

ABA Senior Lawyers Division
Women Trailblazers in the Law

ORAL HISTORY
of
CARLA A. HILLS

Interviewer: Janet McDavid

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CARLA HILLS INTERVIEW 3/1/07

CH:

I was born in Los Angeles. I have a brother who is 16 months older than I. My father was a self-made man; my mother was a homemaker, and I had a very nice childhood. I went to public school through the seventh grade; in eighth grade I went to a private girls' school called Marlborough. It had, and has, a high scholastic standing, and a big sports program. I was a great tomboy and I had a very good time at that school. When I graduated, I went to Stanford. I had hoped to go east to school, but my father was opposed to that, not because he disliked the East---indeed, he came from the Middle West---but he was afraid that if I left California and became interested in activities on the East Coast, I might not return to California, and he wanted to keep his family together. So I went to Stanford, and I had a very good time there. It was a wonderful institution, and still is, and many of my best friendships were formed during high school and college.

I went to Stanford on its so-called 3-3 Program (I don't know whether it still exists, but it entitles one to get an A.B. in pre-law in three years and then go directly to law school for the succeeding three years thus obtaining both an undergraduate degree and a degree from law school in six years). I was just rushing along with that plan in mind when I walked by a bulletin board at Stanford and saw that there was a competitive international program to go to Oxford for a semester. I decided to apply for it, and I did, and for some reason they selected me. So I went to Oxford during the spring quarter of my junior year. When I returned in the fall, I visited the Dean of the Stanford Law School, Carl Spaeth, and asked him whether or not I was still eligible -- I had sufficient credits -- but would he accept me into the 3-3 Program. To my surprise he said, "Little lady, why are you in such a hurry? Why don't you get your A.B., and then you'll have a choice of *any* law school?" I was absolutely shocked. I thought my goodness; maybe Stanford *isn't* the best law school. So I asked him, "What law school do you think is the best in the country?"

He said, "Well, if I were your age, I'd go to Harvard or Yale."

That shocked me, too. Here's the Dean of the Stanford Law School recommending competing law schools! And I said, "Which of the two?"

I recall that he said that his son was at Harvard, and then went on quickly to say, "If it were me, I would pick Yale, because of a stronger faculty-student ratio."

JLM: Now what made you want to go to law school?

CH: I read a lot of books as a youngster, and it seemed to me that those who had made a contribution in our history – and I was a big history buff – were usually trained in the law. I was a great admirer of Alexander Hamilton, and I remember reading Gertrude Atherton's biography of Alexander Hamilton while I was in grammar school, and I thought that is the training one needs if one wants to make a contribution. My father was not a lawyer – he was a wonderful business man and would have made a fabulous lawyer; he was extremely bright and very articulate, but he didn't have that opportunity. As a result of my conversation with Dean Spaeth, I did apply to Yale. In fact, I only applied to Yale, which is just amazing when I think about it. Most youngsters today apply to a number of schools, whether for college or for graduate school. Thank goodness Yale Law School accepted me. I don't what I'd have done if they had said, "Sorry; class is full."

So I went to the Yale Law School in the fall of 1955, and I loved it. It is a wonderful institution. It was a real window opening for me. I'd never visited, much less lived in the east. I'd never seen snow. I loved the professors, the Socratic Method. I got to know J. W. Moore, who wrote the famous treatise "Moore on Federal Practice," and worked for him. It was a very stimulating, exhilarating three-year period. The only down side at the beginning was that my father, again, disapproved of my going east to the Yale Law School. When I told him that I had applied, he said, "I won't pay for it. I don't want you to go out of the state. You'll meet someone there and marry, and I will be very unhappy."

And I said, "I did it your way for college; now I'm going to do it my way for law school." I had worked every summer from the time I was 14 or 15; I was a regular summer employee at the Bank of America first as a bookkeeper, and then as a teller. And so I had enough money to pay my way at least through the first year of law school (in those days, tuition was no where near as stratospheric as it is today). And you know I loved my dad, and my dad loved me. In fact he melted after the first year. I would write my mother, and my mother would write me and say, "Your dad is cross because you didn't do what he told you to do, but I do notice that when we go to the country club and his friends say 'What is Carla doing?' and he says 'Well, she's at the Yale Law School,' they say 'Oh my, you must be so proud! Mom reported that gradually he was beginning to be so!'"

So late in the first year my dad and mother came back to visit me. That was not perfect visit, because I lived in a very unattractive five-story walk-up, and I can remember him looking at me and at my one room, and saying "I cannot believe that I brought you to this!" But I loved it; it was all mine. I loved it there in New Haven.

I graduated from Yale in 1958 and did do some interviewing with New York firms, just for the fun of it, although I was pretty sure I was going to return to California. First of all, my husband – now and then soon-to-be – had established law practice in Los Angeles with a firm, but I did interview on the east coast. When they said, "We'll only interview the top ten percent of the class," I thought, well, I qualify. I want to go in and see what they're talking about. And as soon as I walked in, they'd say "What we believe is the appropriate specialty for women is trusts and estates or marital law," and those were not my interests.

JLM: Going back to what they thought of the women, tell me about the role of women in your class – let's go back to the women in the Yale Law School at the time you were there, too.

CH: At Yale Law School in the late 1950s there were not many women. I think our class started with seven; we had a class of 177. Some postponed graduation because they got married, some stayed back a year. So my recollection is that we had about five women graduate in the class of 1958, a small percentage of the total. And I've stayed in touch with some who did graduate. Most of them are not practicing now, but I believe that one is.

JM: Let's go back to your interview after law school.

CH: Well it became apparent to me that, if I wanted to do something in litigation --- and that was a big interest at that point in my life--- it probably would not be with a law firm. And having worked with J. W. Moore, I was particularly interested in litigation in the federal courts. So I decided to interview in Los Angeles and San Francisco. And frankly, Los Angeles was much more progressive in those days than San Francisco. San Francisco, in those days, had two or four lawyers per office; Los Angeles was much more open, seemingly much more collegial. Although when I went to Los Angeles – and this would have been in 1958 – there was not a single woman partner– we're talking about then a county of about 10 million people. The Los Angeles County Bar Association did not permit women to be members of its Junior Barristers' program which was created for lawyers below the

age of 36. It is hard to believe that the Country Bar Association had a Junior Barristers program for men up to and including the age of 36, but not for women. And, of course, it is in the younger years – between, say, 24 and 36 -- that lawyers get to know their colleagues in the Bar, so that was really quite surprising to me. In any event, in looking and interviewing for a job, I visited a number of law firms including one I had worked for during the previous summer. But I decided to apply to be an Assistant U.S. Attorney. I decided that's what I would like to try, and I went in for an interview. Happily, they did not have any kind of political limitation. The U.S. Attorney, Laughlin Waters, was a wonderful man, who subsequently became a judge. He looked at my transcript and hired me on the spot. So that was very nice.

JLM: Did you perceive any discrimination in the U.S. Attorney's Office at the time you were interviewing?

CH: I don't recall any discrimination in the office; but in court I did. There were some judges who would remark on the fact that they would rather not have a woman in the courtroom. You know, judges like the rest of us, have all kinds of personalities. There were some who bent over backwards to be super-courteous. I recall one who regularly took me out of order as a courtesy, which was very embarrassing. Either way it's wrong, but anyway, you take the hand that you're dealt. I stayed at the U.S. Attorney's Office for three years, actually a little under three years, when Rod and I formed a law firm with four other lawyers. The firm was called Munger, Tolles and Hills; it is now called Munger Tolles and Olson.

JLM: What sorts of matters did you handle while you were in the U.S. Attorney's Office – civil litigation, criminal litigation . . . ?

CH: Both. I was assigned to the civil side, and the Chief of the Civil Division was Richard Levine, a fine career government lawyer. In fact when I came back to the Justice Department to head the Civil Division in 1974, I asked him to be my deputy. We had a close personal relationship, and he was a wonderful lawyer. But while I was working on the civil side in the U.S. Attorney's office, the Criminal Division was often overtaxed, and I made it clear that if they ever wanted to tap me to handle a criminal case, I'd love to do it. And so I handled a number of narcotics, white-collar crime, and other kinds of criminal cases. I had very interesting, diverse assignments.

JLM: Well did litigation live up to your expectations from law school?

- CM: Oh, yes. I was active in all kinds of cases that were very, very interesting, and it gave me the opportunity to meet all the federal judges and just about everyone who practiced before the federal bar. And as a result, I was elected President of the Los Angeles Chapter of the Federal Bar Association. I don't think that I would have had that opportunity if I hadn't been in a setting where I would meet people every day, and I really liked it very, very much. And even when I left to join the law firm, I was still a federal litigator. When I and my colleagues first talked about forming the firm, they laughed and said, "We need you!" That was because none of them were litigators. And I took cases not only into the federal court, but also into the Los Angeles Superior Court.
- JLM: So how many of you formed the law firm, and in what year would that have been?
- CH: We formed the law firm in 1962 and there were Charlie Munger, Roy Tolles, Rod Hills, and Dick Esbenshade, Fred Warder, and myself -- so a total of six. The others were all from Musick, Peeler and Garrett. It probably wouldn't have happened, but the firm Musick, Peeler put Rod on an accelerated schedule for partnership, and after four years, offered him a partnership, which was unheard of in those days. Rod came home and said, "You know, I can't be a partner and leave; that's just not a fair bargain. And I don't want to stay. What would you think if we started a firm?" And when he went in to tell Charlie Munger, the partner who recruited him that he wasn't going to stay, Charlie said, "Well if you don't stay, I'm leaving, too." And Roy Tolles said the same thing. And so they've been close friends ever since. Fred Warder passed away at a very young age, and Dick Esbenshade is a dear friend, and he's still practicing.
- JLM: That must have been a gutsy thing to do, both of you putting all of your eggs in one basket in terms of being able to support your growing family.
- CH: We had a new baby, a new mortgage and a new law firm, all in the same quarter. But it worked.
- JLM: How did you balance all of that?
- CH: With vigor. [laughter] You know, I tried to be a good mom; we always lived within about 20 minutes of my office, less, if possible. I still do. When we moved to Washington D.C., I would not locate our home in the many lovely areas across a bridge because of the commuting delays.

Living close by work in Los Angeles, I could get home at lunch when they were very little. And I stayed up late. I'm blessed with good health. I don't think I could have done it except our children also had good health because I did work very, very hard.

JLM: Did you have help at home?

CH: Oh, absolutely. I've only had three housekeepers: The first was a wonderful woman from the South, and when I interviewed her at the agency, I said, "Mrs. Griffith, how old are you?"

And she said, "Mrs. Hills, my working' age is 55."

JLM: So how old do you think she really was?

CH: I think she must have been 10 years older than that, but she was wonderful. Quite stern, but with a twinkle, and she stayed with us until her retirement. We took a sabbatical in '69 to Harvard (our firm was one of the first, I think, to have a sabbatical program). Millie our housekeeper was not able to go because she had contracted rheumatoid arthritis, so she stayed in our house in Los Angeles, and we kept her employed. I then hired a young woman from Belgium, Nellie Spoelders who was just the opposite, in every respect. And she came with us in 1969, and stayed with us until 1978 when my mother became frail and ill. I said to Nellie, "You know, I think I can find another housekeeper, but I don't want to put someone in my mother's house whom I do not know and trust." And she said, "I'd love to do it." She stayed with my mother for the next ten years, until my mother passed away. Then I interviewed and found a wonderful Filipino woman who is one of the most noble human beings I know. She has now been with us since 1978. She put seven relatives through college; she is dedicated and works hard. She's older than I am. Now I am waiting on her, but she is a love . . .

JLM: But she's family.

CH: She is family, absolutely. And so that's the story of our home life. And the kids loved all three. You know, I pitched in; I like to cook, but it was nice to have someone there. I wanted someone there when the children came home from school. I also needed help carpooling during the period that Nellie was with us. She carpooled like crazy because Megan, our third child, was an ice skater and loved to ride horseback. Our son was interested in music. Our children all had different interests. In addition, I interviewed at American University which is

close to our home for a student to help out with the driving. I hired a wonderful pre-med student, because Nellie and I just couldn't take care of all the assignments that the kids could come up with. And we wanted them to be able to do what interested them, whether it was music lessons, skating lessons, after school sports, or horseback riding. These were things they wanted to do. Also, I worked very hard to try to get their calendar on my calendar. I would always go into school the first day of the school year and say, "I need to get on the calendar when you have the Christmas play, when you have any other activity that you know that other parents will be attending so that I can be there. It's really important to me." And for the most part, the schools were quite cooperative. I told many judges, when they tried to put a case down for hearing on a specific date when one of my children had a special program: "I'm so sorry; I have a commitment that day." And no one ever cross-examined me about what that commitment was, whether it was personal or competing work; they just found another date.

JLM: So you didn't elaborate on what it was about?

CH: No.

JLM: I always used to take my son to the bus stop on the first day of school in elementary school. You know, we had video cameras and still cameras, and all this stuff. In the fifth grade I had to go out of town. And so I explained to him that I wasn't going to be there. . And he said, "Thank God."

CH: Well, I may have gotten some of that too because I was definitely there, and there were probably times when they wished I'd disappear.

JLM: So you started your law firm, the six of you, at the beginning of 1962.

CH: That's right.

JLM: Where were you located?

CH: In Los Angeles, in the Tishman Building on Flower Street. And that worked very, very nicely. In 1973 I went to UCLA and taught as an Adjunct Professor. During that period, I also was doing a lot outside the office. I was very active in the Bar work (as I suspect you are, too), in both the Los Angeles Chapter of the Federal Bar Association, the Los Angeles County Bar Association, and the Los Angeles Women Lawyers' Association.

JLM: Why don't you tell me about that.

CH: The Women Lawyers' Association was partly born out of the fact that women were not admitted into the Junior Barrister's group of the Los Angeles County Bar Association. As a result, women created their own group. So it was a substitute group. I never thought it was a real substitute because you can't take 150 women and create the same interactions, collegiality and contacts as if you had put them in the much larger Los Angeles County Bar Association. In fact, when they asked me if I would serve as president, I said, "You know, my platform will be to abolish the group and get us into the LA County Bar Association." The LA County Bar Association changed the rules to admit women into the Junior Barristers just as I turned 36 which meant I was too old to be a member of the "youth group".

JLM: And would have been eligible on your own merit.

CH: Prior to about 1970 eligibility in the Junior Barristers, a division of the Los Angeles Country Bar Association, was based solely on being a male lawyer under the age of 36. But the restriction against women members didn't affect me so much, because Rod was active in the Junior Barristers. I met other lawyers through Rod; they put me on bar association committees. A woman lawyer under the age of 36 could be appointed to a bar committee, if the committee chairman knew her and knew that she had an expertise in a relevant area or could make a contribution. I don't look back and feel at all that I was hampered, but I do believe that some women were hampered because their talents were not known, and it bothered me; I thought it was unfair. But the County Bar did change, and the Los Angeles Women Lawyers' Association did not abandon its principles. It still exists; it continues to make a contribution. It creates the opportunity to create friendships, and it provides support. I think it is quite constructive.

JLM: When were you president of the Women's Bar Association in Los Angeles?

CH: It was '1964.

JLM: Were many women practicing law in Los Angeles at the time you started?

CH: In the sixties there were an increasing number of women lawyers. Law schools were graduating more female law students, but it was a

relatively small number. As I recall, the Los Angeles Women Lawyers' Association had about 200 members who represented all the women, young and old, practicing and non-practicing, in this big county. Some of them were just women who had gotten a legal education and weren't practicing at all. But, as I say, when I started, there were women lawyers, but no women partners in Los Angeles firms. I believe that Beardsley, Hufstedler & Kemble was the first. Chuck Beardsley was president of the State Bar of California, and the Hufstedler in the firm was Seth Hufstedler, Shirley Hufstedler's husband. Shirley practiced at the firm but she was not a partner. She subsequently served with great distinction as Secretary of Education. At some point the firm made Helen Kemble a partner. My understanding is that she had served as Chuck's secretary for a number of years. I guess today we'd call her position an Executive Assistant or paralegal. Chuck made her a partner, finally. But firms like O'Melveny, Gibson Dunn, and Latham & Watkins had no women partners in the 1960s.

JLM: We'll go through and fill in the dates when we have a draft of the transcript; we can fix all that.

CH: To share with you an anecdote: Rod clerked on the U.S. Supreme Court, and decided he wanted to go back to California to practice. He thought I would probably return to California; we were not married then. When Rod interviewed at Musick, Peeler and Garrett, he told Stewart Peeler, one of the name partners, that his wife to be, his fiancée was at the Yale Law School, Stewart said, "And what in the world will she do?"

And Rod said, "Well, she'll practice law."

According to Rod, Stewart said, "I can't even conceive of that."

And we all smiled over that, because when I left my first cabinet position in 1978, I talked with my former colleagues at our former firm then and now known as Munger, Tolles and Olson for quite a while about opening a Washington office for the firm. I almost did. But I could tell that members of the firm felt uncomfortable – they wanted to stay a one-state firm. So I opened the Washington office for the Latham firm under the name of Latham, Watkins & Hills.

Rod said, "What in the world would Stewart Peeler have thought? You are opening an office for his law firm, and his partners added your name in Washington D.C., and he thought it was shocking to imagine a woman practicing law!" So that shows how much change occurred in

what I think is a very short period of time, but of course, it was a couple of decades.

JLM: That really is quite stunning.

CH: Things have changed a lot.

JLM: Thank God. Well that's precisely why we want to do projects like this, is to capture all of that.

CH: How different it is?

JLM: Exactly.

CH: In the 60s when people would say to me, "Do you think there's a glass ceiling? Do you think that law firms will refuse to make women partners?" And I would say "No, they will change; but right now we don't have a large enough talent pool." You know, you can't take five people out of a law school class of say 300, which is less than two percent, and expect that you will have the same breadth of talent from which you can pick as you might with the other 98 percent. First of all, you have to have women who want to study law. I think as women entered the professional workforce, they gravitated to the law first, then business, then medicine, then engineering, and then science. But it was like waves, a result of the choice of the training they desired. Once they received the training, it was clear that they could do the job, and do it well. So they will increasingly be hired in professions that earlier were closed to them. Right now, at many, many law schools, a majority of the students are women – a majority. And they are being hired.

Now their challenge is to figure out how they are going to juggle their career with their family responsibilities and decide whether they like the practice of law, or for that matter medicine, engineering or science, enough to stay at it. The law practice has changed quite considerably over the past 25 years – firms have gotten much larger, much more impersonal, and law practice is, in many instances, more of a commodity and less a creative endeavor. And so it's harder for a law firm to keep a bright person who wants something creative to do, but they will find things they like and that challenge them. Maybe some will go out and start a business, for I believe that a legal education prepares one to do a number of things. I think it is an extremely a valuable education.

JLM: Law schools teaches you a way of approaching thinking and reasoning through problems, and that's applicable in so many things.

CH: A lot of people have called over the years to say, "Will you talk to my daughter?" Or a young woman will meet me at say the Council on Foreign Relations and ask, "Can I come in and see you?" And some of them now state: "I'd rather get an MBA, because then I'll be in line to run something, and I don't have confidence that, even if I'm great, I will be asked to run a law firm."

Well, law firms aren't run by a single person, for the most part . . .

They are just too big, and it's a very different kind of an assignment than 25 years ago. In corporations you can come up multiple ladders. You can serve as General Counsel and be selected to become CEOs, or you can come up through marketing, some Marketing Vice Presidents are selected to become CEOs, or you can come up the finance side. There are so many potential paths to the top. Frankly, I always say to young people, make your blueprint for the future short, not longer than say five years, because if you were to write down what you think you want to do, chances are your thoughts will change at least somewhat over the next three to five years. Trust me! I never dreamed of coming to Washington, never in a million years.

JLM: Well, you started with the U.S. Attorneys' office and then formed a law firm – had that been on your radar screen at the time you went to law school?

CH: No, absolutely not.

JLM: How did you run your law firm with the six of you, to start?

CH: Our firm was very collegial in every respect even with respect to remuneration. We'd sit around the table and put on a slip of paper what each of us thought we had earned. We all knew what the net income was. And to my recollection nobody ever put in a slip of paper that was more than what their colleagues gave them; it was always less. There was always a sort of a self-effacing, not over-reaching attitude. So it was a wonderfully collegial group even as it grew. And we grew quite fast. We tended to hire disproportionately from the U.S. Supreme Court, because of Rod's clerkship on the Court. He attended the annual reunions of the clerks to Mr. Justice Stanley Reed. He served as Justice Reed's last law clerk. Returning to see the Justice and having a reunion with all the Reed law clerks was a wonderful

way to come back to the Court. He would use the occasion to recruit from the pool of current law clerks. As the firm hired two or three, they had their own reunions. Early on we were too poor to travel around to recruit at a lot of law schools. But after five years, I think we had more Supreme Court law clerks than any firm in the country.

JLM: That's wonderful.

CH: The firm was just a lovely, lovely place. And it still is. It is made up of wonderful people.

JLM: Now what was the nature of the practice at your firm during that period?

CH: We had a broad business practice. We did labor law, corporate law, and tax for businesses---just as you would expect with Roy Tolles and Charlie Munger in the firm. And we did litigation.

JLM: And were you the litigator?

CH: I did most of the litigation in the federal courts and Fred Warder did a lot in the state courts. But as we gradually hired more lawyers, I began to concentrate on antitrust practice. A wonderful lawyer here in DC, Jim McKay, who is a partner in Covington, came to Los Angeles and wanted to hire local counsel in an antitrust case involving pipe. And he hired me to be his local counsel on the concrete pipe price fixing case. After that I got another case, and another case, and pretty soon, I had quite a background in doing that kind of litigation. Then I taught antitrust at the U.C.L.A. law school on an adjunct basis. If you had asked me in the early 1970s, what was my specialty, I'd have said antitrust law.

JLM: You had mentioned that in 1973 you started teaching at UCLA. Were you teaching antitrust?

CH: At UCLA I taught antitrust, yes. The antitrust professor -- I don't remember either his name or the circumstance -- didn't come back, and Murray Schwartz, who was Dean, called me and said, "Can you come down and do this for me?" And I talked to the law firm about it, and I said, "I'd really like to do this. I can do it and I can handle the practice, too." So I did both. It was a very fine experience. I came very close to staying at U.C.L.A. I really did. I enjoyed it so much.

JLM: How long did you teach?

CH: Only one semester. 1973 was a very tough time; we were in the Vietnam War, and my students were very, very concerned about being sent to Vietnam. And I gave a lot of time to student meetings. I'll never forget standing in my little professorial cubicle, looking out the window and talking on the telephone to one of the partners in my firm – I think I was talking to Ron Olsen--catching up on what was going on downtown at the firm – and I said, "Ron, you won't believe this; I just saw two police motorcycles come in – no, four – no, six – no, eight – no, ten –"until I got up to about 50. And they were doing a sweep through the campus because a fire had been started in the Administrative building, and protesters had taken over the building. And one of the big unintended consequences was that this protest took place at the same time of our law exams. The police picked up some of our students who were out on the law school stairs just taking a break and having a cigarette – which gives another good reason why one should not smoke!

JLM: There you go. There are a lot of reasons.

CH: Yes, and we had to work to get these kids who had nothing to do with whatever was ongoing on campus, released. While I was teaching that spring, Elliot Richardson, who was the Attorney General, came to Los Angeles. I think he had hoped to bring a woman into the Administration. In any event, he contacted me, and asked whether I would I come back and talk to him about being Assistant Attorney General in charge of the Civil Division.

And I thought, how strange! Doesn't he know that I'm an antitrust lawyer?

JLM: Tell me about your thinking, about coming to Washington, which involved leaving the firm?

CH: Well, I thought long and hard about it, even before I talked seriously to Rod about it. I think as a general proposition re-potting is good; it's good for plants, it's good for people. As I said to Rod, I'm not saying I'm going to do it, but I'd like to explore it; I'd like to meet the people who want me to explore it. And it was good. I thoroughly enjoyed the meeting with Elliot Richardson; he was a wonderful man and we subsequently became good friends. His deputy was Bill Ruckelshaus, who also is a fantastic person, and their Solicitor General was Bob Bork, who is very, very bright. I kept postponing coming – this was in the summertime, and about September I received a call from Elliot,

who said, "You know, I'm under considerable pressure; I need to have you come back."

And I said, "Can't you wait until the first of the year?" I had cases going on and so forth.

And he said, "No, I really can't." These were tumultuous times. Recall that vice President Agnew resigned October 9 in the face of allegations of taking bribes. On October 15, President Nixon named Congressman Gerald Ford to be Vice President.

I flew back to Washington in October, I believe on Wednesday or Thursday, October 17 or 18, and Rod met me here. I visited with Elliot and Bill and several people at the Justice Department. We had lunch with Elliot and his wife Ann. and she had advice about possible schools for our children. We looked at houses, we looked at schools, we made our final decision that I would go to Washington. We put a deposit down on a house in McLean, and on Saturday, October 20 we flew home to the Los Angeles airport where we had separate cars. I turned on the radio and found that Elliot Richardson and Bill Ruckelshaus had both quit over Nixon's insistence that they fire Archibald Cox. This was the weekend of the Saturday Night Massacre. I decided that under these circumstances I didn't want to come, so we lost the deposit that we had put on a house. I had been recruited by Elliot, I knew him, I felt comfortable with him, and I didn't know who was going to be Attorney General. But in the months following the White House personnel office kept calling and people at Justice contacted me. Bob Bork was enormously persuasive saying, "Look, this is really hard for me; I am trying to keep the Justice Department together. I need help . . ."

JLM: Bork was at this point the Acting Attorney General.

CH: He was the Acting Attorney General. And he was very, very persuasive. In January I came back to meet the new Attorney General, who was Senator Bill Saxby – I think he was selected primarily because it was thought, and it turned out to be true, that Senator Saxby from Ohio could be confirmed. These were very rocky times with Watergate and growing tension between the White House which had refused to release the tapes and the Congress, the Viet Nam War, which caused much public dissatisfaction, and the souring economy. I remember my interview with Mr. Saxby, and I was worried, because these were rocky times, that there would be political interference with my running of the Civil Division. In my meeting with Attorney

General Saxby I asked all kinds of questions like will I have freedom to hire and fire, how will the Attorney General exercise his discretion on cases we take to the Supreme Court, will the Assistant Attorney General be permitted to work directly with the Solicitor General on these sorts of issues. And after about ten minutes of this, Senator Saxby said to me, "Carla, are you only going to hire women?" I was so astounded by his question and felt that I was not getting through. So I said, "Do you know who your deputy is going to be?"

He said, "Larry Silverman, over at the Steptoe firm." I didn't know Larry.

And I said, "Do you mind if I talk to him?" He did not. I went over there and I was hugely impressed. I thought Larry was a fine lawyer and a wonderful human being.

So finally, in February of 1974, I did come. Tom Kauper was then head of the Antitrust Division. He knew of my interest in antitrust and this was during the period when the government was bringing the AT&T cases . . .

JLM: That's right – Tom worked on AT&T.

CH: And we worked together on that and a lot of other cases. I mean, he was very open and we worked well together. In addition in the Civil Division we handled the Mayday Riot cases, the Nixon Tapes cases, the Chicago redlining cases – we had so much litigation, involving both constitutional and statutory issues. It was extremely interesting. It was a fabulous experience.

And when the phone rang one Saturday a year later, saying "The President would like to see you," I had not a clue of why when I went in. Don Rumsfeld, President Ford's Chief of Staff, after a few pleasantries, said to me, "The President wants you to go to HUD."

I said, "HUD? I really think he needs me at Justice." Then I went in to see the President, who was just fabulous. President Ford was so knowledgeable about government. He knew everything about the HUD, what its mission was; what its budget was, because he'd served on the House Appropriations Committee for 26 years.

He said, "I need a manager at HUD." As I found out, he was so right. The first piece of legislation that President Ford signed after taking office in August of 1974 was the Housing and Community Development

Act of 1974. I arrived at HUD in March 1975. When I arrived I knew that I would have to testify on the budget roughly ten days later. (At that time the Federal Government's fiscal year ran from July 1 to June 30). I arranged a meeting with my team to determine how many housing units we were going to be able to process under this new legislation that fiscal year, which ended in June. When I asked the question, there was silence and they all looked at one another. To make a long, sad story short, the answer was none because the regulations to implement the legislation had not been drafted, notwithstanding the legislation was signed August 9th 1974, seven months earlier. Something went wrong; nobody was managing the store. That is much too long a time lag. The folks at HUD had not yet drafted the regulations, which meant they not only had to draft the regulations but then to put them out for comment for 60 days, assimilate those comments, and finalize the regulations. This could not be done by June 30. As a result, it was clear that we were not going to process any units in that fiscal year. I got a real beating-up when I told them that when I went up to testify on the HUD budget.

JLM: And who was your predecessor as Secretary of HUD?

CH: Jim Lynn, who became the Director of OMB after he left HUD.

JLM: So how did you begin to bring order out of this chaos?

CH: Well, we had very good people who were dedicated. I used to say that I had people at both ends of the spectrum that I did not deserve. By that I meant, there were some who worked very, very hard and were so caring about providing shelter for our low-income families and there were others who seemed to wonder the halls. This new program for housing was a very good program. It permitted the use of new, existing and rehabilitated housing so it focused on what was available in different localities. The new program for community development was also very good, for among the things it did was to return power to the states and localities through a block grant program. It recognized that there's no way Washington could know exactly what kind of housing or community development every locality needed. Some newer communities in the Southwest may need new units; some older communities in the Northeast may need to rehabilitate units or use existing units. I used to say the program showed that for the first time the Congress recognized that San Jose is very different from New York City and Phoenix is very different from Newark. Different communities have very different development needs; some need sewers, some need rat control, some need to rehabilitate housing, curbing, or

lighting. Previously, there was a view that "Washington knows best." Congress would say: "We have enacted for all localities a rat control program" or we have enacted for all localities a new parks program," The Community Development Block Grant program approached the needs of communities differently allowing the mayors to work with their electorates to address that community's top priorities. It provided funds but required them to hold hearings to enable members of that community to have a say in what the community most needed. The process also gave a stimulus to non-governmental organizations, which got organized to affect where the money went. It was a wonderful program, and I give President Ford a lot of credit for it.

JLM: Were there any other women in the Cabinet?

CH: Not in the Ford Cabinet. The President put together a wonderful and diverse cabinet of strong individuals without benefit of a transition period. When his cabinet members accepted appointment, there was no transition period for them. They had to hit the ground running. Present company excepted, it's hard to say that its overall talent could be exceeded. He kept the stars from the prior Cabinet – Henry Kissinger as Secretary of State, Jim Schlesinger as Secretary of Defense, and Bill Simon as Secretary of the Treasury. He brought in Bill Coleman, who graduated first in his class at Harvard, a black civil rights lawyer, who is a most remarkable man, and a fine constitutional scholar. He appointed in Elliot Richardson as his Secretary of Commerce, a man so experienced having held a number of prior cabinet positions and with such integrity; he appointed Ed Levi as his Attorney General, who had been president of the University of Chicago to add stature and to calm down fears at the Justice Department, which was so important at this time; he appointed John Dunlop a splendid labor lawyer from Harvard to head the Department of Labor. I think people too often forget that he inherited an economy with double-digit inflation and high unemployment. There was enormous hostility over the Vietnam War and cynicism toward government as a result of the Watergate scandal. We had marching in the streets of Washington, DC. President Ford ignored the political pressures and invariably sought to do the right thing for the country. For example, he pardoned President Nixon early in his term because he felt it was the right thing to do. With the country facing pressing economic issues in the midst of the Cold War, he did not want Congress, our government, and the American people distracted by impeachment proceedings that could last for three years or more. He paid a political price. He also gave amnesty to the Vietnam draftees who fled to Canada – a conditional amnesty – but he wanted to put all the divisive

things behind us, without saying who was right and who was wrong, and move forward to focus on the problems our nation needed to address. We were having enormous economic difficulty triggered in part by the oil price shock in '73 that lasted into '74. So he deserves a lot of credit for having the political courage to do the right thing even when it was not politically popular. Think about that today – how many elected leaders have his courage? And he reached across the political aisle to work very closely with the Democratic House and the Democratic Senate. We need that again.

JLM: When we spoke the last time, you had recently attended President Ford's funeral.

CH: I did.

JLM: Why don't you tell me about that, so we can capture that for the record, because I think that was very, very moving.

CH: Well, President Ford called me about two or three years ago, and said, "You know, when you're a President, they make a lot of fuss over your funeral."

And I said, "Don't talk about that."

He said, "Well, I have to tell you – I'm making plans and I want you to be an honorary pallbearer, and I want to tell you how it's going to work. My son Jack will be in touch with you on the details. I'm not going to have a big, elaborate funeral with caissons and all of that. But I will have a President's funeral, and I'll have pallbearers in Washington, and I'll have pallbearers in Michigan, because that's where I'm going to end up."

We talked a while, and then Jack did, in fact, call me, and of course, I agreed. The funeral was very, very touching. It was a cold day on December 30 when the plane carrying his casket touched down at Andrews's air Force Base. Many of the pallbearers were his former Cabinet colleagues. The pallbearers met the casket at Andrews, and followed it and the family in a procession of limousines into the city. The lineup of people on the streets at 6:30 to 7 o'clock at night when it was cold and dark waiting to see the motorcade go by was very moving. The procession went slowing up to the Capitol. The casket was carried up the east House stairs and placed in front of the doors to the House Chamber, commemorating the fact that President Ford served longer in the House of Representatives than any other United States

President. The casket was later taken to the Capitol Rotunda for the official State Funeral Service which took place on January 2, 2007. While the President was lying in state, thousands of people filed by his casket. And when you think that four out of ten Americans had not been born when he served, and yet somehow they were caught up in the solemnity of the occasion, and they recognized what a fine President he had been. And I think that as people think back on the things he accomplished in just 29 months— from bringing our economy out of recession to moving forward on deregulation. He opened up the transportation market – it never would have been as effective as it is today without deregulation; he deregulated stockbrokers who had fixed commissions and in so doing, he actually eliminated a lot of corruption, because when they could not compete on price, they competed by doing favors, giving gifts, providing trips, or what have you. As soon as the prices were deregulated, all that corruption, or I should say incentives toward corruption, evaporated. And he returned power to the people in the housing sector and with respect to community development. He accomplished so many good things for our nation that he deserves a lot of applause. He truly knew government; he was the only President in modern history who briefed the press on the budget of every department and agency, and that meant that he knew enough about every department and agency to tell the press what that agency's budget was and why. His deep knowledge came from his long years of service on the House Appropriations Committee. But most presidents don't have any idea of those details – they leave that to their OMB Director.

JLM: That's right.

CH: And he not only knew how and why the federal monies were spent, he brought down the double-digit inflation that existed when he took over to below five percent. He also brought unemployment down creating some two million jobs, which was a tremendous achievement in just 29 months. I obviously think very, very highly of him and think his accomplishments were just enormous.

JLM: Well, I think he's come to be appreciated in a different way.

CH: I agree. You know that some historians called him an "accidental president" and some have discounted his 29 months in office. But he made huge contributions to advancing the well-being of this country and leading us through a very serious constitutional crisis. He brought honor and dignity back to the White House. I recall his collegiality, his integrity, his hard work, his knowledge of government, his rapport and

ability to work with the opposition, and his affability an extraordinary combination of characteristics that when you think back on all the presidents in my lifetime, most fall short in at least one or two in these areas. Yet these characteristics are the ones that make a difference in how well government works.

JLM: Well, I tend to think of the word “decency” when I think of Gerald Ford.

CH: Yes, decency, integrity. He used to say he was brought up to be home on time for dinner, never tell a lie, and work hard, and he personified all those Middle West virtues.

JLM: Even as President.

CH: That’s right.

JLM: Well, when you got to the Cabinet, how many children did you have?

CH: I had four.

JLM: Four.

CH: All four had been born by that time.

JLM: And what were their ages?

CH: Our youngest, Alison, was in February 1975 four years old, and our eldest, Laura, was 13. Our son Roderick, Jr. “Rick” was 10 and our third daughter, Megan, was nine. So we had four children, with a nine years’ gap between the eldest and the youngest. Today three of the four are lawyers; the fourth one who getting her PhD is married to a lawyer. So as a family we are heavily into law. It is amazing. In fact our son-in-law who is the lawyer who is married to Alison, the one non-lawyer who getting her PhD in English Literature joined Munger, Tolles & Olson, the firm we started. So there is a certain continuity.

JLM: You showed me a wonderful picture of your daughter at your swearing-in ceremony holding your hand.

CH: That swearing-in ceremony, which was scary for youngsters. You go into the White House and all those in attendance are ushered into the East Room, which is a very big room. The President and the nominee stand on a riser with a family member holding the Bible, and the children are lined up there. They have to look out at the sea of faces

they don't know. As the Vice President greeted me and my family, a Marine guard said, "We'll have the children go right into the East Room, and you and your husband will stay here for a few minutes."

And I said to Laurie, our eldest daughter, "Take good care of Alison," because she looked very worried when she had to let go of my hand; she walked away with her head turned back looking at me, and I was thinking, all we need to do is have our little four-year-old get scared and start to cry. And I hoped that things would go fine, and they did. I have this wonderful series of pictures that a photographer took – click, click, click, click – where she is looking quite worried, and the next click she is looking up at Nelson Rockefeller and Nelson is looking down at her with a big smile, and the next picture she's hanging on to his finger for dear life [laughter], and somebody sent us all the eight pictures. So when he came to our home for dinner, he always would say, "Where's my girl?" He was a very affable, nice man.

JLM: I actually campaigned for him for President.

CH: Did you? You know, I recently was supposed to have dinner with Happy Rockefeller on the 22nd of February, and with the storms and the difficulties and everything, I didn't get up there. But I've seen her recently, and she's also wonderful.

JLM: Well, I campaigned in his presidential campaign, in 1968.

CH: Those were the days.

JLM: Tell me – how did you balance a Cabinet office position with all the other demands in your life?

CH: It was challenging, but I was used to working, and, I just think you have to get sort of organized and know what you can do. We tried not to book Sundays – that was the children's day. I did not recall having heavy travel obligations as HUD Secretary; but, I was looking back on speeches I gave in that period and I'd forgotten how many cities I visited. HUD has 78 area offices and 12 regional offices and a very long list of constituent groups. So I was traveling more than my recollection; I could see that from the speeches. My family knew that I loved them. They became very interested in public policy, and certainly heard a lot about it at the dinner table. Parents just do the best they can. And I always hope the old saying – "it is the quality of time" – works. We'll see at the end of the day, right?

JLM: Well, the children are grown; it seems to have succeeded.

CH: Well, I think they're wonderful kids, I really do, and they have wonderful families, so, so far, so good.

JLM: Did you have Nellie with you when you came to Washington?

CH: I did.

JLM: And you kept her during the whole time that you were in the Cabinet?

CH: Yes. She went out to California to stay with my mother at the end of 1978, and Josie came about six months later – I was out of government then – and Josie has been with us every since. So we had a lot of continuity. And I'm a strong believer – indeed, I said this when I was president of the Women Lawyers' Association back in California – I said to young women lawyers, "Your most precious assets are your children. You all want a good secretary, and I know that you treat that person with great respect during the year and generosity at the end of the year. So I caution against hard bargaining with someone who cares for your children. I believe they should receive both respect and generosity. If you give your secretary a month's bonus at the end of the year, why not the person to whom you entrust your children? And so we always paid the Social Security; we've never had any of that fooling around. That's because I believe strongly that the person who cares for your children should be respected as a professional. You shouldn't try to get a bargain in that part of your life. You want to buy a watch – go bargain. But in hiring someone to give care to your children, seek and pay for quality care. And I think professional women should think about the enormous value of having a good and honest person living in the house and setting a good role model.

JLM: With good luck.

CH: Good luck and good health are two indispensable ingredients.

JLM: Right – everything else is easier in those circumstances.

CH: Absolutely. What else can we talk about?

JLM: Talk a little more, if you would, about some of the other members of the Cabinet, how you interrelated with them.

CH: Three of the members of the Cabinet who focused on domestic issues were Bill Coleman, who was Secretary of Transportation, Elliott Richardson, who was Secretary of Commerce and me. And when economic issues came up, we always talked. I remember vividly Dick Cheney who was Chief of Staff. He was very, very open. He would regularly call me when there was an economic issue to be discussed with the President even where it did not involve a housing issue. And when there was an issue that did involve a disagreement between me and say OMB that would affect housing or community development, he would always append my memorandum to his summary of the issue to the President. I don't think they do that now; I think the Chief of Staff summarizes what the arguments are and makes a recommendation, so the President doesn't always see the memos from his Cabinet secretaries. Every President has a different style. I remember the Ford Cabinet as being quite outstanding.

JLM: Did the Cabinet meet regularly? I have a sense that the Cabinet doesn't meet often as a body today.

CH: It did meet regularly. In addition the President was very good at trying to reach out to hear diverse views. He would also have smaller group meetings, so that he would have foreign policy meetings that I would not attend, just as the foreign policy establishment wouldn't attend a small domestic issues meeting. I am certain the archives show quite frequent meetings. The Cabinet's gotten much bigger now. In the Ford days, we didn't have the Department of Energy, or Education, or Environmental Protection, so the President's scope of reference now is broader. The issues were covered, but for example environment and energy were in the Interior Department, and education was in the then Department of Health, Education and Welfare.

One might question: Are we wise as a people to multiply the Departments and agencies? I don't know. We have a Labor Department. Would it be preferable to have a Labor and Management Department? Why should they be adverse? Sometimes separation of responsibilities encourages a stove-pipe mentality and more turf friction that you'd like to see. But the Ford Cabinet was just superb. President Ford really wanted stars around him. Some presidents would rather *be* the star; I think President Ford wanted people of talent around him. He had a capacity to listen and to contribute quantitatively and qualitatively every debate. Again, I think it was partly because of his long years on the Hill, where he' participated in hearings. I've had some very able Congressmen say to me, "You know,

I have the best job in the world, because I can arrange to have experts in any particular field come and give me a seminar, and I can learn new things." And if you approach your job as Senator or Congressman in that light, that you're always learning, and you are likely to do a pretty good job.