

# Introduction

## (How Did We Get Here?)

In the Beginning...

I know this will sound clichéd but I knew I wanted to be a lawyer since the 1970s, when I was a young boy growing up on the “hard scrabble” streets of York, Nebraska, with a population of around 6,000 hardy, Midwestern souls and at least several times that many cows. I don’t remember exactly what drove my decision: it could have been watching repeats of *Perry Mason* with my mom, or possibly all of the writing I did on my first typewriter, or maybe it had something to do with my grade school teachers telling me I talked so much that I should be a lawyer. But now that I think about it, it was probably rooted in playing the board game Life. In the game Life two of the things you do are get paid and buy stock. I realized that lawyers got paid a good bit more than a lot of the other jobs handed out in the board game and I was completely fascinated by the small certificates of stock you could buy, giving you a partial ownership stake in some generic company. And I knew that lawyers had something to do with stocks.

This came in handy when I was about 11 years old and decided, along with my brother Paul and few friends from the neighborhood, to start a lemonade stand one summer to see if we could earn some extra money. I had the bright idea to create certificates of stock in the stand, using paper from my trusty “Big Chief” tablet and the soberest colors from the 64 Crayola Crayon box. Each share cost \$1.00 and gave you part interest in the Miller Lemonade Stand Company. Long story short, it didn’t really work out and everyone got a quick—though relatively painless—lesson in bankruptcy.

Career Advice

Jumping ahead a bit, in high school you start to get “career advice” from all of the grown-ups. I still wanted to become a lawyer—even though I had no idea how to make that happen. All of this changed toward the end of my junior year when our

“government” teacher asked me about my plans for the future. I answered something about wanting to be a corporate lawyer (leaving out any acknowledgment of the Great Lemonade Stand Failure of 1973). He told me this would be a huge mistake. Lawyers are “a dime a dozen,” he explained, and what I really needed to do was to go into engineering—electrical engineering to be exact—because that was “where the jobs were going to be.” Since I was 16 and highly impressionable (i.e., clueless), I thought this sounded like good career advice. So, forget about lawyer, it was now electrical engineer or bust.

### No One Told Me There Would Be Math

I hated everything about engineering in college. In particular, I really hated the math: calculus, statistics, and my true enemy—differential equations. It was at the first week of that class when the teacher wrote on the chalk board (yes, I’m old) “96–12” and said that this was the range of scores on the first test of the year. I turned around to my buddy sitting behind me and said, “If you got a 12, you might as well pack it up now and go pick a different major.” When I got my test paper handed back to me, I eagerly unfolded it and saw a nice, big red “12” in the upper right-hand corner. Without saying another word, I packed up my stuff, walked out of the class room, and headed to the administration building to change my major to political science. Screw engineering, I was going to law school! I even used my newfound “legal powers” to help a group of friends of mine beat the rap for holding an “illegal” keg party in our dorm. Turns out the Honor Court didn’t know how to follow procedure (hello “mistrial”) and, like something out of *Animal House*, they were definitely not prepared for my cross-examination of the head resident assistant, which, literally, brought tears to his eyes. You see, law is about the details and I had an “iron butt” and could happily sit for hours rooting them out.

Due to some actual good advice from a professor, I ended up at law school in St. Louis, Washington University to be exact. I took every class I could on corporations, corporate finance, securities law, and so on, figuring I would need all of it when I became a big-time corporate lawyer. Of course, once I graduated and joined a law firm I ended up in the litigation section—as I quickly realized that was where all the fun people were! I spent six years at the firm and near the end of that time got married to an awesome woman from Dallas, Texas.

### Moving on Up

We moved to Dallas and for a change of pace I ended up working in the litigation and regulatory section of the in-house legal department at American Airlines. I had often thought about working as an in-house attorney, mostly because I thought it

would be really interesting to be able to focus on one client, be part of the internal decision-making process, and (the real reason) be done with tracking how I spent my day in six-minute increments. I enjoyed everything about being an in-house lawyer right from the start. American Airlines had a small technology division called Sabre, and I was assigned to work on a lot of projects for Sabre over my first few years in the legal department.

American Airlines decided to spin off Sabre and I was asked if I wanted to help form its legal department. I knew that if I wanted to get ahead, that is, become the general counsel, my path would be a lot easier getting in on the ground floor of the Sabre legal department versus sticking around at American Airlines. So, I accepted and was put in charge of litigation and regulatory matters for Sabre. While in-house, I adopted a motto that I picked up from Tom Wolfe's classic book about the early days of the U.S. space program, *The Right Stuff*. In the book, the astronauts talk about "never refusing a combat assignment," meaning whenever something hard or challenging is offered to you, you take it. It was simply the easiest way to advance your career in the military. Over time my team and I took the motto to heart and picked up things that no one else wanted to do, like immigration, bankruptcy, sweepstakes and contests, certain contracts, compliance, export/import, data privacy, and host of other legal areas. Taking this path not only kept us busy, it gave everyone on my team a broad set of skills and valuable experience in many areas and facets of the law. We were the proud garbage men of the department: if you didn't want it, put it on the curb and we'd come by and pick it up!

### Getting to Sit on the "Big Chair"

Eventually, I was moved over to be general counsel for Sabre's wholly owned subsidiary, Travelocity.com, where I quickly established my value to the company by being the first to say that the (then) new Travelocity Roaming Gnome advertising campaign was "dumb" and had "no chance" of ever being successful. I managed to get over that stellar moment and enjoyed running a fairly autonomous legal department with a team of attorneys sitting all over the globe. After about four years at Travelocity, the Sabre Corporation general counsel decided to retire and I was asked to move back over and head up the entire legal department, including integrating the Travelocity team more fully into the larger Sabre legal department. Being general counsel for Sabre was a much bigger job than being general counsel for Travelocity, especially after the Great Recession at the end of 2008 and a number of hard decisions having to be made. I loved it but it was a demanding job—as anyone who sits in the general counsel chair can tell you. Still, I was able to implement a number of programs and ideas I had for how a large, international legal department should function. One of the things I was most satisfied to see was

that no matter how hard we worked (including some really spectacularly successful legal projects and litigation wins), my legal department always had the highest employee satisfaction ratings of any staff group or business group in the company. I was fortunate to work with a large group of extremely talented people who were great coworkers and were always willing to go the extra mile to help out a colleague or do whatever was need to help the business achieve its goals.

### Time for a Change

The last few years I was general counsel at Sabre were difficult. We had some bet the company litigation and regulatory investigations, we restructured several parts of the business (and other lines of business), we bought and sold a number of companies, and we ramped up for and completed a successful IPO (after being held by private equity for almost seven years). To cut to the chase, I needed a change. And so, after twenty-plus years as an in-house attorney, ten of which were spent as general counsel, I decided that it was time to turn the page and retire from Sabre. And that's what I did near the end of 2014. It was a difficult decision because I did (and still do) love the company and the people I worked with, especially the incredible members of my legal team. However, as I sit here almost two years later, I know it was the right choice. Since I was still fairly young at this point, I had to ask myself, "So, what's next?"

### I Need to Write This Stuff Down

Shortly after I retired from Sabre, I was asked to serve as a speaker on a panel at a conference in Dallas sponsored by a large international law firm. My panel discussed cross-border mergers and even though I was not an M&A lawyer by training I was surprised at how much I knew about the topic based on my many years of in-house work and my involvement in numerous deals (not including the lemonade stand). Afterwards at the cocktail reception, several young in-house lawyers came up to me and introduced themselves. They started asking me about any advice I had for them about things they needed to know or do if they wanted to become general counsel. I starting talking about several things and, to my surprise, they were actually writing down what I said. The light bulb went off: I should be writing this stuff down! And that was the beginning of the Ten Things You Need to Know as In-House Counsel blog, where basically twice a month I try to write down lessons learned (hard ones and easy ones) over my twenty-plus years as an in-house lawyer. I know from experience that in-house lawyers do not want a ten-page memo. They need quick points written in a practical manner that they can digest and work into their everyday practice. Consequently, I titled my blog Ten Things since I try

to pick interesting topics to cover and then discuss the key things in-house lawyers need to know in ten simple points.

### So, Here We Are

When I started the blog in November 2014, I wasn't sure if anyone would read it, let alone care if I wrote a second one. It's definitely gotten much bigger than I ever imagined (and it has allowed me to prove to my Mom that I had not become a "shiftless hobo" in semi-retirement). As I look back on some of the early posts, a few things stick out—I jam a lot more words into each new post (though I do try to stop at around 3,000 words), I have slowly developed a consistent style in terms of laying out issues, I have gotten much better at the technical end of blogging—and I knew *nothing* about blogging when I started, and, man, I did a lot of different stuff over twenty years!

So, that is the story of how we got to this book. I have taken a big selection of my blog posts from November 2014 to August 2016, put them under categories, and updated them where necessary and adapted them to "book form," and I hope the result is a useful guide to a wide range of issues for any in-house lawyer, from those just starting out to those that have been living the life for a number of years. I continue to write the blog and I have a long list of topics for future posts—in fact there are probably a dozen or so new posts on the site since I submitted the book for publication. I guess those will be for the second volume!

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