The Regulatory Implications of Trends in Law Practice: Thoughts on the Data Reported in *Urban Lawyers*

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Urban Lawyers: The New Social Structure of the Bar[1] contains a wealth of data on the state of law practice in Chicago. The data, collected in the mid-1990s by scholars working under the auspices of the American Bar Foundation (ABF), is still fresh enough to convey a decent picture of how things stand. But that's not all. By drawing on their earlier study, *Chicago Lawyers: The Social Structure of the Bar*,[2] the authors were able to document the nature and degree of changes that have occurred in the Chicago bar from 1975 to 1995. The trends the authors discern are more or less national in scope, since law practice is now concentrated in metropolitan areas and practice in Chicago is reasonably representative of practice in those areas.[3]

Urban Lawyers gives little attention to changes in the regulation of law practice, but I want to speculate here about some possible regulatory implications of the practice trends it describes–i.e., implications for the norms by which lawyers are governed, the processes in which those norms are formulated, and the relative importance of various enforcement techniques. This article considers the implications of four practice trends: (1) ever more specialization, (2) a markedly greater share of private legal services going to corporate clients, (3) dramatic growth in the size of law firms and the percentage of lawyers practicing in large firms, and (4) increasingly bureaucratic forms of law firm governance.

Much More Specialization.

The growth in specialization that *Urban Lawyers* documents proves much more than the commonplace that general practitioners are a dying breed. More notable for my purposes are the *degree* to which lawyers now specialize and the proliferation of fields in which most of the practitioners are specialists.

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1. John P. Heinz, Robert L. Nelson, Rebecca L. Sandefur & Edward O. Laumann, Urban Lawyers: The New Social Structure of the Bar (2005) [hereinafter cited as Urban Lawyers].

2. John P. Heinz & Edward O. Laumann, Chicago Lawyers: The Social Structure of the Bar (1982). In each study, a random sample of nearly 800 lawyers drawn from all fields of practice were interviewed. Urban Lawyers at 6.

3. Census data suggest, for example, that the share of total lawyers' receipts from corporate and individual clients in Chicago corresponds to the shares in other major cities and that changes in the distribution of those receipts in Chicago are in line with national changes. *See* Urban Lawyers at 43.

One can gauge the degree to which lawyers specialize by compiling a long list of narrowly defined fields and determining the percentage of lawyers who limit their practice to one such field. Using a list of forty-one fields, the *Urban Lawyers* researchers found that one-third of their respondents confined their practices to that degree.[4] Comparable data from the earlier Chicago study suggest that the percentage of lawyers whose practices are this highly specialized is growing apace. Although the earlier study used a considerably shorter list of more broadly defined fields, only 23% of the respondents confined their practices to one field.[5] It is also clear that law firms are pressing associates to specialize much earlier than in the past; many are hired right out of law school to work in a particular department.[6] All this suggests that a substantial and growing percentage of lawyers are specializing to such a degree that their professional identities and reference groups–both at work[7] and in the organized bar–may now be more bound up with their specialties than with their status as lawyers per se.

The causal link between the specialization trend and regulatory change runs in both directions. Although specialization is largely driven by a proliferation of law itself, which stimulates demand for specialized expertise, the trend has surely been accelerated by regulatory developments–e.g., the lifting of advertising bans; a 1990 Supreme Court decision that enabled lawyers to hold themselves out as specialists when certified as such by private entities like the National Institute of Trial Attorneys;[8] growing malpractice exposure for lawyers who dabble in fields beyond their expertise; and detailed practice protocols established by specialized regulators such as the Treasury Department (IRS)[9] and in recent federal statutes such as the Bankruptcy Abuse and Consumer Protection Act of 2005.[10]

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4. URBAN LAWYERS at 37.

5. *Id.*

6. *Id.* at 292-93.

7. Sizable law firms are now divided into departments or practice groups defined by specialty field or type of clientele (e.g., venture capital groups or companies engaged in international trade). They offer services in many fields in which competence is understood to require specialization, and sometimes expand by inducing whole practice groups to move from another firm. As a result, lawyers in sizable firms draw many of their practice norms from colleagues in the same field or department, rather than from any firm-wide culture. The only countervailing force is the practice of staffing some projects for corporate clients by *ad hoc* teams of lawyers drawn from different departments or practice groups. *See* MILTON J. REGAN, JR., EAT WHAT YOU KILL: THE FALL OF A WALL STREET LAWYER 8 (2004).

8. Peel v. Attorney Registration & Disciplinary Comm'n, 496 U.S. 91 (1990).

9. *See, e.g.*, 31 C.F.R. secs. 10.33-10.38 (2005) (promulgating detailed rules to govern the preparation of federal tax opinions).

10. Bankruptcy Abuse and Consumer Protection Act, Pub. L. No. 109-8, 119 Stat. 23 (2005), *codified at* 11 U.S.C. secs. 101-1532 (various sections) (imposing advertising restrictions on "debt relief agencies," including consumer bankruptcy lawyers, and requiring those lawyers to certify the accuracy of the schedules of assets and liabilities filed by clients petitioning for relief under Chapter 7 of the Bankruptcy Code). In recent years, Congress has also lumped lawyers in other specialized fields together with related occupational groups for regulatory purposes. *See, e.g.*, 15 U.S.C. sec. 1692c(c) (Fair Debt Collection Practices Act).

The more pertinent question here is how the specialization trend may be influencing the course of professional regulation. I want to suggest that the trend is gradually doing so by changing the structure of the organized bar and the distribution of influence within it. When lawyers speak of their profession as "self-regulating," they usually have in mind the substantial role that general-purpose bar associations–the ABA and state and local bars–have traditionally played in formulating *general* norms of legal ethics for the state supreme courts to adopt to govern law practice across the board. But as lawyers have become highly specialized, both the regulatory "mix" and the structure of the bar have become much more elaborate.

In the 1950s, bar leaders began to worry that, as more lawyers specialized, they would form specialty associations and concern themselves "less and less with the problems of the profession generally [which are addressed] through the state and local bar associations and the [ABA]."[11] Since then, at an accelerating rate, practice specialties have become remarkably institutionalized. The United States now has over 1,000 bar associations, many of recent origin, that are not designed for lawyers generally or those practicing in a particular locale, but rather for lawyers who share a common specialty, clientele, practice forum, or work setting and therefore constitute relatively cohesive professional communities.[12] Some specialty bars, such as the Association of Corporate Counsel, which was formed in 1982 and bills itself as *the* bar association for in-house counsel, have become central players in shaping regulatory policy as it bears on their members.[13] Others issue specialized practice guidelines that in some cases may be in tension with the ethics rules that purport to govern lawyers generally.[14] Though nonbinding, these guidelines may influence practice in their fields more than the traditional ethics codes,[15] which may strike specialists as providing little more guidance than

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11. Charles Joiner, *Specialization in Law Practice*, 41 A.B.A.J. 1105 (1955).

12. *See* Judith Kilpatrick, *Specialty Lawyer Associations: Their Role in the Socialization Process*, 33 GONZ. L. REV. 501, 508 (1997/98).

13. In 2002, for example, the ACC filed comments on proposed SEC rules to implement section 307 of the Sarbanes-Oxley Act, some of which specifically addressed in-house lawyers. Comments of American Corporate Counsel Association on Proposed Rule: Implementation of Standards of Professional Conduct for Attorneys (Dec. 18, 2002), at http://www.sec.gov/rules/proposed/s74502/bnagler1.htm.

14. *E.g.*, AMERICAN COLLEGE OF TRIAL LAWYERS, CODE OF PRETRIAL CONDUCT (2002); *ACTEC Commentaries on the Model Rules of Professional Conduct*, 28 REAL PROP., PROB. &TR. J. 865 (1994); American Academy of Matrimonial Lawyers, *The Bounds of Advocacy*, 9 J. AM. ACAD. MATRIMONIAL LAW. 1, 6-39 (1992) (urging, among other things, that lawyers representing parents in custody disputes take the best interests of children into account in deciding how to proceed, even when doing so may be at odds with client wishes).

15. *See* Murray L. Schwartz, *The Death and Regeneration of Ethics*, 1980 AM. B. FOUND. RESEARCH J. 953, 959-60, 962. There are also calls for *binding* ethics codes tailored to practice in specific fields. *See* Richard E. Crouch, *The Matter of Bombers: Unfair Tactics and the Problem of Defining Unethical Behavior in Divorce Litigation*, 20 FAM. L.Q. 413, 435-38 (1986); Nancy B. Rapoport, *Our House, Our Rules: The Need for a Uniform Code of Bankruptcy Ethics*, 6 AM. BANKR. INST. L. REV. 45 (1998); Stanley Sporkin, *The Need for Specialized Codes of Professional Conduct*, 7 GEO. J. LEGAL ETHICS 149, 149-50 (1993).

"valentine cards [offer] heart surgeons."[16]

The general-purpose bar associations have tried since the 1950s to counter the centrifugal force of specialization by forming sections, which are open to all members but dedicated to a specific field of interest such as litigation, tax law, or business law. Section growth is affecting the distribution of policymaking influence *within* these associations,[17] and sections often take the lead in formulating association policy concerning the regulation of practice in their fields.[18] Overall, the proliferation of specialty bars and sections, and the attendant fragmentation of lawyers' perspectives, have made bar politics more fractious,[19] perhaps at the expense of overall bar influence on professional regulation.[20] And, because the growing percentage of lawyers who specialize in fields governed by federal law (e.g., tax law, securities, patents, and immigration) are likely to view federal agencies as their primary regulators, they may be less committed than others to maintaining the regulatory primacy of the state supreme courts and disciplinary agencies.

A Growing Share of Private Legal Services Goes to Corporate Clients.

Urban Lawyers reports that, in the aggregate, Chicago lawyers devoted half their time to corporate and other entity clients in 1975, but two-thirds of their time

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16. Letter from Professor Anthony Amsterdam to Grievance Committee of the District of Columbia Bar, *quoted in* TIME, May 13, 1966, at 81. *See also* Fred C. Zacharias, *Specificity in Professional Responsibility Codes*, 69 NOTRE DAME L. REV. 223, 224, 300-02 (1994) (finding a modest "drift toward specificity in the ABA's ethics codes over time but few provisions even in the current *Model Rules of Professional Conduct* that are expressly addressed to practice in a specific field, and arguing that the codes have mostly had non-regulatory aims such as promoting lawyer introspection and fostering a sense of shared professional enterprise).

17. ABA sections have gained a stronger voice in the House of Delegates over time, but in 2005 state and local bar delegates largely side-tracked a proposed reorganization that would have ceded still more power to the sections. *See* James Podgers, *ABA Meeting Ends with Two Busy Days: Tackling a Packed Agenda, the House Retains Association's Governance Structure* (Aug. 12, 2005)) at http://www.abanet.org.journal/ereport/au12house.html.

18. An early example was the role of the ABA Criminal Law Section in formulating the ABA Criminal Justice Standards in the 1960s.

19. The making of ABA ethics codes over time has become increasingly fractious, for example. *See* Benjamin Barton, *The ABA, the Rules, and Professionalism*, 83 N.C.L. REV. 411, 433 n.84 (2005); Ted Schneyer, *Professionalism as Bar Politics: The Making of the Model Rules of Professional Conduct*, 14 L. & SOCIAL INQUIRY 677 (1989). On many other issues that implicate questions of lawyer regulation, one is apt to find groups of lawyers on both sides. *See, e.g.,* URBAN LAWYERS at 50 (noting the gulf that exists between plaintiffs' personal injury lawyers and the insurance defense bar on whether there has been an unfortunate "litigation explosion" in their field).

20. "The integration of the profession [today] is not greatly advanced by the efforts of bar associations. Instead, the associations appear to be yet another arena in which interest groups contend for power. . . . As specialization of practice increased, a greater number of specialized bar associations came into being, but the percentage of respondents who belonged to *no* bar association nearly doubled nonetheless." URBAN LAWYERS at 72 (emphasis added).

by 1995.[21] Growth in the percentage of time devoted to fields in which the typical clients are *large* corporations was particularly sharp – moving from 18% in 1975 to 32% in 1995.[22]

One regulatory development that correlates with this trend is growing attention to the complexities of representing entity clients, and large corporations in particular. An obvious illustration is the recent heightening and elaboration of the "ladder-climbing" responsibilities of lawyers for public corporations when they encounter evidence of conduct by employees or officers that is (or is likely to be) unlawful or a breach of fiduciary duties. This issue is front and center in the detailed SEC regulations[23] that implement section 307 of the Sarbanes-Oxley Act of 2002.[24] And, with the SEC promulgating those rules, the ABA felt obliged to amend Rule 1.13 of the *Model Rules of Professional Conduct* to better align its ladder-climbing provisions with the SEC rules.[25] This interplay between what is sometimes called the "internal" and external" law of lawyering–here, between a bar-drafted ethics rule and SEC rules–is something of a regulatory novelty. Occasional spasms of "activism" aside, the SEC has historically left the regulation of securities lawyers largely to the state supreme courts and their disciplinary agencies, which adopt and apply the "internal" law.[26] But in this go-around, not only did the SEC make its own rules, but the ABA amended Model Rule 1.13 to follow suit, even though Rule 1.13 is addressed to lawyers for *all* organizational clients, not just public corporations.[27]

In today's practice environment, the fact that, in the aggregate, roughly two-thirds of lawyers' time is devoted to corporate work, much of it for large companies, has further regulatory implications. As late as the 1970s, legal services markets tended to be local, and many corporate clients maintained long-term relationships with one firm.[28] But times have changed. There were only about 600,000

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21. URBAN LAWYERS at 43. Chicago may not be wholly representative of the country in this respect but there is indirect evidence of a comparable national shift. Business spending on legal services throughout the U.S. rose by 555% from 1962 to 1992, while individual spending grew by less than half that amount. *See* Marc Galanter, *"Old and in the Way": The Coming Demographics and Transformation of the Legal Profession and Its Implications for the Provision of Legal Services*, 1999 WIS. L. REV. 1081, 1088-89 (citing census bureau data).

22. URBAN LAWYERS at 43.

23. 17 C.F.R. sec. 205.3(b).

24. *Codified at* 15 U.S.C. sec. 7245.

25. *See* M. Peter Moser, *The Need for Model Rules Changes in a New Regulatory Environment*, PROF'L LAW., 2003 Symposium Issue, at 1 (discussing section 307 of the Sarbanes-Oxley Act, the proposed SEC regulations, and the need to adapt the *Model Rules* to those federal initiatives, which were a response to "Enron" and other corporate scandals).

26. *See* Keith R. Fisher, *The Higher Calling: Regulation of Lawyers Post-Enron*, 37 U. MICH. J. L. REFORM 1017, 1046-59) (describing the SEC's history of regulating securities lawyers); Edward F. Greene, *Lawyer Disciplinary Proceedings Before the Securities & Exchange Commission*, 14 SEC. REG. & L. RPTR. (BNA) 168 (Jan. 3, 1982) (offering SEC reassurance that it intended to leave lawyer regulation chiefly to the states).

27. ABA MODEL R. PROF'L CONDUCT, R. 1.13 (as amended in 2003).

28. URBAN LAWYERS at 280.

active corporations in the United States in 1950, but more than two million by 2001, including 26,000 with annual receipts of more than 50 million dollars.[29] Many corporations now operate nationally, even internationally. Many seek out law firms to perform work on an ad hoc basis. From 1975 to 1995, moreover, the distribution of corporate work shifted substantially in favor of large law firms,[30] which of course have the longest lists of clients.[31] All these changes have conspired to place the larger firms that most frequently represent corporate clients at great risk of becoming embroiled in conflicts of interest.

These facts of life create pressure to relax the traditional ethics rules that impute nearly all disqualifying conflicts that afflict one lawyer in a firm to the others. Imputation rules have been relaxed in a number of jurisdictions to permit "screening" arrangements when a "conflicted" lawyer moves from one firm to another.[32] Judging by market forces, relaxation of the imputation rules is likely to continue. It is far from clear that sophisticated corporate clients prize exclusivity as much as they once did or as much as lawyers once supposed, and the non-imputation approach used in regulating accounting firms and (in Europe) multi-disciplinary firms has not scared corporate clients away.[33]

Market forces are also spawning greater use of "advance waivers" of conflicts to enable firms to accept clients without being foreclosed from representing a larger or longer-term client in future matters in which the waiving client may be involved. The *Model Rules* now support the propriety of seeking advance waivers to future conflicts in unrelated matters, especially when the client is "sophisticated"[34] and needs no paternalistic protection, thank you very much. And the paradigmatic "sophisticated client" is a corporation that has in-house lawyers watching out for its interests in dealing with outside counsel.[35] Indeed, the salience of such clients today may be bringing the "sophisticated client" to the regulatory fore. That concept might ultimately be as important in the regulation of law practice as the "sophisticated investor" is in securities law.[36]

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29. Marc Galanter, *Planet of the APs: Reflections on the Scale of Law and Its Users*, 53 BUFF. L. REV. 1369 (Special Edition 2006) at 1375 n. 22. The figure for active corporations in 2001 excludes the many so-called "S" corporations, which enjoy federal tax advantages but tend to be quite small.

30. *See* URBAN LAWYERS at 99-101.

31. SUSAN SHAPIRO, TANGLED LOYALTIES: CONFLICTS OF INTEREST IN LEGAL PRACTICE 20 (2002).

32. The *Model Rules* still have a strict imputation rule, ABA MODEL R. PROF'L CONDUCT, R. 1.10(a), but others have taken a more relaxed approach. *See* RESTATEMENT OF THE LAW (THIRD): THE LAW GOVERNING LAWYERS sec. 124. *See also id*. sec. 124 Rptr's Note, at 308 (stating that the caselaw seems to be trending in the direction of more relaxed imputation rules).

33. *See* URBAN LAWYERS at 302-03.

34. ABA MODEL R. PROF'L CONDUCT, R. 1.7 *cmt.* para [22].

35. *Id*.

36. Client "sophistication" has also becoming more explicitly relevant, for example, in ex post reviews of the reasonableness of lawyers' fee agreements. *See* RESTATEMENT, *supra* note 32, sec. 34 *cmt. b*.

Growth in the Size of Law Firms and the Percentage of Lawyers Working in Large Firms.

Urban Lawyers also reports a substantial shift from 1975 to 1995 in the distribution of Chicago lawyers by practice setting. The percentage of Chicago lawyers practicing in law firms with 100 or more lawyers tripled from 8% to 25%, while the percentage of lawyers in firms with 31-99 lawyers stayed about the same, and the percentage of lawyers practicing solo fell slightly.[37] Moreover, the average number of lawyers in the respondents' firms in the two surveys was 27 in 1975, but 141 in 1995.[38]

In the past, very few large-firm lawyers were targeted in state disciplinary proceedings. Despite the explosion in large-firm practice since the 1970s, this appears to remain the case.[39] The phenomenon may be explained in large part by the fact that the unsophisticated clients who predominate in small firms rely on disciplinary agencies for "consumer protection," while the sophisticated clients who favor large firms are in a better position to monitor and "discipline" outside counsel.[40] But whatever the explanation, the growing concentration of lawyers in relatively large firms raises questions about the future role of the state disciplinary systems in the regulatory scheme of things. Perhaps we will begin to see more proceedings instituted against large-firm lawyers, but it seems a better bet that a sustained shift toward large-firm practice will further marginalize the regulatory importance of professional discipline.

One might also ask whether today's law-firm behemoths will be content to try to influence the course of professional regulation by having their lawyers participate actively in the councils of the bar. *Urban Lawyers* reports that in both 1975 and 1995, about half of their respondents belonged to the ABA, while 60%, belonged to the Chicago Bar Association. But although "elite lawyers" (as measured by law school attended and income), who tend to practice in large firms, predominated in bar association leadership positions in 1975, by 1995 solo practitioners were considerably more likely than large-firm lawyers to have held office or chaired a committee in a bar association.[41]

Moreover, there are signs that large firms are coming to see themselves as interest groups "unto themselves." For example, during the notice-and-comment period in which the SEC was considering what rules to promulgate to implement section 307 of the Sarbanes-Oxley Act, there were many submissions from bar

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37. URBAN LAWYERS at 99, 100 (Figure 5.1).

38. *Id.* 281. Data on the growth in law firm size over time in New York is comparable. *Id*.

39. A study conducted in the 1980's found that more than 80% of the lawyers disciplined in California, Illinois, and the District of Columbia were solo practitioners and *none* practiced in a firm with more than seven lawyers, yet there were many larger firms in those jurisdictions even then. *See* Geoffrey C. Hazard, Jr. & Ted Schneyer, *Regulatory Controls on Large Law Firms: A Comparative Perspective*, 44 ARIZ. L. REV. 593, 598-99 & n. 23 (2002) (citing additional sources).

40. *See id.* at 598-99 & n.25.

41. URBAN LAWYERS at 55.

associations, but perhaps an equal number from large firms individually and large-firm "consortia."[42]

Professor Mark Patterson has documented what may be a related development.[43] One corporate abuse that Congress addressed in the Sarbanes-Oxley Act involves loans to company insiders. Section 402 of the Act prohibits publicly-traded corporations from making loans to their officers and directors. According to Patterson, however, a "collective effort by twenty-five prominent law firms" may considerably lessen the effect of section 402.[44] The firms issued a joint "position paper" discussing various types of "loans" and concluding that none of them violates the section.[45] This agreement on how to interpret section 402, Patterson suggests, could lead the firms to "offer more client-friendly advice. If they can agree on such advice, they not only avoid being disadvantaged *ex ante* by competition from other firms offering more client-friendly advice, but they are less subject to *ex-post* second-guessing if their advice turns out to be wrong."[46]

Law-Firm Governance Has Become More Bureaucratic.

Finally, coupled with other forces, the sheer size of law firms today has dictated a shift toward more bureaucratic forms of law-firm governance–formal policies, specialized departments, loss prevention counsel, lay office managers, etc. *Urban Lawyers* makes it clear that things have gone quite far in this direction,[47] so far that it has become sensible to speak of law firms as crucial regulators of law practice in their own right.

The span of control that is necessary in large, multi-office firms is daunting. Frequent turnover in personnel makes it hard to maintain a stable firm culture to keep lawyers in tow. And the larger a firm becomes, the more specialized and compartmentalized its lawyers become.[48] This raises the specter not only of rogue lawyers but of rogue units as well. And the specter of "rogues" is serious. There are distinctive centrifugal forces in large firms that must be checked by centralized controls, including centralized billing systems and central oversight of firm decisions whether to accept new business. For one thing, lawyers in large firms

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42. *See especially* Comments of 77 Law Firms on Proposed Rule: Implementation of Standards of Professional Conduct for Attorneys (Dec. 18, 2002), at http://www.sec.gov/rules/proposed/s74502/77lawfirm.html.

43. Mark R. Patterson, *Law-Fixing: Should Lawyers Agree How to Interpret Statutes?* (Unpublished manuscript, May 5, 2004) (on file with the author).

44. *Id.* at 1.

45. *Id.* The position paper concludes, for example, that although section 402 prohibits material modifications of pre-existing loans, total or partial forgiveness of such loans is permissible. *Id.* at 2.

46. *Id.* Noting that before the position paper was issued one of the twenty-five firms had advised its clients not to engage in several of the practices described in the paper as permissible, Patterson raises the question whether the paper may be an "anti-competitive agreement in violation of the antitrust laws. *Id.* He distinguishes the position paper from bar association reports that evaluate proposed laws rather than interpreting existing ones, and do not commit bar association members to the positions advocated. *Id.*

47. *See* URBAN LAWYERS 106-139.

48. *Id.* at 129.

devote more of their time than small-firm lawyers and solos to their biggest client.[49] This means that the intra-firm status of a large-firm lawyer may depend more heavily on his or her willingness to assist that client in dubious courses of action. More fundamentally, the characteristic ethical problems in large firms stem from the simple fact that, the more lawyers in a firm, the greater the potential discrepancy between the balance of risks and rewards associated with a lawyer's actions when viewed from the lawyer's standpoint, on one hand, and the firm's standpoint on the other.[50]

All this may have two sorts of regulatory implications. First, it encourages regulators, to think of law firms and offices, not just individual lawyers, as regulatory targets. This tendency is reflected in the New York and New Jersey ethics rules that make law firms subject to professional discipline,[51] in provisions for firm-wide sanctions under Rule 11 of the *Federal Rules of Civil Procedure*,[52] in the recent federal indictment of Milberg, Weiss, Bershad & Shulman for allegedly paying kickbacks to named plaintiffs in securities fraud class actions,[53] and in provisions in the American Jobs Creation Act of 2004 (AJCA), which not only impose tight reporting requirements on tax advisers who are involved in creating questionable tax shelters, but also authorize the IRS to impose stiff penalties on a violator's firm if the firm knew or should have known of the violation.[54]

Second, it draws attention to the structural aspects of legal ethics, including a healthy interest in the incentive effects associated with alternative compensation systems for firm lawyers. Malpractice insurers and management consultants are playing a greater role than ever in encouraging firms to have appropriate "ethical infrastructure"[55] in place. Compared to traditional concerns about the values and character of individual lawyers, "structural" legal ethics may now be in the ascendancy, as *Urban Lawyers* itself suggests.[56]

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49. *See id.* at 115.

50. *See* Hazard & Schneyer, *supra* note 39, at 602-06 (discussing examples).

51. *See id.* at 607 n.52.

52. FED. R. CIV. PRO., R. 11(c) as amended in 1993.

53. *See* John C. Coffee, Jr., *Securities Law: Milberg Weiss Indictment*, NAT'L L.J., June 19, 2006, at 18. *Cf.* Nathan Koppel, *Asbestos Ruling, $13 Million Fine Buffet Law Firm*, WALL ST. J., Apr. 24, 2006, at B1 (reporting on imposition of a $13 million fine on a law firm for conflicts of interest that "permeated every aspect" of the firm's representing Congoleum Corporation in a bankruptcy filing at the same time it represented 10,000 people with asbestos claims against the company).

54. AJCA sec. 822(a)(1), *codified at* 31 U.S.C. sec. 330(b).

55. Ted Schneyer, *A Tale of Four Systems: Reflections on How Law Influences the "Ethical Infrastructure" of Law Firms*, 39 S. TEX. L. REV. 245 (1998).

56. URBAN LAWYERS at 280 (drawing an analogy to sociologist Eliot Freidson's assessment of the relative importance in modern medicine of structural characteristics, compared with individual intentions and skill, in ensuring good medical treatment).