

**Transcription of 2013 *Chapman Law Review*
Symposium: “The Future of Law, Business,
and Legal Education: How to Prepare
Students to Meet Corporate Needs”**

**Keynote Dialogue: “Old School” Law School’s
Continuing Relevance for Business Lawyers
in the New Global Economy: How a Renewed
Commitment to Old School Rigor and the
Law as a Professional and Academic
Discipline Can Produce Better Business
Lawyers**

Friday, February 1, 2013

Keynote Address:

*Chancellor Leo E. Strine, Jr.**

I am pleased to be with you to discuss a topic important to us all, which is whether a rigorous three-year “old school” law school education is valuable to a lawyer practicing business law in the emerging global economy.

I have three different windows on this subject. As a judge, I employ two recent law school graduates as my law clerks each year. We are fortunate in Chancery to get hundreds of applications from top-ranking students at top law schools. Each year, I have the privilege (and some of the frustrations) of employing two of these students in their first real legal job.

As a judge, I of course have another wider window on the products of American law schools, through which I view the lawyers who practice in our court. I look at lawyers within

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Delaware who practice civil law at all levels, because our Court does not just handle big corporate and commercial cases, but also adjudicates all general equity matters, including guardianships and trusts and estates. And, precisely because of our sophisticated business law caseload, I see lawyers from the top business firms from all regions of our nation.

The final window I have is a bit like many of yours. For over a decade, I have taught year round, with my primary posts being at Penn and Harvard, as well as a regular short-course gig at Vanderbilt, and stints at UCLA and Cal Berkeley. That has given me a sense of the current state of affairs at some of our nation's finest law schools, in terms of key issues like curriculum, grading policies, faculty incentives, and academic focus.

In preparing my remarks, I have drawn on each of these perspectives. I don't pretend that my thoughts reflect an empirical sample of law school curricula, grading systems, the substantive legal knowledge expected of the current generation of business lawyers, or the like. This is just one person's own sense of things, based on his own subjective experiences. Because I have been charged with interrupting your dining experience with my remarks, I intend to be blunt and provocative. There won't be much varnish. Rather, I will give an emphatic *yes* to the question of whether a rigorous three-year legal education remains valuable to someone wishing to practice business law at the highest level in a rapidly globalizing economy, and then explain the ways in which I perceive the current legal education system to be falling short of the mark.

In addressing these questions, I focus on three primary types of business lawyers. The first category consists of those business lawyers who serve as in-house counsel to businesses operating in an increasingly international economy. The second category are sophisticated transactional lawyers who work in law firms and are engaged by businesses to put together major M & A transactions, licensing agreements, and joint ventures. The final category are the advocates who represent businesses in litigation, administrative proceedings, and arbitrations when businesses have disputes about their contracts, face claims by affected constituencies that their conduct violated legal or equitable duties owed to them, or must seek regulatory approval before taking action.

It is my view that the globalization of the economy makes a rigorous three-year legal education more, not less, necessary for these categories of lawyers. I begin with the admission that I think that a lawyer practicing at the highest level of any of these categories and exclusively having to address U.S. law also needs

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three solid years of law school. The primary reason for that is that business lawyers at the highest level are required to spot diverse legal issues, recognize the glimmer of a legal problem from another body of law, size it up initially, and determine whether more specialized legal advice is required to address it. The best GCs, the best big picture M & A lawyers, and even the best litigators are great generalists with a sense of the broad legal context within which their clients must operate and a keen radar for the emerging presence of a potential legal issue not seemingly central to the business issue the client is addressing.

The GC of any public company that makes products in this nation is likely to have addressed more bodies of law than I have the time to identify. The obvious ones are: (1) state and federal securities laws; (2) state and federal tax laws; (3) state and federal employment, worker safety, ERISA, and worker's compensation laws; (4) state and federal regulatory and consumer protection standards relevant to the particular products and services the business provides; (5) state and federal environmental laws; (6) state corporate laws; (7) federal and state laws regarding contributions to political candidates and political involvement more generally; (8) state contract and fraud principles that will hover over every contract the business enters into; and (9) business licensure and U.C.C. filing requirements pertinent to the business's conduct in its various markets. Because disputes on all these fronts are a possibility, the GC must have a basic understanding of how litigation works, including the respective roles of federal and state courts and concepts regarding class actions and derivative suits, administrative law, and alternative dispute resolution. As I speak, some GCs in the room may be shouting that I've missed some key things. I doubt any of them is saying, "Geez, we never come across that stuff."

The list I've identified applies with full force to transactional lawyers. Any merger agreement between two public companies will involve representations and warranties regarding subjects like environmental compliance, employment contracts with key employees, ERISA plans, antitrust approval, tax, and ongoing litigation. Transactional lawyers are frequently required to identify legal issues that arise in due diligence, because of industry context or other reasons, and to bring in more specific legal experts to help address it. The generalist transactional lawyer must then work with the GC and others at the client business to translate the advice of the specialists and to address the specialized issue in a way that's consistent with the client's transactional objective.

The smart generalist transactional lawyer will have already engaged her favorite litigator, who will help the generalist flag issues that might give rise to claims by stockholder plaintiffs, interloping bidders, industry rivals, or, perhaps most concerning, regulatory agencies.

When a young or even experienced lawyer is thrown into the head-tilting whirl of practice, there is precious little time to take an evening, pull out a nutshell, and read up on the various general law subjects she now wishes she had studied in law school. And as a matter of logic, one must have some general sense of the applicable legal principles before the fact, if one is to spot their possible application. A good generalist lawyer with a broad sense of legal context can spot issues that require the attention of a specialist. But without any understanding of the broader context, and the interplay and overlap of different bodies of law, that important duty to protect the client by grasping the full range of legal risk presented and addressing it prudently can't be fulfilled.

Now, these factors are ones that apply even if a business operates only in the United States. With fifty states, keeping track of different state law approaches is a big task. If a business is entering into contracts in multiple states with other businesses and consumers, its lawyers will have to address important variations in contract, regulatory, tort, tax, and other laws.

But these are nothing compared to the challenges of operating a business that engages in international commerce. Crossing borders exposes the business to regulation by the laws of other nations, many of which come from a civil, not common, law tradition, as well as to additional domestic regulation, such as requirements under the Foreign Corrupt Practices Act. Other nations have very different approaches to litigation, administrative law, taxation, labor law, securities law, and other critical areas of legal regulation important to business. As in the domestic context, the duty of the high-level GC, transactional lawyer, and advocate is to help the client comply with the law and prudently assess the full range of legal risks its operations entail.

In a cross-border acquisition, myriad legal issues can arise: Which securities regulator governs the EU corporation that is a party to the transaction? How do you treat U.S. or non-EU stockholders of the EU corporation? And vice versa. What is the form of the Takeover Directive that the relevant EU nation has adopted? How will the EU competition authorities feel about the proposed acquisition? Are there national champion or other unique nation-specific considerations that could affect regulatory

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approval? What are the rights of the EU corporation's employees, works councils, etc., in the context of an acquisition? If there are disputes about these issues, or issues such as the fairness of the consideration offered to the EU stockholders, the forums and methods for their resolution can be far different from what would be the case in the U.S.

Likewise, in a cross-border licensing agreement, important issues involving national and regional IP standards (heard of ETSI, anyone?) can be implicated, which are very tricky to resolve. What are the FRAND principles that apply? What is essential to the relevant standard? Where do we go to resolve disputes? If we chose a court, will all affected jurisdictions respect the judgment of a court or do we need to go to arbitration? Are some issues solely within the province of particular government regulators or forums to resolve, irrespective of the parties' choice?

It's my strong sense that the lawyers best equipped to address the various bodies of law and, as important, distinct approaches to law and dispute resolution, are those with a broad exposure to the important traditions of not only domestic law, but with some general sense of the civil law tradition and how it differs from the common law approach, how conflicts of laws between nations are resolved, and of the emerging importance of international bodies like the standards-setting organization I referred to and organs like the International Trade Commission in regulating cross-border commerce. Law school is the place to get that grounding, not the maelstrom of practice as a junior lawyer in a specific legal field that might be a gateway to being a full-range business lawyer of the highest caliber. Second-year students may be impatient, but they need the learning provided by the third year of law school to be educated in both a broad and deep way. That doesn't happen during practice, certainly not the broad part—which is essential.

There's another reason why a legal education remains critical: the law is a profession with a distinct set of professional values and duties that are vital to the well-functioning of a society that is based on adherence to law, rather than the momentary whim of those in power. Of all lawyers, those lawyers who represent organizations with the mission of making profits most need to understand why the distinct role of the lawyer is important. Often lost by those who pursue profit is that the first obligation of a corporation chartered under most American law is not to make profits. What comes before profit is compliance with the law. Delaware, for example, doesn't charter lawbreakers. We only allow corporations to pursue "any lawful business" by any

“lawful” means.

In any aspect of life, there’s a great temptation to break the rules if you can reap the benefits of doing so for yourself, and shift a lot of the costs of your rule-breaking behavior. That temptation is near its highest in the business setting. Our polity has put in place laws that are designed to deal with the externality risks caused by profit seeking. Worker safety and environmental laws are only the most obvious examples of society’s recognition that for-profit businesses will not, of their own accord, responsibly address the effects of their conduct on others. To ensure that businesses do not externalize the costs of their activities by harming others in order to make a profit, society requires businesses to comply with regulations ensuring safe workplaces and responsible environmental practices.

Within complex business organizations, it’s corporate counsel who plays a leading role in ensuring that the organizations instill cultures that foster respect for and compliance with the law. Like it or not, a good corporate counsel must be a kind of school marm, focusing the client on its legal duties and making sure that the client makes a good faith effort to operate within the bounds of the law. A good corporate counsel can’t tolerate intentional legal misconduct in the name of profit, because no corporate manager is authorized to put his own ardor for profits (even profits for the stockholder) over the corporation’s fundamental duty to comply with the law. The kind of moral and ethical strength required by corporate counsel when a business is under pressure to take legal shortcuts in order to make a gain isn’t easy. A law school education that grounds the lawyer in the traditions of the profession and the critical role that lawyers play in enforcing the rule of law is at the heart of a republican democracy, and it remains more vital than ever, in a world where global competition puts businesses under tremendous pressure to generate short-term profits.

With these thoughts in mind, I’ll turn to a few thoughts on how law schools could do better than they are currently in educating future business lawyers—remembering again that being a lawyer is a profession and that law school is, therefore, a professional school.

I begin with the curriculum. My perception is that in the guise of being more relevant and interesting, law schools have actually made their curriculums less challenging and less relevant. I say that as someone who gets paid in large part because of the move in law schools toward “junkie” courses, in the sense of highly specific courses for junkies in particular subjects. In corporate law, for example, I know it’s possible for

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students to spend a good deal of their second and third years at some institutions taking so-called “upper level” classes dealing with overlapping corporate law issues, such as mergers and acquisitions, corporate governance, shareholder activism, and corporate finance. At most of these institutions, it’s also possible to do so without the student actually taking an advanced class in a subject that every corporate transactional and corporate litigator must know cold: contract law. The fact that you know that ISS is again ISS after for a time being something else will not help you when you haven’t the faintest idea what the difference between a representation and warranty, a covenant, or a condition is, and when the only thing you understand about a bring-down condition is that if it’s triggered, the merger might fall to pieces.

These junkie classes come at the expense of the introductory survey classes that play a critical role in exposing law students to the diverse, but fundamental, bodies of substantive law that exist. Let me indicate just how fundamental the law can be that a student need not take at law school. I’ve been privileged to teach at excellent law schools, and there’s no school that has more talented corporate law faculty in one place than Harvard. I’m not saying that the HLS corporate faculty are, as individuals, better than many of my excellent colleagues elsewhere, it’s just a reality that there are more excellent corporate people at one place in Cambridge than anywhere else in the world. My friend, former Dean Clark, started that tradition and Dean Minow honors it today. But it’s also true that HLS has an amazing stable of constitutional law professors.

Well, one day several years ago, I was talking to one of my best students, who was a very bright guy. Somehow we got on to the subject of constitutional law, and I asked whom he had as a professor. He confessed that he hadn’t taken constitutional law. I said, “But wasn’t it required?” No, was the answer.

I didn’t and don’t understand that on any level. On a moral and ethical plane, I think it’s absolutely essential that law students be taught a course in the fundamental constitutional law of our republic. I think that is true of anyone who comes here to get an LLM, much less a degree that allows you, upon bar exam passage, to practice law.

But let’s take a more applied approach. In what way, shape, or form should a corporate law or advisor (even an investment banker doing transactional or advisory work) not be materially aided in her effectiveness by having a basic understanding of constitutional law and the governance of polities? Does anyone think it coincidental that boards of directors are elected

annually? Does anyone think it coincidental that there are some decisions that the board can only make if the electorate actually approves them? Does anyone think it is coincidental that there are rights given to stockholders to allow them to hold the managers of corporations to their duties? Although treating corporations or other business entities as if they are actual polities is a mistake, not understanding the basics of constitutional law and the working of republican polities is a tremendous disadvantage to any sophisticated corporate lawyer or advisor. Corporate law drafters drew on and continue to draw on the Lockean traditions that are the basis for American republican democracy.

Here's a quiz. Can anyone who practices corporate law identify how the now iconic corporate law standard of review called the *Unocal* standard has progenitors in constitutional standards of review? What does *Unocal* resemble? How about the means and ends fit tests used in First Amendment and Fourteenth Amendment cases, as well as in employment discrimination cases? These tests smoke out pretext and overreaching using a required identification of ends by the party whose actions are under review, and the requirement that the chosen means bear the required tightness of relation to that end.

And back to the issue of advanced contracts. Why isn't it a required subject anywhere, or even taught in many places? The cow case is not enough for any lawyer. And, I can't even be confident that students still receive the fundamental common law tradition even in their first-year contracts course. One of my former students at a top-rated law school told me that his first-year contracts course was taught as the "Philosophy of Contracts" and they spent so much time reading Hart and Dworkin that they never reached the recognized excuses for breaching a contract. Nor did he ever see an actual commercial contract in that course. Virtually any functioning lawyer must be able to negotiate, understand, and enforce complex agreements, and understand the interaction of complex agreements to risk-creating bodies of law, such as the law of fraud. No subject could be more professionally useful, especially to a business lawyer.

Why Complex Contracts is not a required course is easy. There is no faculty incentive for teaching Contracts in a traditional rule-bound way, much less Contracts II. It's much more fun to teach a junkie course in one's own subject, and there's no curriculum mandate that requires students to take such a mundane subject. Ditto for advanced civil procedure, and many other subjects that are in fact vital.

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Things would be better if deans were empowered and required to actually set real curricular standards. Even within junkie courses, there should be improvement. To be candid, if you want to really teach students M & A law, the course should be a full-year class covering at least these components: (1) state corporate law, including fiduciary duties; (2) relevant securities law principles; (3) other regulatory factors common to transactions, including tax, antitrust, national defense (CFIUS, anyone?); (4) international considerations, such as the EU Takeover Directive; and (5) the contract and tort law principles relevant to the enforceability of M & A contracts. I'm not aware of any full-year approach that addresses this reality. Most such classes slight the contract law aspects the most, despite the reality that these are the most important in most transactions.

This isn't to say that students should not have the chance to do deeper dives in particular subjects; that's important. Seminars are useful, and so are advanced classes. But in the long run, what is most vital is that the students all complete a rigorous set of introductory courses covering the most important areas of law. If something has to give, it shouldn't be the fundamental subjects; it should be the optional.

Another problem is that too many students are taught introductory classes by professors from the "law & blank" [insert your oxymoronic social science of choice] movement. This often results in a student not getting any real exposure to the traditions of the law, certainly not a first-rate exposure, and instead being subject to third or fourth rate "& blank." I repeat: law school is a professional school. In practice, lawyers are expected to deal with the law as it is, not as a professor might wish it to be. Students deserve to have the legal tradition taught with fidelity and respect. An appropriately scholarly attitude would remember that the law's current state reflects the grappling of generations of humans over centuries to figure out a rational way to resolve disputes and to channel human behavior toward the mutually tolerable, if not optimal. Indulging the notion that understanding these traditions from the perspective of the legal tradition itself is an important starting point for lawyers and even legal scholars is critical. If one wishes to go off on to the "&" one can do so, but one first has to have the law part down and understand that.

I fear that too many deans and institutions allow professors self-indulgently to subject law students to idiosyncratic introductory courses. Too many of my upper corporate law students have had particular professors who seemed to feel that the truly iconic doctrines of corporate law were simply not

important enough to be part of the basic corporations course for me to have confidence that this is not true in other areas. Even more regrettably, one can tell from the scholarship of too many law professors that their actual understanding of the law itself is thin, and that their tolerance of reading statutes, cases, and legal history is just that—a tolerance for doing the minimum to do their regressions or advance their ideological positions regarding the “& blank” passion they harbor.

Sadly, too many students are taught courses by professors with no genuine experience as a lawyer. And when students are taught by professors without experience, who often haven't ever bothered to read the full judicial decision, the excerpt of which they have assigned their students, students come into practice without a real grounding in core subjects—a deficiency that hurts their performance. Some professors not only lack legal experience, they lack a law degree and any apparent effort to understand the law itself. The primary goal of law schools should be first-rate law teaching and first-rate legal scholarship. Until the law teaching and scholarship is done right, the ampersand stuff will just be junk, rather than adding a valuable perspective on the legal tradition and the future direction of policy.

Most important, law students who are entering the profession need to understand the law as it is applied in reality, not in theory. Because law school is a professional school, the students are also being disserved by the indulgence that law schools give to complaints about the rigors of the legal education process. Any employer can tell you that law school grading policies would be laughable, if they didn't have a real world consequence. Law schools with the traditional A, B, C, etc., grades have so compressed their grading systems that students who get B pluses need to be put on suicide watch. Other schools have adopted silly systems involving Hs, Ps, and variations on the same, including a grade aptly called the PC!

Most of the students at top law schools have gotten there because they are good at exams and writing papers. But when they get to the top law schools, all the other students are good at them, too. The competition that always worked for them now scares the heck out of them. Hence, it becomes easy for them to argue that everyone should get the same grade. But that's not the way the world works. There are meaningful differences between a subpar, adequate, good, and great business lawyer. There are meaningful differences between student achievement on exams at top law schools. In the real professional world, these gradations will matter. It's unfair to all students for law schools to keep dumbing down their grading policies. Get over it,

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achievement matters, and the ability of a lawyer to understand a legal problem under time pressure and come up with an articulate, well considered initial response is a real professional requirement.

When students take eight blind-graded exams in their first year from different professors, the distributional outcomes are telling. At one of my favorite schools, one of its comparative strengths was that it gave real grades, not old school real grades, but at least grades with some real rigor and an old school feel. Getting an A was different from getting an A minus, and many students would get Bs and even B minuses. Now, a professor basically gets to give students an H (with a high percentage), deem some eligible for an H plus, and the rest a P, with anything lower than a P being an optional grade that's essentially highly discouraged. The incentives for untenured faculty to give out the most generous grades are obvious, as is the incentive for tenured faculty to do so to be popular, get good enrollments, and avoid being trashed online. The "paper chase" is not the scary part now, it's the "tenure chase" for the young professor aspiring to be Professor Kingsfield.

Students whose P work is demonstrably superior than the great mass of Ps don't get the recognition they deserve. Students who barely P their way through—without realizing that most of the reading professors think their work is really poor, but who won't give them the real signal of how below the mark they are—don't get the sort of wake-up call they should. And none of the students are getting a real world experience in terms of performance evaluation. It's of course true that in any particular course, a student could get a B plus rather than an A minus that would be given by a different professor. But the beauty of blind grading and having multiple professors is that the overall system provides a fair assessment, if the assessments have to be done with rigor.

If ever a group of people needs the strictures of a rule, it is law professors in the context of grading. There should be non-negotiable curves for every law school course, regular or seminar, and it should have at least four required tiers of grades, with no less than twenty percent in each of the lowest two tiers. If by some random chance, one seminar has only the descendants of Cardozo and Holmes, some of those descendants might have to get a poor grade for once. Deal with it; it's a good learning experience.

Likewise, law schools seem increasingly dangerous places for professors to require that students respond to questions without being told in advance that they'll be expected to answer questions

that session, and that students be expected to speak audibly so that everyone in the room can hear. There's virtually no legal job that doesn't require a lawyer to advocate the position of her client orally. It's not just the trial lawyer who must speak up for her client and be able to explain her client's position clearly, logically, and convincingly. Any business lawyer must do that as a negotiator of contracts.

As important, lawyers need good oral presentation skills in communicating with their own clients. Some of the toughest tangles lawyers get into are with clients keenly interested in pursuing a legally problematic course of action. If a lawyer can't speak in a persuasive, logical manner in response to the client's questions and concerns, the lawyer won't be effective. Part of the lawyer's skill also involves how to handle a situation provisionally, when an unexpected question or issue arises. There is an element of "faking it" about a lot of things in life, and that's true in the law, too. The lawyer must get through the moment with an intelligent reaction that reflects a general understanding of the situation, and then explain why she needs more time to give a firmer answer. You can't say pass or tell the client that the question is unfair because you weren't on the panel for that subject today.

The reluctance to cold call students because of the grief it can entail if students complain seems also to extend to refusing to instill in students a recognition of the professional standards they must meet in terms of thorough research and thinking. Too few professors make students read entire judicial or administrative decisions. Although I understand that in a survey course, it is difficult to assign too many entire decisions, the reality is that in practice, you must read and understand entire decisions. That is helpful not only genuinely to grasp the meaning of a decision, but for another critical reason: indulging the notion that judges and regulators may think that the things they write to explain their reasoning are important might be useful as a member of a profession whose clients will wish to prevail before these decision makers. What judges and regulators write provides an insight into how and why they make decisions—insights that are vital to effective practice and real understanding of the law. The same reasons counsel requiring students to touch and feel actual complex contracts, and understand how they work, and why they have common recurring parts.

On a related topic, judges (and their law clerks) find typos, poor grammar, and unorganized writing dismaying. But law school professors seem reluctant to emphasize to students that if

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their writing fails on the most basic level of spelling accuracy and grammar, they're likely to lose their readers and ultimately their job. With spell check, a typo should at least be a word. If I read a brief with the word "teh" in it several times, I find it annoying and wonder why I should believe that the arguments being made were important if the writer couldn't take the time to fix "teh" and make it "the."

Law school should be a time when professors emphasize to students the rigorous writing discipline required of high-level lawyers. In classes where student essays and papers are required, there should be consequences for poor editing, improper citation form, and the like. Graduates shouldn't reach their first job and suddenly realize that it's not okay to send a letter to a client with multiple spelling and grammar errors, much less to a court or administrative agency. As I tell my law clerks, you can always decide to become sloppy later in life. It's much harder to learn how to become a disciplined writer and, as important, editor of one's own work. Aspiring professionals should be exposed to and expected to meet real world legal writing standards in the comparatively low stakes setting of professional school, and not learn the much harder way when they can't cut it in practice.

Finally, I think there's another problem that law schools and all professional schools will have to help the current generation of students to address. With the poor man's version of Westlaw being ubiquitous—I refer to Google and other search engines—the current generation of law students come at things with a decided preference to look for the highly specific answer straight away rather than to reason to that answer after obtaining a more general understanding of the relevant law and context. As a judge, I've often seen situations where even judges fall prey to this. An initial decision is quoted out of context by a second decision for a proposition that is reflected in the decontextualized quote. The third decision builds on the second, and so on, and the law gets distorted because none of the busy judges and law clerks have gone back to the roots and recognized that the first decision was not in fact authority that spoke to the question, and that the answer being given required an actual justification in logic, rather than an out-of-context repetitive citation.

As very bright law clerks come to me from good schools, one common trend I have to address is their propensity toward the immediate answer guided by case-specific search terms. They often generate materials that lack appropriate context and emphasis precisely because they're viewing the problem from a very narrow perspective that's uninformed by an understanding

of the key general applicable principles. To approach a legal problem effectively requires reversing the order of how these students approach things. If there is an issue about, let's say, what the effect of a majority of the minority vote is on the standard of review of a merger, the best way to start is to go to the excellent treatises that exist about corporate law, and to read the relevant chapters. Ninety minutes spent that way will ground the young lawyer in the subject. The compilation of citations will also be useful to the next step. With that general context in mind, the young lawyer can then formulate the basis for, and examine the more specific results of searches, with much greater accuracy and insight. This approach also builds brain muscle because the reading that the young lawyer does of the best treatises and summary materials will have lasting value in terms of the lawyer's understanding of the larger principles of the relevant subject matter.

Regrettably, I don't think law schools do much teaching about the *how* of effective legal research and thinking. Too many very bright students seem to either be unaware of materials like *Collier on Bankruptcy*, *Weinstein's Evidence*, *Wright & Miller's Federal Practice and Procedure*, and *Moore's Federal Practice*, or deem them too old fashioned to be worth consulting. That is wrong-headed. For many subjects, old school sources—which are usually updated by excellent professors—remain very relevant. When dealing with general topics of civil law in states without developed case law, sources like *American Jurisprudence* and the *American Law Reports* remain very helpful starting points about national trends, and they are useful to help experienced lawyers brush up on topics that they don't address every day. Mundane sources exist that law students don't think of. For example, anything called a “uniform law” is called that for a reason, and there are publications that track cases citing specific sections and versions of those important acts, and discussing the background on why the uniform law in question takes the form it does. These publications can be critical in dealing with a question about a uniform law in a state without decisional law of its own on point, or where the state took a divergent approach to a particular point from the uniform law.

Similarly, law students seem to struggle to realize that not all authority or precedent is of the same force. Recognizing that there is a hierarchy of both actual authority, in terms of the power of its source, and persuasive authority, in terms of the quality of the source, is critical to effective advocacy. The best authority isn't necessarily the material that will come up first on a Westlaw search, must less on a Google search.

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Obviously, law schools should not be required to teach students how to approach each field of law. But they can and should do more to make sure that, throughout all three years of legal education, students are taught how to approach a legal research problem, and how to translate that research into an effective written answer. Overcoming the understandable tendency of a generation weaned on the Internet to look for the quick, immediate answer without taking the time to recognize that formulating the right question to ask is often more important to effectively representing a client is a formidable challenge. But until this problem in thinking is actually identified as a serious trend, law schools can't even start.

Thank you for indulging me today. I believe law schools have a critical societal mission. We can't give in to the temptations to turn law schools into degree mills where, if you pay the huge bill, you get a quick diploma. Recommitting to old school rigor is the best way to meet the demands of the global economy we now confront.