that he has to give his equity investors - and his rate is around the 14-15% compounded rate as well. Second, we were ahead of the game because we had a tender and, thus, were able to consummate the transaction faster than they. Third, we had the net-operating-loss (NOL) going back to the corporate strategy developed the prior year. With the NOL we could always pay more than an LBO-buyer who was going to be fully taxable on the operating income from the acquired company. The big question, however, was: how does one level the playing-field? In this case, management obviously was dedicated to resisting the Pantry Pride offer - management which, one year before, had attempted to do an LBO on its own behalf - management which, six-months before, had tried to do an LBO with Forstman Little.

Again, how does one level the playing-field? It was at this time that the litigation really became heated because, unlike many corporate transactions which had occurred in the past, the litigation here was not a side show. In the last two or three years, litigation has become increasingly important as management has increased its defensive tactics. One can look at the UNOCAL case, which really was decided by the courts, or at the Household Finance Company, where the owner of the company again was determined by the outcome of a court case. While the litigation in our transaction had been limping along since August, it was not very important because it did involve

 peripheral issues. It was when management and Forstman Little got together, however, and attempted, in our case, to preclude or short-circuit the bidding process through the use of lock-up of valuable assets at bargain prices or, as is done in many other transactions, to issue additional securities at bargain prices, that the litigation process had to take over and level-out the playing field.

What the Delaware Chancery Court said in our case and in others which have since followed was, 'When a corporate manager has effectively realized that someone else is going to own his corporation - that his corporation is gone - he is going to try to let that corporate manager determine who the ultimate buyer is going to be. We are going to let the marketplace determine that. So, whoever has the best offer - whoever is going to pay the shareholders the most value is going to be the person or company who will prevail.' That is, as far as I am concerned, the correct rule, because it is the marketplace which should prevail. Entrenched corporate management, I suggest to you, should not be permitted to designate the buyer of that corporation.

Well, the litigation really heated up. We increased our offer in September from $42 per share to $50 per share and, three days later, from $50 per share to $53 per share. Needless to say, everyone was wondering exactly 40 long as the playing-field is level, an LBO psychosis. A person who is going to own his corporation - that his corporation is gone - that the price was higher than what we were being offered.

Sundays. The arbitrageurs had people outside the companies. Each of the parties permitted one lawyer and one investment banker to be present. We were together from about 9:00 pm that evening until about 3:00 am in the morning - but nothing happened because, again, they had all of the inside financial information and we had none. On the evening of Oct 10, we met from 10:30 pm until 3:00 am, again this time with Forstman Little and with the Revlon people. Again, no deal was struck because they refused to give us the numbers. However, we did tell Revlon management and Forstman Little that since they had the numbers and we did not, we would use them as our investment bankers and that every bid they would make, we would top. Our last message to them upon leaving that meeting was, 'Whatever your bid is, our bid will be 25 cents higher.' We left on that note.

On October 12, Forstman Little and Revlon management announced a new LBO proposal, where they agreed that the company would be acquired for $57.25 per share. (Remember the last offer on the table was our $56.25.) This time, however, they granted a lock-up and took two of Revlon's most valuable divisions - its National Health Laboratories Division and its Vision Care business - and said that if Forstman Little was overbid, those two divisions could be purchased by them for $575 million. (By the way, Revlon's investment bankers - Lazard Freres - simultaneously estimated the worth of the two businesses at somewhere between $650 and $750 million.) They also said that if Forstman Little was overbid, a $25 million break-up fee would be placed in escrow that day.

Now, October 12 was a Saturday; October 13, a Sunday; and October 14 was a bank holiday. We received the papers on the 14th, contacted Judge Walsh (now Justice Walsh) in the Delaware Chancery Court and requested an immediate hearing, which was held the very afternoon. Judge Walsh was informed that, notwithstanding the October bank holiday, somehow or other they had arranged for both Manufacturers Hanover and Morgan Guaranty to open and to transfer $25 million from Manufacturers to Morgan. In my mind,
...was the proverbial mouse the elephant.''

that transfer was the single most critical error in the case. It was a strange move. There were so many very important legal issues in the case and, yet, the fact that they rushed into a bank holiday to put $25 million into an escrow account incensed the courts. Judge Walsh's reaction was right on his face. As a long-time litigator, I again recognized the lesson to be learned here—one never really should push for the last little piece of a transaction.

On October 15, we received a temporary restraining order and, on October 18, we had an oral argument on the preliminary injunction motion. At that argument, the courtroom was filled—wall-to-wall lawyers. Herb Wachtell—a very fine litigator—argued the case for Revlon; a partner at Fried Frank argued for Forstman Little; and a Delaware attorney argued for us. (Our regular counsel, Skadden Arps, had done work in the past for Forstman Little so there was a conflict. I made the value judgement that we would be better served in the Delaware Court with a local lawyer. I was correct. He knew that courthouse better than anyone.)

I walked out of the courtroom that day and, in my mind, we were dead-sure losers. I called my associates in New York and said, "We have a bid of $57.25 on the table; they have a bid of $57.25 on the table. For many reasons, our bid is the better of the two - but I looked at Judge Walsh's face and all that he was saying was 'this company is going to go the highest bidder.'" Three hours after the argument, while the case was being decided by Judge Walsh, we raised our bid to $58 per share — any-and-all, no minimum, all-cash — for 100% of the stock.

On October 23, Judge Walsh issued a brilliant opinion. It essentially said that the no-shop clause in the agreement was invalid and that the lock-up of the two divisions at a price below value was going to be enjoined. The Delaware Supreme Court affirmed that opinion on Friday, November 1 at 9:00 a.m. (The Delaware Chancery and Supreme Courts are very clever; they announce their decisions after the market closes and before it opens). By 11:00 a.m., we received a call from Revlon's outside counsel. We met at noon — and then worked some 50 hours without sleep.

By Tuesday, November 5, we were in control of Revlon. The mouse had won. It had, in fact, swallowed the elephant, and the transaction had been done in a fashion unparalleled in the history of corporate takeovers in the United States.

Question: (Dean Mundheim) Howard, here you are - a senior partner in a very lively, very active law firm - and you decide, "I have had enough." What is it about your new life that (a) attracted you and (b) is it as terrific as you thought?

Howard Gittis: I started out (after my experience as a clerk on the Pennsylvania Supreme Court) working for a very great lawyer named Tom McBride [Thomas D. McBride, '27]. He was one of the finest criminal lawyers in the state of Pennsylvania. He tried cases everywhere. I spent the first four or five years of my legal career trying criminal cases. Until two years ago, I continued to try them. Honestly, I got charged up more by that than anything else. I then got into trying civil cases; and I worked with construction company cases, and I got into the mergers and acquisitions business. I really had an unusual career for a large firm lawyer. I was sort of the last of the general practitioners still practicing in a large firm. But I did a great deal of transactions over the years and, if one is not trying cases everyday or every month, then one is not as sharp as one should be. So, in fairness to my clients, I decided to stay out of the courtroom — and that was very difficult to accept emotionally. I began to do economic transactions byrote. I was good enough at the business after 25 years that I could go into a meeting un-prepared and still know what to do and say. And that is no way to practice law. A number of opportunities were presented to me over the years, and I began seriously to consider one or the other. My feeling was that if I was going to leave the practice, I was going to reach for a higher level of work and in an atmosphere where, if I was successful, I could make a lot of money.

There are a lot of theories concerning career changes. My theory is simple: a person works for certain things - for power, for money, for greater self-fulfillment. And when I saw the opportunity to achieve all three, it was a chance that I had to take. It could have worked out poorly; it worked out well.

Question: If you had a second chance, would you have begun with what you are doing now or would you have chosen your prior career as a practicing attorney?

Howard Gittis: Absolutely. The practice of law is, in my view, one of the greatest and noblest of professions. I enjoyed every second of it. I loved it. I would have done it no other way.
The Mid-30's Career Woman: Insights, Concerns, Dilemmas

by Janice R. Bellace, '74

I graduated from Penn Law School in 1974, at the age of 25. There were 38 women in my class (of approximately 200) and, at the time, the 18% female presence was a significant advance. As I recall, when I entered Penn in the fall of 1971, the third-year class numbered about ten women. We arrived when it was still fashionable for women to wear little or no makeup and to have long, straight hair parted in the center. John Molloy had not yet written Dress for Success, so the idea of women wanting to buy navy blue business suits was alien to clothing manufacturers. This past semester, I taught at the Law School. The women in their conservative business suits looked young, but they appeared to be serious about their careers. In contrast, we must have looked like "girls" who dressed like secretaries but who wanted jobs as lawyers.

Most of the women in my class had come to law school directly from undergraduate or graduate school. For the most part, we were in our early 20's, and we were single. Although we were very intelligent and ambitious, we had not given a great deal of thought as to how we should combine career and marriage and motherhood. No one at the Law School ever discussed this.
about the Convention at Beijing University in the fall of 1984. Professor Hornfeld has been making use of time gained from early retirement by writing and lecturing about domestic and international commercial law. From January to June 1986, he has been the Distinguished Fulbright Visiting Professor at the University of Hawaii. In August, 1986, he will be the General Reporter at the Twelfth International Congress of Comparative Law in Australia, for a topic that coordinates national reports responding to his study plan to compare and reconcile divergent methodologies for applying uniform international rules.

Dr. Richard G. Lomondt, Professor of Psychiatry in Law, taught the course "Law, Psychiatry, Medicine and 'Tragic Choices" in the Spring 1984 Semester for the University of Pennsylvania's College of General Studies Special Programs series. He was a member of the faculty and planning committee for the invitational conference, "AIDS and Society: Public Policy and the Law," sponsored by ALI-ABA-CLE, the City of Philadelphia and The University of Pennsylvania Law School.

Dean and University Professor of Law, Robert H. Mundheim, served as a discussant on the One-Share-One-Vote panel of Columbia University's Center for Law and Economic Studies at the Law School's Fall Conference on Corporations for Corporate Control in November 1985. Dean Mundheim is the Chairman of the Special Committee on Investment Policy for the Association of American Law Schools (AALS). In January, 1986, he was named a Visiting Professor at the University of California's Securities Regulation Institute's panel on Professional Responsibility Questions in Counseling the Board of Directors. He was also a participant in the University of Pennsylvania's Joseph Lauder Institute Conference on Comparative Law-Public Governance in February.

Judge Edmund B. Sprecher, Jr. published the article entitled, "Where is the High Court Heading? (A Critique of the New Cost-Benefit Analysis)", in the Summer 1985 issue of The Judges' Journal, a quarterly of the judicial Administrative Division. Judge Sprecher also conducted two sessions on Appellee Advocacy and two on selected evidence problems as part of the Law School's Spring Continuing Legal Education Program.

Professor Clyde W. Summers spoke on "Protection Against Unfair Discharge: Legislative Precedent, Legislative Alternatives" at the Conference entitled, New Provisions in the Fight for Workers' Rights, presented by the UCLA Institute of Industrial Relations in December, 1985.

ALUMNI BRIEFS

27 Rabbi Elie Louis Cooper, of York, Pa. has written a new book entitled Insights to Scripture, published by the University Press of America.

28 Paul S. Lehman, of Lewistown, Pa. has been on the Bench of the Commonwealth Court of Pennsylvania in Harrisburg for the past 3 1/2 years.

31 The Honorable Herbert S. Levin, of Philadelphia, is Chairman of the Jewish Cultural Society; he presided over the 725th Annual Jewish Cultural Society luncheon forum in January.

32 Harold R. Provell, of Camp Hill, Pa. is a member of the twenty-second-person American Legal Team which visited China in April. The group, which studied Chinese civil and criminal justice systems, was invited by the Chinese Ministry of Justice under the auspices of the United Communist of China in Economic and Technical Cooperation.

33 Joseph M. Leib, of Philadelphia, continues as Chairman of the Board of Directors of Federal Savings and Loan Association, which recently has converted from a mutual to a stock corporation.

34 Edward Fishman, of Voorhees, N.J. is currently counsel to the Atlantic City firm of Horan, Kaplan, Goldberg, Gorry and Daniels.

35 J. Pennington Strauss, of the Philadelphia firm of Schneider, Harrison, Segal and Lewis, has received the Philadelphia Bar Association's 60 years of Practice Certificate. Mr. Strauss is active as a member of theABA Standing Committee on Lawyers and Corporate Fiduciaries, as Emeritus Council Member of the ABA Section on Real Property, Probate and Trust Law, and as Emeritus Regent, American College of Probate Counsel.

37 Stephen T. Dean, of Orlando, Fl. is an active partner in the firm of Dean, Mead, Egerton, Bloodworth, Caplan, Goldberg, Gorry and Daniels.

38 Samuel B. Blackley, of Philadelphia, is the coordinator of the Cooperative Education Program in Food Marketing at the Academy of Food Marketing, Saint Joseph's University.

40 The Honorable Mark Addison retired as a full-time New Jersey Superior Court Judge in November 1985. He was honored as a dinner given by the Ocean County Bar Association, and was named a distinguished service to the Bar and the Bench of the State of New Jersey.

43 The Honorable John A. Geier, of Philadelphia, was designated to sit as a three-judge panel on the Superior Court of Pennsylvania in March, 1985.

48 Lester H. Saltz, of Providence, RI is President-Elect of the Rhode Island Bar Association. He will become President in July, 1986.

The Honorable Milton L. Silver, of Clayton, NJ, retired as a Judge of the Superior Court of New Jersey.

49 The Honorable George B. Francis retired from the Appellate Division of the New Jersey Superior Court, having served the New Jersey courts from 1960 to 1983.

The Honorable Howard F. Reed, Jr. is Administrative Judge in the Burlington County, NJ, Court of Common Pleas.

50 Roger S. Haddow, of Sanbury, Pa., practices law and serves as Chairman and President of Sanbury Broadcasting Corporation (stations WBOC and WQX-FM). He is a former member of the Pennsylvania Bar Association's Board of Governors.


53 The Honorable Edward J. Bradley has been re-elected to serve a third consecutive five-year term as President Judge of the First Judicial District of Pennsylvania.

William F. Chester, of Boston, MA, has been appointed Senior Claims Counsel of the Commercial Union Insurance Company.

54 Morris M. Shuster, of Philadelphia, has been appointed by U.S. Circuit Court of Appeals Judge Adin M. Adams to chair a search committee for the U.S. Bankruptcy Judge position for the Eastern District of Pennsylvania. He has also been named Chair of the Philadelphia Bar Association's Committee on Judicial Selection and Reform.

55 Virgil Balf, of New York, has been named Director of the Board of Services Specialty Division of Kem-Ferry Interna- tional, the world's largest executive search firm.

The Honorable Joseph H. Stanziani continues to work as the junior Administrative Judge in Montgomery County. During 1986, he is rotating in the adult criminal court.

56 Lawrence R. Brown, Jr., of Villanova, PA, was named senior vice president and general counsel at Provident Mutual. He was elected chairman of the Legal Section of the American Council of Life Insurance (ACL).

The Honorable Dolores K. Slowiter, of the U.S. Court of Appeals for the Third Circuit, shared the bench at the 1985 Ames Moot Court Competition at Harvard Law School, in November, with Justice William H. Rehnquist of the U.S. Supreme Court and Judge R. Lamar Alexander, III, of the U.S. Court of Appeals, Eleventh Circuit.

57 Henry A. Clay is partner in charge of Administration for Dykema, Gossett, Spence, Goodnow & Bigg, the largest law firm in Michigan.

Seymour Bunkard is Vice-Chancellor of the Philadelphia Bar Association. He will serve as Chancellor of the Association in 1987, the year of the 200th anniversary of the signing of the U.S. Constitution.

that the three of us may be together. After all, is it fair to have a child and then to see her for only 15 hours a week? I know from friends that the birth of the first child causes MAJOR changes in how work is approached. After an autumn of Sundays at home, however, I am behind on the book that I am writing. Yes, I am completing my work. (We must be done) but that extra, the extra that will get me the promotion to full professor, is not getting done. Having a child also changes one's aspirations. I was awarded a Fulbright grant for an exchange visit to Belgium before becoming pregnant, and it was impossible and infeasible to schedule the visit for the last trimester of pregnancy. Does one go off for two months and leave a baby with someone? Does one go off to Belgium with baby (but with no husband in tow to watch baby) and hope that somehow a good child minder will be found? I did go off to Belgium — alone. Now that I am due for a sabbatical, I wonder what to do. At another time, I might have contemplated a semester in London but, now, that seems rather difficult to manage.

In conclusion let me say that I do think that law is a better career for women than business. The number of transfers, the requirement of frequent travel, the likelihood of overseas postings - all combine to make a high-powered business career extremely difficult to handle along with marriage and children. I am married to a management con-
Sheldon S. Sandler, Chairman of the Labor Employment Law Department of the Wilmington, DE, firm of Young, Conway, Stogart & Taylor, was appointed to the Delaware Court of Chancery Litigation Rules Committee.

67 Jay Applebaum, of New York, was named Counsel of Teachers Insurance and Annuity Association - College Retirement Equities Fund.

The Honorable Philip S. Carchman awaits Senate confirmation of his appointment as Superior Judge for the State of New Jersey.

Michael M. Coleman founded his own consulting firm, Coleman Legal Search Consultants, engaged in the recruiting of law and financial professionals. Edward F. Mannino, of Philadelphia, was appointed to a three-year term on the Board of Overseers of the University of Pennsylvania School of Arts and Sciences.

67 Professor James F. Flanagan, of the University of South Carolina Law School, served as Co-reporter for the recently adopted South Carolina Rules of Civil Procedure and was co-author of the recently published South Carolina Civil Procedure.

Ronald B. Glazer, a partner in the Real Estate Department of the Philadelphia firm of Cohen, Shapiro, Fisher, Sheinman & Cohen, was elected Vice-Chairman of the Philadelphia Bar Association's Real Property Law Section. Michael Skladroff, of the Philadelphia firm of Ballard, Spahr, Andrews & Ingersoll, is a partner in that firm's Business and Finance Group.

Jonathan M. Stein, Director of Community Legal Services of the Commonwealth of Pennsylvania, was appointed by the Chief Judge of the Third Circuit Court of Appeals to its Task Force on Attorneys' Fees. He co-authored its Report presented at the Third Circuit Judicial Conference in October 1985.

William V. Strauss, Chairman of the Real Estate Department of the Cincinnati, Ohio firm of Straus, Troy & Ruednitz Co., L.P.A., is President of that firm's affiliated title insurance agency.

Dennis R. Supplee, partner in the Philadelphia firm of Schnader, Harrison, Segal & Lewis, was elected to the Board of the Main Line WAC.

68 John C. Quinn is Senior Investment Manager and Director of Chase Manhattan Trust Company (Hong Kong) Ltd., responsible for global investment management.

Thomas A. Reed, of New York, specializes in Federal Regulatory (FCIC) Banking with NYNEX Service Company.

Gordon W. Wilcox, a partner in the Seattle, WA firm of Riddell, Williams, Bullitt & Wadishaw, is the proud father of his first child, Virginia, born September, 1985.

Richard M. Saul, of Seattle, WA, was appointed Deputy Attorney General of the State of Washington.

Richard M. Volden, of Venice, CA, was recently married and is the founder of Operation California, an international relief agency now working in 23 countries. Mr. Volden won the President's Volunteer Action Award and CBS-TV has purchased the rights to his life story for a movie to appear in mid-1986.

73 Kenneth E. Aaron, of Philadelphia, is a partner at Garfield & Wolkoff. He wrote an article on "Claiming in Community and Futures" which appeared in the January 1985 issue of The Practice Lawyer.

Mark I. Bernstein, a partner in the Philadelphia firm of Hunt & Krieger, was recently appointed to the Board of Directors of Philadelphia for Recycling, a non-profit group dealing with Philadelphia's trash disposal and litter problems.

Jeffrey Blumenfeld left the Antitrust Division as Chief of the DOJ's Antitrust Staff and formed his own firm, Blumenfeld & Cohen, 1726 "W" Street, N.W., Washington, DC 20036.

Laura Ross Blumenfeld was appointed an Assistant U.S. Attorney for the District of Columbia in November, 1984, and presently is with the Grand Jury Section of the Superior Court Division.

The Honorable Marshall J. Beeger was named President Reagan as Chairman of the Administrative Conference of the United States. He was sworn in by Vice-President Bush in a ceremony in Washington, D.C.

Joseph P. Covelio has formed the partnership of Covellio and Miller with offices in Clark Summit, PA, specializing in Civil Litigation and Corporate Law.

John B. Heron is an Associate in the Real Estate Department of Montgomery, McCusker, Walker & Rhodes, Philadelphia.

G. Christopher Meyer has been involved in the Commercial and Insolvency practice area of the Corporate Department of Square, Sanders & Dempsey in Cleveland, Ohio.


Stephen D. Kramer, of New York, a partner in the firm of Kevin McCarthy Associates, a bilingual (French) firm, specializes in the representation of foreign business interests in the United States.

Paul A. Lester, a partner in the Miami, FL firm of Shapiro, Lester & Almson, P.S. is listed in the tradebuyer "Red book" of nationally-recognized bond counsel.

Donald B. Lewis, of Philadelphia, published the OP-Ed article entitled "Congress Should Leave the RICO Act Alone" in The Philadelphia Inquirer of 11/12/85. He also authored the Fall 1985 "Trial Balloon" feature for Litigation Magazine.

Melanie J. (Aronson) Rowland is a senior attorney with the Seattle, WA Regional Office of the Federal Trade Commission.

Manuel Sanchez, a partner in the Chicago, Illinois firm of Hershfield, Carwile, Markham, Poland & fules, is engaged in a comprehensive commercial insurance and general practice; his firm has offices in nine Illinois cities.

Charles Tribbett and Susan Schaefer Tribbett, of New York City, continue to practice immigration law in partnership as Schaefer, Tribbett and Schaefer.

Rory H. Wepner is a partner in the Westfield, NJ firm of Lerche, David, Litenberg, Krahmel & Mentlik, specializing in patent, trademark and copyright law.

75 John E. Fitzgerald, III, was elected to the Executive Committee of the California Bar Association. He and his wife, Nancy, gave birth to a baby girl.

Vance Fort of Washington, DC, was appointed Deputy Assistant Secretary for Policy and International Affairs by Secretary of Transportation, Elizabeth Hanford Dole.

Diane Levine Gardner is Assistant General Counsel at Boston University. She and Michael Gardner are the parents of two children.

Michael Gardner is a partner in the Boston firm of Mintz, Levin, Cohn, Ferris, Glovsky & Popeo.
IN MEMORIAM

11 Ramon J. Toro
Clinton, CT
November 5, 1985

25 Harris C. Arnold
Bennett Square, PA
January 9, 1986

28 Hugh P. McFadden
Helftontown, PA
December 17, 1985

31 Martin L. Robbins
Sherman-Oaks, CA
October 20, 1985

33 Keith B. Beverly
Philadelphia, PA
November 20, 1985

35 Albert B. Feldman
Philadelphia, PA
May 19, 1985

36 Harry Clark
Wyncote, PA
January 4, 1986

John B. Bengler
Lancaster, PA
December 10, 1985

Edward M. Watters, Jr.
Waynesburg, PA
January 10, 1986

38 Honorable Sidney R. Granite
Woodbury, NJ
February 11, 1986

39 W. C. Cahill
Philadelphia, PA
December 1, 1985

82 Leon J. Dobkin
was sworn in as the new Assistant U.S. Attorney by Judge Chief Judge Alfred L. Jucoski of the U.S. Court for the District of Pennsylvania in January, 1986.

Arthur S. Gabinet has joined the Trial Team in the Philadelphia firm of Dewey, Price & Rhodes.

1982

Jack R. Wiener, of New York, has joined the firm of Willkie, Farr & Gallagher as an associate in their Corporate Department.

83 Theresa M. Barrett, of New York, specializes in the representation of venture capital firms for the firm of O'Sullivan, Gray, Kelleher & Gross.


Glen R. Cornblath practices real estate law with Saxonoff, Weaver & Rubenstein, Ltd., Chicago.

Kemp C. Scales, of Eric, PA, has merged his firm now known as MacDonald, Illig, Jones & Betten, Timonium, P.A.

Marc J. Manderscheid is associated with the St. Paul MN firm of Dreyfus, Rambler & Bueller, PA.

84 Leonora L. Barsky is a second-year associate in the firm of Dewey & Uptick, New York City, specializing in labor, employment and employee benefits.

John J. Buullo is with the Philadelphia firm of Duane, Morris & Heckscher. He was married in 1984 and is the father of Erica Ann, born in 1986.

Patrick W. Kelley, LL.M., of Washington, DC, was promoted to Commander of the Judge Advocate General's Corps of the U.S. Navy in 1985.

85 Scarlet of Pennsylvania is working with Barnes National de Paris in New York City. He was married in June, 1985.

Lynda Russell, LL.M. is the Digest Editor for Ontario Lawyers Weekly.

86 Chanachon Paneeceht, of Bangkok, Thailand, is associated with the firm of Vicky, Prapana, Prasim & Suthers, Ltd.

Tavecchio of the District of Columbia's International Protection subcommittee of the Parent, Trademark and Copyright Section's Committees.

83 Michael T. Terrier, LL.M. is working with Banque Nationale de Paris in New York City.

Jean-Michel Terrier, LL.M. is working with Banque Nationale de Paris in New York City. He was married in June, 1985.

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