Message from the Chair

Mac R. McCoy
Carlton Fields
Tampa, FL

Happy new year! I am extremely proud to report that since the Annual Meeting in Chicago, the YLC leadership has been hard at work implementing several new strategic initiatives. The primary goal of these strategic initiatives is to promote greater involvement of young lawyers and law students in the Business Law Section. Chief among the Committee’s strategic initiatives for 2013 is an effort to reinvigorate the YLC’s social, networking, programming, and administrative events held annually during the Section’s Spring Meeting. We are excited to showcase these changes at the 2013 Spring Meeting to be held April 4-6, 2013 in Washington, D.C. Please look for additional details about these developments. In the meantime, below are a few important announcements that we want to share with you now.

Register for the for the 10th Annual Institute for the Young Business Lawyer:

Every year during the Section’s Spring Meeting, the YLC hosts a full day of programming and networking opportunities designed specifically for young lawyers. The 2013 Institute will be held on Saturday, April 6 in Washington, D.C. and will feature eight CLE programs running in four concurrent sessions. Each of the concurrent sessions will feature a basic-level and an intermediate-level program. We will kick off the Institute with a short networking breakfast, followed by a morning plenary session sponsored by the Section’s Business Law Advisors Committee. The Institute will conclude with an afternoon plenary session featuring keynote speaker David Lat, Founder and Managing Editor of Above the Law. Of course, law students are also welcome (and encouraged) to register for the Institute. Register for the Institute now by visiting the registration page.

Leadership Opportunities:

Below are the YLC leadership and volunteer opportunities currently available. If you are interested in one of these opportunities, please contact the person listed below for more information.

1. YLC Social Media and Webpage Manager: The YLC desperately needs 1 or 2 energetic, reliable, trustworthy, and tech-savvy volunteers to manage the Committee’s social media presences on Facebook, LinkedIn, and Twitter. Additionally, these volunteers will be asked to regularly update and manage approved content on the YLC’s existing webpage. In addition to working closely with Section Staff, the volunteers will report to the YLC Chair and the Co-Chairs of the YLC Communications and Technology Subcommittee. Successful applicants may also be considered for appointment as Vice Chairs of the YLC Communications and Technology Subcommittee beginning in August 2013. If you are interested in this opportunity, please forward your CV or professional biography to me (mmccoy@carltonfields.com) for consideration.

2. YLC Director to the Section’s International Coordinating Committee: The YLC has been asked to designate a liaison to the Business Law Section’s International Coordinating Committee. The International Coordinating Committee is responsible for coordination with other Committees of the Business Law Section in regard to international business law issues. In order to fulfill this responsibility the Committee seeks to: identify the Business Law Committees that have international law issues and provide a list of such committees and areas of international law being addressed; provide on its website a list and link of international programs presented by the Committees during the last several years for access by
members of the Section; coordinate between committees and subcommittees presenting international content at Section meetings and ensure no overlaps or timing conflicts; and provide attorneys from other countries assistance in membership and participation in Business Law Section activities. In addition, where there are initiatives to revise international business laws, the Committee will circulate information to interested Business Law Section participants. If you are interested in this opportunity, please forward your CV or professional biography to me (mmccoy@carltonfields.com) for consideration.

3. Professional Responsibility Committee: The Section’s Professional Responsibility Committee (“PRC”) is looking for a young lawyer to serve as the PRC’s Technology Director. The PRC is also looking to involve more young lawyers in the Committee’s substantive work. For more information about the PRC itself, visit the Committee's webpage http://apps.americanbar.org/dch/committee.cfm?com=CL290000. If you are interested in working with the PRC in any capacity, please contact the PRC Chair, Charlie McCallum (CMcCallum@wnj.com), for more information.

Featured Articles

Young Lawyers: Manning the Gates of Entrepreneurship
By Devin Leary-Hanebrink

Freshly minted lawyers hold vast amounts of power, far more than the average debt-saddled graduate can imagine. Upon conferment of a simple degree, every new attorney receives one of the world’s greatest gifts—credibility. Notwithstanding Hollywood’s and Washington’s fanciful tales of corruption, attorneys are, generally, well respected and presumed knowledgeable—until proven otherwise. Like your teacher said on the first day of class, “Each student starts the year with a 100%. It is your responsibility to maintain it.” While new attorneys are presumed knowledgeable and granted deference, it is your responsibility to maintain it.

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Five Things Every Young Business Lawyer Needs to Know About Bankruptcy
By Cara Kelly, Munsch Hardt Kopf & Harr PC

Several years ago, when my practice consisted solely of commercial and business-related litigation, just the word bankruptcy left a sour taste in my mouth: not only was I completely devoid of any working knowledge of bankruptcy law, I had absolutely zero interest in learning it. (Didn’t we already learn enough in law school?) I coasted in this ostrich-like existence for a few years until, inevitably, my clients started desperately requesting bankruptcy-related advice. Not only did I dread the thought of learning an entirely new subject, but the large, dusty Bankruptcy Code book in my office made a really nice base for my orchid, and I had always planned on keeping it that way.

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From Law Student to Business Law Attorney
By Ryan C. Higgins, Gaudry Ranson Higgins & Gremillion LLC

Entering the practice of business law can be a challenge for any young attorney, especially one without a business background. Law school encompasses a wide range of courses like torts, legal research and writing, contracts and constitutional law. In law school, students learn the basic knowledge and skills needed to practice law and pass the bar exam. Aside from taking a class on business entities, most attorneys do not really delve into business law until after law school.

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A Question for Young Lawyers: "Who is Your Client?"
By Samantha L. Yanco

"Who is your client?" A partner of my firm asked this question during my second week as an associate. I had just completed a first draft of three assignments for three different attorneys. The assignments were similar: brief, straightforward pre-trial motions. I had researched comprehensively, proofread closely, edited carefully and yet, there I was, staring stupefied at three slim stacks of paper spread horizontally across my desk, each with a variety of red-inked lines dashing through my words and my confidence.

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Practice Tips for Being Your Best
By Sakina Rasheed, Haynes & Boone LLP

This column will offer a different practice tip each issue to help young lawyers navigate the practice of law and be the best young lawyer.

Master the Art of E-Mail

We have all been guilty of drafting a substandard e-mail at some point—missing subject lines, typographical errors, misspelled words, overly vague references to a person or document, using ALL CAPS or forgetting an attachment. As a lawyer, you have either received or, in the heat of a stressful deal or case, sent an e-mail that could have been drafted more eloquently. However, consistently drafting well-crafted and polished e-mails is a simple way to set you apart as a young lawyer. Given the global nature of law practice today and the fact that e-mail may be the only contact many of your colleagues and clients will have with you as a young lawyer, your e-mails could be all that people have to rely on when assessing your work product. Here are some simple tips to help master the art of e-mailing with minimal effort.

More...

ABA Connections

Volunteer to Contribute to ABA Book Series

The ABA Corporate Counsel Committee is recruiting volunteers to work on updating the Corporate Counsel Toolkit publication. This book series was originally published in 2007 and is designed to serve as a reference guide for in-house counsel.

The series contains nine chapters with introductory level materials to help orient in-house counsel to areas of the law with which they may not be familiar. Volunteers can play a variety of roles but are mainly needed to review the last edition and suggest areas where the substantive law has changed or update sections that could be improved from the first publication.

This is a great opportunity to get involved in a publication project and give yourself the opportunity to be a named contributor on an ABA book series. A list of the chapters contained in the toolkit are included below. If you are interested in volunteering for this project, or have colleagues who might be interested, please email Cara Bradley at cara.bradley@xyleminc.com with your contact information and the chapters you would be interested in working on.

The chapters of the toolkit are:

- Chapter 1- General Business Contracts
- Chapter 2- Corporate Governance
- Chapter 3- Corporate Compliance and Ethics
- Chapter 4- Employment Law
Subcommittee Feature

Become a “social entrepreneur”

By William J. Woodward, Jr., Chair, ABA Business Law Pro Bono Committee

It was news to me that people who facilitate pro bono and other kinds of social justice work are known as “social entrepreneurs” and there is actually a business school discipline by the same name.

Active participation in the Section's Pro Bono Committee is this kind of work. It is building structures and programs that make it easy for others to do pro bono work and thereby produces more of it at the client level. And while it is indirect pro bono work, there is huge potential for improving people's lives in this indirect way. Social entrepreneurship is ideally suited to business lawyers who, after all, are nearly always engaged in creating new value.

The Pro Bono Committee is in need of active, imaginative, social entrepreneurs who can take the Committee's work to the next level. We have subcommittee chair opportunities in many areas and the capacity to create subcommittees to fit a particular interest if it will advance the Committee's work.

Please consider volunteering for an active leadership position. Send your name, affiliation, and interest to our Staff Assistant, Leslie Archer, leslie.archer@americanbar.org. I am hopeful that we can engage you to help us engage others in this essential, rewarding work.

Upcoming Webinars

Pro Bono Opportunities for Transactional Lawyers

February 26, 2013
12:00 p.m. ET

This webinar will identify opportunities for transactional lawyers to give back to their communities by providing pro bono services. Topics discussed will be:

1. finding the right pro bono assignment
2. carrying out the assignment
3. demonstrating to your firm how pro bono work provides value and experience

The full information can be found at http://apps.americanbar.org/dch/comadd.cfm?com=CL983500&pg=2.

You are receiving this Committee Newsletter because you are a member of the ABA Business Law Section Young Lawyer Committee.

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Young Lawyers: Manning the Gates of Entrepreneurship

By Devin Leary-Hanebrink

Freshly minted lawyers hold vast amounts of power, far more than the average debt-saddled graduate can imagine. Upon conferment of a simple degree, every new attorney receives one of the world’s greatest gifts—credibility. Notwithstanding Hollywood’s and Washington’s fanciful tales of corruption, attorneys are, generally, well respected and presumed knowledgeable—until proven otherwise. Like your teacher said on the first day of class, “Each student starts the year with a 100%. It is your responsibility to maintain it.” While new attorneys are presumed knowledgeable and granted deference, it is your responsibility to maintain it.

One of the most effective ways to nurture this gift is through entrepreneurship. Now, entrepreneurship does not necessarily mean starting the next Nike or Facebook, but it does mean trying new things. Your options are limitless—practice with a law firm, volunteer, create a weblog, start a non-profit, form a company, clerk for a judge, teach, go solo, get published—just do something new. While the job market is still tight, stagnation and self-pity are the bane of any young entrepreneur’s existence. Case-in-point: Apple’s Steve Jobs.

Innovators vs. Entrepreneurs

Over the past few months, since his unfortunate passing, the media has consistently praised Steve Jobs for his many talents. Frequently, he has been described as one of history’s greatest innovators, standing shoulder to shoulder with the likes of Einstein, Da Vinci, and the Wright Brothers. While such statements about Jobs’ talents are not false, they miss the point.

To “innovate” is to “introduce or make new.” Jobs rarely accomplished this feat. In fact, Jobs was notorious for plagiarizing great ideas. He poached the concept of a Graphical User Interface (GUI) from Xerox. He bought Pixar from George Lucas. He copied the Sony Walkman. He was even a poor programmer, relying heavily on Steve Wozniack’s talent during Apple’s formative years. Further, in a 1996 interview for the PBS series Triumph of the Nerds, Jobs himself admitted, “We have always been shameless about stealing great ideas.” But back in the 1970s, an enterprising Jobs already recognized the power of this emerging technology and envisioned a computer in every home.

On the other hand, an “entrepreneur” is one who “organizes an enterprise through risk and initiative.” Jobs rarely created from new, but, like most entrepreneurs, he possessed a rare gift—the ability to transform ideas into works of art. As Ludwig von Mises states in Human Action:

What distinguishes the successful entrepreneur and promoter from other people is precisely the fact that he does not let himself be guided by what was and is, but arranges his affairs on the ground of his opinion about the future. He sees the past and the present as other people do; but he judges the future in a different way.
Entrepreneurship is the ability to simultaneously recognize the limitless potential of ideas and the initiative to take calculated risks. Young attorneys must harness their legal knowledge and strive to transform a world full of fledgling ideas into palatable form.

**The Good and the Bad**
The good news is that entrepreneurs are not innovators. Enterprising young lawyers do not have to rediscover fire or recreate the wheel to harness and develop new ideas. Creativity and hard work—whether political, financial, social, or personal are more important. For whatever reason, small stuff tends to always fall in place.

The bad news is that studies show creativity tapers off with age. Ironically, it is not old age that saps creativity, but too much experience and discipline. The daily grind of the status quo breaks down that young dreamer’s can-do spirit, turning mature adults into risk-averse cynics. Unfortunately for lawyers—trapped in a world full of lawsuits, bankruptcy, and divorce—the process is accelerated.

**Advice for the Road Ahead**
One of the worst traits experienced lawyers can develop is a know-it-all mentality. Regrettably, the legal profession lives and breathes this message. From the very beginning of school, students are taught the importance of knowing all the facts, speaking to all the witnesses, and discovering all the evidence. However, in the real world, this mentality is crippling. Great decisions are routinely made when facts are unknown.

As young, enterprising attorneys, do not be afraid of making calculated mistakes. While this may be hard to swallow as you face a mountain of debt, it is important to make yourself uncomfortable. In fact, always be uncomfortable. Like the leap into a cold pool on a hot day or that crazy decision you made three years ago, the plunge is risky, but the potential reward immense.

Just remember, knowing how to make a wicked martini does not make you a restaurateur. At the same time, that executive chef and world-class bartender do not know a thing about incorporating a business. But together, you just might be on to something.

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*Devin Leary-Hanebrink is an attorney specializing in risk management and regulatory compliance. He resides in New Orleans, Louisiana.*
Five Things Every Young Business Lawyer Needs to Know About Bankruptcy

By Cara Kelly

Several years ago, when my practice consisted solely of commercial and business-related litigation, just the word bankruptcy left a sour taste in my mouth: not only was I completely devoid of any working knowledge of bankruptcy law, I had absolutely zero interest in learning it. (Didn't we already learn enough in law school?) I coasted in this ostrich-like existence for a few years until, inevitably, my clients started desperately requesting bankruptcy-related advice. Not only did I dread the thought of learning an entirely new subject, but the large, dusty Bankruptcy Code book in my office made a really nice base for my orchid, and I had always planned on keeping it that way.

Looking back, there are several "big picture" things I wish I knew about bankruptcy law when I began to counsel my clients. Now that about one-third of my practice is bankruptcy-related litigation, I'm glad I took the time to crack open that dusty Bankruptcy Code book and face my trepidation head on, and I'm happy to pass my working knowledge on to you. Here are five general "big picture" points I believe every young business attorney needs to know about bankruptcy:

1. **Know the Chapters.**

   A debtor may file its petition under one of three Chapters of the Bankruptcy Code: Chapters 7, 11, and 13. Chapter 7, available to both individual and corporate debtors, is basically a liquidation of the debtor's non-exempt assets by a bankruptcy court-appointed trustee. The trustee will sell or otherwise convert the debtor's assets to cash and distribute the proceeds among the debtor's creditors based on the types of claims a creditor has. Most importantly, in Chapter 7, the debtor receives a "discharge" at the end of the case, which discharges its pre-petition debts, no longer owing them as a matter of law.

   Under Chapter 11, which is also available to both individual and corporate debtors, a debtor proposes a plan of reorganization (or liquidation). The bankruptcy court must approve the plan, which is often heavily negotiated by the debtor and its creditors. A Chapter 11 bankruptcy is more time-consuming and expensive than a Chapter 7 liquidation. Under Chapter 11, the debtor's discharge usually follows plan confirmation.

   A Chapter 13 bankruptcy may only be filed by individual debtors. Under a Chapter 13 proceeding, the individual debtor does not receive a discharge until completion of a proposed payment plan confirmed by the bankruptcy court.

2. **Know What the Automatic Stay is.**

   The automatic stay (Section 362 of the Bankruptcy Code) is one of the key protections the Bankruptcy Code affords to debtors. Its purpose is to allow a debtor time to essentially "regroup," temporarily relieving the debtor of the financial obligations from its creditors. The automatic stay is effective immediately upon the filing of a bankruptcy petition and enjoins almost all actions a creditor may take against a debtor in bankruptcy or against the debtor's assets
or real property (known as the "debtor's estate"). Specifically for the litigator, the automatic stay applies to all judicial proceedings brought against a debtor before the bankruptcy filing (i.e., "pre-petition"), including the enforcement of any judgments and/or contractual remedies afforded to lenders. Acts taken in violation of the automatic stay are void \textit{ab initio}. Bottom line: once you or your client learns that an entity filed for bankruptcy, there is no action you can take unless and until you seek to lift the automatic stay in the bankruptcy court.

3. **Know What a Preference Suit is.**

You may get a call from your client one day and the conversation might go something like this:

You: "Good morning, this is Joe Lawyer, how can I help you?"

Client: "Joe, it's me. I got this letter in the mail. A company I do business with filed for bankruptcy, and now they're asking for me to return a $50,000 payment they made! I don't know what to do! Help! How can they even do that?"

Of course you, with your newfound bankruptcy law knowledge, will immediately recognized that your client has just been made the target of a preference action. Under Sections 547, 548 and 549 of the Bankruptcy Code, a debtor (or trustee) may seek to "claw back" certain pre-petition payments made by a debtor to third parties. The purpose of these sections is to prevent a debtor that is quickly sliding into bankruptcy from favoring one creditor over another by "preferring" to make pre-petition payments to certain creditors, while other creditors remain unpaid. In theory, a debtor or trustee may seek the return of these preference payments so that they may be redistributed on a pro-rata basis to all of the debtor's creditors. That's a preference suit in a nutshell, but the specifics—including certain defenses creditors may utilize when faced with a preference action—are beyond the scope of this article. Understanding that a debtor and/or trustee has this ability to "claw back" certain pre-petition payments made by a debtor will help you and your clients better understand the expansive rights and powers a debtor or trustee has in bankruptcy.

4. **Know How to File a Proof of Claim.**

A proof of claim is essentially a form found on most bankruptcy court websites that allows a creditor to provide evidence that it is owed money from the debtor's bankruptcy estate. Should your client need to file a proof of claim in a bankruptcy proceeding, it is a good idea to include any and all relevant documents—including invoices, ledgers, relevant agreements and/or correspondence— to supplement the proof of claim form. I would also recommend including a "statement of claim". Which is essentially a written summary of the relevant history, agreements, payments, and/or invoices between the parties, to better prove up your client's claim. During the course of the bankruptcy case, the debtor or trustee will either allow the claim in full, or seek to disallow or reduce the claim. Be mindful of deadlines. Usually at the beginning of a case, the bankruptcy court will issue a deadline for filing proofs of claim, and your client will be in a tough position if it misses this important deadline.
5. **Know When Your Client Needs a Bankruptcy Attorney.**

Perhaps most importantly, know your expertise and limitations. As attorneys, we always want to be able to assist our clients in all aspects of their business, but often this isn't in the best interests of our clients. Bankruptcy attorneys know in an instant when they are not speaking to a "real" bankruptcy attorney, and they will leverage their knowledge against you. Be prepared to seek out the advice of special bankruptcy counsel to aide you and your client in representing your client’s best interests.

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*Cara Kelly is an associate with Munsch Hardt Kopf & Harr, P.C. She has extensive experience in general commercial litigation, breach of contract disputes, and bankruptcy litigation.*
From Law Student to Business Law Attorney

By Ryan C. Higgins

Entering the practice of business law can be a challenge for any young attorney, especially one without a business background. Law school encompasses a wide range of courses like torts, legal research and writing, contracts and constitutional law. In law school, students learn the basic knowledge and skills needed to practice law and pass the bar exam. Aside from taking a class on business entities, most attorneys do not really delve into business law until after law school.

Prior to starting my current position as an associate for a business attorney, my legal experience consisted of working as a summer associate at a small plaintiffs’ firm specializing in personal injury and at a mid-sized insurance defense firm. While this experience was helpful, it did not truly prepare me for all of the challenges I would face when I began practicing business law.

When I graduated from law school in 2010, I knew nothing about drafting resolutions, reviewing by-laws, drafting contracts or advising clients on matters pertinent to their business. Like me, most young attorneys have to learn these skills on the job. At first, it seemed like every assignment I received involved some new and unfamiliar area of law. I was constantly reviewing statutes, checking old files for similar projects and asking questions about relatively basic concepts. I often felt pressured to complete tasks quickly in order to keep legal fees as reasonable as possible. Sometimes it was difficult to manage and prioritize the large volume of files I was assigned.

Only a year and a half later, those days seem long gone. I have gained invaluable experience in just a short period of time by learning from experienced attorneys and adopting good habits. These are some helpful tips I have learned along the way that can make life easier as an attorney just starting out in the business law arena.

**Tip Number 1: Take your time.** This is something that took me a little while to figure out. I find that many young attorneys worry they are taking too long to complete an assignment. Consequently, they move at a pace that is probably too fast given their skill level. In business law, attention to detail is crucial. Contracts must be reviewed closely, words must be chosen carefully and legal issues must be identified and thoroughly researched. These things can take time. You are doing yourself and your clients a favor by moving at a pace that allows you to do an assignment right the first time. This will ultimately save your clients money and keep you from making mistakes.

**Tip Number 2: One assignment at a time.** These days it seems like everyone wants to multi-task. Trying to work on more than one assignment at a time is usually a bad idea. I have found that the best practice is to finish one project before moving on to the next. Working on business law projects often takes serious concentration and involves the review of voluminous documents. If you jump from one task to another, you may be forced to go back and review a document you have already read. Revisiting a
project you have started but put off for a couple of days will force you to take time to figure out what still needs to be done. This is clearly not the most efficient use of your time. When you start an assignment, try to finish it and hand it in before moving on to something else.

**Tip Number 3: Use forms.** The business law practice relies heavily on the use of forms. Without a good form, it can be difficult to get started on an assignment. When you receive an assignment to draft a resolution, a contract or to prepare articles of incorporation, the chances are that similar assignments have previously been completed by someone at your firm. Most firms have a database of forms and past projects which is accessible through their network. Familiarize yourself with the forms that are available to you. You should also be creating your own form file as you begin completing projects. If you cannot find what you are looking for in your firm’s database, use the form books in the firm’s library or search Westlaw or Lexis-Nexis to find the form you need. You will almost always be able to find a form that provides at least the basic outline of the document you are trying to draft. Although forms can be extremely helpful, remember to always review the law of your jurisdiction and to tailor the form to the specific needs of your client. You should not feel like you are tied down to everything in a form. Feel free to revise, remove or add provisions as needed.

**Tip Number 4: Make checklists.** Checklists can be very helpful. For many assignments, you will find that there are a number of requirements that must be met, which are outlined in the applicable statutes or regulations. Before starting on a project, I often review a treatise or practice series that lays out in detail everything that must be done to comply with the law. It’s a good idea to prepare a checklist of these requirements. After you have finished your first draft, review the draft and go down the list checking off each item one by one to confirm that you have complied with the law and any procedural requirements. If you have to stop working on an assignment for the day, prepare a brief memo to file to remind yourself what you need to do to complete the assignment. This will prevent you from forgetting to include a potentially crucial piece of information. I also periodically make a list of the current files I have, along with any applicable due dates. This helps prioritize assignments and is useful when a partner wants an update on the status of your files.

**Tip Number 5: Know your limitations.** If you are inexperienced in business and commercial matters, don’t try to bite off more than you can chew. You may find yourself representing clients in the oil and gas, healthcare, and construction industries. It is unlikely that you will be familiar with all of the particular laws and regulations that apply to each of these industries. Many clients think that because you are an attorney, you will be able to answer all of their questions on the spot. This is often not the case, even for experienced attorneys. Some questions need to be researched and that’s okay. If you find yourself in a situation where you are asked a question you aren’t sure about, don’t try to answer right away. Explain to the client that you will have to look into that issue and you will get back to him or her as soon as possible. This will prevent you from steering a client in the wrong direction or having to call a client back when you realize the answer you gave was incorrect or incomplete.
Following these tips should help first year associates transition smoothly into the practice of business law. In addition to these tips, it is vital to keep an updated calendar of all dates and deadlines and set alerts to remind you when a date is approaching. If you follow the advice above, your stress level should go down and your work product should improve.

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*Ryan C. Higgins is an associate at Gaudry, Ranson, Higgins & Gremillion, L.L.C. His specialized practice areas are Commercial and Business Litigation.*
A Question for Young Lawyers: “Who is Your Client?”

By Samantha L. Yanco

“Who is your client?” A partner of my firm asked this question during my second week as an associate. I had just completed a first draft of three assignments for three different attorneys. The assignments were similar: brief, straightforward pre-trial motions. I had researched comprehensively, proofread closely, edited carefully and yet, there I was, staring stupefied at three slim stacks of paper spread horizontally across my desk, each with a variety of red-inked lines dashing through my words and my confidence.

I wasn’t shaken by the presence of the red ink itself. Rather, I was confused by the very different ways in which it appeared on each assignment. The first was a printout of the “tracked changes” view of my document, with comments neatly typed into small bubbles along the margin of the page: “Always capitalize the “M” in “Motion.” “Put some emphasis here. Really get the point across!” The second showcased, in barely legible shorthand script, edits to style and substance throughout. It would likely take more time to decipher the requested revisions than to actually make them. The third had “Very good!” across the top, with minor grammatical changes to a single paragraph.

Noticing my perplexed look through my office window, the partner walked in and sat down. I realize now that he must have encountered this scene countless times: scattered pages, dumbstruck associate, eyes fixed on the tell-tale red ink. He calmly posited, “Who is your client?” I launched into a concise and articulate summary of each case: the firm’s client, our strategy, the parties, the issue, procedural posture… My inquirer listened attentively, with an occasional nod or “I see…” When I completed my synopses, he sat back with a gentle smile: “That’s all very interesting but, unfortunately, incorrect.”

It began to dawn on me this was one of those Zen-like teaching moments, and I had just wasted a precious six minutes (my mind had already begun to process time in billable-hour increments) on my comprehensive assessment of useless facts. I mirrored the partner’s question back to him timidly, “Who is my client?” His answer was surprisingly simple.

Your client is the entity whose goals become your own. Your client is the one you want to please. Your client is always right. While you have some say over the pathway, your client sets the destination. Your client’s satisfaction influences several aspects of your career, including whether you’ll receive future work and what other potential clients will be told of your skills. Your client signs the checks that pay your salary. With time and experience, your direct clients become the executives signing the contracts, the officers seeking guidance or the parties on the pleadings. But my first paycheck certainly had not been signed by “John Smith, President of XYZ Corp.,” and it was unlikely any CEO would be spreading my name through the grapevine for some time.
I got the partner’s message: my “clients” are the senior attorneys who assign my work. As a young lawyer, and especially as a first-year, whoever is assigning your work is the person you want to impress. A satisfied senior attorney will keep the work coming, will recommend you to others in the firm and, hopefully, will come to invest time and attention in your development as a practitioner and a valuable member of the team. With this in mind, research and writing for the young lawyer each take on an additional dimension.

Starting in on the second draft of my most red-speckled assignment, I looked through our firm’s database of court filings and documents. I searched for motions that had been submitted by the assigning attorney. The results staring back at me made me feel as if I’d struck gold! This attorney’s writing style was completely different from what I’d learned in law school. His words unfolded on the page in complex, elegantly worded sentences. His arguments expounded upon case law, going beyond evaluation into the oft-avoided realm of the editorial. His quotes and case references were punctuated with underlines; multiple citations carried the tail “(emphasis supplied).” I looked back to his comments on my draft: “Put some emphasis here. Really get the point across!” I could clearly see why he’d found my succinct and straightforward manner lacking.

Shorthand corrections to the next document became much easier to comprehend after I reviewed other works that had already received that attorney’s seal of approval. When I finally translated his first comment on my assignment, “Never capitalize the “m” in “motion”,” it became clear each attorney has a different style. This particular attorney preferred the simple sentence, straightforward approach. He deleted every unnecessary word. (I had never realized how often I used the word “that”: “The court held that…”; “The plaintiff admitted that…”) He preferred highly detailed case summaries, identifying each small fact that distinguished an adverse case from our own. His style, though closer to my own, was neither better nor worse than that of his colleague with an affinity for underlining. Neither approach seemed objectively more effective. Both came across powerful, proficient and polished.

I would love to conclude by telling you each second draft came back with a bold-face “Perfect! Print for my signature!” across the top. Unfortunately, that wasn’t the case. In the time since, however, I have written the first draft of motions that were signed and submitted without a single change, a memorandum that was then forwarded to a client verbatim, and letters to opposing counsel requiring merely a brief, supervisory glance. I have also seen my documents folder fill with “Contract – Draft 5” and “Motion – Draft 8” on more than one occasion. Overall, though, my writing has improved and, more importantly, I have built a reputation for generating a satisfactory final product. While I credit most of this to time and experience, I also have my secret weapon: a bullet-point document that now spans multiple pages. I maintain a section for each attorney with whom I have worked, detailing his or her stylistic preferences (Simple sentences or compound? Quote cases or paraphrase?) and grammatical idiosyncrasies (Hyphens or Colons? “M” or “m”?). For each new assignment, I follow my substantive research with my “style” research. Finally, before I type a single word, I pause and ask myself, “Who is my client?”
We have all been guilty of drafting a substandard e-mail at some point—missing subject lines, typographical errors, misspelled words, overly vague references to a person or document, using ALL CAPS or forgetting an attachment. As a lawyer, you have either received or, in the heat of a stressful deal or case, sent an e-mail that could have been drafted more eloquently. However, consistently drafting well-crafted and polished e-mails is a simple way to set you apart as a young lawyer. Given the global nature of law practice today and the fact that e-mail may be the only contact many of your colleagues and clients will have with you as a young lawyer, your e-mails could be all that people have to rely on when assessing your work product. Here are some simple tips to help master the art of e-mailing with minimal effort.

Treat e-mailing like letter-writing. Many of the mistakes that are seen with e-mailing could be avoided if the drafter thought of the e-mail as a formally typed letter being sent through snail mail. When is the last time you saw a sloppy abbreviation or incomplete sentence used in a letter you received in an envelope? Take the time to think through your e-mail as though it was a condensed letter and draft your e-mail accordingly. Do not forego seemingly small details that actually make a difference in the interest of saving a few seconds. Include a salutation, take a moment to review an attachment to ensure it is the correct one and include a closing remark. You may not feel like you have the luxury of taking the time to include these niceties, but in the long run, this attention to detail will definitely pay off.

Make technology your ally. What young lawyer has not had a nightmare about mistakenly hitting “reply all” before sending a less-than flattering e-mail? Or, how many times have you referenced an attachment only to realize later that you never attached the document? Unfortunately, these simple oversights could paint the picture of an associate who is a tad careless or not very detail-oriented. You can avoid these types of mistakes by creating a “dummy proof” system. For example, Microsoft Office Outlook allows users to set up a rule to delay the sending of an e-mail. When you hit “send,” the e-mail actually sits in your outbox for a specified period of time before it is actually sent to your recipients. There are few e-mail blunders you cannot avoid if you have an extra minute or two to rethink your e-mail before it is sent off into cyberspace. While technology can be your saving grace, it can also be your enemy. Using smart phones to e-mail while you are out of the office is a huge advantage of practicing law in the digital age. However, do not make the mistake of using the same casual tone you would use when texting a friend when you are sending an e-mail to a client or partner. Many young lawyers have adopted an informal style when it comes to e-mailing, a style which can often sound unprofessional and sloppy. Do not fall into the trap of sending shoddy e-mails when you are on the go. If it means stepping
out of a room and re-reading an e-mail before you hit “send” on your smartphone, do it! It will save you from heartache in the long run.

Other rules to live by:

- **Always include a meaningful subject line.** If you are replying to a chain of e-mails and the topic has changed, take the time to change the subject line to reflect the new issue. Try not to include a substantive question in the subject line if it is not repeated in the body of the e-mail. Too often, people will jump straight to the e-mail’s text without realizing that you posed an important query in the subject line.
- **Beware of “Reply All.”** Use it sparingly and thoughtfully.
- **E-mails are not always private.** Do not share thoughts or sentiments in an e-mail that would make you cringe if they were ever produced in a discovery response or forwarded inadvertently to an unintended recipient. You are not in control of to whom your e-mails get forwarded. E-mail your “private” thoughts accordingly. Better yet, pick up the phone instead of typing them out.
- **Avoid writing a novel.** Clients and other attorneys often have shortened attention spans. Get to the point quickly and succinctly and avoid drafting e-mails that are pages in length. There is nothing more irritating to your busy client than receiving a tome from his or her attorney (who is likely billing by the hour) when a sentence would have sufficed.
- **Anticipate needs.** If you are sending a partner an entire case or document, but the answer to his or her question boils down to a one or two sentence blurb from the attachment, copy the relevant information into the body of the e-mail. Think of how to make the information easily accessible for your recipient. Making life easier for the partner or client that you are working for will pay off in the long term.
- **Should I blind carbon copy?** Blind copying someone on an e-mail may seem like a great idea, but it can create awkward issues if the actual recipient of the e-mail realizes there was an invisible audience to your exchange. Rather than “bcc” someone, simply forward the e-mail to them afterwards, it may prevent an embarrassing situation.
- **Who is my audience?** Be sure to include all recipients on the e-mail who should be included in the conversation. Nothing will irritate a client or partner more than not being copied on an e-mail sending out a document he or she should review or a question he or she needs to answer. Take a minute to think through the answer to the question “Who should see this e-
mail?” and avoid any pitfalls from not including a particular partner or client contact.

The key to mastering the art of e-mailing is often just slowing down and thinking through what you are doing. Is there ever a time for a one word e-mail or shooting out a rapid-fire response without proofreading? Of course! But, when it is possible, using these tips can greatly improve the quality of your e-mails and set you apart as a young lawyer.

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