

THE LAW OUT WEST

by **William H. Horsey**
with **Janis Feltranberg and Eileen Vincent**

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HOLLAND & HART

1947 - 1988

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by

William H. Hornby

Senior Editor, *The Denver Post*

with

Janis Falkenberg and Eleanor Vincent

The Colorado Historical Society

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To Steve Hart and Bill Embree
Friends of the mountain West

Preface

In 1985 the History Committee (HISTCOM) of Holland & Hart retained Janis Falkenberg, vice-chair of the Colorado Historical Society, and Eleanor Vincent, a director of the Society and its principal oral historian, to preserve what they could of the firm's history. Mrs. Falkenberg collected the significant documentation of the first forty years, no mean job in a firm of many proprietors who have ridden a long Paper Trail! Mrs. Vincent interviewed in depth a number of senior partners and staff members, including three of the founding group, Stephen H. Hart, John L.J. Hart, and William D. Embree, Jr. A complete list of these interviews is included in the appendix.

This effort resulted in an unusual law firm archive of pictures and paper, of which this book is an admiring summary. I say "admiring" because the author has been a friend and sometime client of Holland & Hart for years and cannot be an "objective" observer. In my view, this is a remarkably high-principled and progressive group of people who have made a singular contribution to the Rocky Mountain West.

I have tried as far as possible to let the people of Holland & Hart tell their own story on these pages. So this is more memoir than formal history. HISTCOM members — Steve Hart, Bill Embree, Bruce Buell, Sam Guyton — and many others of Holland & Hart, especially Pat Westfeldt and Bill McClearn, have tried to keep me riding point on this huge herd of facts, but they are not responsible for those I've let stray.

And, as always, it was the staff of Holland & Hart, particularly Merrilyn Tarlton, Sue Smith, Dave Fleming, Nancy Williams-Johnson, and Carmen Poulson who got the book produced. I should add that my wife, Barbara Sudler, president of the Colorado Historical Society, suffered patiently over this project because of her long friendship for Steve Hart and her respect for his major contributions to Colorado history.

William H. Hornby
The Denver Post
September, 1988

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The Founding Group

The growth of a great Western regional law firm from a handful of lawyers to some 220 in just 40 years is the product of many forces beyond the aspirations or abilities of its few founders. But the founding group of Holland & Hart had a number of things in common. They all came from professional families that encouraged the life of the mind. They were all educated by books, but also in the world of the outdoors and of travel. They all respected hard work and performed it. They all got fun out of their lives. And they all had a stake in the mountain West, either through birth and lifelong experience or through their adult choice of the Rocky Mountain country as the place to spend their lives.

The historic changes in their city also had a great deal to do with the firm's growth. Denver just after World War II was on the verge of its birth as a major metropolis. Held back by both the Great Depression of the 1930's and by preoccupation with World War II in the early 1940's, by the end of the war the young city was straining for change, though few in its legal fraternity could foresee the coming population explosion or what it would mean for their profession. In 1940, metropolitan Denver had 445,000 people, by 1950 it had 612,000, and by 1960 the total was 929,000, soon to reach the "million" category. Indisputably the 1940's were watershed years in which Denver and its West were beginning to undergo the most pervasive change since the first gold-rush prospectors and merchants had poured onto the Pikes Peak frontier less than a century before.

This revolution in the Denver environment was compounded of a number of elements, including this steadily burgeoning population in part made up of World War II veterans who had decided that the mountain West was for them. There was a much-increased federal government economic presence as a result of the war effort. And there was a postwar economic boom to meet the urban and human needs that wartime austerity had denied the relatively young city. For example, 1947, Holland & Hart's first birthday year, saw the election of a new war-veteran mayor (Quigg Newton) who turned out of office an established political regime going back to the 1920's. It saw the beginning of large-scale real estate development, including the first tall buildings on the Denver skyline in two decades, and the expansion of the city's financial, natural resources, and transport industries into a postwar "growth" mode. Denver banks, long with one of the most conservative loans-to-deposits

'It was not surprising that Stephen H. Hart sensed the spirit of change in the air.'

ratios in the country, were even beginning to talk consumer financing!

It was not surprising that Stephen H. Hart sensed the spirit of change in the air better than most of the older legal clan. Although he was very much "Denver" and "Western," he had been educated at Yale and in England, and his law career so far had taken him to Washington D.C. and out into the mountain West region. He had been in Europe enough to realize the world changes that were coming, especially in law practice relating to the ever-growing federal government, the international market, and their influence on business life.

Hart had decided views about how to build a law firm in the climate of the times. He didn't see why the new lawyers pouring into town should skim the cream, and he was very frustrated at the dead-end atmosphere faced by many young associates in Denver's law firms. "In those days (though there were conspicuous exceptions) the legal profession in Denver was very monopolistic, establishment oriented, dominated by the old firms which had established relationships with the major banks and corporations. Nobody could expect to become a partner in most 17th Street firms unless he was born into it or married into it...the life of an associate was a futile, servitude situation, where if one wanted anything more than a survival wage there was no place to go but out." Thus was the atmosphere recalled by Hart in a March 1982 interview.

'Steve Hart was a Rocky Mountain climber, and so was Joe Holland.'

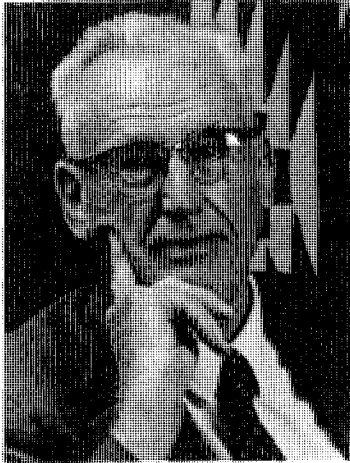
Steve Hart was a Rocky Mountain climber, and so was Joe Holland, an older attorney, also a Denver native. Whether the mountain-climbing link had much to do with the Holland & Hart legal approach is conjectural, but they did know the old rule of that risky sport...you keep on going up, and if stuck, there is usually another route to the top. Hart was to reiterate later that the basic principle behind the firm's expansion was to find new trails toward the solution of a client's legal problems. To, in other words, never tell a client that something couldn't be done, but to discover the way to do it within the fences of ethics and the law. And if the firm found itself stuck halfway up the legal mountain without the needed expertise, it speedily took the risk of hiring new team and new tools. As in mountain climbing the spirit of team interdependence in Holland & Hart has always been strong. Within very few years from its opening it was the largest firm in Denver, with many of its newcomers enjoying full partnership and full voice.



Above Steve Hart (left) on an early climb.

The founding group of the firm on July 1, 1947, consisted of Stephen H. Hart and Josiah G. Holland, the original partners in 1947, and their associates, William D. Embree Jr., and Peter Hoyt Dominick, later United States Senator from Colorado and U. S. Ambassador to Switzerland. Jerome L. J. Hart, Steve's older brother, joined the group as a senior partner the next year in 1948. The Harts and Holland were Denver natives from families with long Western and legal backgrounds; Embree and Dominick were young New York lawyers, two of the many new profession-

als coming into Denver to establish careers. Brief profiles give us the flavor of this new team:



Above Stephen Harding Hart, 1988.

STEPHEN HARDING HART was born in Denver on April 13, 1908, the second son of Richard Huson Hart, a prominent Denver attorney and law professor, and of Elizabeth Jerome, distantly related to the Jennie Jerome who mothered Winston Churchill. Steve Hart, and his older brother – partner Jerry, had genuinely deep roots in the American expansion westward in the 19th century. Alfred Hart, their great-grandfather, was a famous pioneer photographer who made the pictorial record of the Central Pacific Railroad in its first leap east from California. His son, the paternal grandfather, Charles N., was present as a boy of 19 when the Central Pacific and Union Pacific railroads made their historic transcontinental linkage at the Golden Spike ceremony at Promontory Point, Utah on May 19, 1869.

This “golden spike” ceremony was one of those classic turning points in the history of the West. It foreshadowed the end of the nomadic Indian, the urbanization of the West into towns and cities, and the coming of the cattlemen and the homesteader. Charles N. Hart, the kid at the Golden Spike ceremony, came to Denver in 1866, just seven years after the first prospectors and town-lot speculators pitched their tents on Cherry Creek ten miles east of the Rockies. The young Hart was a railroad telegrapher working closely with such eminences of the era as General William Jackson Palmer, founder of the Denver and Rio Grande Railroad, and Governor Leland Stanford of California, spark of both the Central Pacific and, later, of the famed university bearing his dead son’s name. After some youthful roamings around the West, Charles Hart trained as a homeopathic physician in St Louis and settled permanently in Denver in 1878. There he delivered and cared for the children of many of the young 20-year-old city’s leading families, a typical horse-and-buggy practice.

Richard Hart, Steve and Jerry’s father, was a toddler when his father came back to Denver. He grew up in the city’s schools, entered Harvard in 1897, and worked briefly for the *New York Sun* and *The Denver Post* as a reporter and sometime art and drama critic while studying law. After graduation, he became counsel and secretary for the Colorado Fuel and Iron Corporation (CF&I) and then settled into solo practice. He was very interested in the new federal income tax law of 1913, and, as circumstances of the day allowed, tried to specialize in taxation matters, a bent he applied later to the two twigs he fathered. Steve Hart remembers his father as “scholarly, witty, gentlemanly, quiet, hard-working — a tremendous influence on my life and legal standards. He taught for 20-30 years at D.U. Law School in the days when the faculty were all, except for the dean, practicing lawyers who gave their spare time to teaching.” A crony of Richard Hart’s on the DU faculty was James Grafton Rogers, later to be dean of both the Colorado and Yale Law

Schools and Steve Hart's father-in-law. Among Hart and Rogers' students at DU was Joe Holland who became a social friend of the Hart family.

The Harts' maternal grandfather was also a lawyer and businessman of prominence on the Pikes Peak frontier. John L. Jerome came from upstate New York, was an early partner of famed Denver lawyer Henry Toll, and later helped organize the Colorado Fuel and Iron Corp. of Pueblo, the state's leading industrial complex of the day, closely tied to coastal finance. The CF&I partners were eventually squeezed out by John D. Rockefeller under circumstances which broke Jerome and, in his grandson's memory, led to his early death.

'Steve Hart describes Jerry as a "hard act to follow"...'

Steve grew up somewhat shadowed by his older brother, Jerry, who qualified for Harvard at age 14 but was held back by his father for two years, during which respite he was a clerk-of-the-works for Denver construction firms. Entering Harvard at 16, he became a Rhodes Scholar at Oxford. Steve Hart describes Jerry as a "hard act to follow...tagging along behind, trying to equal my brother's academic accomplishments, bred in me a spirit of determination which I think has stayed with me all my life, and a competitiveness when the chips are down." This marked competitive streak in Steve Hart's nature, undeniably a dominant strain in H&H growth, earned him a scholarship to Yale in 1925.

"There I was, a little Western boy dropped in the middle of a sophisticated Ivy League college, never before out of Colorado. But I had a rewarding social life with many close and lifelong friends and a knowledge of Atlantic states, particularly New York, Washington, and Connecticut where I spent vacations and rubbed off rough corners." Steve graduated summa cum laude, ranking number 8 in a class of 800. For his graduate dissertation he wrote a history of Zebulon Pike, the mountain explorer, which received critical acclaim and was published. (Hart's interest in state and regional history was to be the base for his principal avocation over the years as president and chairman of the Colorado Historical Society). He badly wanted to win a Rhodes scholarship like Jerry but had to settle for a year at Harvard Law School, followed by two years at Oxford arranged by a devoted father who understood the competition between his gifted sons. Steve later credited Oxford for developing in him a "broad interest in art, music, theater, architecture, history and politics."

'...my brother and I were climbing everything in Colorado.'

His mother was an outstanding musician and Steve an amateur cellist of some note. But he kept primarily to the outdoor life based at the family summer home in the mountains at Buffalo Creek, Colorado. "My father encouraged my brother and me to engage in outdoor mountaineering, skiing, white-river running, and such sports that put man close to nature...at an early age my brother and I were climbing everything in Colorado. My mountaineering career was in periods, one just when

'I have never had a case before a jury in my life, and feel very much ill at ease in a trial, even as a witness.'

I was in high school and college, and then a second burst when my sons were old enough to be with me...at 16 I did make a first ascent of the East Ridge of Crestone Needle, still considered a classic climb. I was with Albert Ellingwood, Colorado's most skillful technical climber, so I had the benefit of his leadership and experience. I made three or four more first ascents which are still pretty highly regarded."

After Oxford, Steve returned in 1933 for a year at Denver University law school, for he recognized that Oxford's academic approach to the law was wet powder for an American practice. "My limited knowledge of formal American law explains a little bit the course which I have taken in legal practice...no training in trial procedure or pleadings...I have never had a case before a jury in my life, and feel very much ill at ease in a trial, even as a witness. I chose the specialty of taxation as my thing, learning the Internal Revenue Code, the Regulations, the administration rulings, court decisions, how to plan business transactions from the point of view of their tax effect, to negotiate at the administrative level, to present cases to the Tax Court on stipulated fact and to argue my brief...my experience was chiefly at the administrative level working with representatives of the government to arrive at a fair compromise, or on appeal to the federal level."

Hart took the Colorado bar in 1933 at the depth of the Depression, gophered briefly at several Denver law firms, and to eke out an income, as his father before him, taught contracts, personal property, and a new subject, "corporate finance", at DU law school. In 1934, with FDR's New Deal just beginning to generate a cornucopia of new legal complexities for business, Steve went to Washington as an assistant solicitor in the Interior Department. This \$300-a-month "bonanza" was arranged by "Tommy the Cork" Corcoran at the behest of a Hart buddy at Yale. Steve was in D.C. a year honing interest in natural resources law and other Interior Department matters of special interest to the West.

Hart returned to Denver and the law firm of Lewis & Grant in 1935 as the principal assistant to James B. Grant, one of the best of Denver's "business" lawyers. Under Grant's wing, Hart handled some very significant cases, including tax litigation for the estate of F. G. Bonfils, late publisher of *The Denver Post*. "This confirmed my interest in taxation...there were only two or three other tax lawyers in Denver, none in the rest of Colorado, Wyoming, or New Mexico. So the regional opportunity was wide open. This led to one of the most rewarding legal relationships I ever had, the job of tax counsel for the livestock industry nationwide and a friendship with cattle, horse, and sheep people, the last true 'free enterprise' industry in the U. S."

While at Lewis & Grant, Hart had the best "practical" education he ever had, in his own estimation. He won two years in the Colorado House of Representatives and four in the state's

Right Cris Dobbins of Ideal Cement Co. and Steve Hart on a company flight.



Senate. He loves the story about his graceful wife Lorna, a granddaughter of an early Colorado governor, campaigning for him in the bordello district of Denver's Market Street, and of the madam who told her, "if you've got the guts to come here to campaign for your husband, he's going to get every vote in the district." The competitive Harts put their man in the House, running number two of 36 candidates, and in 1940 he was pleased to draw more Senate votes as a Democrat in Denver than FDR.

Jim Grant (with Richard Hart and James Grafton Rogers the lawyers Steve credits with the most influence on his career and philosophies) died in 1947. When the firm refused to consider Hart at age 39 for a partnership, he quit and decided to roll his own. On leaving Lewis & Grant, he heard that his old family friend Joe Holland was sympathetic to change, and several of the clients he had inherited from Jim Grant were willing to go with him to a new firm. "The key to success was when I went to Cris Dobbins who was then running the Ideal Cement Co. ...he said he personally would like to come with me but that he'd have to talk to C. K. Boettcher," (Ideal's leader and one of the dominant Denver industrialists and financiers). Ultimately Hart was assured the accounts for both Ideal Cement and the Boettcher holding companies. "This recognition by C. K. Boettcher put over the whole thing...it was my golden key on 17th Street." And Josiah G. Holland, ten years Hart's senior, had a few golden keys of his own.

Below Josiah Gilbert Holland, 1954.



JOSIAH GILBERT (JOE) HOLLAND was born in Denver on November 16, 1900, the son of Theodore and Florence Ward Holland. He was the grandson of another Josiah G. who was the first biographer of Abe Lincoln, editor of the Springfield, Mass. *Republican*, one of the founding editors of *Scribner's Magazine*, and the author of varied prose and poetry. At his father's home in Springfield, Theodore Holland became acquainted with Emerson, Longfellow, Thoreau and others of the

Transcendental school of authors and philosophers who made one of the first distinctively American contributions to world literature. Joe's father graduated from Yale and Columbia University Law School and came West to Colorado in 1885, to practice law until 1932 when he retired to a life of business and art appreciation. His obituary notice in the Denver press called him a "scholar and gentleman of the old school...an example of those manners and grace of mind and deportment which were part of another day."

'The rest of us sat down in a gentle snowstorm and froze as patiently as possible while Hart made the final distance.'

In a November 1931 issue of "*Trail and Timberline*," the journal of the Colorado Mountain Club, Joe Holland at 31 reported a trip with Jerry Hart and others to climb Ice Mountain, an over-13,000-foot peak in the Sawatch Range of the Rockies. "The equipment carried by three of us consisted of tennis shoes and light clothes, while Jerry Hart, conforming to old climbing habits, took proper nailed boots and a ski cap." When about 400 feet from the summit, Holland wrote, "it now became obvious that the balance of the ascent would not be possible for anyone but Hart since it involved a nearly perpendicular climb of several hundred feet, covered with ice and snow, conditions not at all adapted to tennis shoes. Accordingly the rest of us sat down in a gentle snowstorm and froze as patiently as possible while Hart made the final distance..."

The vignette is apparently typical of the Joe Holland whose contemporary colleagues describe him as a laid-back, huge "teddy bear" of a man, six-foot five, 200 pounds plus, on the surface deceptively relaxed. He loved to feign napping in the courtroom, only to pounce on the first opening offered by a lulled opposition. His photographic memory for detail was legend among his staff, and they revered him as an exceptionally sharp litigator and expert in antitrust and mining law. Of the principal founders of the firm, Joe is recalled as the one with the greatest social flair and sense of humor. He grew up in the lap of such society and culture as Denver offered in his era, which meant a surprisingly plush standard. (The older mining and milling barons did things in style. Jerry Hart's memoirs recall tailcoats and tophats as obligatory for holiday calls even into the 1920's.) Holland attended the University of Colorado and Yale, graduated from Denver University and went on to DU's Law School where he received his law degree "cum laude" in 1925. At that time he was office boy for a downtown law firm at \$50 a month.

Out of law school, the young Joe Holland practiced first for Hodges, Wilson & Rogers... "my first job was to tutor Joe Hodges to get him into Hotchkiss..." Then a brief stint on his own, with Grant, Ellis, Shafroth & Toll for eight years and with Lewis, Bond & Holland (Lewis being a veteran U. S. Congressman from Denver). Then a couple of years with Henry McAllister (for whom Jerry Hart was a longtime right-hand), and a brief period with Holland & White, during which he interviewed and brought

'The reason he was very successful was because he could remember testimony almost verbatim while apparently looking uninterested.'

Below *Joe Holland on the hunt.*



to town Embree and Dominick. During this period in the Denver bar, Holland earned a reputation as a top litigator and mining lawyer, raconteur, sportsman, art collector, and bon vivant. More than any other founder of H&H he appears in the early annals of the University Club's "Twelfth Night," the annual revue in which the legal brotherhood dissects Denver's other illuminati. Among his civic activities, Holland spent many hours at the offices of "Recording for the Blind," reading decisions and legal textbooks for the benefit of lawyers unable to see.

Although Joe Holland and Jerry Hart had talked from time to time about practicing together, it was Steve Hart who came to Holland in 1947 with the initial proposal of partnership. Joe was ready, but Jerry at that point didn't want to leave his long association with McAllister. "He (Jerry Hart) thought McAllister was old and might retire, and Jerry had hopes of hanging on to some of his business...I remember telling Jerry that in my opinion McAllister would be like one of the old Pharaohs and that when he died he'd bury all of his business and attendants with him, which turned out to be the case," Holland remembered.

When Joe Holland died in 1975, more or less retired from the firm, Steve Hart noted in a firm bulletin Joe's mountain climbing and skiing abilities, and that, during the Depression when business was slow, he was employed not only as a mining lawyer but actually to boss one of the few mines which stayed open. The mine, loyal to Joe, was still on the books after Holland & Hart was founded. Joe was manager of one of the last metal mines in the mountains, Hart said, "...in the Silverton area of Western Colorado. Once a week he drove the several hundred miles, planned operations, hired and fired miners, screened bills, checked books etc....his salary was an important element in Holland & Hart's initial solvency...Joe's specialty was anti-trust litigation for which he was known throughout the United States. He was also a specialist in mining law. The reason he was very successful was because he could remember testimony almost verbatim while apparently looking uninterested, which took opposing counsel off their guard. He had one of the sharpest minds of any lawyer I ever worked with."

Joe Holland was an avid collector of Western art, an ardent stamp and coin collector, a prodigious and highly successful follower of the stock market, and, above all, an ardent horseman. He rode with Denver's Arapahoe Hunt Club, in the custom of the mountain West, not to the fox, but to the coyote. In the early days, when the few partners all met in one office, Joe once came to work right off the hunt. "We went into Steve's room and I was sitting there with my feet on Steve's desk right in his face. After he called the meeting, Steve said, "Joe, I'd forgive your goddamned rudeness in putting your feet on my desk right in front of my face if you hadn't just stepped in a horse turd...I got my feet down and the meeting went on ..."

"I think the secret — one of the secrets — of the great

'If the firm had thought of nominating a "renaissance" man, Jerry would have been first in line.'



Above John Lathrop Jerome Hart.

growth we have had is undoubtedly the history of Denver," he told the firm's associates in 1971... "it had been pretty dormant for a good many years when you consider the biggest law firm was the same size as it had been 24 years before when I first went to work for them. And then all of the other firms started to grow, but we grew faster than anybody. I don't know if it is because we are a complete democracy or not... I know that several of the other large firms are not what you'd call a complete democracy... we have always had the principle of one man - one vote and they never have."

At his death in 1975, *The Denver Post* noted that Joe Holland was chief counsel for the Colorado Bankers Assn., general attorney and a director for Continental Airlines and the Denver Equipment Co., and a director of Vanadium Corporation of America. These were all major accounts he brought to the partnership 28 years before... as his partners recall it, Joe Holland rarely lost an account or a friend.

JOHAN LATHROP JEROME HART was the firm's intellectual "genius," its early inside financial manager, an expert in corporate finance and taxation, closely linked to Denver and the mountain West's social, cultural, and economic establishments. If the firm had thought of nominating a "renaissance" man, Jerry would have been first in line. Born in Denver, August 15, 1904, he enjoyed the same warm, intellectual family life as his brother, and the same keen interest in outdoor activity, particularly mountain climbing in which he became a national and international leader.

Entering Harvard at age 16, then a Rhodes scholar at Oxford, Jerry took the Colorado bar in 1929, and for the first six years of his career was a trust officer for the Colorado National Bank. Then his career highlights, as self-described in "*Who's Who*," included legal and staff positions with the Reconstruction Finance Corporation (RFC) and Internal Revenue Service in Washington D.C. and a long association with Henry McAllister, one of Denver's revered leaders of the bar. From McAllister, Jerry moved into his senior partnership in Holland & Hart. This continued from 1948 for thirty years until he retired "of counsel" for health reasons.

The files of the firm and the memories of his younger colleagues recreate for us a Jerry Hart who was intelligent, warm, gregarious, with friendships spread throughout the globe. Whether he was holding forth at the Cosmos Club in Washington, the Bohemian Grove in California, the Alpine Club in London, or in an airport lounge in the Caucasus, Jerry Hart knew and liked people, with affection returned in full measure. His long associations with the Harvard alumni organizations and the American Alpine Club, over which he presided in 1970-73, his work in reorganizing the Missouri Pacific and Denver Rio Grande Western railroads, his general counsel and trustee role at the National Center for Atmospheric Research in Boulder,

Colorado, and his guiding presence on the international mountaineering scene brought him legal and personal friendships that ranged far and wide.

'The thing that has governed my life most is a very simple word "curiosity" ...'

John Fleming Kelly, a Holland & Hart senior partner who joined the firm shortly after its establishment, eulogized Jerry Hart in 1986. "Jerry probably regarded his fellow human beings as his greatest opportunities. He was always interested in learning from others...equally at home with dashing actors as he was with eminent politicians and statesman and atmospheric scientists...certainly Jerry enjoyed practicing law. The most complicated problem was an opportunity to achieve a solution. Jerry would work toward that solution with extreme tenacity and with a most organized and inventive mind. He solved many important problems for his clients, making new law in the process, and also in the process helping to build the large law firm whose partners proudly honor him."

In a May 1985 oral interview with Eleanor Vincent of the Colorado Historical Society, Jerry Hart discussed his lifelong passion for mountain climbing. "The thing that has governed my life most is a very simple word, 'curiosity'...that is why I took up mountaineering. I wondered if I could get to the top of a mountain. I wondered if I got to the top what the view would be on the other side. I wondered whether other people were interested in mountains...and how other ranges of mountains were in our Rockies and finally in other parts of the country and finally in other parts of the world...it was really curiosity."

After his Rhodes scholarship at Oxford, Jerry Hart came home to practice in Denver. "My brother and I cooperated fully in planning and helping each other with leads. My brother came back three years later from Oxford. Talking with each other and giving each other boosts, it was a very close relationship. Also with my father with whom we were both very close in the years before Steve and I were finally practicing together at Holland & Hart..."

Jerry Hart's first case after admission to the bar in 1929 was against the Colorado National Bank and two experienced litigators who were brought in for the occasion. The matter concerned a conventional procedure in the bank's processing of real estate loans, and a defeat would have been inconvenient to the entire banking fraternity of the day. "We had a 'knock-down, drag-out' argument that was without a jury...being a young lawyer I was very aggressive and put up a terrific fight the way a young lawyer does. They were very patient with me. The judge let me get away almost with murder because of the my being a beginner, having just been admitted the day before. I had hunted all around and I found one case in my favor from Montana, of all places, and I played that for all it was worth. My opponents hadn't run into it and were a little annoyed... to my great joy at the end of the two days the judge held in

my favor.” Shortly thereafter the bank hired Jerry for its trust department.

Jerry Hart soon became the secretary for an association of bank trust departments...“we had a lot of serious problems. One of the things that helped me most was that the Supreme Court brought a suit against all the banks for drawing wills. They called it practicing law without a license. The banks hired Henry McAllister...I had to give him all the facts and practices and all the authorities I had dug up on legal points. One day Mr. McAllister in one of our conversations said, ‘I just discovered a case by the Supreme Court of New York State exactly like ours and exactly against us. We are licked...I just looked in Shepard’s Citations and it has not been either appealed or overruled.’” Undeterred by McAllister’s gloom, Jerry Hart looked in Shepard’s and finding no mention of the case, went through all the volumes of the NY Court of Appeals. “To my intense pleasure it had been overruled and for once Shepard’s had made a mistake and omitted it.”

‘Boettcher recommended Holland & Hart as “very young and fighters and I think they will be just what you want.”’

McAllister rendered a verdict on Jerry Hart’s tenacity that was later widely held about his firm — “what impresses me most is your refusal to quit.” Some years later when Robert Young, head of the Missouri Pacific Railroad went to C. K. Boettcher, the Ideal Cement Co. magnate, he was seeking new counsel to help him fight a reorganization of the line. Young had become dissatisfied with his regular firm, from whom he wanted, in Jerry Hart’s recollection, “more fight and argument.” Boettcher recommended Holland & Hart as “very young and fighters and I think they will be just what you want.” Jerry and H&H took on the new client and saved a considerable part of Young’s equity. Jerry later turned down an offer to be chief counsel for the railroad, but retained the MOPAC business for some years.

Through his work as counsel, trustee, and finally trustee emeritus for the National Center for Atmospheric Research in Boulder, Colorado, Jerry Hart acquired a worldwide acquaintance with leading scientists, especially nuclear physicists. And through his mountaineering work he knew many Soviet Russian scientists and statesmen. The two paths led him to some convictions about the nuclear weapons race between the United States and Soviet Russia which dominated the last days of his career, as expressed in a 1983 paper distributed to his partners:

“We started it and we should have the responsibility for stopping it,” Hart wrote of the nuclear arms buildup. “Russia’s policy has been to equal or surpass us. This race has been damaging to the economy of both countries, has been unfair to the rest of the world, and has long passed all reason. Our actions in creating, using, and stockpiling nuclear arms are gaining us the enmity of the world generally...now is the time to stop...Russia knows that if it attacked us we would have enough missiles on submarines and planes, not to mention

land-based missiles, to destroy Russia for all practical purposes ...it has become apparent that we can never make ourselves entirely safe and that a decision must be made by the President and/or Congress as to where we should stop. The Congress and/or the President should determine the point where the degree of security is outweighed by the other needs of our people, the advantages of peace and goodwill, and the need of cooperating with the Russians on the problem of proliferation, food, climate, etc. In my opinion, that point has been reached.”

In reporting Jerry Hart’s death on April 27, 1986, at his retirement home in Laguna Niguel, California, Holland & Hart partner Bruce Buell termed him “a superb lawyer, brilliant, a warm and caring human being and a true renaissance man...his retirement years were devoted to the cause of nuclear disarmament.”

His brother Steve, somewhat earlier, had remarked of Jerry’s mountaineering career, “He taught himself, and then he taught me and our cousins the art of climbing, including the use of friction, balance, and pressure involved in scaling difficult rocks ...the art of finding a feasible route, the need for safety at all times, and the continuous observation of the shortest way home.” These mountaineer’s precepts were also left as legal guideposts to a myriad of his younger colleagues.

At the same time that Holland & Hart admitted Jerry Hart to senior partnership, they also took aboard as partners the two young Easterners who had been the associates when the firm opened its doors. Bill Embree and Pete Dominick were typical of the many young professionals flooding into Denver after World War II, seeking to build a new life out West. Like Holland and Steve Hart, they were Yale trained and both were already admitted to practice, but they were restive about the urban, commuting lifestyle and the tortoise-like pace for personal growth and career advancement that the traditional Eastern bar held in prospect. Dominick and Embree, Yale housemates, were convinced the West was the land of their future, though their social and professional connections in New York were top-drawer and promised lucrative careers. However, that their gamble in heading West would pay off with one of them ending up as a U.S. Senator and ambassador, and the other a senior partner in a 200-man firm, was beyond the vision of two young Manhattan associates with no clear idea of where they wanted to go — just out to the open spaces.

Below *Peter Hoyt Dominick.*



PPETER HOYT DOMINICK was sent ahead to scout the legal scene beyond the Mississippi. Scion of a prominent New York investment banking family, Pete’s father had definite plans for him in the venerable Wall Street firm of Dominick & Dominick. Bill Embree to this day is not sure that Dominick pere ever forgave him for abetting Pete’s desertion of the East.

Senator Dominick was born in Stamford, Connecticut, on July 7, 1915, the youngest son of Gayer and Eleanor Hoyt

'Most available positions will be held for someone's jugheaded second cousin who married the client's nymphomaniacal daughter...'

Dominick. After graduation from Yale and its Law School, he married, began practicing law in New York, and then enlisted in the Army Air Corps at the start of World War II. He spent most of the War flying B-24 bombers over the "Hump" from India and Burma into China, emerging with the memories of many comrades lost or killed in the jungles, and with the Distinguished Flying Cross. Between flights he had been drafted for Army legal work defending or prosecuting court-martial cases.

Back in New York after the war, Dominick and Embree hatched their plans to move West, and Dominick was dispatched in 1945 to reconnoiter both legal and ranch-ownership prospects. With his wife Nancy, he scouted San Francisco (too urban) and Portland (too dank) before becoming enthused about Denver and its mountain and plains environment. Some 1945 letters from Dominick to Embree reflect law firm conditions on that first Denver visit and the two young men's ambitions: "No jobs immediately available due to confusion over returning servicemen...most of the old established firms (are) rampant with nepotism and most available positions will be held for someone's jugheaded second cousin who married the client's nymphomaniacal daughter...as to Denver, if you've got a job and know people, it's marvelous; if you haven't got a job and know people there is a chance of getting one; if you don't know anyone it doesn't matter very much whether you've got a job or not, you're pretty much of a cold wet flounder."

Of his many interviews with law firms, Dominick wrote "Josiah G. Holland, of Holland & White, is a great hunk of a guy, about 6'3", 225 pounds and overflows in a chair. He is attorney for Continental Airlines, a big mining concern, local attorney for Vanadium Corp. of America, and several smaller local companies and private people...he is now alone and looking the field over for a partnership but taking his time about it. I mentioned you and me together and he was very interested as Continental Airlines needs some legal brains badly. (Embree had been doing work in the East for a large aircraft manufacturer). His proposition was about as follows: subject to Mr. Six's approval (Bob Six, head of Continental Airlines) we both come in as associates (not partners). Salary unknown but considerably less than you are getting now...However, any business we bring in is ours...it's not bad and it's not good as it gives us a toehold to start our own business and yet subjects us pretty much to one corporation and one field. In any case Holland and Bob Six will be in New York next week and will give you a ring to see what you think of it. Would think your bargaining position was excellent what with your experience, your aviation business, and your position with your firm, so for God's sake use it."

Dominick also reported on the prospects of the two buying a ranch, for he was interested in the outdoor life and Embree

was acquainted with the West from his father's ownership of a ranch near Laramie, Wyoming. "The country here as you know is beautiful and the weather up to now superb...60 to 75, clear, sunny, and reasonably cold at night. So the Chamber of Commerce propaganda is good...it struck me that even if we decided not to work here (in law) it would still be possible to run a ranch though probably not as well or as easily; and if we did buy a place now or in the near future we wouldn't begin on it till Spring anyhow and could probably unload it at the same figure then if our ideas change radically...There is a ranch for sale which has 1187 deeded acres and control of a total of 2300 acres through state leases. It has 77 feet of water, whatever the Hell that means! P.S., This letter is somewhat unjointed but so is the countryside and the situation, mostly due to the problem of returning servicemen...let us know on the ranch deal and wire, discreetly, your reaction to Holland and Bob Six."

After some correspondence the deal was struck in December of 1945 for both Dominick and Embree to come to Denver to work with Holland in his partnership with Lowell White. Embree was to receive \$350 and Dominick \$250 a month, an amount Holland said was higher than normal in Denver though considerably lower than New York. "We can readily understand that either of you may feel that you do not wish to take the plunge of breaking away from a connection with a good New York law firm and coming West and taking your chances with us. That is a matter which each of you must decide for himself." Dominick and Embree accepted the offer in a jointly signed letter of December 28, 1945, stating that the two "look at ourselves as partners in this venture and are anxious through our efforts to bring in additional business to your firm, and to handle your work in such a manner that we may become partners as soon as possible. To this end we will do all we can to solidify relations with Continental Air Lines, but we want to make it clear that neither of us is willing to restrict himself entirely to that work since that would tend to thwart the aim of creating as large a general practice as possible."

As it turned out, while Embree did a great deal of work for the airline in his early years in Denver, Dominick, who arrived in May of 1946, was able to engage in a more general practice. For ten years after the founding of Holland & Hart he was an active litigator and tenacious and respected member of the firm. But his interests gradually turned to politics, influenced greatly by the career of an uncle, H. Alexander Smith, who was a U.S. Senator from New Jersey. Pete's forays into politics were first at the Cherry Hills Village municipal level and then in the 1952 presidential campaign of Dwight Eisenhower who "announced" in Denver at the Brown Palace Hotel. Like Steve Hart, with whom Dominick worked closely in the first days of the firm, he sought state legislative experience, losing a race in 1954 but winning the first of two terms in 1956. Then in 1960,

'Peter Dominick was different, or so it seemed.'

'He was a conservative Republican with no apologies for where he stood...he did his job honorably and left without taint.'



Above William Dean Embree, Jr.

after he won the Second Congressional District seat in the U.S. House of Representatives, he withdrew from Holland & Hart because of potential conflicts of interest, twelve years after becoming a partner. Elected to the U.S. Senate in 1962, Dominick served two terms, being defeated for a third in 1974 when an undiagnosed illness had begun to noticeably debilitate him.

To longtime *Denver Post* correspondent Leonard Larsen who covered all phases of this political career, "Peter Dominick was different, or so it seemed. When he arrived as a freshman legislator at the Colorado Statehouse in 1957...he didn't seem to fit in. He was too serious for one thing, and too often prepared to speak out on a variety of issues that weren't normally the concern of suburban legislators...he was an Easterner, even talked like one, when a pure Colorado pedigree was useful in a political career; he had even gone to Yale and there was an air of breeding about him that suggested vast wealth. He was a lawyer with a 17th Street firm when lawyers hadn't quite established their dominance over lawmaking, and those that were in the Legislature played their roles as good old boys. Pete didn't play that role...reserved, yes; wealthy, yes; proud and often unbending. But in his years of public service Dominick could hardly have been described as a schemer. He was a conservative Republican with no apologies for where he stood ...and however Dominick's service was appraised, whether deplored or applauded, he did his job honorably and left without taint. And all that time he served what he considered to be the best interests of his adopted state and constituents."

This tribute came in 1981 when Peter Dominick died, after illness had forced him to leave his post as U.S. Ambassador to Switzerland. His days as a young 17th Street lawyer, scrambling to help put feet under H&H, were far behind the New Yorker who had become a Westerner by choice, and who had made the rounds of Denver law firms wondering if there would be a niche for him out West.

WILLIAM DEAN EMBREE JR. was born in New York City on March 22, 1915, the son of William D. Embree Sr. who was born in White Cloud, Kansas, and Etta Parsons of San Francisco. The elder Embree was eminent in the New York bar, head of the litigation department for Milbank, Tweed, & Hope, one of the largest metropolitan firms. Bill Sr. had been an Assistant District Attorney prosecuting vote fraud cases and the Mafia, and then Chief Counsel of the Voluntary Defenders League of the Criminal Courts.

If Bill Jr. got his penchant for polo and horses from riders on the nearby Hudson River bridle paths, his leaning toward the law came from Saturday morning trips to his father's office where he would be the fill-in messenger boy. "Before I went to prep school I had pretty much decided I would be a lawyer particularly as I watched Dad's success...Dad did not like trial work because he was always afraid the lawyer on the other

side would be quicker on his feet...but he loved appellate work. The appellate judges — city, state, and federal — came to think the world of him and he went entirely into appellate work. The judges and justices knew that when Embree presented a case to them, he wasn't citing a bunch of phony cases but was giving them cases truly on point and they had great confidence in him...it encouraged me to go into the law.”

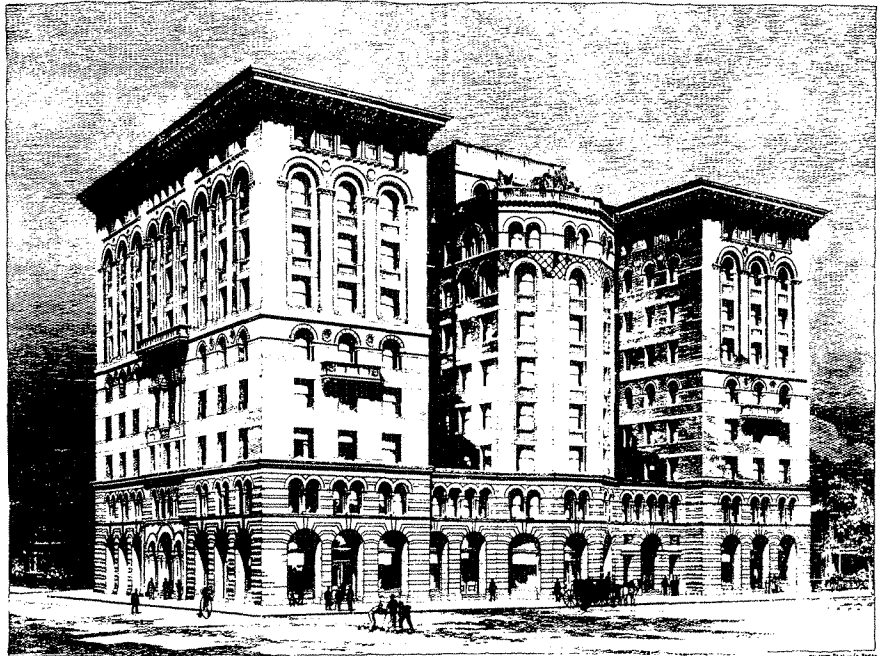
Bill Embree Jr. graduated from Yale College in 1937, majoring in English Literature. Entering Yale Law School, where his father had graduated, was like going from “Heaven to Hell” for young Embree. “Our class of 120 were mostly all Phi Beta Kappas, a great mix from the West coast to the East, and we used to work very hard...after my first year I was wondering whether I was cut out for this...my grades for the first year were anything but spectacular and I talked to Dad about quitting but he said ‘oh no. I understand. It’s tough, but you’ll probably make the Yale Law Journal if you work hard’...in my second and third years grades improved quite a lot which spurred me on...” Embree and Peter Dominick had been on the Yale polo team during their undergraduate years, and then ended up as housemates during law school. Graduating in 1940, Embree signed on as an associate with Spence, Hotchkiss, Parker & Duryea in New York, and celebrated passing the New York bar exam by going on a vacation to Mexico and Guatemala.

On vacation, disaster struck the young sportsman and fledgling lawyer. Infantile paralysis — polio — hit “my left arm and right leg badly, but I was able to get them back enough so I could get around. I could drive, too.” After five months on his back, Embree went through long therapy and finally got back to his new law firm job in January 1942, a year late. With most of his Yale buddies off at war, Embree settled into his “hated” 4-F draft classification and legal war work in the form of devoting himself to the Curtiss Wright aviation account held by his firm. About half the time for the next three years he traveled “all over the country. The government had built a number of War Defense Plants which were assembly plants for Curtiss Wright and others, one in Buffalo and one in St. Louis...I spent a long time negotiating the prime contracts out of Dayton Field with the government and then in turn negotiating subcontracts for Curtiss Wright which they were putting together with John Deere and people like that...by the time the war was over I don’t think I remembered how to draw a promissory note that was binding, so my early education in the law was hardly encompassing.”

Embree always found it ironic that this wartime work with an aviation manufacturer would have so highly recommended him to Bob Six and Continental Airlines. “Holland & White seemed willing to take both of us,” he recalled of Dominick’s scouting trips, “particularly when Peter told Joe I had done all this work for Curtiss Wright. I thought that pretty amusing because manufacture of aircraft has nothing in common with

operation of an airline except the aircraft.” In any event, Embree arrived in Denver in February of 1946 with Dominick to follow in the spring after the birth of his fourth child. Embree immediately took over much of Joe Holland’s leg work on the Continental account, while Dominick became Lowell White’s helper in a considerable practice defending claims against insurance companies. Embree in a 1986 oral interview recalled going every day from the firm offices in the Equitable Building on 17th Street to Stapleton Airport where Continental had offices in a hangar. “At the time I went to work for them, Continental’s fleet consisted of two DC-3s and one Lockheed Lode Star which held 12 people...the Army had taken the other three DC-3s that Six had acquired...I think for almost four years (well into the founding of Holland & Hart) I spent three-quarters of my time on Continental and had an office of my own there. I flew all over the whole system which was not much of a system at that time, working on route awards with the CAB, landing fees with the communities, contracts with suppliers.”

Right *The Equitable Building was Holland & Hart’s first home.*



Embree and Dominick were happy to hear that Steve and Joe were going to get together. “Peter and I met Steve one afternoon at Joe’s request...I remember liking Steve right away and so did Peter...I remember both of us saying we were so delighted and felt complimented by his desire to join us and Steve saying that on the contrary, he felt very complimented that we were willing to join him. He couldn’t have been nicer about it. He moved in with us as a partner...and we took one of the wings on the fifth floor of the Equitable Building.” Embree continued at H&H with his airline immersion, backed up Steve Hart on matters of taxation of the livestock industry, and did much pension and profit-sharing plan analysis. He became chairman of the Denver chapter of the American Red Cross and

which is reflected in my love for Holland & Hart... .”

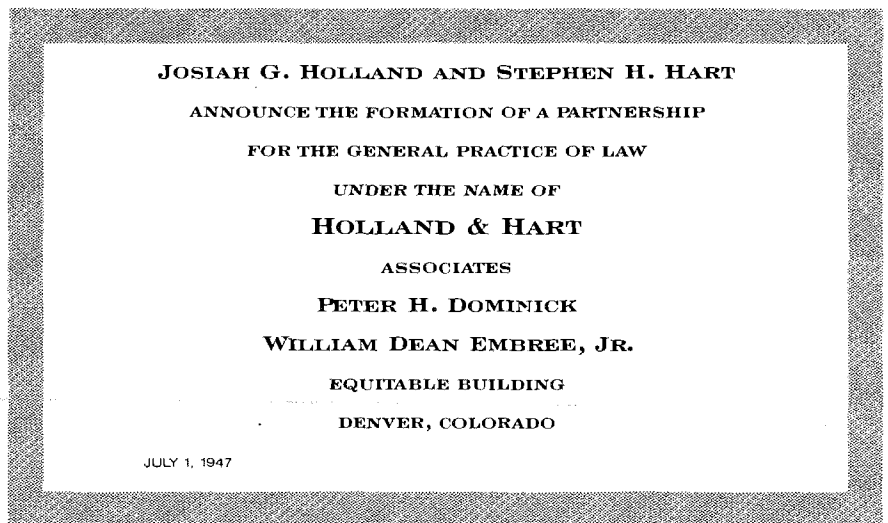
This was the human background of a formal announcement on July 1, 1947: “Josiah G. Holland and Stephen H. Hart announce the formation of a partnership for the general practice of law under the name of Holland & Hart. Associates Peter H. Dominick, William D. Embree Jr., Equitable Building, Denver, Colorado.” On September 16, 1948, just 14 months later, a similar announcement read that “The law firm of Holland & Hart takes pleasure in announcing that Mr. John L. J. Hart, Mr. Peter H. Dominick, and Mr. William Embree, Jr. have become members of this firm.” (Of this founding group, Joe Holland died in 1975 shortly after retiring; Peter Dominick withdrew from the firm in 1960 to enter Congress and died in 1981 after a tragic struggle with multiple sclerosis. Jerry Hart died in 1986, leaving only Steve Hart and Bill Embree of the founding group still in the H&H saddle in 1988.)

a member of its Midwest Advisory Council. He was president of the Colorado Yale Assn., trustee of the Mile High United Way, and a member of the Denver Symphony board. But over the years perhaps his greatest contribution was as managing partner of Holland & Hart during the key years when it literally exploded in both size and influence on the Western legal scene.

Of this subsequent and still continuing career at Holland & Hart, Bill Embree wrote Steve Hart in 1983, on the occasion of Steve’s 75th birthday, “to you, Steve, I owe in large part the happiest and most rewarding years of my life in Colorado ... and express to you my great appreciation for the hard work, the unflagging spirit, the leadership, and the friendliness which you have always demonstrated and given to me and to all of us who have worked with you in building and molding a firm, which in my opinion, has no peer in the all-important realms of loyalty, unity, compassion, and enthusiasm. If a man is to enjoy a full life, an essential part of that life must be a love for his work and for those with whom he works. By the grace of God I believe I have experienced my fair share of this love

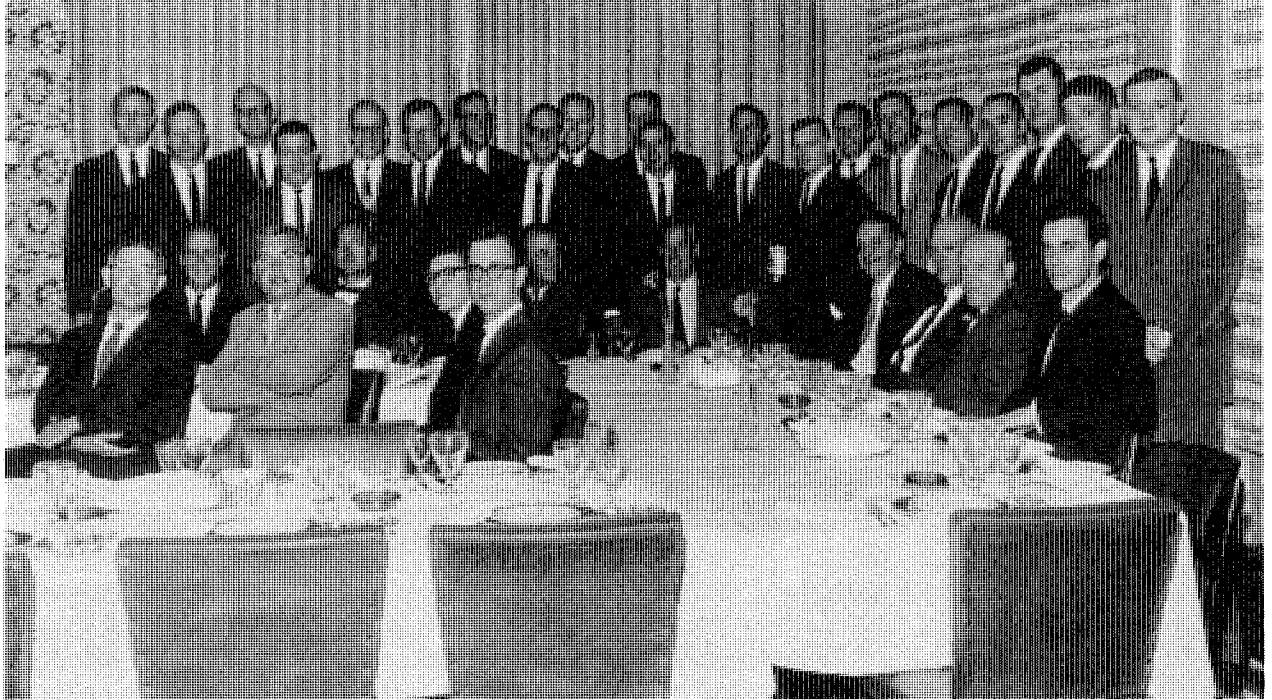
‘If a man is to enjoy a full life, an essential part of that life must be a love for his work and for those with whom he works.’

Right *Josiah Holland and Stephen Hart’s formal announcement.*



2

The Early Practice

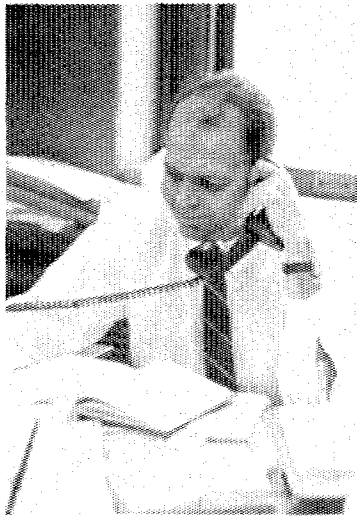


Above A Holland & Hart partnership dinner, 1962. Seated, l. to r., Donald W. Roe, Patrick M. Westfeldt, Frank M. Morison, Claude M. Maer, Jr., James E. Hegarty, Wm. E. Murane, Wm. D. Embree, Jr., Stephen H. Hart, Josiah G. Holland, John L.J. Hart, James L. White, H. Gregory Austin. Standing, l. to r., Bruce T. Buell, Philip A. Danielson, James T. Moran, Warren L. Tomlinson, John A. Moore, David Butler, Don D. Etter, Kenneth D. Hubbard, Robert L. ver Schure, Harley J. Williams, Gordon G. Greiner, Wm. C. McClearn, John C. Richardson, Jay W. Tracey, Jr., Frederick B. Heath III, Ben E. Chidlaw, Robert H. Durham, J. Michael Farley, Field C. Benton, Gene Morris.

To the four-man group founding Holland & Hart in 1947, the firm added 12 partners and numerous associates in its first decade or so of practice. There were 38 lawyers at work by 1960, 54 by 1970, and 121 by 1980. The firm went over the 200-lawyer mark in 1986 after a combination with a Colorado Springs firm. By late-1988, it had 225 lawyers, 46 legal assistants, and 275 administrative staff.

This remarkable expansion was due both to the fruits of the economic growth that exploded over Denver and the Rocky Mountain West during most of these years, and to the advantage seized from that growth by an aggressive “get-the-business” philosophy most particularly personified in Stephen H. Hart. Other factors in the firm’s dramatic success included the wide local acquaintance and litigation renown of Josiah G. Holland; a national, statewide and regional attitude toward law practice in which the firm almost immediately extended its reach beyond Denver; and the speed with which the firm drew in new partners and associates and delegated to them substantial responsibility, often in areas of new specialization in the taxation or regulation of the basic Western industries. By the end of the 1950’s, Holland & Hart was making the transition from a small, collegial group primed by a few strong personalities to a large organization necessarily managed by more remote committees. But the con-

'Holland had an easy-going manner, a lot of "laid back" charm. Hart was intense and vibrant — a "buzz saw."



Above Patrick M. Westfeldt, 1956.

formation of the large firm can be clearly traced to the seeds of personality and process embedded by its early practice.

As to the personalities, it is almost universally recalled by their senior colleagues that Steve Hart and Joe Holland did indeed complement each other in both legal attitudes and skills. Holland, eight years the elder, was at heart a litigator who loved the arena of the courtroom; Hart's habitat was the legislative or administrative backroom, or the 17th Street boardroom where he was an acknowledged master at acquiring business for the firm. Holland had an easy-going manner, a lot of "laid back" charm. Hart was intense and vibrant, a "buzz saw" in a label affectionately pinned on him by Peter Dominick, his new young partner from the East. Claude Maer, an early partner now withdrawn from the firm, once suggested he'd like an office a bit further away from Steve — "who wants six inches of sawdust on his floor?"

Bruce Buell, who joined H&H as an associate in the late '50's and made partner in 1964, said, "Steve was really the symbol of the go-go firm. Joe was the solid foundation, very steady, very calm, somewhat conservative, (used to saying), 'Now Steve, hold back just a bit.' Joe was the father image, but I think everybody recognized that Steve deserved the largest share of the pie." Patrick M. Westfeldt, one of the first two associates hired by the initial group in early 1948, became a partner in 1951. He remembers Steve as "a very vital, vibrant, tense, intense, brilliant and driving sort of a person...I don't mean to indicate that Steve was either overbearing or unattractive in his intensity, he was a lot of fun. Once you joined Holland & Hart and were on Steve's team, 'By God' you were the best in the world. He told you that and he told all his clients and friends that. He was a tremendously encouraging and supportive person."

Joe Holland, Westfeldt recalls, "had such a marvelous mind that he could do things much more quickly and more easily than the rest of us...he had a marvelous sense of humor and gave the appearance of taking things very casually. In many ways Holland was the firm's first 'resource' lawyer — a well-known mining attorney. Early management was by people like Steve Hart and Jerry Hart primarily because Joe Holland was not very interested in that. He had a very interesting law practice. He tried his big anti-trust cases and did a lot of other important matters for fine clients of the firm. Joe didn't care much about management as long as he got a fair share of the profits.

"Steve and Jerry were interested in management. Steve was more interested in building of the revenue and the growth side of the firm and...developing the specialized skills and that sort of thing. The real management voice, in my opinion, from the beginning of the firm up until the time we established our first full-fledged management committee was Steve Hart...(he) made the critical decisions about how the firm should be run, whether

the people should be hired, whether we should open in Aspen, whether we should do any one of a number of things...there wasn't anything in the Partnership Agreement that said that Steve should have any more authority than any other partner. It was always a one-man, one-vote arrangement but Steve, because of his fine legal work, and because of the way he brought in client after client, wound up with the largest partnership interest and everybody respected that and acknowledged Steve's leadership."

For sheer legal brilliance the partners and associates agreed that John L. J. "Jerry" Hart took the prize. "Jerry wasn't a run-of-the-mill trial lawyer," Pat Westfeldt remembers, "but he was a man of such brilliance and so many talents that, if he was faced with the responsibility of trying a big case, no one in the world could do it better. He was an absolutely indefatigable worker ...attention was paid to every meticulous detail, and he always had a reason. Joe Holland was always very complimentary of Jerry and said if he were in trouble the lawyer he would hire would be Jerry Hart. Joe was talking about Jerry in that way not because of any specialized skill of Jerry's but because he knew that Jerry was brilliant...if there was anything he didn't know about a case he would find out all about it and he would handle it with the greatest skill."

Steve Hart never made any bones about the fact that the acquisition of business was, as far as he was concerned, Holland & Hart's prime necessity in these formative years. "We didn't rely, to a large extent, on the hours worked or anything like that" in evaluating lawyers, he recalled. "Our keystone was to bring in the business. The creation of business comes down to a matter of delegation. You create more business than you can do yourself and you have to hire new men...we had to delegate and in order to delegate we had to have young men.

"Another way of getting new business is to be good in that business. I got all kinds of tax work because I knew the tax field. Joe could handle mining law, real estate law, litigation and business law and therefore we got a lot of that, too. I branched into the business law but didn't get much into real estate or private litigation.... One time we were given the opportunity of representing an oil company and we didn't know any oil and gas law. There were very few lawyers in Colorado who did. So I went into Pat Westfeldt's office and said, we've got a client coming in a week and he wants some advice and perhaps it will be a long-term relationship on oil and gas matters. Could you please bone up on oil and gas law so we can talk to him and find out what his problems are and study them and give him the right answer. So Pat, in a week's time, made himself an oil and gas lawyer and he has developed into an outstanding oil and gas lawyer."

'...Pat, in a week's time, made himself an oil and gas lawyer...'

Westfeldt does not recall this process of becoming an "instant expert" as being quite the breeze Hart implies. "It was

either through the work for Empire State Oil Co. up in Wyoming or the other clients here in Denver. We needed top-flight oil and gas representation in Colorado and other Western states. I was the person who took over that responsibility. I knew a lot of real estate law and it was thought that I could get into the oil and gas mineral law, resources law, quickly if I worked hard at it. I did work hard at it. I went to SMU and took a short course...very intensive. I also went to all the oil and gas institutes I could. I also took an oil and gas course at Denver University...Steve wanted to be a full-service law firm for any individuals and companies who wanted any kind of legal work...it was also fairly obvious that the Western mountain states were always going to be resource oriented, and a major resource was, of course, oil and gas." Phil Danielson, another firm associate, led the firm into water law in similar fashion.

'He let a young lawyer have about as much tether as you could take as long as he thought you were discharging it.'



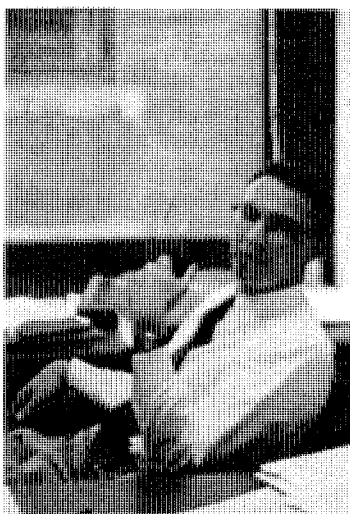
Above John F. Kelly, 1956.

Besides being delegated substantial duties in unfamiliar fields, the younger partners and associates at Holland & Hart recall a good deal of tutelage, a tradition of casual mentoring that paid great heed to personal growth. William C. McClearn, now chairman of the firm's Management Committee (MCOM), mentions Joe Holland's practice with young lawyers. "He had enormous good judgment. He made decisions very quickly. He was not interested in any chaff. Not that he was abrupt or anything like that, but he just cut to the heart of things and he wasn't much interested in a young lawyer's analysis. But he wanted to know what the answer was. He assumed you'd give him the right answer. He was, from my perspective, a wonderful man to work with, not only because he was a good role model but also, because he let a young lawyer have about as much tether as you could take as long as he thought you were discharging it. He was a love to work with and for."

John Fleming Kelly, who became an associate of the firm in 1950 and a partner in 1954, remembers with great fondness the pains that Jerry Hart took with young lawyers. "Jerry gave a great deal of time to instruct, encourage, and train young lawyers. Jerry was particularly patient. You always knew what Jerry wanted in the way of a work product and if it wasn't right he nudged you into redoing it. You never felt harsh criticism from Jerry...I am not sure that as some of the rest of us have gotten older and more senior, that we take the same amount of time to encourage work on a 'hands-on' basis with the younger lawyers. We all try to do it if we remember the kind of training we got."

Pat Westfeldt summed up his memory of his early colleagues this way:

"I feel deeply grateful to people like Joe Holland, Steve Hart, Pete Dominick and Bill Embree. Probably Jerry Hart, too, in the same way because those people were so bright and so interesting and they treated me so well...all of them were gentlemen



Above William C. McClearn, 1956.

'I realized that I was tongue-tied...afraid to get up and speak to anybody or speak publicly or anything.'

and scholars. They never treated anybody rudely and they set a pattern of personal behavior in relationships for this firm that I was very happy with and I think it has continued and I have harped on it a lot around here over the years. The Management Committee has adopted a lot of formal policies that now implement that, but really it just stemmed from four or five real gentlemen. They were all kind, they were all generous, they were all honest, they were all ethical...that was the source of the cordiality and goodwill that exists in Holland & Hart today."

Hard work, on-the-job training, an eclectic approach to the specializations of the law, and a positive attitude toward the client's needs were the values Holland & Hart's early seniors sought to instill in their swiftly growing group of colleagues.

In hiring, Steve Hart recalls, "We placed a great deal less emphasis on academic success than most firms did and perhaps even less than we do now. We tried to bore in and find out what the man was like. 'The Total Man'...the total man, well it is a nebulous concept but it's the real essence. It's hard to find but it's the most important thing there is and I think we succeeded in getting a tremendous influx of very good lawyers from the very beginning." (One wonders if in the "total man" concept the Harts and Holland weren't going back, perhaps subconsciously, to the tests they applied to someone with whom they were thinking of climbing a mountain.)

Of those still in place at the firm in the mid '80's, Westfeldt, Kelly, Frank H. Morison, Jay W. Tracey, and Bill McClearn had become partners during these 1950's days of the small fraternal practice. (Of the others, James L. White, John A. Moore, and Philip A. Danielson are deceased. C. M. Maer Jr., W. P. Cantwell, and D. W. Roe withdrew for various reasons, and R. P. Davison is retired and of counsel.)

Bill McClearn got out of law school in the spring of 1951 and was headed back to Korean War service, but he wanted some sort of legal employment in the interim. So he signed on with Holland & Hart as an "office boy," some three decades away from his position as the firm's senior executive. "Mostly what I did was file papers and go around and take afternoon soft drink orders and things like that. But I was asked...to do legal memos when I wasn't doing office boy chores, and then I passed the bar...I think my salary was raised (from \$150) by \$25 or \$50 a month and they started calling me a full-time law clerk...."

After the service when McClearn returned to the firm, with some military legal experience under his belt, he thought he wanted to get into real estate law. But he was aware of some personal limitations — "I realized that I was tongue-tied...afraid to get up and speak to anybody or speak publicly or anything. I sort of thought, well, you aren't going to do very well as a lawyer unless you get over that, and the only way you're going to do that is to force yourself into a public circumstance. So I

'He must have been the most tenacious lawyer I ever saw.'

decided, whether I want to or not, I better get into some lawsuits...I worked principally with Peter Dominick...he was one darn good trial lawyer and what he mostly was, was tenacious. He must have been the most tenacious lawyer I ever saw. He simply would not admit the possibility that he could lose a case or be beaten or be outflanked or anything...he was extraordinarily well prepared. The fact that I spent a good deal of time working for him probably did have an effect." McClearn ended up as one of the firm's most nationally respected litigators, a member of The American College of Trial Lawyers, a governor of the American Bar Assn., and Holland & Hart's principal executive in the 1980's.

Jay Tracey was an example of the firm's strong connections to Yale whose sons in the firm included Steve Hart, Embree, Dominick, Pat Westfeldt, Jack Kelly, and several others. This "Yale tradition" was fortified by Steve Hart's years of work with the Yale Alumni Assn. In the course of that Hart interviewed prospective applicants to the university and became acquainted with both Tracey and Kelly, which played a role in their recruitment. Tracey worked for the firm as its first summer clerk in 1951 and was hired full-time in the summer of '52 after graduation from Harvard Law School. At the time the firm had 15 lawyers, some sharing cubicles on the several floors of the venerable sandstone Equitable Building on Denver's 17th Street, the "Wall Street of the West."

"I guess the thing I remember most is that everybody knew each other," Tracey believes. "We knew the names of everybody's children, we had some idea of what those children were doing. We knew the husbands of secretaries and what their jobs were for the most part...we knew or got to know the wives of all the lawyers in the firm on a day-to-day basis...I'm sure the senior lawyers had a knowledge, probably very specific, of what all the young lawyers were doing and that it was a very nice sort of feeling of community and of belonging to an organization and knowing everybody in that organization as a friend as well as a fellow worker.

"A partner, or for that matter a senior associate, would call me in and give me an assignment. It was that simple. All of us worked for anybody who needed help to the extent that we had the time available to help them...We were available to do work for and, in fact, did work for pretty much all the senior lawyers in the firm and as a result were given exposure, at least in a general way, to the overall practice...."

All of the now senior partners, looking back at the days when the firm could often meet, if not in a phone booth, at least in Joe Holland's office, pay tribute to the early administrative staff, especially to three remarkable women who, in McClearn's memory, "ran the firm."

They were Margaret Marquis, the major domo of the front office, who sent incoming secretaries home if their dress didn't

'She would not approve an expense account for a Christmas party for whiskey, but she would approve sherry which she regarded as a genteel drink...'

come up to the firm's aspiring standards as she saw them; Ethel Reichard, the bookkeeper, who always counted out the money twice; and Zaida Hogan, who ran the file room, the precursor of the firm's now formidable library and computerized record system. McClearn, from his perch as the firm's chief executive remembers, "Margaret Marquis made every client who ever came into the firm feel like the most important client the firm ever had. While Margaret had her sanctimonious side, her feeling for clients was a characteristic that was not replaceable. She was just wonderful. She knew everybody in Denver worth knowing. She may have been the best asset this law firm started with...."

"Ethel Reichard, who died in 1985 and for whom Bruce Buell put on the loveliest memorial service there ever was, had been a client of Joe Holland's and started with the firm...a wispy woman who lied about her age until we got caught up in Social Security and all that stuff. Never married. Had a wooden, not leg, but limb and walked with a cane...she was in a nursing home for the last ten years of her life and Bruce, Field Benton, and Martha Buerkle took care of her...the firm funded a significant part of that nursing home for many, many years...."

"Ethel and Jerry Hart ran the early finances of the firm... she scolded everybody...you could not get \$5 from Ethel without her counting it twice...she would not approve an expense account for a Christmas party for whisky, but she would approve sherry which she regarded as a genteel drink...people got absolutely bombed out of their minds on sherry...we finally had to overrule her on that because people were becoming dangerous to themselves...."

"Zaida Hogan was the file room. A shy timid little person with a hoarse voice...she stayed until she died sometime in the mid-60's. I still think of Zaida everytime I look at this stapler. On the bottom you'll see "ZH" and that was Zaida Hogan's stapler, so my goodness that Bostich stapler goes back a long way, doesn't it? My survival at this law firm depended on those three ladies; they were very good friends. Somewhere that's got to get into the records of this law firm."

Margaret Marquis kept voluminous scrapbooks of the firm members' many appearances in the Denver press, the social comings and goings, the trials and tribulations of children and families. And the early firm was nothing if not social among themselves — summer parties at the Hart mountain compound at Buffalo, or at Bill Embree's ranch in Wyoming, or at various partners' Denver homes.

As part of the H&H History Project, a number of senior secretaries were interviewed about their recollections of the early practice. These included Martha Buerkle, Cathy Gloeckner, Sandy Lillis, Helen Pankiewicz, Mary Sisson, Karen Carlson, Gwen Duran, Doris Peterson, Janet Stork, Lola Webster, and Carolyn Reuben. These extracts of their impressions give

'He had two offices in the Equitable Building, one a total mess and one for clients!'

something of a feeling for the early ambience:

"Joe Holland always had a droll story. Sometimes he would start dictating before you got into the room. Jerry Hart stood over you, proofreading as you typed, but he was a very compassionate person. When Mr. Westfeldt sees his dictation on paper he thinks of something better and never stops revising. Frank Morison's office was a disaster. He had two offices in the Equitable Building, one a total mess and one for clients!

"Margaret Marquis was an absolutely marvelous person — she could do everything. When they hired an accountant she resented not keeping the books. She really did not want to turn loose of anything. Switchboard and receptionist were the last ones she wanted to let go of — she was just marvelous with people. She was frugal with the firm's money. She hired me for only \$200 a month, and when Joe Holland found out he said, 'that's not enough,' and gave me a raise. He signed everyone's check and called you in to get it on payday. When Mr. Holland learned Margaret gave me only one week of vacation the first year he gave me three weeks the next year. I worked 20 years with two weeks vacation!

"Margaret set the pattern for secretaries' dress. She had a hemorrhage when we were first allowed to wear pants. In the early days Margaret would think nothing of sending you home to change your clothes — 'that is no way for you to be dressed at Holland & Hart!'"

The partners and associates were used to long hours and Saturday work. "The office used to be open on Saturday until 1:00 p.m.," McClearn says. "Steve Hart used to come in all the time. At noon on Saturday he would collect all the lawyers who were working and we'd all troop across the street to the Albany Hotel and maybe have a beer, maybe not...we'd get a great big round table and everybody would have a sandwich and a beer and Steve would always say 'this is on Uncle Joe' and we would charge it to Joe Holland which was his way of picking up the tab...that tradition went on for a long, long time and then the firm got bigger and Steve stopped coming to work on Saturday and the Albany Hotel got torn down."

With this mix of personalities and attitudes, Holland & Hart opened legal practice on July 1, 1947. It set sail with numerous clients brought in by both Steve Hart and Joe Holland from their earlier days on Denver's legal scene. While there were many other clients, of course, one way to recapture the nature of that practice is to note those the new firm thought fit to list in 1948 in the national legal directory, Martindale Hubbell:

Colorado Bankers Assn.; Continental Air Lines; Cosmopolitan Hotel; Denver Equipment Co.; Denver National Bank (tax counsel); Hayden Coal Co.; Ideal Cement Co.; Moffat Coal Co.; National Livestock Tax

Committee; National Sugar Manufacturing Co.; Northwestern Terminal Railroad Co.; Parker Ranch, Hawaii (tax counsel); Stearns Roger Mfg. Co.; B. K. Sweeney Electrical Co.; and Vanadium Corp. of America.

By the mid-1950's, a decade later, the list had expanded to include, among others:

Challenger Airlines; Davis Bros. Drug; Empire State Oil; Mtn. States Aviation; Western Union Telegraph Co.; Denver and Rio Grande RR.; National Woolgrowers Assn.; Alleghany Corp.; Diebold Corp.; Excalibur Uranium Co.; J. K. Mullen Corp.; Shell Oil Co.; and Safeway Stores.

By 1960, notable additions were:

American Express Co.; American Metal Climax Inc.; American National Cattleman's Assn.; American Smelting and Refining Co.; Colorado Interstate Gas Co.; Humphreys Engineering Co.; Olin Matheson Chemical Corp.; Western Nuclear Corp.; and Aspen Ski Corp.

Recalling this early practice in 1985, Stephen H. Hart said, "I had great hopes of establishing a tax practice, and the kind of things I thought I could do fit right in with Joe Holland's practice — we didn't overlap each other. He provided the litigation background and skill and the 'bread and butter' practice of the kind of specialties which were then represented in Denver. I provided an element of growth with a tax practice and various administrative proceedings and legislative work.

"Legislative work came naturally to both Joe and me. He had been a member of the Colorado House of Representatives several years before and, quite recently, I had been a member of the Colorado House and the Colorado Senate. These two relationships proved to be a means of spreading our reputations through the state of Colorado...."

As to the origins of these clients, the Colorado Bankers Assn. came in with Joe Holland and was later represented by Claude Maer, and, for several decades, by Bruce Buell. Much of this work was legislative and the firm was able to maintain the account because it had no large bank as an exclusive customer. This lack of a "big bank" client was a source of regret and much comment in Holland & Hart in the early years, but some partners believe the record might show that the firm got some of its early business because it was not tied to a single bank as were some of the principal Denver competitors.

Continental Air Lines, another of Holland's initial accounts, was the core of Bill Embree's early legal life at Holland & Hart. The aggressive young airline headquartered in Denver and grew

'I flew all over the whole system which was not much of a system at the time.'

at a furious pace, goaded on by an exacting taskmaster, Robert Six. Embree spent much of his time flying the expanding system riding shotgun against legal attack. "I flew all over their whole system which was not much of a system at the time. San Antonio was as far south, Denver as far north and west, and Kansas City as far east as the system went...Joe turned virtually all of the Continental work over to me. Six used to have meetings about once a month of all the department heads and Joe and me. Often Joe didn't get to the meetings but I was always there, of course. But once Joe did show up and there must have been 14 people sitting in the room, and Six said to Joe, 'Well, Holland, damn nice of you to show up here. I didn't hire Embree to do all this stuff. Where the hell have you been? Why did I put you on the Board of Directors when you don't pay any attention to this airline?' Joe, in typical fashion, just sat back, smiled, and quietly said, 'Well, I think Bill (Embree) is doing a very good job and I follow what he is doing.' Six changed the subject. Only Joe could get away with this."

'Well, you know I am now a very distinguished lawyer in the anti-trust field...the only lawyer in the country who has succeeded in losing that amount of money in a mining anti-trust case.'

Another major area of early practice, which the firm still maintains, was with the National Livestock Tax Committee. Steve Hart brought this account. "That client developed because the IRS attempted to overthrow the accounting methods which the cattlemen had used since the inception of the income tax law in 1913. The livestock industry got organized and formed a committee to represent them before the Congress and the IRS. They had a little competition among the applicants who felt they would do a job for the cattlemen...I was the only lawyer who applied...there were a half dozen accountants... but quite properly for a partisan position like that a lawyer was more appropriate...the accountants' business is keeping out of trouble with the Legislature, with the Congress, and with the authorities, whereas a lawyer's business is to get the IRS and the Congress to go along with what the livestock people wanted ...they picked me and I stayed with the livestock industry. We still represent them." And represent them they did, Hart, Embree, Claude Maer, and later Sam Guyton, making countless presentations and representations for stockgrowers throughout the region and country. Of this early livestock taxation practice, Embree said, "Steve picked me because I knew one end of a cow from another. I understood the lingo that's used on ranches ...Steve and I, in the early days, often went to Washington to lobby...we got to know a great many legislators."

Joe Holland's long-standing relationship with Vanadium Corporation of America produced one of the most memorable of the firm's earliest courtroom experiences. Of one anti-trust case, Embree recalls, "The jury brought in a verdict against Vanadium and a co-defendant, Union Carbide, which was at that time the largest anti-trust verdict ever brought in against any mining company. I remember Joe coming into the office after the verdict, with a smile and almost laughing, he said,

Below Frank H. Morison, 1956.



'You're always on the cutting edge if you're in the natural resources field.'

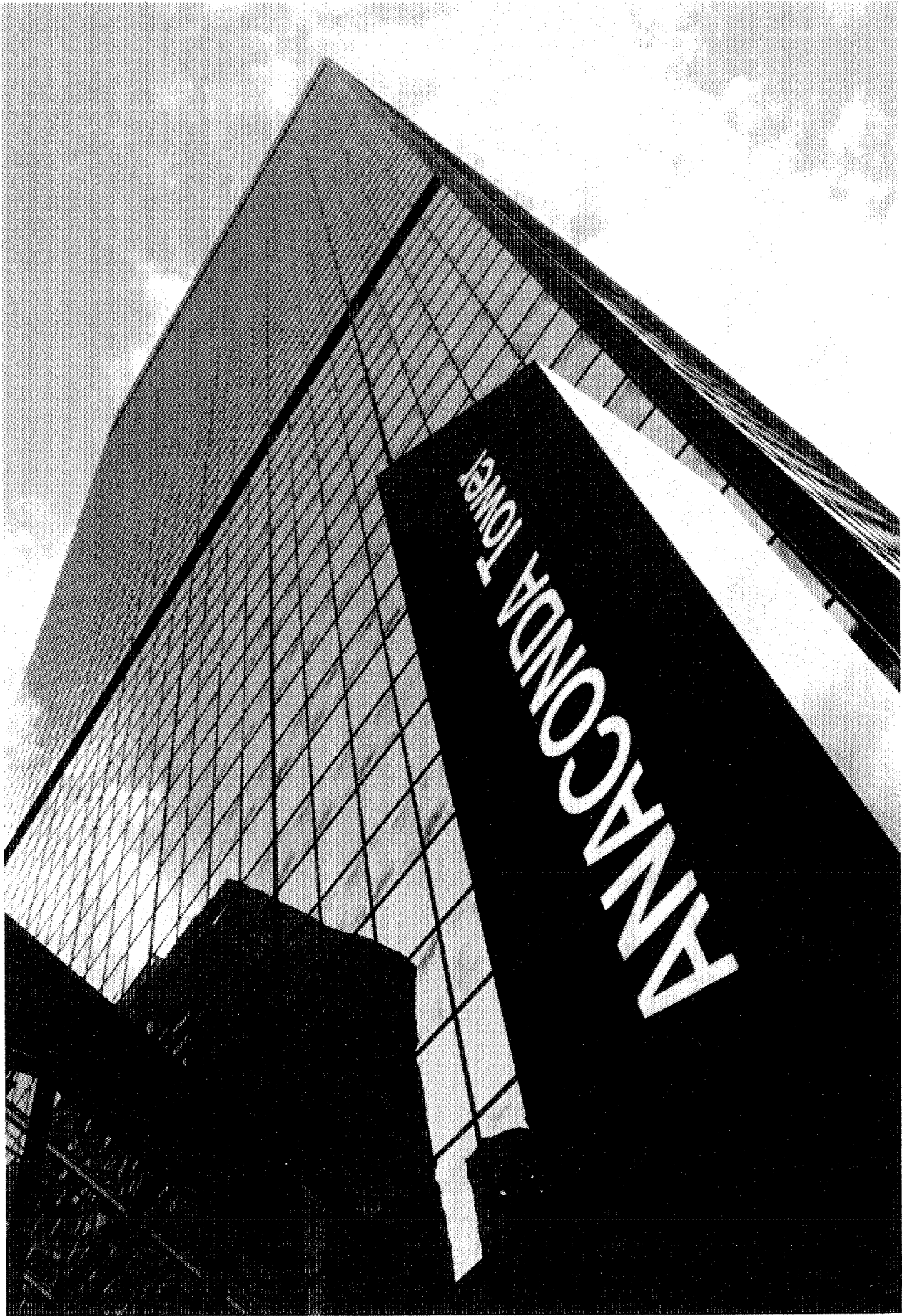
'Well, you know I am now a very distinguished lawyer in the anti-trust field...the only lawyer in the country who has succeeded in losing that amount of money in a mining anti-trust case.' And that's the way Joe would do it — no moaning and groaning. And the Vanadium Corporation continued to love him. And they never changed lawyers."

Frank H. Morison in a November 26, 1986, speech to his colleagues about the early practice, recalled that when he came to the firm in 1951 there was no Natural Resources Department. "There was some mining work done...Joe Holland was a renowned mining lawyer, but you have to realize that it didn't mean anything like it does today. Bob Davison, who came before I did, was a graduate of the Colorado School of Mines and he worked with Joe on mining problems. We had one client, Empire State Oil, but we didn't have them as a client because we knew oil law but because we helped them out in a great estate tax case. In fact, we were somewhat embarrassed that we had them as a client and didn't know anything about oil and gas law. I think that's why Pat Westfeldt and I got the job.

"But in any event there was an emerging need for natural resources lawyers in this region. The uranium mining boom was in its heyday, and the Denver/Julesberg oil basin had just been discovered...we got to help draft the first legislation in Colorado on oil and gas spacing, on rules and regulations. We created the Colorado Oil and Gas Conservation Commission. We all practiced before it, we all sat around in corners and discussed how we should do this, what should be the philosophy of the State...you're always on a new cutting edge if you're in the natural resources field."

In 1986, decades after these initial client relationships, and far removed from the environment of this early practice, Embree listed the current H&H accounts which would be put in Martindale Hubbell if that were still the firm's custom. His list included the National Cattlemen's Association, Aspen Ski Corp., Colorado Interstate Gas, Continental Air Lines, Ideal Basic Industries, Safeway Stores, and several others still with Holland & Hart from its earliest years. And some of these were among the forty or more largest clients of the firm.

As Holland & Hart moved into its later decades, beginning about in the 1960's, the increase in its numbers and the increased complexity of its market dictated a departure from the informal, small-shop, jack-of-all-trades atmosphere of the first decade. But the firm went to great lengths to preserve its founding principles of aggressive business acquisition, rapid personnel advancement, innovative specialization, and humane behavior.



3

The Practice At Forty

On July 1, 1987, forty years after Holland & Hart was founded, some 300 of the firm's Denver employees gathered in the grand ballroom of the Fairmont Hotel to celebrate their achievement. The birthday was also marked at seven other regional offices for, as the May 1987 issue of the *American Lawyer* put it, the H&H growth strategy had been to "go where everyone else isn't!"

The Denver celebrants were lunching next door to the firm's six floors of modern offices, twenty stories up in the sleek black Anaconda Tower, one of Denver's monuments to the energy boom of the 1970's. Holland & Hart had moved to the Tower in 1978 from the historic but crowded old Equitable Building that had been its first home. In many ways the three-block journey up 17th Street had taken the firm into another world. Now several hundred persons had such previously unknown blessings as air-conditioned office privacy, departmental groupings, vast filing systems discreetly shielded from visitors, computer terminals and a substantial word-processing center, an employee lounge, and numerous cul-de-sacs where a growing non-lawyer administrative staff did its thing.

The Great Move from the Equitable Building had been quite traumatic for the family, and many, once in new quarters, began to fondly recall the old days when everyone was bumping into everyone else. "Communication" and keeping fun and fraternity in the efficient but more austere new quarters became a management preoccupation, and the Fun In The Practice of Law Committee (FITPOLCOM) was a busy organizational bee.

The old Equitable Building, once scorned as cramped and stuffy but now bathed in a nostalgic glow, had been built at the

Left *Anaconda Tower – on the "Wall Street of the West."*

Right *Indian prints went up on the walls of the new H&H home.*



'The Rocky Mountain Front Range thirty miles away formed a dramatic backdrop for the mountain West's largest regional law practice.'

turn of the century, and no one doubted it was part of "Denver." But the new skyscraper smacked of the East, and soon the firm went about bringing a Western touch to its modern world of quiet corridors, concealed files, and blinking terminals. Catlin Indian prints and colorful Navajo rugs went up on the walls. And if they wanted to remember that they were still out West, members of the firm family had only to look out the windows for striking views of the mountains, plains, and metropolis. It wasn't hard for the most unimaginative on the H&H roster to look down on some symbol of the firm's client world or of its uniquely Western origins. From his corner on the 29th floor, Steve Hart could see many of the snow-capped peaks he, Jerry, and Joe had climbed. The Rocky Mountain Front Range thirty miles away formed a dramatic backdrop for the mountain West's largest regional law practice.

To mark the "40th" of the practice, Bill McClearn, chairman of the firm's management committee (MCOM), in one of its assiduous daily memorandums directed to "All," recalled the "exciting time when Steve Hart, Joe Holland, Bill Embree, and Peter Dominick seized an opportunity, and with faith, risk-taking and dedication began this enterprise." As he chaired the celebration McClearn, surveying the human and remarkably youthful sea before him, remembered his first days as an H&H office boy when he hung out on the fringe of a firm meeting in the office of a single partner. He might also have thought about the pain with which the first H&H bookkeeping Tzarina, Ethel Reichard, would have counted out — twice — the no-longer-so-petty cash required to feed and quench H&H and its celebrants.

Below 17th Street looking toward the Rocky Mountains at about the time H&H started practice.





Above Looking toward the mountains in 1988 from the H&H tower. Note D&F tower in both pictures.

'...I want to reiterate for you Management Committee's dedication to the continuation of Joe Holland and Steve Hart's very distinctive heritage...to their vision of what a law firm ought to be.'

"Today, the Holland & Hart tradition has grown beyond the confines of Denver's 17th Street. The precedents set by Steve and Joe, as founding partners, live on in over 200 lawyers and almost 300 staff in eight offices. Expansion and differentiation have marked our period of rapid growth...but while our firm has grown, our purpose remains the same: to meet the legal needs of our clients," McClearn said.

"Meeting the legal needs of clients" would seem an obvious goal, ascribable to all law firms. But in this case it referred to the original H&H emphasis on devising ethical legal routes to doing what a client wanted done, rather than restraining him or her from objectives. "The original tradition of service and excellence permeates our practice," McClearn wrote, "and on this special occasion, I want to reiterate for you Management Committee's dedication to the continuation of Joe Holland and Steve Hart's very distinctive heritage...to their vision of what a law firm ought to be."

In developing both its distinctive practice and its style of managing that all too human process, Holland & Hart had by its 40th year strengthened its expression of mission, modernized its organization to carry out that mission, and turned to a number of outside and expert sources for advice on navigation. As to the mission, McClearn in his birthday remarks referred to a "Statement of Principles" published in 1985. Many drafts had worked their way upwards through the yellow-pad maze of numerous committees and four decades of experience as the firm dedicated substantial time to expressing its principles.

The Statement attempted to express for the hundreds of individuals and the separated offices now involved, the H&H concepts of practice born of the swiftly changing circumstances

HOLLAND & HART

Our purpose is to provide quality legal services which are timely and suited to our clients' requirements, and to do so on a profitable basis in a pleasant and satisfying work environment.

The firm expects that every person at Holland & Hart will exemplify integrity, maintain outstanding professional skills, and contribute a full measure of time and effort, fairly divided between the legal, administrative and other tasks necessary to assure the firm's economic well-being and professional reputation.

The firm is committed to, and each of us is expected to support, its tradition of fostering an environment where individuals can pursue fulfillment of their professional and personal goals in an atmosphere of mutual trust, respect and concern for the welfare of each other.

This firm needs and expects regular and continuing efforts by everyone to develop, expand and retain profitable legal work from both new and existing clients.

We accept as a guiding principle that this firm has a special obligation to participate in public service activities without expectation of compensation and we expect each lawyer to accept and act upon that principle.

We are committed, individually and collectively, to provide continuing opportunities for professional growth and development and to evaluate each person's contribution to the firm constructively and regularly.

The firm expects the management of Holland & Hart to be responsible for planning and directing the firm's development, displaying innovation and flexibility in adapting to changing conditions and clearly communicating policies adopted to implement the firm's objectives.

To achieve Holland & Hart's objectives, each office, each practice area and each person must give unstinting support, encouragement and sustenance to every other office, practice area and person; we support wholeheartedly the spirit of common good, decency and cooperation which is our past and must be our future.

of 1947-87. "A lot of time and thought went into defining each statement," McClearn reminded his colleagues, "and as we grow it will become more difficult to achieve what we have set forth for ourselves in these Principles, so we must be especially careful to keep them before us." He might have added, as he had in so many management meetings over the past decades, that he and the other senior partners truly missed the opportunity of expressing the Principles in person to each firm member, a personal contact inevitably but regretfully diminishing as H&H grew in numbers of people and problems.

The H&H Statement of Principles is clearly connected, albeit in formal and dignified prose, to the informal, lean and hungry times of the founding years:

"Our purpose is to provide quality legal services which are timely and suited to our clients requirements, and to do so on a profitable basis in a pleasant and satisfying work environment."

(Echoes, here, of Steve Hart's focus on client's needs, of Jerry's pinching of the pennies, and of the early emphasis on fleshing out the practice with a whing-ding or two.)

"The firm expects that every person at Holland & Hart will exemplify integrity, maintain outstanding professional skills, and contribute a full measure of time and effort, fairly divided between the legal, administrative and other tasks necessary to assure the firm's economic well-being and professional reputation."

(Here glimmers of the early care taken in selection of new associates, mentoring of associates, the emphasis on in-practice professional growth, and of the scramble into new areas of "instant" expertise. And the recognition, painfully achieved in an era of intense competition in a new metropolis, that all partners and associates must accept a role in administration.)

"The firm is committed to, and each of us is expected to support, its tradition of fostering an environment where individuals can pursue fulfillment of their professional and personal goals in an atmosphere of mutual trust, respect and concern for the welfare of each other."

(Back to the young, one-family days of the Equitable Building, when "your problem is my problem," whether one was a learned secretary or a learned counsel, and when everyone knew the names of everyone else's kids.)

"This firm needs and expects regular and continuing efforts by everyone to develop, expand, and retain profitable legal work from both new and existing clients."

'If the firm was to have adopted a snazzy logo, it would have been hard to choose between a chain saw and a mountain peak.'

(The firm wasn't built, its history confirms, by letting the other guys get the business. "The zeal that earned Steve Hart the nickname 'the buzz saw' has become the trademark of our firm," Bill McClearn told the birthday celebrants. If the firm was to have adopted a snazzy logo, it would have been hard to choose between a chain saw and a mountain peak.)

"We accept as a guiding principle that this firm has a special obligation to participate in public service activities without expectation of compensation and we expect each lawyer to accept and act upon that principle."

(Here surfaces the "pro-bono" tradition of community involvement that stemmed to the early legislative and public affairs days of the Harts, Joe Holland, Pete Dominick, and their colleagues.)

"We are committed, individually and collectively, to provide continuing opportunities for professional growth and development and to evaluate each person's contribution to the firm constructively and regularly."



Above The yellow legal pad is replaced by a computer terminal.

(The firm's innovation of the sabbatical leave, the constant personal tutelage of newcomers by the older partners, the early welcome of women and minority practitioners, and the time put in over the years in improving evaluation and compensation are reflected here.)

"The firm expects the management of Holland & Hart to be responsible for planning and directing the firm's development, displaying innovation and flexibility in adapting to changing conditions and clearly communicating policies adopted to implement the firm's objectives."

(As the firm grew, the question of how to manage a creative partnership of lawyers, and how to administer its increasing business, how to orchestrate a "Greek democracy," was a constant preoccupation.)

"To achieve Holland & Hart's objectives, each office, each practice area and each person must give unstinting support, encouragement and sustenance to every other office, practice area, and person; we sup-

port, wholeheartedly the spirit of common good, decency and cooperation which is our past and must be our future."

(One can here sense the growing problems of "bureaucracy" as H&H became a big business, separated by the many floors of the skyscraper and in regional offices, and the emphasis of management on keeping alive the fraternal spirit and acquaintance of the founding days.)

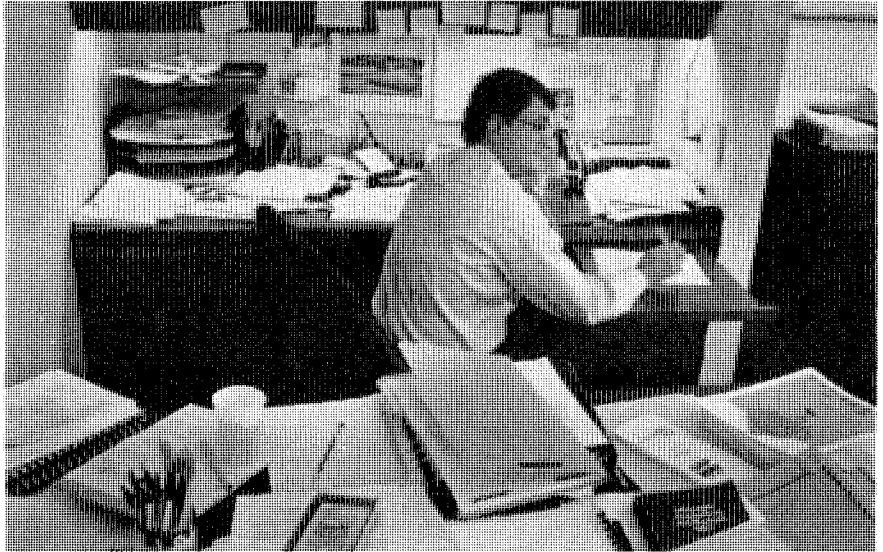
To describe and communicate within this extensive organization, H&H by the 1980's had developed a series of substantial publications, including the Daily Memo; *Advisory*, a periodic newsletter about client and lawyer activities; special client service bulletins such as *Banking Update* or *Techlaw Update*; and, most formidable if least known of all, a several-hundred-page, loose-leaf *Resume of Practice*. The H&H *Resume* is hardly recreational reading, but it wires together the skeleton of the firm by legal specializations, describes the details of practice, and profiles the lawyers involved. The *Resume*, like the *Statement of Principles*, is one of Holland & Hart's "Live Sea Scrolls," the basic documents of the firm's history. Now sleekly printed and no doubt at rest underneath action papers in hundreds of offices, the *Resume* gives only surface indication of the hours and head-scratching that went into phrasing these expressions of how H&H does what it does. But for the historian, the *Resume* is our best description of what the practice "does," because it comes from the lawyers in the yellow-pad trenches who are doing the doing.

In 1986, the *Resume* described the H&H practice this way:

"Holland & Hart is engaged in a general civil practice, with half the firm's practice representing litigation activity. We are involved in a substantial way in the traditional areas of corporate, securities, pension, labor, anti-trust, commercial, financing, business contracts, estate planning, probate, real estate, tax, administrative, legislative, patent, copyrights, trademarks, public utilities, family, personal injury, and product liability law. We also have an extensive practice relating to the natural resources of the Western United States, including mining, water, oil and gas, environmental law, livestock, and other agricultural and related matters. In many instances, small groups of our attorneys specialize in legal services for a particular industry including construction, financial institutions, advanced technology and others."

Behind each of these labels, so efficiently summarized, is a group of lawyers specialized in the complexities of the topic.

Right *In the trenches of a complex legal practice. Lawyer John D. Coombe at work.*



'Yet personal service to the client is still the goal.'

A long road from the time just 40 years ago when "experts" in new fields were somewhat speedily created. Yet personal service to the client is still the goal. One H&H lawyer, the *Resume* makes clear, is designated as "responsible attorney" for each firm client, serving as the client's principal contact, becoming most familiar with their interests, operations, needs, and objectives. The responsible attorney does the client's work personally or supervises its accomplishment. "Depending on the nature, urgency, and size of a particular legal matter or transaction, lawyer staffing involving an appropriate balance of seniority and familiarity with the legal area involved is brought to bear, work being apportioned where it can be done most efficiently."

As of mid-1988, Holland & Hart was organized into three departments with associated practice groups, all under designated attorneys.

The **BUSINESS DEPARTMENT**, headed by H. Gregory Austin, had these practice groups and lead attorneys: Corporate/Securities – Mark R. Levy; Financial – Richard M. Koon; Bankruptcy – Ronald M. Martin; Advanced Technology – John D. Coombe; Estate Planning and Administration – Frederick G. Meyer; Real Estate – Michael D. Martin; Employee Benefits – Alan Poe; International – Gary R. Burghart; Tax – Samuel P. Guyton.

The **LITIGATION DEPARTMENT** was led by William E. Murane, with these practice groups and lead attorneys: Sachem – Patrick M. Westfeldt; Labor – Gregory A. Eurich; General Civil – Harry L. Hobson; Trade Regulation/Intellectual Property – James E. Hartley; Torts and Insurance – R. Brooke Jackson; Public Utilities – Robert M. Pomeroy; Administrative/Regulatory Practice Coordinator – John F. Shepherd.

The **NATURAL RESOURCES DEPARTMENT** was directed by Frank H. Morison, with these practice groups and leaders: Minerals – Davis O. O'Connor; Environmental – Paul D. Phillips; and Water – Anne J. Castle.

The firm *Resume* also describes the H&H eight offices –

Denver; Montana (Billings); Washington D.C.; Wyoming (Cheyenne); Aspen, CO; Idaho (Boise); Southeast Denver; and Colorado Springs. Detailed biographies of all lawyers (partners and associates) and paralegals are provided, with information as to how to retrieve individual sections of the *Resume* from the firm's computer system. The *Resume* describes the detail of H&H practice, and the section on the Corporate and Securities practice is quoted here as a randomly selected sample to give that flavor:

CORPORATE AND SECURITIES — *“Holland & Hart performs corporate/securities work for a wide-range of clients. They include manufacturing companies, mining operations, agricultural businesses, financial institutions, computer enterprises, service businesses, and professional firms. The areas of legal work are as diverse as the clients themselves....*

“In the securities area, for example, we represent clients in public offerings of securities (including the client's ‘going public’ offering), corporate reorganizations... formation of bank holding companies, and private placements of securities. We prepare proxy statements, periodic reports filed with the Securities and Exchange Commission, and listing applications for securities. We advise companies about public disclosure questions, insider trading, the Foreign Corrupt Practices Act and resales of unregistered securities....

“Our work for business clients has also encompassed other methods of raising capital. They include major institutional financings, such as bank loan agreements and sales of debt to insurance companies or other institutional holders, and tax-exempt industrial revenue bonds.

“Our general representation of clients includes advice as to proposed transactions and activities, advice with respect to governmental regulations, the negotiation and drafting of a wide variety of business contracts and licenses, United States and international distribution and marketing agreements, franchising arrangements, non-competition covenants, the protection of proprietary information, trademarks and service marks, sales (and leasebacks) of equipment, employment agreements, retirement plans, stock plans, deferred compensation contracts, other compensation programs, and corporate record keeping... growing areas in our practice involve computers, various other advanced technologies and the protection of intellectual property rights.

“Other significant work on corporate and securities matters includes the organization of corporations, partnerships, joint ventures, etc.; preparation of agree-

ments to provide for owner continuity and control; advice on tax planning strategy (e.g. the 'S' Corporation election); and assistance in financing arrangements for new entities....

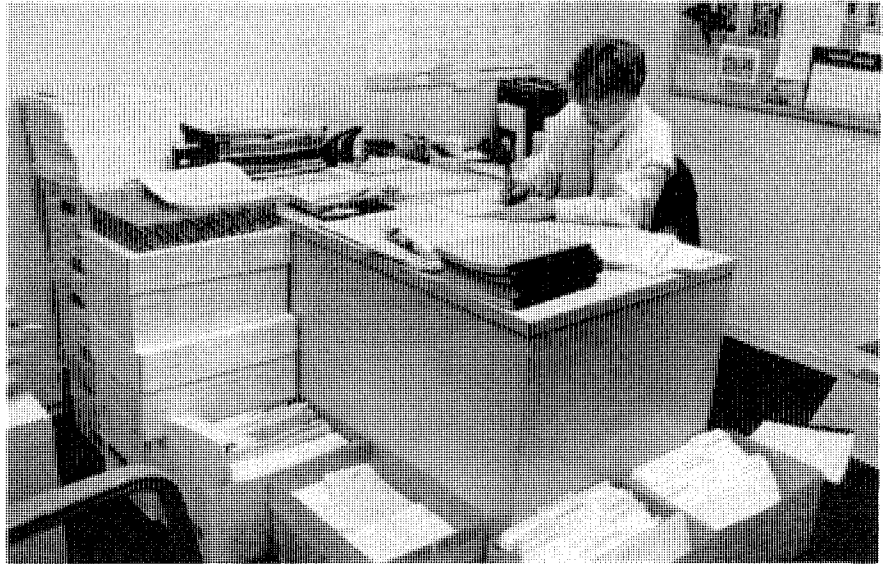
"...we closely coordinate our corporate and securities work with our tax, anti-trust, commercial law, real estate, litigation, and labor law specialists...we have represented clients in SEC investigations and, together with our litigation department, have participated in both prosecuting and defending cases under securities laws. We also work closely with our natural resources and real estate attorneys in the design of partnership agreements and joint ventures, which are in some cases designed to be tax shelters...we provide assistance to companies and individuals from other countries investing in the United States, including immigration and naturalization advice; and we and our tax attorneys represent clients in matters involving international law, including the manufacture, marketing and licensing of products abroad."

The *Resume* then gives detailed biographies of 18 lawyers available in the Corporate and Securities practice area. This rather musty and lengthy listing is a randomly selected description of but a single area of practice at H&H, thus giving some idea of the size and complexity of the overall organization. The tremendous business growth of the H&H region shines through the legal prose as it expresses specializations and problems which the founders could not have foreseen, but which the firm's adaptability absorbed. Nationalization and internationalization of the H&H practice developed in pace with the business problems of its clients, as did the necessity of "assistance to companies and individuals from other countries investing in the United States, including immigration and naturalization advice." A global economy means a global legal perspective, particularly with regard to a Western American economy based on the distribution of natural resources in international trade. The Western flavor of the practice also surfaces in the repeated references to mining, agriculture, natural resources, and the financial and regulatory mechanisms which emerged to support them in post-World War II America.

'Beneath the surface of the legalistic rhetoric, one can sense the remarkable pace of the law practice.'

It is valuable to extract paragraphs from the rest of the *Resume* because this is the document in which H&H attorneys describe the daily grist of their own lives. Beneath the surface of the legalistic rhetoric, one can sense the remarkable pace of the law practice. For example, the substantial industrial and commercial expansion that characterized the post-World War II West is reflected in this departmental listing of product-lines represented and regional activity involved:

Right *Beneath the surface...a remarkable pace of practice. Document Clerk, Barbara Main, catches up.*



ANTITRUST — *“Our cases have included a broad range of industries, including, among others, computer products, petroleum, recreation, bedding, shoe care products, chemicals, cement, grain, glass, fast foods, paper, electrical supplies, liquor, slaughtered beef, cable television, insurance, health care, and natural resources...we have represented each level of distribution...(and) have been involved in multi-district antitrust litigation...our partner is presently (1986) chairman of the defense coordinating committee in the nationwide cement litigation pending in the federal district court in Arizona, a proceeding involving 34 consolidated actions and approximately 45 separately represented defendants.”*

The tremendous real estate boom involved in the sprawling of the Denver community into a megalopolis, a growth from a few hundred thousand people to more than a million-and-a-half in the H&H years, is indicated here:

REAL ESTATE DEPARTMENT — *“We have extensive experience in all aspects of the development of real property...annexations, rezoning, subdivisions, and variances; reviewing of local land-use regulations for enforceability and applicability; the registration of subdividers...working with local jurisdictions in floating general obligation bonds for public improvements and industrial revenue bonds for private construction...we have represented many major construction and permanent lenders on both residential and commercial projects.”*

Of course, that much business expansion brought in its train a myriad of human concerns, particularly in the labor relations

of the natural resources and transportation industries so fundamental to the West:

LABOR — “We do the collective bargaining for a substantial number of employers, both public and private. Sometimes we do not actually conduct the bargaining but are available to the company’s bargainers before and after sessions to advise them concerning legal questions and/or strategy and tactics and to draft or analyze proposals... (on employee safety and health matters) our clients have ranged from heavy industry (smelters, oil drilling, high rise construction) to retail and light manufacture... we represent many Western mining companies in connection with their mine safety work... (and) have particular expertise in the civil rights field as it relates to the Railway Labor Act employers.”

And as thousands upon thousands of people moved into the region, and did well economically, they produced the problems of doing well:

TRUST AND ESTATE — “Natural resources and real estate lawyers are consulted and involved in many types of real property transactions relating to estates and trusts... Litigators are used in estate-related litigation, and corporate securities lawyers assist in the creation or reorganization of corporations, partnerships, and joint ventures...”

Particularly impressive was the growth of Denver’s financial institutions, the H&H neighbors on the 17th Street “Wall Street of the West.”

FINANCIAL INSTITUTIONS — “We have served clients in the area of state and federal bank chartering ... in the state of Colorado... Wyoming, Montana, and Idaho... (and) have formed, merged, and obtained approval from the appropriate governmental agencies with respect to one-bank and multi-bank holding companies, as well as various activities in which the holding companies wish to engage (including) all the securities and tax work on these transactions.”

And of course a substantial part of H&H activity centers in the courtroom, just as it did in the first days:

LITIGATION — “... one of the principal areas of H&H practice (with) 50 lawyers in the Denver office together with a substantial number of legal assistants ... in addition lawyers in our Washington, Aspen,

Right *The view is wonderful, but who has time to look? Lawyer Elaine Hill does her thing.*



Cheyenne, Billings, and Colorado Springs offices try cases in their areas, with support from the Denver office where necessary and appropriate.”

“Our trial practice can broadly be described as focusing on commercial and business litigation of all kinds and in all state and federal courts and agencies, as well as before arbitration tribunals and other non-traditional bodies... in recent years much of our trial practice has been in the federal courts, both district and appellate, although we continue to try cases in the state courts throughout Colorado and in other Rocky Mountain states.”

‘...H&H positioned itself on the cutting edge of legal service to science.’

Toward the end of the period, Colorado was becoming ever more of a high-tech state, hoping to capitalize on its educational facilities and its investment in space and defense industries to attract the quality of scientists necessary to success in this field. Since the days of Jerry Hart’s involvement in atmospheric research at Boulder, Colorado, H&H positioned itself on the cutting edge of legal service to science.

ADVANCED TECHNOLOGY — *“...a focused package of expertise to clients in technology-related businesses and other clients peripherally involved because of the impact of electronic data processing, robotics, and other such developments. With the 1984 acquisition of a firm specializing in patent, trademark, and copyright law, our firm has legal/technical expertise in a wide range of fields, including electronics, computers, chemical, and aerospace... we have available an extensive network of foreign agents to handle investigations, protection and registration of intellectual property abroad, licensing of technology and intellectual property and immigration matters.”*

Hand-in-glove with the mushrooming of real estate law was a close association with the construction industry; for a period in the 1970's so many high-rise buildings and shopping malls were underway in the region that the building crane was nominated by wags as the state bird.

CONSTRUCTION — *“The firm is actively involved in construction litigation before the state and federal courts as well as before agency boards of contract appeals (including) preparation, presentation, and defense of construction disputes, including those involving architect and engineer liability for defective design, delay and disruption claims, terminations for default, claims for interference, lost productivity, cost escalation, construction failures, and a wide variety of other controversies...we represent a broad spectrum of owners, engineers, architects, contractors, subcontractors, surety companies, and professional liability carriers...”*

From the very first days, the firm was deep into public utility matters. In the 1980's this involvement expanded considerably with emphasis on fixed utilities, transportation utilities, and telecommunications.

PUBLIC UTILITIES — *“We have represented commercial and industrial clients in negotiating contracts with fixed utilities and have represented commercial, industrial, and utility clients, including pipelines, on a wide variety of certificate, rate, and other matters in regulatory agency proceedings and in the courts. Holland & Hart has substantial experience with administrative proceedings arising under state statutes and under federal legislation such as the Natural Gas Act, Natural Gas Policy Act, Public Utility Regulatory Policies Act, and the Power Plant and Industrial Fuel Use Act. The firm also has experience in cogeneration projects, in hydroelectric projects, and in all aspects of the regulation of the transportation and sale of natural gas and the transportation of crude oil and petroleum products...The firm has extensive experience in the transportation utilities field (before) the Colorado Public Utilities Commission (and) the Interstate Commerce Commission...and in the rapidly expanding telecommunications field (representing) cable television companies as well as radio common carriers.”*

Reflecting the early experience of H&H attorneys in negotiating solutions that fit their clients' needs, the firm continued its emphasis on solution over format in resolving disputes:

ALTERNATIVES FOR DISPUTE RESOLUTION —

“Holland & Hart recognizes that there are situations in which the delays and costs involved in litigation, and the damage which may result to the future relationship of the disputants, suggest the use of alternatives for dispute resolution (ADR). H&H also acknowledges a professional responsibility to be knowledgeable about all alternatives, to advise clients of their advantages and disadvantages, to recommend the use of alternate methods when appropriate, and to be prepared to utilize them. These alternatives include negotiation, arbitration, court-supervised evaluation techniques (such as the use of a settlement judge, a special master, and a summary jury trial) and the so-called private ‘mini-trials.’”

Since the earliest days the firm realized the value of legislative work:

LEGISLATIVE — *“Holland & Hart is one of the very few major Denver law firms which, by a group which includes lawyers and legal assistants with legislative experience, follows legislation on a day-to-day basis, can monitor developments and give reports, and also on short notice can inject itself into the legislative process by appearances before committees and contacts with individual legislators. For example we have participated on behalf of mining and other industrial clients in the drafting and passage of major regulatory legislation, such as the Air Quality Control Act of 1979 and comprehensive waste management legislation of 1981. The firm has represented tax payers with respect to income, property, sales, and severance tax legislation, and pipeline companies and other carriers with respect to legislation affecting those businesses.”*

In the inevitable “boom and bust” cycles of a Western economy based so largely on commodity trading in the world market, and on natural resources subject to global price shifts, some H&H clients in the '80s had to march back down hills they had just climbed:

BANKRUPTCY AND CREDITORS' RIGHTS —

Bankruptcy Court litigation, Counseling, Negotiation and Workout, Creditor Representation, Creditors' Committees, Chapter 11 formulation and litigation, and debtor representation are areas of practice highlighted by this department. “In recent years we have been extensively involved in the negotiation and litigation of Chapter 11 plans on behalf of creditors and

prospective purchasers (and) have developed significant expertise in the complex statutory requirements for confirmation of Chapter 11 plans, in the development of plans that meet those requirements, and in the opposition to plans that do not.”

Denver’s growth as a world-class aviation center was a natural subject for H&H interest, dating back to Joe Holland, Bill Embree, and Pat Westfeldt’s first involvement with Continental Air Lines:

AVIATION — *“H&H has developed substantial experience in aviation law (and) has provided representation to airlines, fixed base operators, as well as manufacturers of airframes, engines, and avionics. Additionally the firm has been actively involved in aviation-related litigation, ranging from antitrust to products liability (and) business law matters.”*

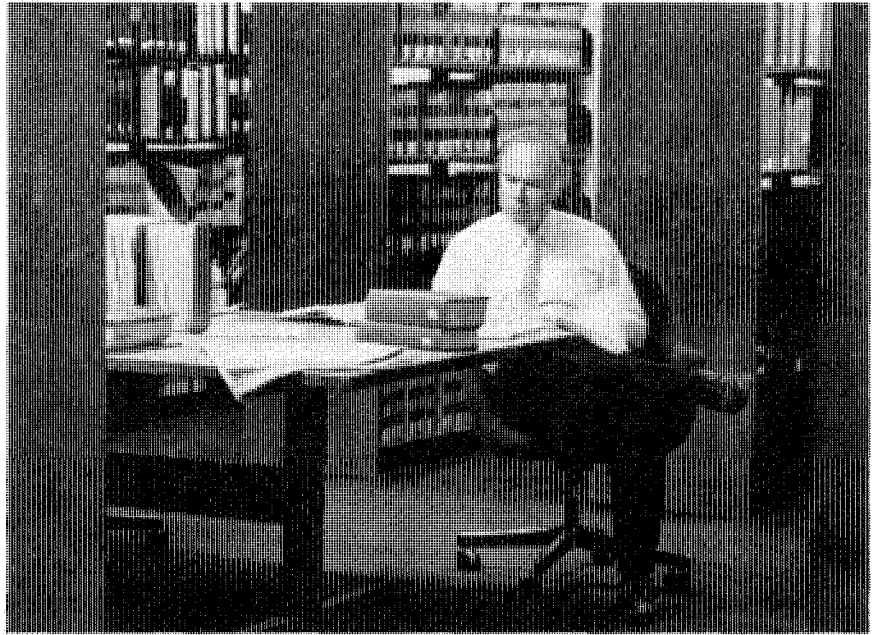
As Denver’s businesses grew and then merged or were sold into new ownerships, many of them based elsewhere, employee relations became nationalized and formalized:

EMPLOYEE BENEFIT PLANS — *“H&H employee benefit plan work has involved virtually all types of plans – union-negotiated plans, multi-employer plans, employee stock ownership plans, thrift plans, 401(k) plans, nonqualified deferred compensation plans, employee stock purchase plans, stock option plans, and welfare benefit plans. Our experience includes the drafting of plans, qualification of plans with the IRS, monitoring IRS and Department of Labor audits, obtaining IRS private letter rulings, obtaining exemptions from prohibited transaction rules, plan terminations, partial terminations, spin-offs and mergers, as well as advising clients on reporting and disclosure requirements, fiduciary responsibilities, interpretation of plan provisions, and termination of withdrawal liability.”*

In 1947 the administrative manual of Holland & Hart was a copybook in Jerry Hart’s desk where he scrawled a few notes about people and dollars. Today it is a loose-leaf binder of about five pounds heft, which reveals these committees as the backbone of the H&H management structure:

MANAGEMENT COMMITTEE (MCOM) — deriving authority from the Partnership Agreement, and including six members – the chairman; one member from each third of the partnership divided by seniority; one from a regional branch; and William D. Embree, Jr., from the founding group. “Except for delegation of authority to the Partner Responsibility Committee (PRCOM)

Right Partner Dennis M. Jackson tries to remember where he saw that citation in the new H&H library.



or to the Managing Partner, management of the firm is vested in the Management Committee.”

Members of MCOM listed on July 1, 1988, were William C. McClearn, Chairman; David Butler, John D. Coombe, William D. Embree, Jr., Edward H. Flitton, III, Stephen H. Foster and Marilyn S. Kite.

PARTNER RESPONSIBILITY COMMITTEE (PRCOM) — “Responsible for matters relating to the performance and responsibility of individual partners. Meets with each partner periodically to discuss such matters as the partner and the committee regard as important to the partner in enabling him to contribute effectively to his career and to the welfare of the firm.” This committee had become the central tool for dealing with partners’ personal problems since it was formed in August, 1975.

Members of PRCOM on July 1, 1988, were Gordon G. Greiner, Chairman; Leslie S. Greene, J. Michael Farley, Jack W. Foutch, and William W. Maywhort.

ASSOCIATES COMMITTEE (ASCOM) — a group of eight including two associates responsible for supervision, training, evaluation, work coordination, and compensation of associates, and relations with associates and summer clerks in general.

July 1, 1988, members were Wiley E. Mayne, Chairman; Jayne M. Palu, staff; William D. Embree, Jr., Leslie S. Greene, Melissa D. Hubbard, Joseph W. Halpern, Ronald A. Lehmann, and Stephen P. Villano.

PARTNERSHIP ADMISSIONS COMMITTEE — comprised of the elected members of MCOM and the chairman of the Associates Committee.

LATERAL ENTRY COMMITTEE — David Butler, Chairman; Marilyn S. Kite, William E. Murane, and Jayne M. Palu, staff.

RECRUITING COMMITTEE (RACOM) — which selects new associates and summer clerks in numbers authorized by

MCOM. Mary Ellen Scanlan, Chairman; Christine M. Arguello, Gary R. Burghart, Anne J. Castle, Brian Fahselt, Denise W. Kennedy, Jayne M. Palu, staff; Gary M. Polumbus, Jack L. Smith, Anne C. Stark, Bruce D. Stocks, and Jay W. Tracey.

REVENUE COMMITTEE (REVCOM) — which oversees firm financial records, methods and processes. Peter C. Houtsma, Chairman; John M. Husband, Scott S. Barker, Charles T. Brandt, William K. Brown, Bruce T. Buell, Jack M. Englert, Arthur B. Ferguson, Jr., James E. Hegarty, Jr., J. Peter Luedtke, J. Frederick Mack, Davis O. O'Connor, Jack D. Palma, Alan Poe, Donald W. Quander, John F. Shepherd, John C. Tredennick, and Adria Walsh, staff.

LEGAL ASSISTANT COMMITTEE (LACOM) — which oversees the legal assistant or paralegal operations of H&H, included John M. Vaught, Chairman; Yvonne Garman, Pat Hryhorysak, Melissa D. Hubbard, Elizabeth A. Sharrer, and James L. Marvin.

CONFLICTS COMMITTEE — reviewing potential firm conflicts of interest, Patrick M. Westfeldt, Chairman; John S. Castellano, Davis O. O'Connor, Raymond P. Micklewright, and Marcy G. Glenn, secretary.

PUBLIC SERVICE COMMITTEE — administering firm pro bono and community service activity, under Jane Michaels, Chairman; Steven B. Andersen, Christine M. Arguello, Michael J. Brennan, John S. Castellano, Steven C. Choquette, Gordon G. Greiner, James E. Hegarty, A. Bruce Jones, Catherine Jones, James T. Moran, Elizabeth A. Phelan, Paul D. Phillips, Mark D. Safty, and Lawrence J. Wolfe.

CHARITABLE CONTRIBUTIONS — Ronald M. Martin, Chairman; John M. Husband, John F. Kelly, and Susan Swanson, staff.

RETIREMENT PLAN COMMITTEE — Mark R. Levy, Chairman – Secretary; Kevin S. Crandell, Jim Davidson, staff – accounting; Vickie Gordon, staff; and Randolph M. Karsh.

AUDIT LETTER COMMITTEE — William E. Murane, Chairman; Gary R. Burghart, Mark R. Levy, Wiley E. Mayne, and Jane Michaels.

And last, but by no means least, the **FUN IN THE PRACTICE OF LAW COMMITTEE (FITPOLCOM)** — “to originate and implement fun and games for the firm, including parties, outings, and athletic events.” John C. Tredennick, Chairman; Katherine Horoschak, Mary Beth Patterson, Advisory Committee; Harry Shulman, and Christopher H. Toll.

These groups were the administrative sinew of the firm on July 1, 1988. An aggressive Business Development Department under Merrillyn Tarlton had also been organized, producing a number of firm newsletters, bulletins, client seminars, and business development training seminars for lawyers.

If the above description of H&H's current practice, i.e., of what the lawyers at H&H “do,” seems complex and diverse, the

gradual evolution of a style and structure for managing this activity has been equally broad and complicated. It has only come about through persistent effort, and through the firm's exceptional willingness to devote substantial resources to studying modern management. There could be no greater contrast in the H&H archives than the old ledgers in which founders kept scrawled notes on billable hours and client contracts, and the piles of 1988 computer print-outs revealing statistics of the firm's activity forty years later. Indeed a large part of the history archives is devoted to the firm's evolving grasp of law firm management and administration.

From management by the casually assembled partners on the "one man, one vote" principle of the early years, Holland & Hart has gone through various stages of centralizing administration. Partnership meetings have been constant and are still the basic legislature of the firm. But with growth, increasing increments of planning and administrative authority have had to be delegated by the partners to various entities. The firm has tried professional, non-lawyer business administrators, and various committees of partners addressing various topics. It has added administrative departments as needs required, all subject to the partners' debate and approval.

The formal planning which evolved the present H&H management structure was achieved through the firm's Long Range Planning Committee, activated in 1960; through a seminar-type association with other law firms of similar size and quality, the "Seven Sisters," formed in 1973; and through the progressive assignment by the partners of management responsibility to more centralized groups, with the firm going through the stages of a paid business manager, a single managing partner, several varieties of management committees, and finally, a Management Committee (MCOM) with a partner-chairman as firm chief executive. He is aided by a full-time Managing Partner who supervises daily administration with the aid of staff.

After inception in 1960, the Long Range Planning Committee issued its first major report to the partners in 1963. This report was the forerunner of many similar efforts in ensuing years, and is something of a benchmark from which we may measure the progress of H&H navigation from the finger-in-the-wind days to these of presumed radar.

At the beginning of 1960 when long-range planning began, Holland & Hart was a 31-lawyer shop of 17 partners, 14 associates, and 28 non-lawyer employees, just under 60 employees, or roughly one-ninth the firm size of today. This firm was big by Denver standards, about one-third larger than the next ranking firm. Though postwar growth had been underway for fifteen years, Denver had yet to reach a million people in its metro area. But its 1960 population was 110 percent of that in 1940 just before World War II.

This first Long Range Planning Committee consisted of Wil-

'This report was the forerunner of many similar efforts in ensuing years, and is something of a benchmark from which we may measure the progress of H&H navigation from the finger-in-the-wind days to these of presumed radar.'

liam D. Embree, Jr., long the firm's managing partner, as chairman; Stephen H. Hart, John L. J. Hart, Robert P. Davison, William C. McClearn, and John A. Moore. It immediately made clear its report was not an amendment to the firm partnership agreement and was intended only as a "guideline" to future partnership actions. But more growth was inevitable for Denver and the Rocky Mountain West, the committee stressed, and one purpose of the report was "to help partners avoid making snap judgments on important matters without prior consideration." Clearly the young firm was suffering some growing pains as partners wrestled with the typical law firm conundrum of decentralized ownership seeking centralized leadership.

The report opened with statistical projections as to Denver's potential population growth, together with some comparative figures as to the number of lawyers per capita in Denver and similar cities. "One interesting statistic, with no particular significance to it, can be created by using the fact that 1.76 percent of the lawyers in Denver in 1960 were at H&H. If this percentage continues, H&H will have 144 of the 8,200 lawyers...in the year 1990...Operational problems created by a firm of such size are beyond the ken of this committee; we leave to future committees the resolution of such headaches," including, one presumes, those of the more than 200 lawyers, not the "144" predicted, who had indeed boarded by the '80s.

The kinds of problems the 1960's committees were considering, and the nature of the backroom and hallway discussions, may be deduced from these report conclusions of 1963:

1. No artificial limits should be imposed on the growth of the firm. "Somewhere there is an economic limit on growth ...our semi-annual analysis should tell us when a point of diminishing returns has been reached."

2. There is an advantage of being the largest firm in Denver and continuing to grow.

The "pros" to this conclusion, the report foresaw, were "outside corporations coming to Denver often think the largest firm is the one they want; many existing clients are proud of being associated with the largest firm; growth is essential to attract and hold capable young lawyers; more complex and interesting legal problems will tend to flow to the firm; more specialization can be pursued; the firm as a whole is less dependent on the efforts of any one lawyer in it; and there is greater stability of income."

Among the "cons" to continued growth listed by the committee were that "a close relationship between lawyers becomes more difficult with growth; impersonality increases with growth; administrative red tape sets in; individual and small clients may tend to feel lost; partners (or some of them) may have to take lower incomes if we keep hiring lawyers at a time when our business does not justify this hiring, merely to remain the largest; over-specialization or a chain-of-command type of or-

'Somewhere there is an economic limit on growth...'

ganization may develop; conflicts of interest increase, perhaps disproportionately; quality and speed of work may suffer; crummy business must be accepted simply to keep up volume.”

3. The firm must avoid being the largest firm simply for that reason alone.

4. The group approach to practice is desirable. “With increasing size we must be certain to keep individual responsibility of lawyers for clients and preserve the advantages of horizontal and individual working relationships. Specialization is to be encouraged within this framework. We do not want a firm where everyone is a general practitioner any more than we want a firm where everyone is a specialist.”

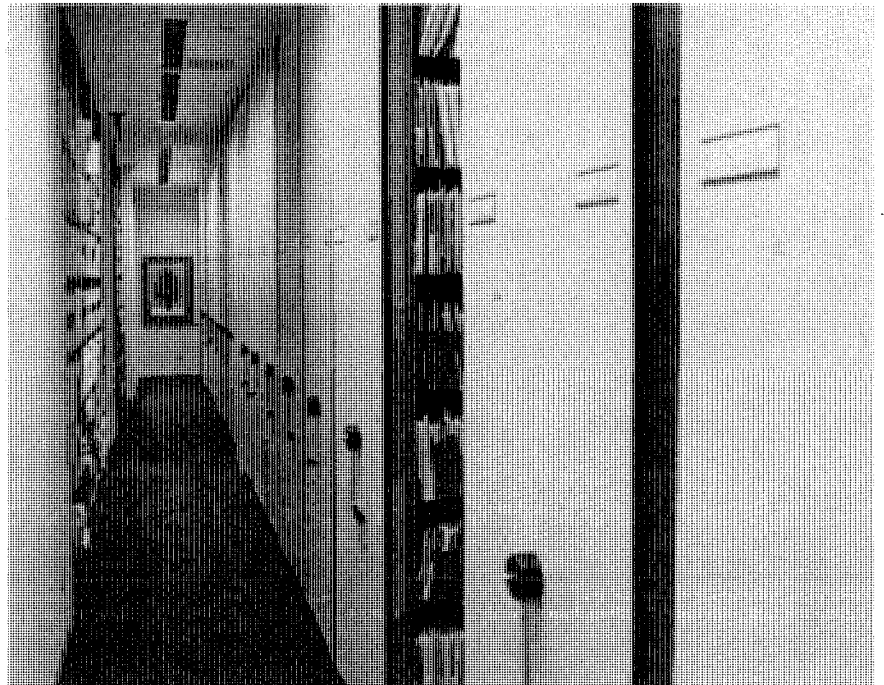
5. Partnership age groups need to maintain balance.

6. The firm should investigate ways and means of creating new business and increasing existing business. “We should consider whether there is a developing need for more specialized services and whether branches of the firm are desirable in various parts of the area...”

7. The present growth is not based on inferior business. “The Screening Committee is working well. It eliminates the crummy business that otherwise might come in and saves us occasionally from embarrassing conflicts.”

This 1963 report then added two lengthy sections of “Adding Partners To The Firm” and “Policies and Procedures With Respect to Hiring of Associates,” the first of many studies of these perennial perplexities that were becoming more manifest for all law firms growing from a handful to a throng. But to a remarkable degree, the first Long Range Planning Committee laid out the broad outline of the management discussions and actions which took place in so many forums over the next two decades.

Right Gone are the file cabinets. Technology has brought efficiency to a massive file system.



Right *The Denver mailroom...as always...the nerve center of the firm.*



As would be expected in any growing law firm, the partnership compensation arrangements of H&H have gone through several evolutions, some think “revolutions,” in a forty year history. Partner Bruce Buell summarizes this complicated but integral part of the firm’s history:

“Until 1964, Steve, Joe, and Jerry had the largest percentages. All other partners were in lock-step by class or seniority, e.g., in the senior class, each partner would get X%, in the next junior class Y%, down to the most junior group. The total percentage of all partners would, of course, equal 100%, and if existing partners were to get increased percentages or new partners were to be added, Steve, Joe, and Jerry would have to ‘give up’ some of their share. The theory was that a growing net income would mean that the founders could ‘give up’ points but still make more income. However, that wasn’t always the case.” Further each class was locked into a position relative to all senior and junior classes.

“In 1964 there was a revolution among the partners. Some of the middle partners wanted more flexibility in establishing compensation; wanted to get out of lockstep within classes; and between classes wanted freedom from the paternalism of the ‘give up’ system by the senior partners; and, most of all, wanted more money when there wasn’t enough to divide under the existing system. It was a rough year or two. Two partners departed, and there were many meetings and a great deal of soul searching.

“In 1968 this evolved into the ‘Butler Plan’ (named for David Butler, a partner who stepped in to lead the firm out of this thicket); its principal features were that Steve, Joe, and Jerry were to get a guaranteed number of units and were removed from involvement in the compensation decisions; other

partners would receive a guaranteed minimum number of compensation units based on seniority; a certain number of additional units were set aside for award to each partner in accord with votes of all the partners; and a further number set aside for award to each partner by the vote of other partners in his seniority group – junior, middle, or senior.

“As far as we know this ‘Butler Plan’ was unique among major law firms in the United States, and though complicated, it worked well as long as the partners were a manageable number who knew each other. It did involve the work of each individual partner reporting his results and contribution for the year on paper, lots of statistical reporting so each of us could evaluate the contributions of other partners, and meetings of our class groups and the partnership as a whole where we could tout or criticize ourselves or other partners before the vote.

“This first version of the ‘Butler Plan’ survived with minor variations until the late 1970’s. Then one more feature was added, in that a certain number of units were reserved for the Management Committee (MCOM) to distribute to partners when MCOM felt that the results of the pure system had been unfair to a particular individual. This special authority was used sparingly.

“About 1985 the modified ‘Butler Plan’ toppled, and authority was given to a strengthened and reorganized MCOM to set compensation awards. A lot of us were sorry to see the ‘Butler Plan’ go, but it was probably inevitable as the firm grew in numbers and regional offices. Partners got tired of the evaluation work involved, and in having to make the tough decisions. But,” Buell concluded, “that the ‘Greek Democracy’ type of compensation plan involved in the Butler Plan worked so well for so long through some pretty lean times, indeed speaks to the fundamentally fine qualities of the partners and the decent and egalitarian spirit at Holland & Hart.”

‘A lot of us were sorry to see the “Butler Plan” go, but it was probably inevitable as the firm grew in numbers and regional offices.’

As the 1963 report described the H&H pattern, “If an associate proves he can handle the clients and the work assigned to him accurately, efficiently, and satisfactorily to the client; leads us to believe he can retain existing business and at least pick up some more; gets along with the other attorneys; practices law with an attitude reasonably like that of the other partners; carries a reasonable share of the non-legal tasks; and if we expect that this will continue, then after enough years have gone by to satisfy us reasonably on these points, we offer him a partnership.”

In the face of growing numbers, the 1963 report recommended no substantial change in this pattern, though it suggested the firm avoid taking on permanent, salaried associates as a counter to acquiring more partners. The report also asked that the processes for hiring and evaluating associates be strengthened; and that incoming associates be more

carefully informed that H&H offered advancement based more on merit than seniority. These policy suggestions were implemented, and H&H income and work continued to expand during the rest of the '60's and '70's at a faster rate than anticipated. The result was an H&H personnel record marked by a low rate of partner withdrawal, associate turnover, or employee discontent. (The full list of H&H partners with their dates of arrival and departure is included in an appendix.) But partner and associate selection, evaluation, retention, and compensation continued, as with all law firms, to be a central focus of H&H management. Firm committees and consultants continued to suggest improvements in management practices, as the firm developed an unusually broad network of advisors.

One such source of advice on management matters was the "Seven Sisters" organization of like-minded and mostly like-sized law firms which H&H joined in 1973. The original members of this informal management seminar group were Nixon, Hargrave, Evans & Doyle of Rochester, NY; Alston, Miller & Gaines of Atlanta, GA; Cummings & Lockwood of Stamford, CN; Hunton, Williams, Gay, Powell & Gibson of Richmond, VA; Dykema, Gossett, Spencer, Goodnow & Trigg of Detroit, MI; and Dorsey, Marquart, Windhorst, West & Halladay of Minneapolis, MN.

Topics at the first "Sisters" meeting included word processing, retirement planning, the management of paralegals and "growth philosophy." Because each of these firms had about 70 lawyers at the time and rated as a leading firm in its market, these discussions were felt more useful to H&H than those which made no distinctions as to firm size or market position. Over the years this relationship continued between senior "Sisters" partners, and gradually developed subsidiary gatherings for firm staff members on such subjects as marketing.

The thread of H&H management is hard to follow from its days in a phone booth to the present modern structure. As Bill Embree recalls, the first important shift from the founding days came in 1964 "when we had about 40 lawyers. The Executive Committee — there would be as many as 10 to 15 people on it — met about once a week to take care of a lot of details we had been discussing at partnership meetings...at partnership meetings you could bring up anything from paper clips to Margaret Marquis' terrible hairdo and who was to advise her of it!"

"If the Executive Committee took it upon itself to make decisions on important issues, they were required to report to the partnership as a whole for its approval...it wasn't long before we started appointing committees and they began to proliferate. This is true of most firms when they start. It's a pattern. At first virtually all the partners engage in running the firm, then committees become very popular, then the committees get out of hand and there comes the swing to centralized management."

'As for hiring an outside manager, the firm first stuck its toe in the water by hiring Al Hadlow as office manager.'

At the height of the committee proliferation in the early '60's, Embree was named managing partner to try to bring some coordination to the scene. Committees were reduced by a third through creation of WOCC, the Work Organization and Control Committee, and a General Services Committee. "But we were growing so fast," Embree said, "that by the late '60's or early '70's the concept of having a Director of Administration came up — a so-called businessman who would take care of all the financial matters and organize an efficient staff." By 1978 the smaller Management Committee had grown in stature and in 1978 was voted by the partners to supersede the Executive Committee, and soon WOCC.

As for hiring an outside manager, the firm first stuck its toe in the water by hiring Al Hadlow as office manager. "Later we called in a consultant named Zirkle, one of those consultants who tell law firms how to make more money by being more businesslike," Embree remembers. "This led to hiring David Ellis from a large accounting firm. Ellis was only here about a year. Ellis had really done nothing to relieve the committees of their work, so Pat Westfeldt, Warren Tomlinson and I were given the authority and obligation to get this management situation straightened out.

"We finally hired John Monahan, an assistant administrator with the Aurora School District, a client of ours. He was really well qualified and was a tremendous help to us in organizing all the space and negotiating the leases here when we moved from the Equitable Building, with the important help of our partner Dennis Jackson. The move took forever. Finally in 1978 (the year of the move to the Tower) a firm decision was made that office management would be under a small Management Committee with the authority to handle and make decisions on all firm matters except those requiring full partnership action. The Executive and WOCC Committees were disbanded. The new MCOM consisted of four persons, one from each third of the partnership, me as Managing Partner, and the Director of Administration with no vote. Pat Westfeldt was very involved as chairman of the committee."

MCOM grew in delegated authority over the years until in 1985 it was set up as at present. The previous 4-member management committee which had tried to supervise both long-run policy and short-run administrative operation gave way to the present six-member MCOM which functions as a board of directors, and oversees a managing partner who is the firm administrator, assisted by various professional staff. MCOM has been delegated considerable authority by the partnership, which realized over the years that the every-partner-a-captain philosophy would eventually capsize the ship. "Bill McClearn was appointed Chairman of MCOM by the firm as a whole and he appoints the Managing Partner. MCOM consists of three partners, representing their 'third' of the partners; a regional partner; a designee of the Colorado Springs office; Embree as

a representative of the senior partners; and McClearn as chairman...really what you'd call the CEO of the firm." MCOM appoints the managing partner, and his is the "heaviest load" Embree said. "It has been recognized that a person in his position would have to spend almost full-time on management. It is a very risky proposition to desert the law and your clients to the extent necessary to be a good managing partner or member of MCOM, and that always has to be taken into consideration."

Parallel with this creation of an authoritative MCOM, the Long Range Planning Committee initiated a process to guide H&H through the remainder of the 1980's and into the '90's. The committee, in a 1985 memo, and later a consultant, felt that new planning was commanded by these changes that had come upon Holland & Hart:

- ... withdrawal of the firm founders from active participation;*
- ... a substantial increase in the number of attorneys, paralegals, and administrative personnel;*
- ... expansion of offices on both a regional and national level;*
- ... increased specialization of practice areas;*
- ... increased competition from local, regional and national firms;*
- ... active participation by attorneys in the leadership, management, and administrative functions of the firm;*
- ... greater emphasis on business development activities;*
- ... an evolving centralization of management;*
- ... extensive computerization of operations;*
- ... increased numbers of systems and procedures;*
- ... a physical move of the firm to new quarters;*
- ... impact of a volatile economy that shifted specialty strengths;*
- ... integration of minorities;*
- ... dramatically increased number of in-house counsel of existing clients; and*
- ... the leveling off of demand for legal services.*

'...H&H had demonstrated "unusual foresight in dealing with change and has created systems that have accommodated these changes".'

To assist in this mid-'80's planning effort, H&H engaged the professional Blakeslee Advisory Group which, between January and May of 1985, interviewed the bulk of firm family — partners, associates, paralegals, and administrative staff — and held partnership strategy review sessions.

Blakeslee reported after this extensive process that H&H had demonstrated "unusual foresight in dealing with change and has created systems that have accommodated these changes. Some of these systems include increased centralization of management; appointment of a director of administration; restructuring of the compensation system; development of a human resources department; introduction of the sabbatical program; acceptance of part-time practice by attorneys in special cases; expansion of the branch office system; hiring of

a client services director; computerization; introduction of paralegals; and increased management responsibilities assumed by attorneys.”

But Blakeslee also reported that because of compelling competitive challenges, the short-run focus of the organization had been shifting toward increasing the revenue producing hours of associates and partners, and toward cost-containment measures.

The result was some deemphasis of “areas which have been historically important at Holland & Hart, including pro-bono participation; associate development; administrative participation; attorney/staff relations; participation in social events; community involvement; delegation of legal work; strategic planning; business planning; and internal communication.”

In addressing the future, Blakeslee urged H&H to realize that “Leadership is centralized in effective organizations but management is not...in effective organizations management responsibilities are shared by all and coordinated by leadership who make ultimate decisions about the overall direction of the organization and the strategies necessary to move in that direction.”

‘...if Holland & Hart were to fade away, it would not be because all the attorneys did not have 1800 hours, it would be because the partners did not understand the responsibilities of management and the urgencies of ownership.’

Blakeslee concluded “In essence it should be understood by all that an excellent lawyer at a poorly-run firm has little hope of selling the client on the firm. But a good lawyer who is part of a well-run organization can count on being able to more easily acquire clients. Shifting the focus from the short term to the long term and from the individual to the organization is the task ahead...if Holland & Hart were to fade away, it would not be because all the attorneys did not have 1800 hours, it would be because the partners did not understand the responsibilities of management and the ‘urgencies of ownership’.”

The *Denver Business* magazine in October 1985 noted one new H&H emphasis: “Warren Tomlinson, Holland & Hart’s partner in charge of client services, agrees that most firms need to consider public relations and marketing. Tomlinson would still use the terms ‘practice development’ and ‘client development’ instead of ‘marketing’ and certainly instead of ‘advertising’. Tomlinson says that while all the marketing ideas had been ‘on the plate’ at Holland & Hart, they decided to focus on a program of improving client service and touting the firm’s regional capabilities through its branch office...Holland & Hart hired a non-attorney client services director to work in-house for the firm and facilitate its marketing goals. The position was created about three years ago, and is now held by Marilyn Tarlton.

“Tarlton has a marketing and communications background and sees her job primarily as working to raise the consciousness

'Today's users of legal services are also changing in ways that require the firms to become more businesslike.'

of the attorneys in the firm regarding the marketing value of improving client services. That can lead her to any activity from encouraging attorneys to promptly return phone calls and educating attorneys of one department about the skills of another department for cross-selling purposes, to designing and encouraging the use of firm Holiday cards. One new idea Tarlton tried with success was a kind of market satisfaction survey. She organized a meeting of a group of the firm's clients with several attorneys in the firm to discuss client satisfaction with the firm's service. She indicated that this was a successful session which, no doubt, served a certain marketing value in itself for the selected clients.

"Today's users of legal services are also changing in ways that require the firms to become more businesslike. For example, many out-of-state clients looking for counsel may shop local firms by requesting formal proposals from them in a sort of bid-taking process. While some firms in the past may have had an 'if you can't afford us or don't like us, don't ask' attitude, most firms now respond to these 'R.F.P.s' quite seriously. One of Tarlton's jobs at Holland & Hart in such a situation is to research the potential client to allow a better response."

In assessing management developments, William C. McClearn said, on being appointed chairman of the new MCOM in April of 1985, "the changes being made in the management of the firm are evolutionary. They come about because we have been

Right William C. McClearn at 40th birthday celebration, July 1, 1987.

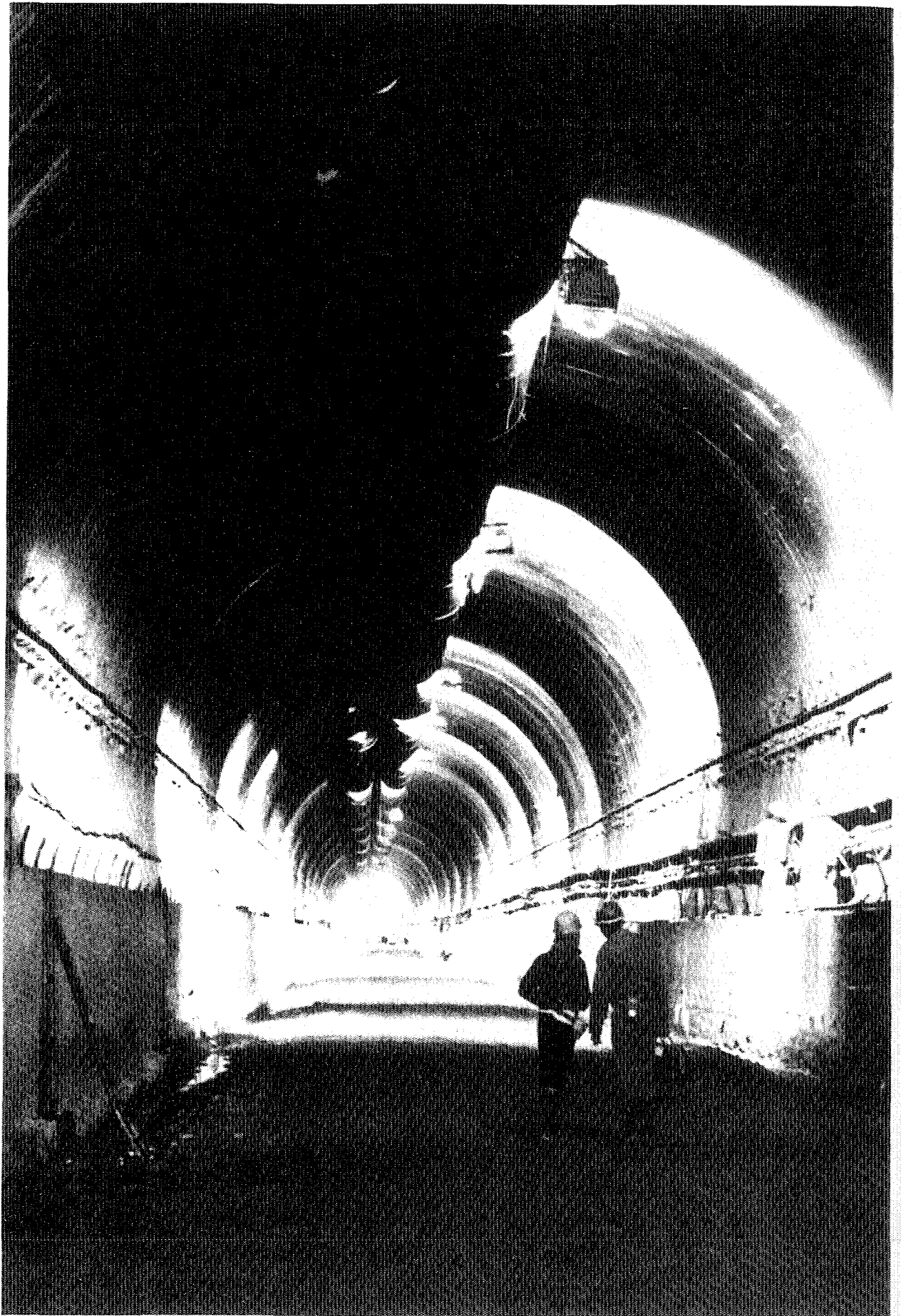


so very successful. From my perspective the opportunities for this firm have never been greater...we intend to exploit the opportunities we see before us. Our objective is to make this an efficient, profitable, and enjoyable place to work, one in which we can all take pride.”

As MCOM entered 1987, it had moved vigorously to address many of the concerns of the Blakeslee Report. And none of the possible indicators of trouble which that report had outlined — excessive turnover, dissolution of the management initiatives, closing of branches, recruitment problems, damage to reputation, or decreased morale — had come to pass.

‘Few law firms can say they’ve kept the same name for forty years. Even fewer have kept the singleness of vision of their founding partners.’

Through restatement of H&H principles based on its history, through increasing the scope and specialization of its legal services; through adapting to rapidly changing growth and circumstances; and through spending a vast amount of partner time on recruiting, nurturing, and managing its practice, Holland & Hart had reached 40 with a great number of its people able to empathize with McClearn’s birthday summary: “Few law firms can say they’ve kept the same name for forty years. Even fewer have kept the singleness of vision of their founding partners. We have...and then some. To say the vision has served us well at this, the end of our most successful year, is an understatement.” The vision had also served well numerous clients in a wide variety of cases and relationships.



4

Clients and Cases

Left The Eisenhower Tunnel through the Rockies took considerable Ideal Cement, and H&H legal attention.

To extract from the client and case lists of forty years those matters of most historic significance to Holland & Hart is obviously a highly selective challenge. To every lawyer and every client at H&H over the years, each case and relationship has been of prime importance at its moment. Though the bulk of these clients and cases needs to go unmentioned, each were essential sinews of the firm's growth, and hence of its history.

The H&H History Committee (HISTCOM) has isolated from this massive body of legal documentation and reminiscence a few case and client relationships that were significant in one of two ways. Either they marked distinctive contributions to the firm's growth, or they particularly represented the firm's mix with the growing community and region, its role in the developing history of metropolitan Denver or of the mountain West.

In numerous ways the legal history of the firm is closely interwoven with the general history of the region. Some strands of this regional web that formed the setting for H&H practice included the West's geographic role as a storehouse of natural resources; its wide spaces and resulting dependence on improving transportation; its developing recreation industry; the rapid restructuring of its corporate and business relationships as it became increasingly settled and more closely linked to the national and global economies; and the attendant constant pace of change in the region's communications, real estate, labor relations, scientific, national defense, and banking and financial services. These were all "frontiers" in the post-World War II West, and on each of them Holland & Hart had significant client involvement.

The relationship with C.K. Boettcher and Cris Dobbins of the Ideal Cement Co. that Steve Hart brought to Holland & Hart when the firm opened was, as earlier explained, the tremendously significant "golden key" to its acceptance by the Denver business community. In banking, agriculture, potash and cement, mining, and in practically every other phase of Rocky Mountain development, the Boettcher interests were and remain pervasive and progressive. One of the early major legal transactions performed by H&H for Ideal was the combination of its many subsidiary cement companies into the single mother firm. "At that time," according to Steve Hart, "Ideal had plants centering in the Rocky Mountain region and neighboring states — Colorado, Utah, Montana, Nebraska, Texas, Oklahoma, and Arkansas. Thereafter, with Holland & Hart assistance, Ideal

expanded...by building or acquiring plants in Alabama, California, Mississippi, Tennessee, Washington, North Carolina and New Mexico.”

As the H&H relationship with Ideal continued through the years, problems of corporate structure came to the fore. Denver businesses that had been primarily “home owned” became more and more integrated into the national and international economies, and federal regulation became more persistent. This era of change is recalled by Bill McClearn:

“During the early years, Steve, with the help of a host of other Holland & Hart attorneys, handled all of Ideal’s legal work. There were a number of acquisitions of other cement companies in the 1950s, managed from a legal standpoint primarily by Steve. Because the cement industry was prone to vigorous anti-trust scrutiny, there were frequent inquiries, investigations, and subpoenas from both the Federal Trade Commission and the Anti-Trust Division of the U.S. Department of Justice. These were handled first by Joe Holland, and later by Gordon Greiner, who acted as Ideal’s anti-trust counsel for many years. And there were the myriad of corporate, regulatory, and litigation problems that an active and growing company with nationwide interest generated.

“Besides Ideal, two other natural resource companies represented the extensive Boettcher interest in Colorado and the West. These were the Potash Co. of America (PCA) with mining operations near Carlsbad, New Mexico, and in the western Canadian province of Saskatchewan; and the American Sugar Crystal Co., a sugar beet manufacturing and processing company, headquartered in Denver, but with plants throughout the region. The legal work for these two companies was handled by Davis, Graham & Stubbs, with whom H&H has always had a fine relationship. The potash and sugar beet businesses, and to some extent cement, were cyclical in nature,” McClearn remembers, “and a higher degree of financial stability could be achieved if the three companies merged. An extensive, intense, and complicated merger was entered into (in 1967)...with all the securities filings and related legal transactions required. Bill Murane led the merger team for H&H. American Crystal Sugar shareholders narrowly defeated the proposed merger, but it was approved by those of Ideal and PCA.

“Shortly before that merger, however, a ‘freebooter’ named Herbert Korholz had initiated unsolicited conversations with Dobbins in which Korholz was alleged to have offered a higher price to PCA shareholders than they got from the merger with Ideal. This purported offer led to a class-action shareholder suit against Ideal and the last directors of Potash, alleging failure to reveal the Korholz offer in the merger proxy statement. Damages claimed exceeded \$100 million, a staggering sum at the time.” McClearn and Ed Kahn of H&H, together with Hugh Cox and Michael Boudin of Covington & Burling, represented the Potash director-defendants.

"The case was tried to a jury before Judge William E. Doyle in Denver in early December of 1971. Pretrial proceedings had been extensive, Mr. Korholz proved an elusive witness, and extensive skirmishes were held as to whether the case should be certified as class action. The individual defendants included Cris Dobbins, Eugene Adams, the president of the First National Bank of Denver, Don Stubbs, both a director and secretary of PCA and then, as now, an eminent member of the Colorado Bar, and Stewart Cosgriff, former president of the Denver U.S. National Bank, now United Banks of Colorado. The case was prepared and tried on the basis that the personal assets of all the individual defendants were at risk, which they were, and that the future of Ideal Basic Industries (the newly combined Ideal and PCA) was at stake, which it may have been. However, the end result was happy; Judge Doyle granted defendants' motion for a directed verdict, and later published his opinion at 337 F. Supp. 194 (D. Colo. 1972).

"For the better part of forty years," McClearn notes, "Holland & Hart served as Ideal's general counsel. Steve Hart was a member of its board of directors for most of that period. Ideal's legal problems touched every specialty held by attorneys at the firm. As an example, commencing in 1976, Ideal, together with virtually every other cement company in the U.S., was defendant in a civil suit brought by numerous state attorneys general and a number of private plaintiffs alleging price-fixing and conspiracy throughout the industry." McClearn chaired the coordinating committee of counsel for all defendants. "The case was considered in the federal court in Phoenix and continued for the better part of ten years. The procedural machinations on both sides were of the greatest complexity and ingenuity. Several defendants settled early in the case for an amount in excess of \$40 million. Ideal and others refused to admit culpability and when all of the 450-plus consolidated cases were ultimately settled in the mid-80's, Ideal settlements were a pittance, far less than what could be termed a nuisance amount."

During the mid-1980's Ideal's economic fortunes declined. Its cement business suffered from the downturn in the construction industry on which it heavily relied, while an oversupply of potash and reduced fertilizer demand adversely affected its potash business. The potash business was sold in early 1986 and Ideal went through a massive financial restructuring in late 1986 which resulted in the acquisition of most of its stock by a Swiss firm. On these transactions, Bob Moir, Ideal's general counsel and a former H&H attorney, worked with Dennis Jackson, Mark Levy, Mary Ellen Scanlan, Kevin Crandell and many other lawyers of Holland & Hart.

In another natural resources industry area, in 1954, Holland & Hart represented the Colorado Interstate Gas Co. (CIG) in a proceeding commenced by the Public Utilities Commission of Colorado (PUC). This was the beginning of another substantial

firm/client relationship that has endured, and as H&H partner John Fleming Kelly puts it, “The ultimate decision in that case rendered by the Supreme Court of Colorado remains today the primary interpretation and guideline of whether or not a particular activity is subject to jurisdiction of the PUC as an activity of a ‘public utility’ as that term is defined in Colorado law.”

Right *Colorado Interstate Gas, an H&H client, was constantly in the news.*

\$160 Million Gas Pipeline Adds Boom to Colorado

CIG, one of the first interstate natural gas pipeline companies, began as a joint venture of the Standard Oil combine and Cities Service Co. Standard controlled natural gas reserves in Texas, and Cities Service had franchises to distribute in some Colorado communities, including Fort Collins and later Denver. To pipe the Texas gas to the Colorado communities, CIG was formed in the late 1920's. Early on, CIG began to make a limited number of direct sales to consumers in addition to sales to

Court Designates CIG For Pipeline Bonanza

distributing companies serving communities. One such direct customer, Colorado Fuel and Iron Corp. (CF&I), then an important steel manufacturer at Pueblo and one of the state's largest industries, became unhappy with its gas rate and Kelly believes this led to a suggestion that the state, through PUC which had control of utilities primarily serving consumers, investigate the pipeline operations.

“While CIG had submitted to the jurisdiction and was being regulated by the Federal Power Commission,” Kelly remembers, “CIG had never submitted to the PUC and did not regard itself as a public utility as that term was defined in Colorado law because, CIG claimed, it was not holding itself out to serve the public or a reasonable segment thereof.” In 1954 the Colorado PUC on its own motion ordered an investigation into CIG to show cause why an order should not be entered directing it to

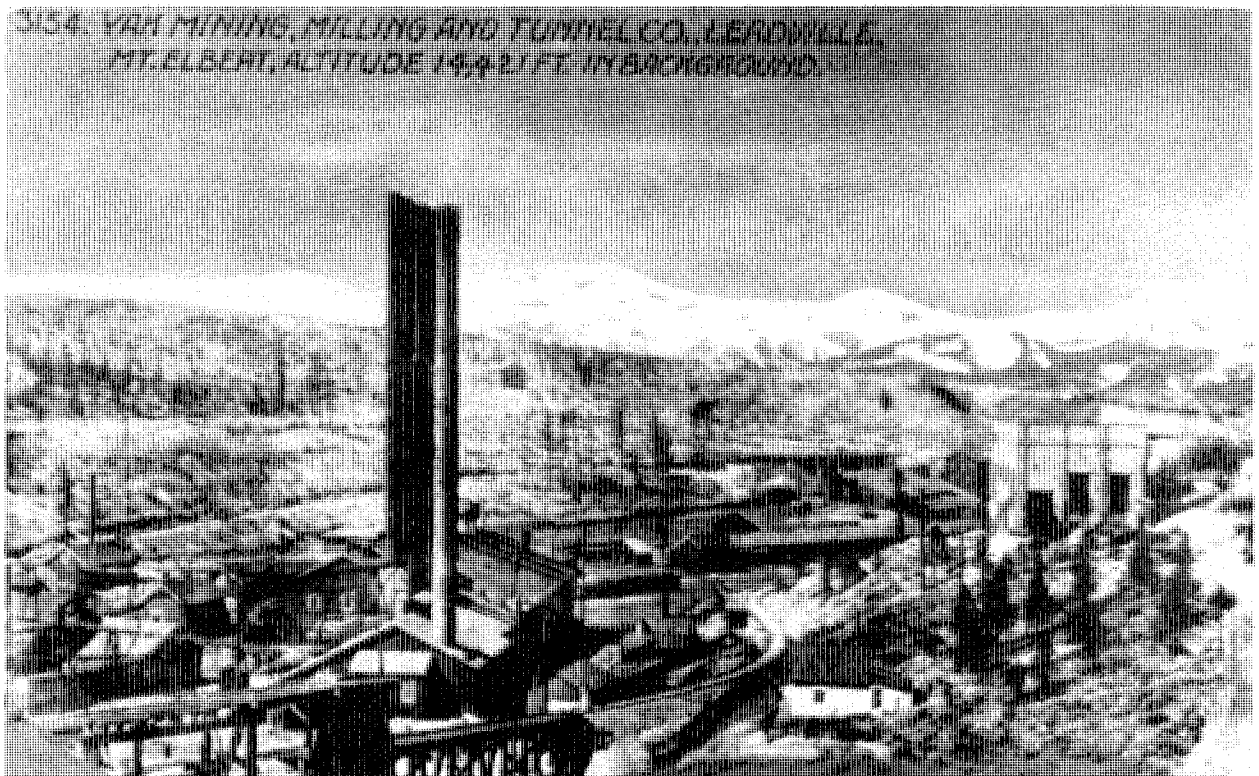
stop Colorado activity until it had PUC certification. PUC hearings began in November 1956. "CIG's evidence was designed to sustain its position that its few direct customers had sought out CIG, that CIG had not held itself out as desiring to serve any class of the public in Colorado, and that it had a policy against direct sales. The PUC was not convinced, but not until January 19, 1959, did it find that CIG's direct sales within Colorado had made CIG a public utility subject to PUC jurisdiction."

CIG appealed, obtained a District Court reversal of the PUC finding, and the matter went to the Colorado Supreme Court on appeal by the state. "That Court announced its decision on April 11, 1960...reported at 142 Colo. 376, 351 P. 2d 241 and 33 P.U.R. 3d 242. The decision discussed many tests by which a corporation could be determined to be a public utility. It found that CIG's activities did not meet these tests and affirmed earlier decisions of the Court that to be a public utility, a business had to be holding itself out as serving or ready to serve the public or members of the public who might require service. To a substantial extent, that remains the status of Colorado law today.

'...it became a symbol of the firm's aggressive willingness to expand into new fields.'

"The case was of great importance to the young Holland & Hart firm because it became the foundation of a significant public utilities practice, and because it became a symbol of the firm's aggressive willingness to expand into new fields." The principal attorney representing CIG was James L. White, its general counsel and partner in the New York firm of Dougherty and White. CIG and that firm had turned to H&H as local counsel and Jack Kelly was assigned to go to work on the matter with Jim and be the principal draftsman of the various H&H briefs. By the time the case reached District Court, Jim Moran had become an associate of H&H and also worked on the pleadings and briefs. Although the briefs to the District Court and the Supreme Court list lawyers then in-house at CIG as lead counsel, White and others at H&H had the laboring oar.

After the PUC presentation and briefing, Kelly began working on other CIG matters with White, including important certificate and rate cases and defeating a Colorado legislative attempt to overturn the Supreme Court ruling by redefining a "public utility" in state law. Later the N.Y. firm of Dougherty and White dissolved and Jim White decided to move to Colorado since substantially all his professional time was occupied by CIG affairs. Jack Kelly urged Holland & Hart to arrange White's lateral entry to the firm as a senior partner, which was accomplished in 1959, as previously noted. "Jim remained an active partner of the firm until his death in 1981...bringing significant expertise and national recognition as an outstanding public utilities lawyer and one particularly skilled in appellate briefing and argument. Thus the CIG 'Show Cause Proceeding' is significant not just in determining the status of Colorado law but in the development of the public utility practice of a firm which at the outset of the case was less than 10 years old."



Above Mining, as here in Leadville, Colorado, was integral to the H&H practice.

'But he was tough...the thought of a union coming in and taking over his mill just drove Denny up the wall.'

Mining law was integral to the H&H practice from the day the doors opened. Joe Holland had several mining clients and, as the recollections about the founding days noted, at one point was the hands-on manager of a mountain mine, the first of several firm members who found themselves temporarily in administrative charge of organizations they had first given legal service. One of Holland's key early clients that always stayed with the firm was Vanadium Corporation of America (VCA). When Bill McClearn returned from the service during the Korean War to take up full-time legal duties, he found "a series of cases involving the vanadium industry on Colorado's western slope...it had a lot to do with the Manhattan Project and the development of nuclear capability during World War II which used uranium from Colorado's western slope." (Carnotite, the ore from which the defendants obtained vanadium, was also the source of uranium vital to construction of atomic weapons.) "The VCA lawsuits were antitrust lawsuits. First a criminal lawsuit and then a whole series of civil lawsuits...those cases went on for years and years centered mostly in Salt Lake City."

Pat Westfeldt remembers that Holland asked him to do lease and mining title work for VCA, and eventually some labor law. "VCA was run by a wonderful, tough guy named Denny Viles... a real driver and a lot of fun, a mining and milling man. But he was tough...the thought of a union coming in and taking over his mill just drove Denny up the wall. We fought it as hard as we could but were not successful and finally a union did get in." Westfeldt remembers his colleague Bob Davison who "had been to the School of Mines and was quite an engineer...he had a brilliant record up there and gradually took over much

of the mining work.” Davison, now of counsel to the firm, says there were four anti-trust cases involved for VCA, with Holland the lead litigator on them all. In the first the jury could not agree, in the second it found VCA and Union Carbide Corp. (UCC), a co-defendant, “not guilty.” Then a civil suit was filed against the corporations alleging a conspiracy to monopolize the market in ferrovanadium. After several levels of appeal this was settled and dismissed. “Then the finale,” Davison writes, “a class action suit against VCA and UCC on behalf of all vanadium miners on the Colorado Plateau alleging price fixing...the jury decided there had been price fixing and awarded triple damages in a multimillion dollar verdict. However, Holland discovered substantial error in the jury’s calculation and the matter was finally settled at a much lower dollar amount.” Holland’s arguments before the U.S. Supreme Court on one VCA case may be found at 370 U.S. 690 (1962).

“Another major Rocky Mountain mining client was the Climax Molybdenum Co. Shortly after the firm’s founding,” Hart records, “the Colorado Legislature was contemplating a severance tax on molybdenum, used for hardening steel. Climax, which later became AMAX, had a major ‘moly’ operation in Colorado which would be adversely affected by the imposi-

Below The Amax Mine at Henderson, Colorado, in the central Rockies.



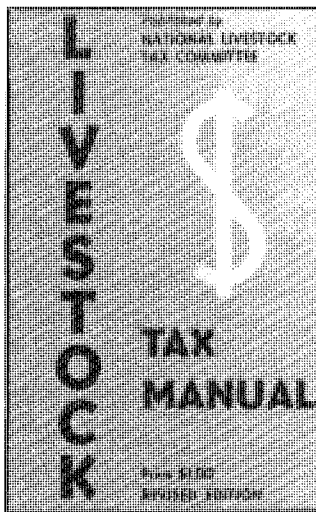
tion of such a tax. Climax viewed the tax as poor public policy since it would be imposed on only one of the State's industries and would increase the costs of Colorado-produced moly making it less competitive with that produced elsewhere. I advised Climax that, in addition to lobbying its economic viewpoints on the severance tax, the Company should establish a program to demonstrate and expand its many contributions to the well-being of Colorado in terms of payrolls, salaries, purchases and its conventional tax payments."

"As part of that program, Climax established two generous college scholarships for graduates of high schools in the areas where Climax operated. Those areas were in the remote, mountainous region of Colorado and students in that area had few real opportunities to be awarded scholarships from programs designed to serve primarily the metropolitan areas of the State. The AMAX/Climax college scholarship program is now in its 36th year, and Steve Hart served on the selection committee from its inception, joined in later years by Jack Kelly. Climax went further in its aid-to-education programs in Colorado. It established a committee of independent educational consultants to advise the Company as to how it could best serve the needs of rural education in Colorado. The results have been a program for postgraduate studies for rural school teachers during the summer recess, a similar program for rural candidates for doctorates in school administration, and a summer workshop for rural teachers and administrators which is now recognized as the top educational workshop organized anywhere in the State." Steve, Jack and Greg Austin have all served the Climax Educational Programs Committee which recommends these programs to upgrade the quality of education throughout the smaller communities of Colorado. Jack Kelly continues to sit with and liaison to the committee administering the college scholarships and other educational programs.

"Steve and Jack Kelly spent many years lobbying the AMAX viewpoints in a very subtle manner, principally by supporting legislators in other areas to ensure their good will. In the late 1970's, during the governorship of Richard Lamm, the severance tax on molybdenum again became a major issue. Steve and Jack were part of a broad effort which was successful in defeating any severance tax as opposed to the long-range economic interests of Colorado. Later, AMAX did agree to accept a scaled down and reasonable severance tax which was compatible with its objectives of remaining competitive in the molybdenum market. Such a tax is still in effect although the Legislature has further modified it in response to severely depressed conditions in the Colorado mining industry. AMAX has been forced to temporarily close its Climax Mine near Leadville, but it continues to operate its Henderson Mine above Idaho Springs."

One of the most significant H&H relationships in the natural resources field concerned the livestock industry and its

'For many years after enactment of the federal income tax law in 1913, the average Western stockman had relatively few worries with his income tax return even when he was making good money.'



Above Holland & Hart's famous livestock taxation manual.

'— his office is his saddle...'

tax position. The Revised Edition (1963) of the “Livestock Tax Manual” notes that “it was prepared for the National Livestock Tax Committee by its counsel, Holland & Hart of Denver, CO, and in particular, Stephen H. Hart, William D. Embree Jr., Claude M. Maer Jr., and Don D. Etter of that firm.”

Steve Hart summarizes the relationship: “For many years after enactment of the federal income tax law in 1913, the average Western stockman had relatively few worries with his income tax return even when he was making good money. At first the government, recognizing that the stockman could not be expected to file complex returns, issued special regulations for the specific purpose of simplifying his income reporting. However, with a cyclical rise in livestock prices (always followed by a disastrous fall) and the increasing need for obtaining large tax revenues, the government began to bear down on stockmen and to attack some of those simplified methods of bookkeeping and accounting. It was at this point that the National Livestock Tax Committee was formed by the American National (now the National) Cattlemen’s Association and the National Wool Growers’ Association. The Committee was successful in repelling the government attack at that time, and merged into the National Cattlemen’s Association, acting since as watch dog for the livestock industry in tax matters.”

Steve Hart had been the attorney for the National Livestock Tax Committee from its inception, a relationship confirmed when H&H was formed. “This resulting relationship with the trade associations, national and state-by-state, of both the cattle and the sheep producers throughout the United States continues to this day. It involves advice, negotiation, settlement, and litigation in individual cases and for the industry generally; also appearances and negotiations involving legislative and administrative agencies, both federal and state, throughout the country. The problems and issues included, then and now, capital gains, ordinary income, the cash and accrual basis of accounting, retention or paying out of income, outside income, family partnerships, corporations electing to be treated as partnerships, personal holding companies, the unit livestock price method of accounting, the farm price method of accounting, the cost or market method, and the hybrid method.”

In addressing these matters, H&H tried to keep in mind and to impress upon the government that by nature and environment a stockman cannot be expected to keep elaborate and theoretically perfect records — “his office is his saddle,” as the Livestock Manual put it. “And the nature of the property with which he does business is different from that of any other businessman. A calf may become a mature cow or bull used for the production of other calves, and hence a factory. Or it may be held for sale as a heifer or steer like any other products of a factory. When the calf is born the stockman cannot tell for which purpose it will be held. Also the cow held for production of calves itself grows old and is finally sold for meat.

“Thus livestock is a two-way nature. It may be product or factory, and the factory must eventually be disposed of when it reaches the end of its productive life. These two factors, the two-way nature of livestock and the need for simplicity, are the reasons for any differences in tax treatment accorded the stockman. Some of these differences are the options of either capitalizing or not capitalizing, depreciating or not depreciating, inventorying or not inventorying breeding stock. These factors are also the key to most of the specialized tax problems of the livestock producer such as capital gains and accounting methods.” It was from Holland & Hart that most of the innovative treatment of these differences found its way into the tax laws and regulations affecting the nation’s livestock growers.

From the earliest days the railroad industry had been dominant in a mountain region which it populated and saved from being landlocked. While H&H lawyers had represented many different railroads in a number of ways, the most prominent early case concerned the reorganization of the Missouri Pacific Railroad (MOPAC). The Missouri Pacific Railroad does not exist today, Jack Kelly notes, but in the 1940’s and ’50’s it was very important, serving, among other areas, Southern Colorado and Kansas City. The H&H connection with MOPAC began in about 1951 when Jerry Hart, under circumstances previously mentioned, was approached by Allegheny Corporation and its president, Robert Young, which owned the largest block of common stock in the railroad and wished to preserve its value in the pending reorganization.

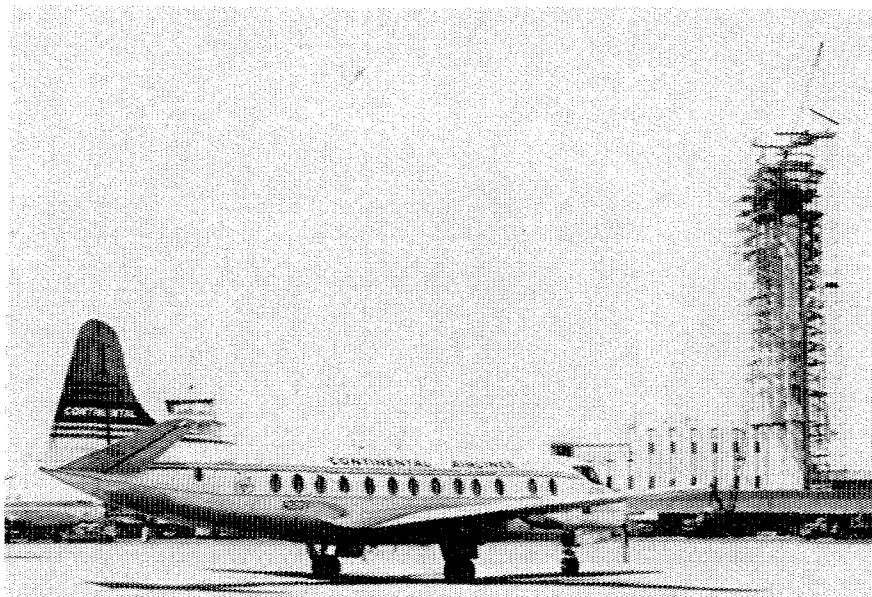
“At the time the federal Bankruptcy Act contained provisions known, after its sponsor, as the Mahaffie Act,” Jack Kelly records. “The guts of this statute was that if it could be established that economic conditions had so changed since the adoption of a plan of reorganization as to render that plan inappropriate... a further hearing could be held to revise the plan. Jerry’s strategy was to seek such a Mahaffie Act hearing and to prove that economic conditions had changed. This Jerry set out to do and accomplished. ICC found that conditions had changed...and ordered further hearings. As a result of those hearings and litigation that followed, the Missouri Pacific emerged from the protection of the bankruptcy laws with the former common shareholders having a significant ownership position in the reorganized railroad, the first time that common shareholders had such recognition. In succeeding years H&H, because of Jerry, did other things for Allegheny Corp., but none of them was significant as this milestone railroad reorganization.”

Jerry was assisted in this work by a number of then very young associates, including some still at H&H — Jack Kelly, Bill McClearn, and Jay Tracey — Jack Kelly started in as Jerry’s main helper but needed to be replaced when Korean War service interfered. McClearn’s first out-of-town assignment was on this case, as Jerry’s briefcase toter. One of the principal H&H witnes-

‘McClearn’s first out-of-town assignment was on this case, as Jerry’s briefcase toter.’

ses was Eugene Rostow who became a fast friend of Hart's and the firm, and a valuable connection during his later service as principal advisor to U.S. presidents on arms control. "His position on nuclear arms was 180 degrees different from Jerry Hart," Kelly says, "but as lawyers often do, these two friends argued politely and with affection even in the last days of Jerry's life." Pat Westfeldt recalls that "Allegheny came out of that beautifully, due to some of the finest legal work that has been done in reorganization work. Jerry got his skills (in this instance) working with Mr. McAllister in the Denver and Rio Grande RR reorganization."

Right A *Holland & Hart* key client in 1953, was *Continental Airlines*; note the "new" Stapleton Airport Tower.



'...even advised the airline on how to handle the attempted hijacking of a plane — "shoot out the tires".'

On another transportation front, post-World War II Denver was rapidly entering the air age, and the great volume of work by Bill Embree, Joe Holland and Pat Westfeldt for Continental Air Lines ("the proud bird with the golden tail") has been mentioned earlier. In his oral interview about the founding days, Bill Embree recalls the early meetings with Bob Six, Continental's gruff, entrepreneurial founder and honcho. Holland and Embree carried the Continental work for a long time, in such detail that they had an office at the hangar, and even advised the airline on how to handle the attempted hijacking of a plane—"shoot out the tires." It worked. After Continental moved its headquarters to Los Angeles, Embree said, "The only Denver person Six really depended on was Westfeldt. Pat and Six got along very well. Pat was very successful with the pilot's union which was a tough union, you know, because the pilots make a lot of money and can afford good attorneys. But Pat used to beat them regularly. So Pat was commuting to L.A. for years handling their union problems until only a few years ago when Continental got new management."

One labor controversy Westfeldt recalls as particularly significant. "During the late 1950's and the 1960's, I was the principal labor lawyer for Continental. Jet aircraft came on the

scene in the late '50's. In the large piston aircraft (DC-6s and DC-7s) the cockpit crew had been made up of two pilots (Captain and First Officer) and a Flight Engineer (who) had come from the ranks of mechanics certified on piston aircraft. They were not pilot qualified and they had no mechanic qualifications on jet aircraft.

"But with the advent of high-speed, jet aircraft, there was no need to have a mechanic-qualified Flight Engineer in the cockpit. Continental as well as its Air Line Pilots Assn., AFL-CIO (ALPA), felt that safety would be enhanced if all three cockpit crew members could fly the jets. However, this presented a very difficult problem. The Flight Engineers International Association, AFL-CIO (FEIA), had no objection to Continental putting another pilot in the cockpit as long as the Flight Engineer remained there, too. That, however, would have meant a four-person cockpit crew which was entirely unnecessary and extremely expensive."

'That, however, would have meant a four-person cockpit crew which was entirely unnecessary and extremely expensive.'

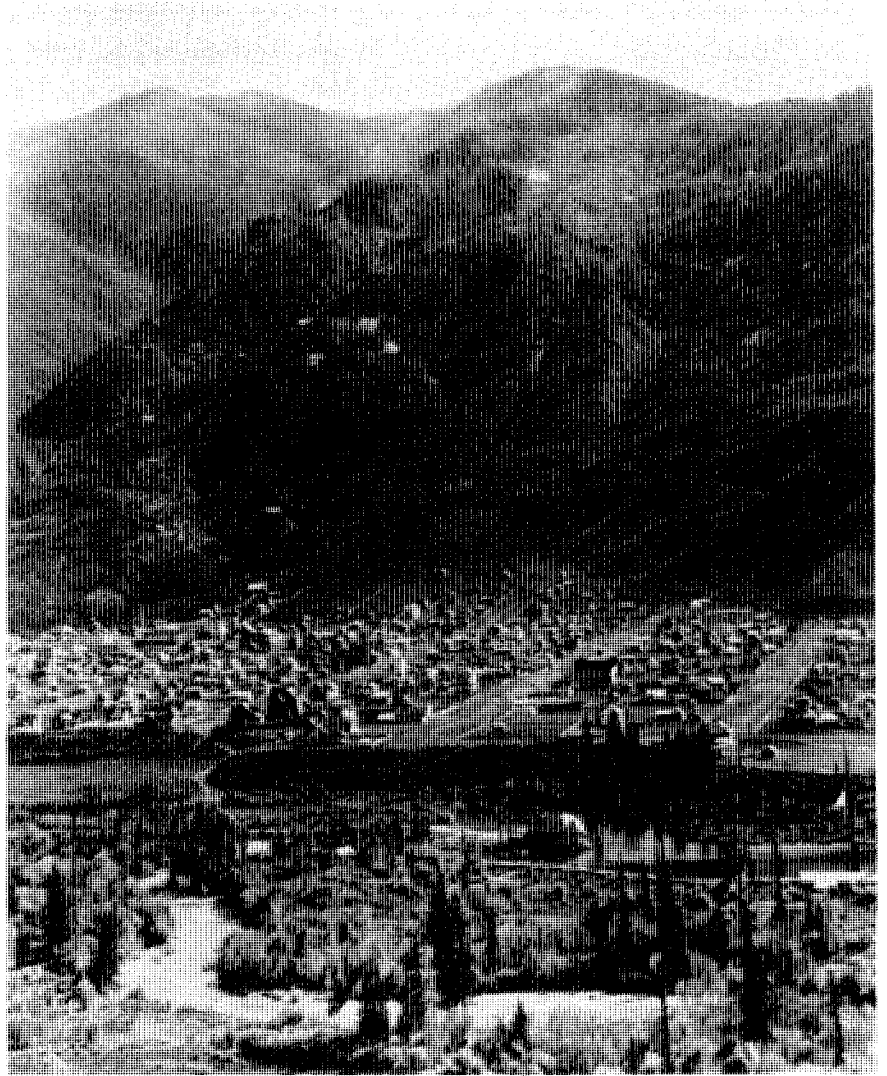
Negotiations between Continental and FEIA were conducted under the Railway Labor Act. The airline position was that the third seat should be occupied by a pilot with a Flight Engineer certificate instead of an old line Flight Engineer who could not fly the jet aircraft. Negotiations finally ground to a halt, the Flight Engineers threatened a strike, and Continental (through Westfeldt) sued for an injunction barring a strike. However, the court ruled the engineers had exhausted the processes of the Railway Labor Act and were free to strike, though the company was likewise free to take such economic action as appropriate, consistent with its position in collective bargaining. "With that decision and the Flight Engineers striking, the company decided it wanted to keep flying and began hiring persons who were pilot qualified and who also had FAA Flight Engineer's certificates...these employees were called Flight Officers.

"The Flight Engineers then sued to enjoin this replacement. Westfeldt argued and relied on the prior decision of the same court that not only could the Engineers strike, but that Continental could take appropriate action itself...to replace the striking Flight Engineers with pilot-qualified engineers." The lower court upheld Continental, and after various appeals the U.S. Supreme Court denied certiorari. This success was a real coup for Continental since it thereby avoided all of the effort and expense of long, drawn out national mediation and the unnecessary expense and burden of a four-person cockpit crew.

One of the historic changes that came over the mountain West in these postwar years was the arrival of nationally-focused, air age-supported sports and recreation, particularly the mountain skiing and resort industry and the Denver Broncos of the National Football League.

Holland & Hart began representing Aspen Skiing Corporation in the early 1960's as that mining "ghost" town began to establish its preeminence in the ski industry, under the leader-

Right Aspen was a center of silver mining in the 1880's, long before the ski industry was born in the 1940's.



ship of Darcy Brown, another rugged Western individualist. Partner Dennis Jackson recalls that "initially much of the firm's work for Aspen Skiing had to do with land titles or in the negotiation of leases with various owners of land on Aspen Mountain. As the business grew, H&H was actively involved in the acquisition, development, and operation of new ski areas, including Buttermilk (1963), Snowmass (1965) and Breckenridge (1970). H&H also represented Aspen Skiing when it made a public offering of common stock in 1972. H&H continued to represent Aspen Skiing despite numerous changes in ownership. In 1978 Aspen Skiing was acquired by Twentieth Century-Fox Film Corporation which in turn was acquired by Denver oil billionaire Marvin Davis and others in 1980. In 1981 Aspen Skiing sold a one-half interest in its assets to a subsidiary of Aetna Life Insurance Co., and Davis and Aetna contributed their interest to a new general partnership, Aspen Skiing Company. Then Davis interests bought out Aetna and resold its share to the Crown family of Chicago in 1986 and formed a new partnership."

These and many other Aspen Skiing Co. matters kept the H&H office in Aspen on the fast slopes. Jackson lists Phil Daniel-

son, Ken Hubbard, Bob VerSchure, Chuck Brandt, Art Daily, Boots Ferguson, and himself as being very involved in real estate, business, and ski area matters, with Jim Moran, Dave Palmer, Bill Maywhort and others actively involved in various litigation matters. "In recent years Boots Ferguson and others have been heavily involved in negotiation of contracts for new ski lifts and sponsorship of major events, such as the World Cup Ski Races, and advising on compliance with the Colorado Ski Safety Act...Aspen Skiing has always been the largest client of the Aspen office and one of the larger clients of the firm overall."

One major piece of litigation in Aspen was the Coriolanus case from 1965 to 1971, illustrating the kinds of legal problems that emerged as an old mining area became a modern playground. A Texas lawyer, William Russell, discovered that after the financial panic of 1893, when the price of silver crashed, many properties in Aspen and its mother Pitkin County had been sold to the County for unpaid real estate taxes in the late 1890's and early 1900's. Each year the County issued a separate tax sale certificate to itself. After World War II when Aspen began to grow as a result of skiing, many properties were acquired by purchasing an outstanding tax sale certificate from the County and taking it to tax deed. In most cases the purchaser bought the tax sale certificate issued at the most recent sale rather than the earliest.

Russell believed that under Colorado case law only the earliest-issued tax sale certificate of a series covering the same property was valid, and that only persons who could trace title

Below *Aspen Mountain skiing celebrated a 40th birthday in 1987, as did Holland & Hart.*

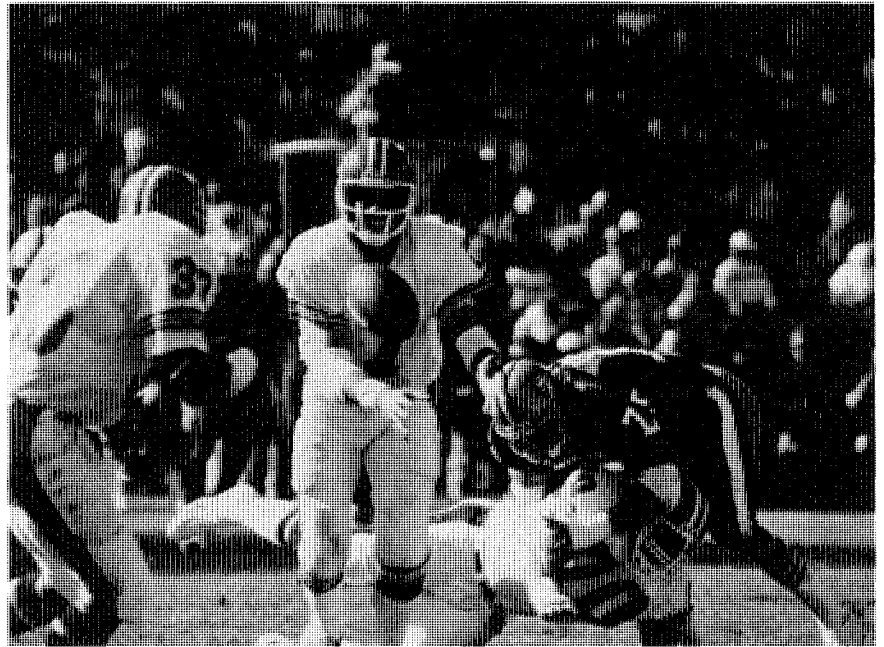
Below Right *The ski industry became a major client.*



to a landowner at the time of the original tax sale could redeem from a tax sale. Russell, through his company Coriolanus Corp., made demand on Pitkin County to purchase a large number of outstanding tax sale certificates covering many valuable properties. He sued when the County denied his request, and the County responded by bringing an action to determine the validity of the certificates it held. The two actions clouded the titles of more than 200 Aspen landowners and triggered them into the litigation.

Dennis Jackson said "the case was important to Holland & Hart because the firm's Aspen office was opened shortly before all of the present landowners were joined in the litigation. Many of them asked H&H to represent them and at one time or another we represented more than 20. Eventually the firm prevailed for all of its clients, either by getting the relevant tax sale certificates declared void or by getting the courts to declare that the redemptions made by its clients were valid...although the case did not establish any new legal principles, it helped solidify the firm in Aspen, and the extensive investigation into land titles proved very helpful in subsequent work."

Right Bronco quarterback John Elway enjoys the protection of an H&H-drafted contract!



Another example of H&H involvement with the mountain West's growing sports and recreation world, and with the penetration of the older Denver business community by an increasing number of "outside" national firms, came in work for the popular Denver Broncos of the National Football League. When the Phipps family interests, which had developed the professional football franchise locally, decided to sell it to Edgar F. Kaiser, Jr., Holland & Hart was asked to represent Kaiser. After the successful completion of the transaction, Leslie Greene, then an associate, did a great deal of H&H Bronco work, relying on other partners in H&H who were experienced in player contract matters, especially John Coombe. One day

“I can’t tell you,” the abashed young female associate informed the older male partner, in a demonstration of confidentiality on client matters that became something of a firm legend.’

Right *Bronco Mile High Stadium (middle right) as seen from the H&H building.*

Greene was called out to the Bronco headquarters amid admonitions of super-secrecy. Upon arrival she was informed the Broncos had acquired the rights to super-star quarterback John Elway for whom she was instructed to draw an employment contract. Later that day, needing some additional information, she called partner Coombe who naturally asked what was up. “I can’t tell you,” the abashed young female associate informed the older male partner, in a demonstration of confidentiality on client matters that became something of a firm legend. Greene spends approximately 50% of her time on a variety of legal matters for the Denver Broncos. Work for them includes player contracts, management employment and compensation contracts, promotional and publication contracts and arrangements, stadium matters, television and radio broadcasting agreements, bank financing arrangements, and miscellaneous other matters.



The Broncos, *The Denver Post*, and the Brown Palace Hotel, landmarks of local ownership of community institutions, were all sold to new national owners in 1980. By that time such sales were becoming so commonplace that they merited little public attention in a Denver that only a decade or so earlier had still looked on non-Coloradan investors as suspect outlanders.

One of the first foreign “takeover” attempts in the news involved the region’s dominant newspaper, *The Denver Post*, owned by the Bonfils and Tammen family interests. The ownership was resolutely intent on the Bonfils side upon staying under local control. Holland & Hart’s relationship with *The Denver Post* went back to Steve Hart’s early work at Lewis & Grant when he cut his teeth in Denver practice with tax work for the estate of F.G. Bonfils, the newspaper’s colorful and mer-

Right H&H participation in The Denver Post cases drew intense media coverage.

Lawyers Tool Up For Post Expose



Man Bites Dog Theory To Get Court Tryout

curial publisher. In the early H&H years Steve had gone on to represent and advise Helen Bonfils, F.G.'s daughter and dutiful successor as the controlling influence at the paper.

But it was not until early 1960 that Holland & Hart as a firm became a major player in a struggle for control of the newspaper which lasted into the 1980's. The major protagonists were Helen Bonfils, insistent that her father would have wished local control of the paper; her sister May Bonfils Stanton, estranged from Helen and the management of the paper; and national group publisher Samuel I. Newhouse who, in 1960, persuaded May to sell him her minority interest as his first step at trying to shoot his way into Denver. Others involved were Palmer "Ep" Hoyt, the paper's nationally respected editor and publisher who hated non-local, "chain" newspapers with a passion, and Donald Seawell, Helen's lawyer and business advisor who was determined to carry out her wishes, either as regarded her paper or her other major interest, the performing arts.

The first H&H role in this decade-long legal shootout was to help draw an employee stock ownership plan. At the request of Helen Bonfils and "Ep" Hoyt, H&H, through Steve Hart and John Moore, shaped the details of this plan. It was of vital concern to *The Post* because Helen and her team had just beaten the now minority shareholder Newhouse to the purchase of another major block of stock, held by United Banks in trust for the estate of Harry Tammen who, with Bonfils, had founded the paper. *Post* management wanted an employee ownership group organized to acquire the Tammen stock over time, thus, hopefully, guaranteeing permanent and widely held local control.

After framing the employee ownership plan, with Hart as an early trustee and Jack Kelly and Moore as counsel, the next

formal assignment for H&H was to help defend Helen Bonfils in 1966 litigation evolving from the persistent Newhouse pressure. "Miss Helen," *The Post*, and the bank as trustee for the Tammen stock were charged by Tammen heirs with various malefactions in acquiring the block. The gut issue was the alleged failure of the bank as trustee to canvass the market more thoroughly, i.e., check on what Newhouse would pay. This was a fiduciary breach that should set the sale aside, it was alleged by Tammen trust beneficiaries as plaintiffs. Newhouse was not party to this suit but was active on the legal sidelines.

This round proved a Pyrrhic victory for Miss Bonfils and her team. The U.S. District Judge ruled on October 16, 1967, that a surcharge, to meet the additional sum Newhouse might have paid for the stock, would have to be paid. However, the sale to the *Post* was not set aside. So the stock had been kept from Newhouse, but at a total cost to the Bonfils group of more than \$8 million when the original price, surcharge, and substantial legal fees were toted.

Right *The first Denver Post case ended in 1967...*

POST STOCK SUIT

Court Approves Full Settlement

Right *...but the legal battles were far from over.*

Settlement Signed In Post Stock Suit

Joe Holland and Bill McClearn rode the point for H&H in the first round, and were ready for, indeed expecting, another. Newhouse obliged with a direct suit filed in July of 1968. As a minority stockholder he charged *The Post* purchase of the Tammen bloc had been without corporate purpose and that the Employee's Stock Trust was merely a manipulative device of *Post* management to retain control. He asked that *The Post* shares involved in both instances should be put up for public sale. Again Holland and McClearn with Edwin Kahn represented H&H on the defense team for *The Post*, with many other firms represented in what was becoming a legal pageant. At the eventual ruling of the U.S. District Court, the Employee Stock Trust as drawn by H&H was upheld as a valid management mechanism. No public sale of the stock was ordered. But the rest of the opinion was so murky, and *The Post* ordered to pay so many tangential costs, that an appeal went forward to the Tenth U.S. Circuit Court of Appeals.

'I thought he (Goldberg) made an absolutely terrible argument. But in retrospect it was a brilliant argument because the only thing he focused on was the one point that the rest of us... thought was not saleable.'

Presenting the appeal for *The Post* team was former U.S. Supreme Court Justice Arthur Goldberg. McClearn remembers the day vividly:

"I thought he (Goldberg) made an absolutely terrible argument. But in retrospect it was a brilliant argument because the only thing he focused on was the one point that the rest of us...thought was not saleable. That was that the newspaper, as a business private corporation, was a different kind of entity than every other business private corporation, and that really the concept of management trying to maintain an independent daily newspaper was a wonderful idea and a valid legal proposition. I still think, probably, it is not supportable as a matter of law except that the Tenth Circuit in that case bought it...what works, works!"

The Tenth Circuit ruling said "a corporation publishing a newspaper such as The Denver Post certainly has other obligations besides the making of a profit. It has an obligation to the public, that is, the thousands of people who buy the paper, read it, and rely upon its contents. Such a newspaper is endowed with an important public interest...a corporation publishing a great newspaper such as The Denver Post is, in effect, a quasi-public institution."

In January of 1973, the Newhouse suit was dismissed and in August he sold his stock back to the F.G. Bonfils Foundation, which by that time had become the prime mover for the Denver Center for the Performing Arts. It had taken Newhouse 13 years to finally throw in the towel, the first time he admitted defeat in a long career of taking over media properties.

'So, almost twenty years after first framing *The Denver Post's* employee ownership plan, H&H saw to its final rites.'

However, the H&H role at *The Post* was not over. The firm remained as counsel to the Employee's Stock Trust, which held 8.3 percent of the stock at the end of the Newhouse battles. That percentage struggled upward into the teens by the end of the decade, but there was no realistic way, with "Miss Helen" dead and the newspaper's economics declining, that the employees could muster the financing to live up to her dream of perpetual local ownership. By 1980, the majority stockholders — the two Bonfils Foundations — decided to sell the newspaper to Times-Mirror Co. of Los Angeles. Holland & Hart, through David Palmer, Jack Kelly and Joseph Halpern, successfully protected *Denver Post* employees as to their share of the sale proceeds, and defended that disposition against claims from non-stockholding employees. So, almost twenty years after the first framing of *The Denver Post's* employee ownership plan, H&H saw to its final rites.

H&H was to have many other involvements in the changing communications scene in Denver, for example by handling the merger of the locally developed American Television and Communications Corp., the nation's leading cable TV firm, into Time,

Right 17th Street in about 1945, just before H&H was founded.



Inc. Also, in 1983, in a defamation proceeding, William E. Murane of H&H, a former General Counsel of the Federal Deposit Insurance Corporation, obtained a \$3,847,488 judgment against Dun & Bradstreet for WedgCor Inc., a Denver metal buildings manufacturer, on the grounds of a false dissemination of credit information.

Holland & Hart's forty-year linkage to the Colorado banking industry is fundamental in the firm's history. As counsel for the Colorado Bankers Association (CBA), a client Joe Holland brought to the new firm in 1947, Holland & Hart was instrumental in shaping financial legislation in Colorado for nearly 40 years. This included, recalls Bruce Buell, "annual legislative forays to sustain unit (no-branch) banking, a basic tenet of the CBA." The irony of the firm's success in this area will become apparent later. In addition to CBA, the firm in Denver represented a substantial bank in Jefferson County, and a major savings and loan association. Of the two firms with whom H&H later combined, Spurgeon, Haney & Howbert in Colorado Springs represented the two largest banks, and Langroise, Sullivan & Smylie in Boise, Idaho, represented the largest bank in Idaho. But representation of a major bank in Denver, tradition-

ally considered a cornerstone of a successful large firm practice, continually eluded Holland & Hart. Partner David Butler who, with Bruce Buell, Dick Koon, and the late John Moore, has played a key role in this area of firm activity, sketches the scene this way:

“Colorado is one of only a few states that does not permit branch banking, which made it very difficult for larger banks to develop the deposit base for them to grow and to meet the financial needs of the state. So Colorado joined early in the trend toward bank holding companies which could own small banks throughout the state. The first banker to form a holding company in Colorado was Kernan Weckbaugh who controlled three small banks and wanted to preserve that control. He knew Steve and Jerry Hart and knew that Holland & Hart, through Joe Holland, Claude Maer, and Bruce Buell, had, since its inception, represented the Colorado Bankers Association. So, at his request, John Moore and I worked together to create Colorado’s first bank holding company, First Colorado Bankshares.

“A short time later, Denver U.S. National Bank decided to form a holding company to hold that bank and others which would be acquired. Because H&H was the ‘expert’ (i.e., had done it once) the firm was hired to acquire the first two smaller banks and get the holding company approved by the Federal Reserve Board. This was successfully done and the holding company later became United Banks of Colorado. A few years later 13 banks, none downtown, came to John Moore to form Affiliated Bankshares of Colorado; this later merged with First Colorado Bankshares, by that time including downtown Security National Bank. Thus H&H formed three holding companies, two of them major, and later was instrumental in merging two of them.

“**I**n spite of all this bank holding company work, which also included forming smaller holding companies in Arizona, New Mexico and Wyoming, the firm still had a big hole in its client list. It did not represent a major bank. The largest banks in Denver were United Bank, First National Bank, and Colorado National Bank, all of whom had been represented for decades by law firms with family connections to the banks and a long history of working closely with them. In one case the small firm representing the bank merged with a larger one, but there was never an opening for Holland & Hart. Finally adversity changed the situation. After suffering losses from the collapse of the oil and gas boom in Colorado, its oldest bank, First National Bank of Denver, decided to sell to First Interstate Bancorp of Los Angeles. The sale of the bank eliminated the family holdings and trusts controlled by the small law firm that had always represented it, and the new president and chairman believed they needed the broader skills of a larger firm.”

Holland & Hart had answered some specialized questions for First National in recent years, including employment matters

Right *1st Interstate Plaza and Tower — at last, a big banking client!*



‘The partner who had done much of that work, David Butler, was soon asked to help locate an inside counsel, and after several months of unsuccessful search, Butler was asked to take the job himself.’

and establishing a subsidiary, Denver Investment Advisors. The partner who had done much of that work, David Butler, was soon asked to help locate an inside counsel, and after several months of unsuccessful search, Butler was asked to take the job himself. He declined, but they then proposed that he remain a partner in H&H but come to the bank to devote fulltime to its affairs until he had established and staffed an inside legal department. Butler moved to the bank in February 1984 as its General Counsel and returned to Holland & Hart in October 1986, during which period H&H became the bank’s primary outside counsel.

The hole in the H&H client list was now filled, but the long representation of the Colorado Bankers Association (CBA) was a casualty. Although not required to do so, the firm resigned representation of CBA in late 1985 because of the growing differences between the smaller and the larger banks in the Association, which made more difficult representation of both the

Association and one of the state's largest banks. The bigger banks, for example, favored branching, while the majority of the CBA opposed it. Bruce Buell, who had represented CBA for more than two decades agreed, for the benefit of the firm, that this choice should be made.

In the spring of 1988, H&H published one of its periodic "Banking Updates" analyzing new legislation which would bring interstate banking to Colorado. "You may see this as the beginning of a glorious new era in banking, a disaster in the making, or a non-event," the introduction said, but "no matter what your position we hope you will find the articles of interest." They included an analysis by Butler and Richard M. Koon of the new Colorado legislation, and by John Ward of Boise and Mike Brennan of Washington, D.C. on the banking effects of federal polluted-property regulation. Other articles by Robert Burns, Mark D. Safty, and Dennis Jackson evidenced that H&H banking activity was rolling at full throttle.

The enormous urban expansion of the Denver metropolitan region which Holland & Hart matched with its own development naturally created a great deal of real estate legal work. The work of Jay Tracey for shopping center entrepreneur Gerri Von Frellick and of Theresa "Tessa" Goldhamer for the substantial Ken Caryl Ranch raw land development, a subsidiary of Manville Corp. in the western Denver foothills, are major examples. But the most massive of these relationships which even led to establishment of a branch H&H office was that with George M. Wallace, the founder of the Denver Technological Center (DTC), a magnificent second "downtown" created southeast of the core city. J.M. "Pete" Lindsay, until recently the managing partner of H&H, reminisces about George Wallace and his dream, in the process giving a unique glance at the affection that can develop between lawyer and client:

'He bought the best piece of real estate in Southeast Denver — the initial 40 acres of the Denver Tech Center, and he hired the best lawyer in Denver — Steve Hart — to be his lawyer.'

"Twenty-five years ago, give or take a few, George MacKensie Wallace, Professional Engineer, came to Denver to pursue a dream," Lindsay writes. "He bought the best piece of real estate in Southeast Denver — the initial 40 acres of the Denver Tech Center, and he hired the best lawyer in Denver — Steve Hart — to be his lawyer. The former was a dream. The latter, and those who followed him at Holland & Hart, were a part of the means to that dream. Over the years George has exhausted many lawyers at H&H, but he has never exhausted his loyalty to H&H. George nurtured, expanded, and realized his dream and many of us were privileged to help him.

"The Denver Tech Center grew from 40 acres to in excess of 600 acres under George's driving and uncompromising leadership. At the outset, when George had absolute control, the Tech Center was a, if not the, leader in land use, building design, and landscaping. Developers and planners came from everywhere to study and emulate what George and his 'team' did. George always gave and demanded 'the best.' He was never



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Above *The Denver Tech Center with the downtown skyline at the upper left. This was the site of an important H&H expansion.*

willing to settle for less. George even found time to use his engineering skills in designing a power source facility exact enough to meet the nearly impossible demands of United Airlines for its computer reservation center. As with everything he did, he did this 'right.'

"George Wallace's style of decision making was just as uncompromising as his standard for development, landscaping, and construction. He surrounded himself with a few professionals whose judgment and integrity he trusted. He literally 'walked around' each part of all major decisions. His office featured a fish tank, a fireplace, an outdoor patio, and a space age communications center that resembled more an airplane cockpit than a developer's desk and work area. The centerpiece, at least from a decision-making point of view, was a huge round table at which George and his advisors sat, ate, talked, debated, and made decisions. More than once in each meeting, George would be on his feet, circling the table, asking questions, posing alternatives, testing answers, and, through that technique, making up his mind. When the sessions were over, George had made his choice and was ready to move on. Those who could not stand up to George's style of cross-examination were not invited back. Those who did saw their advice followed wholeheartedly and completely. Woe be unto any one who came unprepared to those sessions or who failed to 'stand their

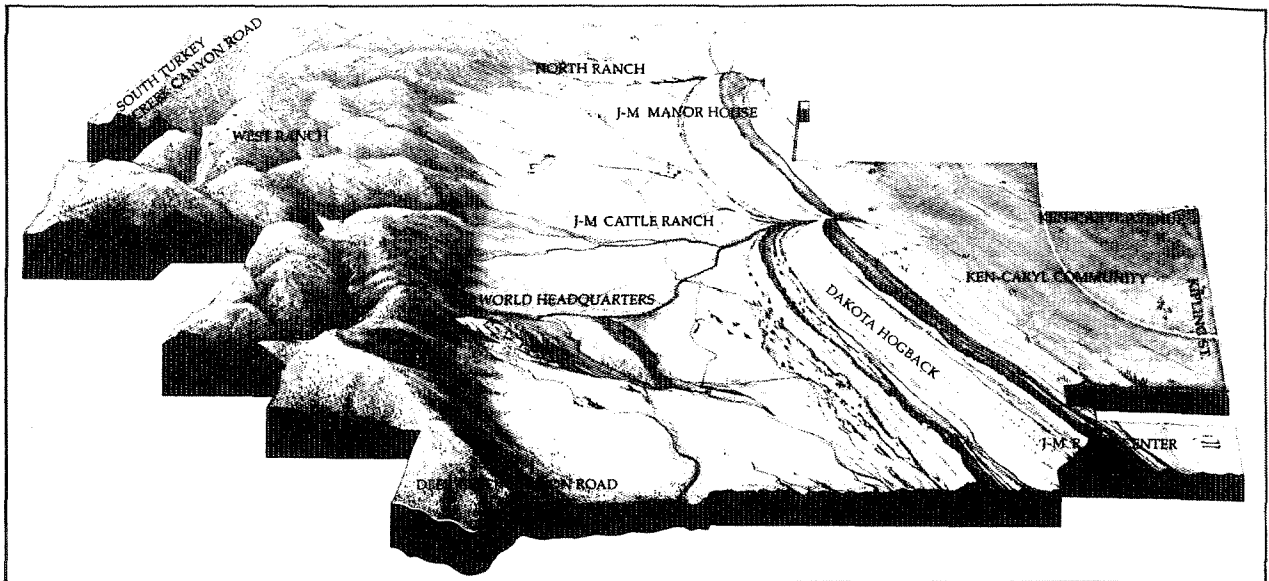
'There was no stronger ally nor more ardent adversary than George Wallace.'

ground' during 'testing.' George demanded much and gave much to those who 'made his team.' You quickly shared his pride in what he was doing and how it was being done. There was no stronger ally nor more ardent adversary than George Wallace. You were either 'for him or against him,' there was no middle ground and no compromising.

"There were lean years for George as the Denver real estate economy faltered and as his insistence for 'first class' caused his imitators to gain a 'price advantage' with those unable or unwilling to see the quality difference. And his selection of financial partners regrettably was not as good as his other choices. Eventually he was forced to sell control of DTC, and then total ownership, to third parties. But even in the ultimate sale of everything, George, not the broker, found the buyer, negotiated the sale, and conducted the closing — all in a 'first class' fashion. He stayed with his unflinching pursuit of excellence, even after selling his dream. He remained as CEO of the buyer, battled neighboring Greenwood Village, negotiated with Denver, and formed special districts to 'beat the bastards at their own game.' As chair of the DTC Architectural Control Committee, George was relentless. A fence surrounding a trash area that deviated from plans and specs would be replaced or else. Dead or unsightly landscaping, ditto. An air conditioner on the roof that was visible from the street was relocated or removed.

"George's colorful language has put him in embarrassing positions. His choice of financial partners has cost him his ownership position.... His choice of professional advisors, however, has created a bond between each of us and George that has survived all cycles and changes. When you made George's team, you knew you were the best. When those of us who were members read stories or see TV reports on something that George did or said that scandalized or offended someone, we get a quiet smile on our face and remember our favorite 'Georgeisms' from any number of occasions when he challenged the other side or the world in general, either publicly or privately, and made it known in no uncertain terms who was right and who was wrong from his point of view. As George would stand by us, we stand by George, whom we referred to as the 'great man.' He was and is just that to those on his 'team.'"

Tessa" Goldhamer came to H&H in 1973, centering finally in the real estate area working chiefly with Jim Hegarty and Bob Ver Schure, "marvelous trainers who kept my spirits up as I was learning. After awhile I began to work with Jim Hegarty doing special district work and Ken Caryl Ranch Corporation work. This is raw land development work — zoning, subdivision, creation of special districts that install utility infrastructure for water, sanitation, and roads. Construction and permanent financing must be obtained. You must create covenants and homeowner associations. The culmination of the effort



Above Ken-Caryl Ranch from a brochure map — a significant H&H client.

from the client's point of view is the selling of lots, or constructing and leasing buildings, or in the case of Ken Caryl, entering into joint ventures with others to own or develop property." Goldhamer also mentioned water supply issues and the problems of bankruptcy, forced by Manville's national legal difficulties, as areas in which H&H served this major client.

Jay Tracey remembers that he got into the real estate area by taking over from Peter Dominick on representation of The Denver Dry Goods Co. "Peter had done a lot of work for The Denver with their lease of space in 'Sandy' Buell's Cherry Creek Shopping Center...the first shopping center to be built in Denver and one of the early ones in the country. It started the move away from Downtown as far as retail merchandising was concerned...I did some work for Peter and The Denver on Cherry Creek, and then on a second lease for the Lakeside Shopping Center, the first developed by Gerri Von Frellick in Denver. When Peter was elected to Congress I sort of stepped into the breach and took over the day-to-day work — I won't say the lead work because Steve still had his eye on the client. I started the lease work for The Denver at Lakeside, and then later leases for Cinderella City (Englewood) and the Crossroads in Boulder."

In client relations, Tracey recalls Frank Johns, the president of The Denver Dry Goods Co., "a very positive individual who could be very nice or very bristly." His work with Johns led to Tracey's contacts with Von Frellick for whom he planned the legal foundations of a potential mutual fund of real estate investments which never materialized, and who he served briefly as a corporate president, returning to H&H after he discovered that real estate administration was not for him. In any event, Holland & Hart's active real estate practice was at the center of the action as Denver's retail, commercial, and corporate businesses expanded into the metropolitan suburbs.

It will not have escaped the reader that much of the legal activity during these years of H&H expansion reflected the chang-

ing structure of ownerships as Western regional businesses became more integrated with the national and global markets. H&H was asked for a constantly changing menu of services in business and corporate law as companies sold, merged, or, unhappily, disappeared in the harshly competitive economic dynamics of the times.

A memorable example was *Oppenlander, et al v. Standard Oil Company (Indiana)*, a securities law case in which an H&H team led by Pat Westfeldt earned the firm a fee of \$1 million plus, the largest received to that date. "In terms of dollars, and maybe in terms of lawyer work, this is the biggest case in which I was ever involved," Westfeldt reports. "We brought a class action suit on behalf of the minority stockholders of Midwest Oil Corporation against Standard Oil Company (Indiana). The case was in U.S. District Court in Denver before Judge Sherman Finesilver. We sought an injunction to stop a threatened forced merger of Midwest into Standard and for millions of dollars in damages resulting from alleged manipulation of the price of Midwest stock by Standard. At that time Standard owned more than 50% of the Midwest stock.

"The basis of our claim was that Standard knew that Midwest was worth a lot more than Standard had paid for shares of Midwest and was planning to pay in the merger. We further claimed that Standard was concealing this very material information from the minority shareholders of Midwest. The case was hard fought through discovery and pretrial proceedings. Document discovery and depositions took place all over the country. During the course of discovery, we came up with studies done by Standard itself which indicated to us a much higher value on Midwest shares than Standard wanted to pay.

"About the time we were beginning to prepare for trial, we learned that Standard might settle. Negotiations started and culminated in marathon sessions in Chicago. We collected something like \$23 million for our clients, and Judge Finesilver approved about \$3½ million in attorneys' fees. This was divided ⅓ to H&H and ⅓ to each of our two co-counsel. It was the first time we ever collected a fee on one matter in excess of \$1 million. I was lead counsel on the H&H team but others did much of the work. Ed Kahn, Dave Palmer, Wiley Mayne and others were running off here and there taking and defending depositions."

'It was the first time we ever collected a fee on one matter in excess of \$1 million.'

An interesting example of securities practice came in the aftermath of the decline of one of Denver's major energy entrepreneurs. Partner H.L. Hobson reports that he took "primary responsibility insofar as Holland & Hart was concerned," in representation of the State of Ohio in litigation that had evolved from the tumbling of the John M. King empire. "We had been asked by J. Vernon Patrick, Jr., of Birmingham to join his firm in representation of the State of Ohio to recover losses sustained by the State in certain securities related transactions

involving as deep pocket defendants Arthur Andersen & Company, Dun & Bradstreet and a prominent Chicago law firm.... Little did I know (in August 1975) that the case would haunt me (as well as others) for the next seven years.

“One of our first responsibilities was to attempt to keep Vernon Patrick from being disqualified as counsel by reason of an asserted conflict. We prevailed and were off to the races. Judge Sherman Finesilver put us on a discovery schedule that sometimes called for deposition taking in two or three different parts of the country at the same time. Scores of depositions were taken and thousands of documents examined. At one time or another we litigated various aspects of the cases before the United States District Courts for the District of Colorado, Western District of Oklahoma, Northern District of Illinois, Southern District of Ohio, and the Southern District of New York; the Judicial Panel on Multi-District Litigation; the United States Court of Appeals for the 10th Circuit (three times); and there was at least one petition for a writ of certiorari to the United States Supreme Court.

“There were high moments and low moments during the course of the seven years. A high moment came when Judge Finesilver imposed sanctions on Arthur Andersen & Company for refusal to submit to discovery. Andersen had attempted to hide behind Swiss secrecy laws, a position which the court found to be without merit. This was one of the first reported cases of the imposition of sanctions, something which has now become fairly commonplace.

‘The whole matter was something of a political football in Ohio and that added to our problems.’

“Perhaps the low moment came for Holland & Hart when, by reason of spiraling oil prices, the State was able to ‘sell’ its position in the King bankruptcy thereby arguably eliminating the damages asserted against Andersen, D&B, and the law firm. We had to renegotiate our arrangements with the State of Ohio and thereafter we were on a strictly contingent basis. The whole matter was something of a political football in Ohio and that added to our problems.

“Over the years some sixty timekeepers recorded time on the Ohio cases. The cases took their toll. Luke Danielson was soon joined by Miles Gersh as the principal associates involved. Subsequently, Bill Baum became heavily involved. All three have now gone to other pastures. Annually, in the ‘blue book’ and sometimes at other times I reported on cases to the partners. That was appropriate since I had the dubious distinction of having more unbilled time than any other responsible attorney in the firm. Each year with some trepidation I urged my partners to ‘keep the faith.’

“Sometime in 1979 or so Judge Finesilver decided he had handled the cases long enough. He transferred them to the United States District Court for the Southern District of Ohio. There was a shortage of judges in that court and the matters languished for some time. A new judge was finally appointed but he had to excuse himself by reason of his earlier participa-

tion in the State of Ohio cases themselves. Finally, in December 1981, a settlement conference was scheduled in Cincinnati. Though Dun & Bradstreet had indicated some willingness to settle, Arthur Andersen had not. As a result of the settlement conference before Judge Rubin, however, it appeared that there was a possibility of final disposition. Over the next couple of weeks there were meetings in airports in Chicago and St. Louis. An agreement in principal was reached during the holidays. It was a banner day when, in January of 1982, the firm received the final payment of its fees. Ultimately, all expenses were paid and we recouped virtually all of our RHR. So ended the saga of The State of Ohio."

Steve Hart, reflecting on the number of mergers and ownership changes that have lifted the business face of the Denver he first knew, speaks of the Stearns-Roger Co., the biggest engineering company in the immediate region. "We set up a plan for them whereby the key employees would own the company...there are lots of similar plans now, but it was rather unusual in those days. When the company sold out to World Catalytic, becoming Stearns World Catalytic, a lot of those men became millionaires." Attorney Had Beatty had a leading involvement with the Stearns-Roger account over the years.

Bill Embree continued a substantial practice in framing pension and profit-sharing plans, one of the early H&H contributions in employee relations and labor law. "I'm not quite sure how I got into it, but I think it was through the Humphreys Engineering Co.," Embree said. "Pension and profit-sharing plans were becoming very popular. I must have worked on at least a hundred or more plans over the years...I would take charge of plans of clients we already had like Stearns-Roger and Ideal Cement where I helped establish one of the first plans...the laws and regulations were very technical and the IRS was suspicious of all these new-fangled tax deductions and deferrals. I got back into pension planning in a big way when ERISA was enacted which totally reworked all of the requirements for pension and profit-sharing plans and any type of deferred compensation. At that time I revamped six plans for *The Denver Post.*"

The growth of national defense investment along the Front Range and the other federal government involvement in Denver as a regional headquarters complex stimulated considerable scientific activity, with its associated legal problems. Through Jerry Hart and Jack Kelly, H&H continued over the years as counsel to the University Corporation for Atmospheric Research in Boulder. In 1983, H&H combined with the Denver law firm of Crandell & Polumbus, which brought the patent and technology expertise of Ralph F. Crandell, Gary M. Polumbus, John R. Ley, and Gregg I. Anderson to the H&H involvement in advanced technology. Later on, Advanced Technology Practice Group led by John D. Coombe was organized in the firm to service the

growing interest in positioning high technology industry in Colorado. Through it H&H played a major role in framing the state's bid for the Superconducting SuperCollider in 1987.

In November 1986 *American Lawyer* noted formation of a high-technology law practice group among eight national law firms, including Holland & Hart. The article described H&H service to the Colorado Advanced Technology Institute (CATI), a state agency which sublets space from the law firm. CATI is not an H&H client, but Partner John D. Coombe, a member of its Advisory Board, offered the services of the firm to help the agency chart a course as both a stimulator of higher education through scientific grants, and as a major vehicle for bringing high-tech business to Colorado.

Earlier the firm's involvement in scientific and natural resources had led it into the new field of environmental regulation. In this and other cases, during the 1960's and 1970's, Natural Resources law became a nationally recognized Holland & Hart specialty.

5

Law and Natural Resources

As already emphasized, a large number of the clients and cases in Holland & Hart's first forty years were linked to natural resources. In this field the American West has developed one of the few bodies of law and legal practice that have developed distinctively from regional circumstances. This "Western" regional law supplements the national, state and local categories within which our law is usually described and analyzed, and as a distinctive natural resources practice requires a specialization to which Holland & Hart has given constantly increasing attention.

This regional law of the West is discussed in an article for the Michigan Law Review in April-May 1987 by Professor Charles Wilkinson of the University of Colorado School of Law. He believes the South and the West are the two American regions that have developed some special law because of identifiably different historical developments. In the trans-Mississippi West, he believes, the two most influential factors in shaping special law have been aridity with attendant water shortages, and the large concentration of federal public land ownership with its resources problems. Other factors of unusual legal influence in the region include the high concentration of Indian lands; the diversity of mountain, plains and desert terrain; and the tremendous amount of attractive open space which results in the legal problems of settling incoming population and of protecting recreational and conservation values. The distinctive laws that relate to water, homesteading, hardrock mining, federal mineral leasing, Indian rights, livestock grazing, timber, endangered species, and wilderness are only a few examples of this regional differentiation.

"The rules in the statutes and court-made doctrines constituting the law of the American West often are disconnected and arbitrary if they are studied in a vacuum," Wilkinson writes. "This is particularly true of a phenomenon that pervades the law of the American West — the dominance of nineteenth-century laws that seem to be outmoded by today's lights. Some of these laws (water, mining, grazing, and Indian law are perhaps the best examples) may be outmoded but they are not arbitrary; they arose for good reason out of specific compelling circumstances.

"Two leading examples of *laissez faire* laws arising out of the needs of the nineteenth century West are the prior appropri-

‘—but would-be reformers had better be informed to the teeth with an understanding of the historical pressures that created the old laws and the contemporary forces that have kept them in place.’

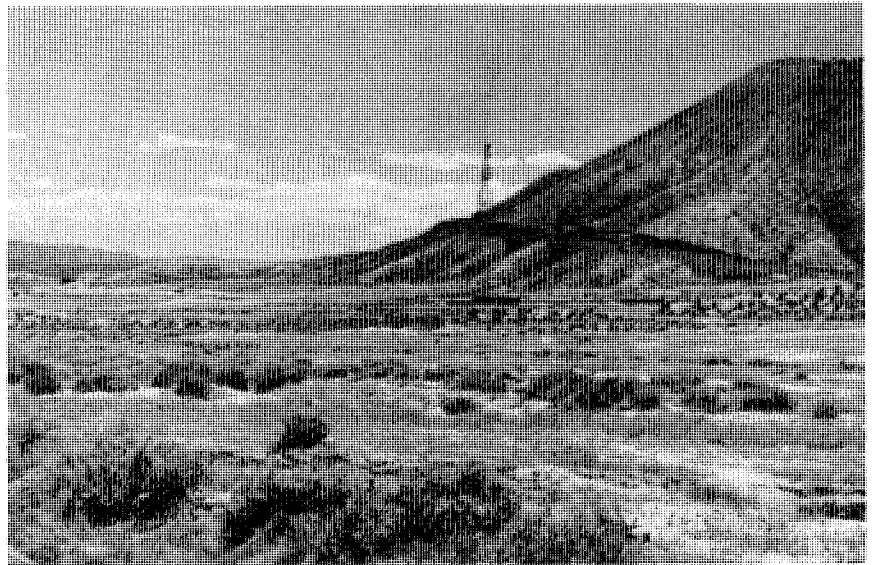
ation doctrine in water law (the ‘first in time, first in right’ rule) granting to senior water users a vested property right superior to all subsequent appropriators. And the General Mining Law (Hardrock Act) of 1872 (granting to hardrock miners the right to enter the public domain and, upon discovery of a valuable deposit, to obtain a vested right in the minerals and the overlying twenty acres of land, without payment of any royalty to the United States.) Perhaps these laws ought to be changed,” Wilkinson concludes, “— and a key facet of Western law and policy involves exactly that question — but would-be reformers had better be informed to the teeth with an understanding of the historical pressures that created the old laws and the contemporary forces that have kept them in place.”

Being “informed to the teeth” about this special body of Western law and its contemporary application became a prime focus at Holland & Hart. The founding partners’ links to the historical pressures and human conditions of the region have been detailed. Steve Hart’s apprenticeship in the Department of the Interior and livestock taxation; Joe Holland’s specialization in mining law including mine management; Jerry Hart’s service to railroads and agricultural institutions; Bill Embree’s in building an air transport network; and Pat Westfeldt’s “instant expert” forays into oil, gas and water matters are only a few examples of the firm’s early spread into Western problems.

But, as noted, the young firm soon found itself undermanned for the frontlines of legal battles ignited by the flood of incoming people and corporations. These newcomers were competing amid customs and laws unfamiliar to their lawyers. And both newcomers and the oldtimers were facing increasing state and federal regulation in the natural resources/environmental field that was new to everybody. The manner in which Holland & Hart developed its natural resources practice and the legal challenges it faced is illustrated in the reminiscence of Frank H. Morison, who came to H&H in 1951. Reared in a northern Colorado dryland farming family whose acreage he still operates, Morison went to CU and Harvard Law Schools after the war and graduated with the intention of specializing in natural resources law. He signed on with H&H for service exclusively in that field, and recalls the initial experience as “kind of frightening because of the thin staffing.

“I came to the firm in 1951 when it was four years old. There was no such thing as a Natural Resources Department. Our founder Joe Holland was a renowned mining lawyer...in Chicago and a few other states, but nothing on a national basis like today. Bob Davison, who came before I did, was a graduate of the Colorado School of Mines and he worked with Joe on mining problems. We had one client, Empire State Oil Co., not because we knew oil law but because we’d helped them out in a great stockholder battle. In any event there was an emerging need for natural resources lawyers in the region. The uranium

Right *Examining land titles for oil and gas companies was a staple on the H&H menu.*



'We certainly had no renown as an oil and gas firm.'

mining boom was in its heyday and the Denver Julesburg Basin (an oil basin that goes roughly northeast from Denver into Wyoming and Nebraska) had just been discovered. The initial production commenced in 1949 and by 1951 there'd been enough confirmation that they knew they had an oil area. Shell Oil Co. leased more than 3 million acres of land in the Julesburg Basin (and) came to Holland & Hart mainly because Pete Dominick's father was on its board of directors.

"We certainly had no renown as an oil and gas firm. Pat Westfeldt and I were the only ones who ever had an oil and gas law course...so he and I just really started from scratch and worked our way through all of it. Two of us were trying to examine titles for all of that property which was an impossibility, but we did a great deal of it, and some of the other people did too...Ken Hubbard...Ray Johnson came and did a lot of title work and he's gone now. One of the principal people in the oil department was our deceased partner Phil Danielson, a very, very fine lawyer and a great friend of many of us...Phil is gone."

Not only was the quantity of traditional legal business extending the young lawyers, but there were many demands for innovative thinking. "We made some very interesting new law in Colorado in those days because the state had no oil and gas conservation laws, no conservation commission, and lacked many basic legal decisions....All these matters had to be resolved so we were involved in legislation and rulemaking, and then we had to practice with respect to the various well spacing orders."

The firm's founders were used to the boom-and-bust nature of commodity cycles; their fathers had known the Denver of the 1893 silver crash, and they had entered law practice under the shadow of the 1930's Depression. So adaptability to the fluctuations of natural resources economic cycles was inbred in the older partners, but some of the younger lawyers learned the hard way.

'It is a roller coaster, but in the natural resources law field you're always on the cutting edge of something new.'

"The great boom in uranium ended up in a bust," Morison somewhat ruefully recalls. "That was very sad because our mining law practice almost evaporated...and because one of our deceased partners, Mr. Dominick, had organized a wonderful uranium company in which we all invested called Excalibur Uranium Co. We thought we were going to retire...but as it turned out, it just postponed payment of our mortgages a few years because we lost every cent we had. And the oil and gas boom faded away in the late 60's. You think, 'Wow, what a roller coaster!' It is a roller coaster, but in the natural resources law field you're always on the cutting edge of something new."

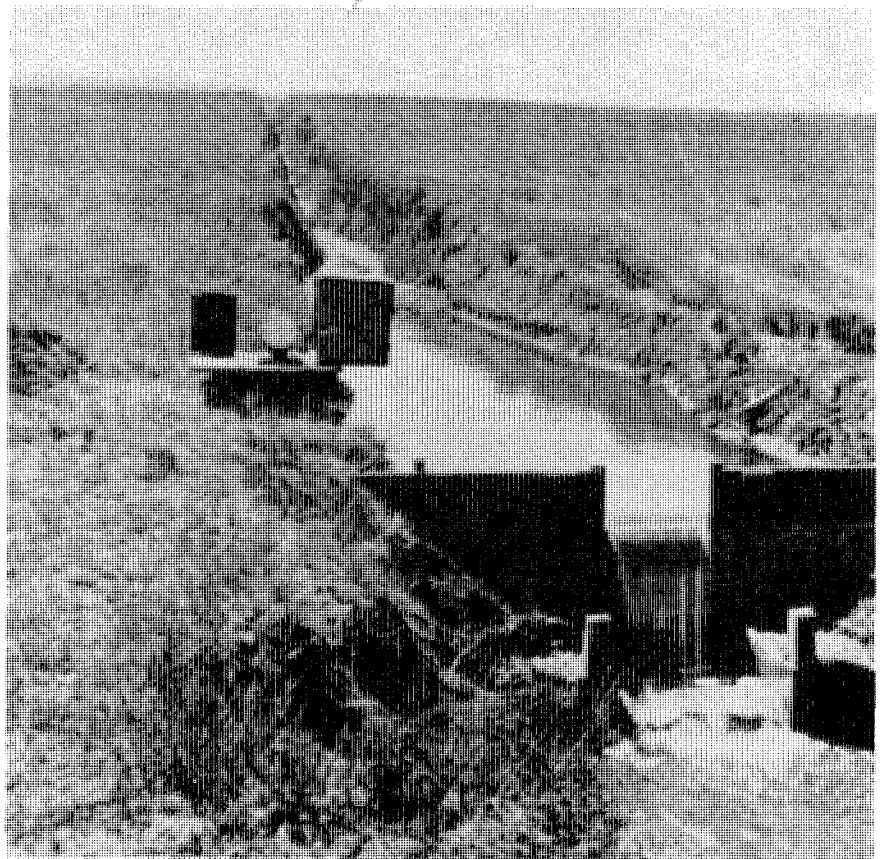
Something new for Morison at that juncture was five years of service with Steve Hart on the National Public Land Law Review Commission, Frank representing the American Bar Assn., and Steve, the State of Colorado. The Commission summarized its work in "One Third of a Nation," which Morison believes "the most wonderful review of the public land laws of the United States that's ever been published...we had many, many clients who were very interested...the mining clients were nervous because they thought they were going to be excluded from the public lands. Oil and gas clients were very interested...the livestock interests were concerned because they thought they'd have their grazing rights taken away...it was rather tumultuous."

The interconnections between the work of various H&H attorneys in the various fields of natural resources law is illustrated in the firm's relationships to the Maxwell Land Grant Co., which was a Dutch corporation that had come to own some 60,000 acres in southern Colorado and northern New Mexico. The Maxwell Land Grant was a successor block to one of the original Mexican land grants confirmed by the treaty ending the U.S. conquest of northern Mexico in the 1840's. The Dutch owners, Morison recalls, "came to the firm because they got into a tax problem on the sale of some land...John L.J. Hart represented them along with Claude Maer and then they came back to us seeking assistance in oil and gas law and I worked for them probably for over 20 years...still do."

Another example of how one thing led to another for the growing firm came in the story of the Anderson brothers, Robert and Don, of Roswell, New Mexico. According to Morison, Steve Hart became acquainted with Robert O. Anderson on taxation matters in Hart's early days as tax counsel to the National Livestock Tax Committee. The Andersons, as young brothers, had been sent by their father, an Illinois banker, to get into business in Roswell, New Mexico, just after World War II. They started a small oil company and began acquiring mineral rights in Eastern Colorado and, organized as Malco Refineries, got into leasing and drilling operations in Wyoming. For some of their representation in oil and gas legal matters they turned to Hart and his colleagues. "They bought an old black oil refinery

in Artesia, New Mexico...a good refinery but black oil did not have much demand," Morison remembers. "Then came the jet age and jet fuel is based on black oil. They really started making money and they went out and turned that money into drilling funds and had a very successful exploration department. They sold their holdings to Atlantic Oil Co. and then after mergers were made they sold other oil rights to the company and retired. Atlantic Richfield (one of the nation's great energy conglomerates) was the ultimate company and they asked Robert O. Anderson to come out of retirement and run the company." Anderson and his interests maintained relationships with H&H over the years, a long trail since Hart was a young lawyer and the Andersons equally young oil men.

Right *Irrigation and the law of water distribution have been a fundamental in Western legal practice.*



Western water law has many unique regional aspects, and its central position in the life of the mountain West made it a natural and major focus at Holland & Hart. Two major cases in the firm's earlier days were Monte Vista and the Rio Grande Water Users Association, 674 P.2d 914 (1984) and U.S. v. New Mexico, 438 U.S. 696 (1978), the Twin Lakes Reservoir Company case. Phil Danielson was a principal in this area in the early years, especially in the Twin Lakes litigation.

Anne Castle, now head of the H&H Water Law practice group, reviews one major case this way: "During the period from 1979 through 1983, several Holland & Hart lawyers, primarily John Carlson, John Land, and Paul Frohardt, represented the Rio Grande Water Users Association in litigation which affected

Right *A mural on water storage in the Colorado capitol building, a second home to H&H lawyers.*



virtually every water right in the San Luis Valley (of southern Colorado). This litigation grew out of rules promulgated by the Colorado State Engineer in 1975 which set up a system for administering water rights in the Rio Grande watershed in order to satisfy Colorado's obligation to deliver water to New Mexico under the Rio Grande Compact. The State Engineer's rules provided that the Rio Grande mainstem and the Conejos River (a tributary of the Rio Grande) would be administered separately for Compact purposes and that each river system would have a separate delivery obligation to New Mexico. The rules as administered by the State Engineer had the effect of severely restricting diversions on both the Rio Grande and the Conejos River.

"Numerous protests to the State Engineer's rules were filed. Water users on the Conejos River contended that the Conejos and Rio Grande mainstem should be administered as one river system for the purpose of satisfying Compact obligations. Because decreed water rights on the Conejos system were in general more senior than water rights on the Rio Grande, the

'Subsequently two of the group, Charlie Elliott and John Land, were killed in an airplane crash on the way to a banquet to honor Carlson for his work in the San Luis case...'

separate administration required by the State Engineer's rules resulted in the curtailment of senior water rights on the Conejos River at times when users with more recently acquired rights on the Rio Grande have continued to divert water."

A 13 week trial in the Water Court for Water Division No. 3 in Alamosa, Colorado, was held concerning the propriety of the State Engineer's rules. John Carlson, John Land, and Paul Frohardt represented the Rio Grande Water Users Association, a conglomeration of mutual ditch companies and individual surface appropriators, at this trial. The Rio Grande Water Users generally supported the position of the State Engineer with respect to the rules concerning separate administration of the Conejos and the Rio Grande mainstem. The Conejos Water Conservancy District strenuously objected to the separate delivery obligation mandated by the rules. "The water judge approved the separate rules, holding that the Rio Grande Compact was clear on its face in requiring separate delivery obligations. Appeals from all quarters ensued. A massive brief was filed with the Colorado Supreme Court and John Carlson argued the case in front of the court in 1983. The Supreme Court eventually ruled in favor of the Rio Grande Water Users and upheld the separate delivery rules of the State Engineer."

H&H faced a major problem in 1985 when John Carlson and three of his close colleagues in the water law section decided to withdraw to start their own firm. Subsequently two of the group, Charlie Elliott and John Land, were killed in an airplane crash on the way to the banquet to honor Carlson for his work in the San Luis case, a tragedy which, to judge by the memorial comments in the files, shook Holland and Hart as much as if the young lawyers had still been with the firm. Pat Westfeldt notes in his 1986 reminiscence that "I volunteered to take over the responsibility of rebuilding the water law group. I went to DU night school and took a water law course and rebuilt the group now under Anne Castle."

Some of these human linkages stemmed from the traditional natural resources problems and opportunities of the West, e.g., in ranching and oil. But many of these were rapidly becoming untraditional; in a rapidly changing Western society attitudes, and laws, were shifting. The rapid urbanization and industrialization of the West after World War II brought a new wave of environmental and conservation concerns. These became the subject of government regulation, and of litigation as that regulation began to meld into a legal system. In the process Holland & Hart often found itself helping to draft rules and regulations which wended their way into public policy and then back into its own practice.

Historically, Colorado had been in the forefront of Western mining and water law, and now it found itself on the "cutting edge" of environmental law. A prime example was the field of air pollution as Denver surged from regional city to metropoli-



Above Much of Holland & Hart's environmental work was finished before the Colorado State Senate.

'Denver, while urbanizing, was becoming the city with the highest per-capita car ownership in the country...'

tan status. The "Queen City of the Plains" endures the geographic blessing of lying in a natural topographic bowl wherein the exhausts of megalopolis are intermittently trapped by compressing atmospheric conditions. "Environmental legislative efforts really started in Colorado with the air pollution," Morison believes. "Denver, while urbanizing, was becoming the city with the largest per-capita car ownership in the country, including tail-pipes! The 'Brown Cloud' in Denver (which sometimes prevented people from seeing their beloved snowcapped Rockies just a few miles away) was what started Colorado thinking about it. There had been some concern about water pollution by some of the fishermen with respect to streams impacted by mining...but it was very quiet. I was then Chairman of the Natural Resources Committee of the Colorado Association of Commerce and Industry...when Governor John Love decided he had to do something about legislation and air pollution conditions in Denver, he called in Jack Kelly and asked if he knew anyone who could draft him an air pollution bill, and Jack called me..."

When asked how he became an expert on air pollution, Morison said, "You read all the books there are on it and then you start thinking about how to develop something and since there were no experts, you were just an expert." Colorado de-

veloped the first comprehensive air pollution statute in the Rocky Mountain West, and the fourth in the nation after New York, California, and Louisiana, and "had some new ideas that were not included in the other states. In Colorado I designed the idea of ambient air mainly because of my experience with streams. When we worried about water quality we were worrying about stream standards and we didn't want anyone to put anything in the stream that was going to prevent the stream and water being utilized for different purposes...so we carried this idea over into ambient air in Colorado.

"We established in Colorado the idea that your emissions from your source had to be controlled so that the ambient air was not injurious to people or to plants or to animals. This took into account (this was very important) that in Denver you had an industrial plant where there were many other plants and you might have to put on a lot of very expensive and stringent emission controls. But if you had a plant out in Burlington, Colorado, where you were the only one within 50 miles in any direction, you didn't have to put anything on because the air could assimilate your pollutants." This, as far as Morison knows, was the first introduction into air quality control legislation of the idea of ambient air and its capacity to absorb pollutants as being the standard by which to measure and regulate emissions.

Legal experience gained in an innovative field at the state level soon was transferred to Congressional involvement. At the beginning of public concern about air quality, Morison believes there were but a few lawyers in the country who had been studying the matter, among them George Greasy, general counsel of Union Carbide in New York, John Hall of Chicago representing Midwestern iron, steel and chemical companies and Morison, representing Western mining, agricultural, and oil concerns. "When we three lawyers used to meet in Washington, which was quite often, we would go through all these different ideas when they were developing a new federal Clean Air Act in 1970. We would make our principal decisions based on what we three thought about and then go back to our own groups. I would report to the U.S. Chamber, the American Mining Congress, the National Cattlemen's Assn., and the American Petroleum Institute...they would add their input and do all the lobbying on the Hill."

'An environmental lawyer is an odd thing anyway. At one time you could be one because there were so few laws and you could know them. Now you can't know them all.'

As the environmental work developed, Morison practically dropped his other natural resources work and handed it off to other new partners and associates. "An environmental lawyer is an odd thing anyway. At one time you could be one because there were so few laws and you could know them. Now you can't know them all. There are so many laws and so many regulations and they are so constantly changing...I remember walking into Joe Holland's office one day and asking his permission to do some studying and research into 'pollution law' as

we called it then. While he gave it his blessings he was very reluctant and said 'Yes,' only if I assured him it wouldn't interfere with my regular work!"

The work of H&H in initiating and helping to draft legislation and administrative rules in the natural resources field has been so extensive because the field is constantly shifting. As to air quality, for example, Morison points out, "It was new law. You have to figure out a system that will work and then sell your system to the other people... then you go to the Legislature and other people have their ideas and you mold all of this into hopefully a workable system. We have had more ideas come out of this law firm than any law firm in the United States by far on how to handle air pollution questions. Not just my own but Bob Connery's on particulate size."

Connery recalls many other areas of significant natural resources and environmental practice. These included work on the National Environmental Policy Act (NEPA), general environmental planning for corporate and other clients, drafting permit letters for the government regulation process, counseling firms and individuals on environmental compliance, litigation over air emissions, work on federal regulations, and the writing of a substantial treatise on environmental regulation. Attorney John D. Fognani played a key role in developing the practice in these and many other areas.

An example of H&H work was given by a natural observer, Representative Carol Edmonds of Grand Junction, Colorado, writing in the April 29, 1979 issue of *The Denver Post*. Edmonds was describing the work of H&H partner Bill Murane on a Colorado bill to bring state law into compliance with federal air quality standards. "Bill Murane looks like a slender, hard-working, slightly balding corporate executive," Edmonds wrote. "Murane probably spent more time than any other person in Colorado during the last few months working on HB 1109...he attended every one of the Colorado Transportation and Energy Committee hearings...and has been the committee's chief interpreter of a 73-page bill informally dubbed 'the Holland & Hart bill' because his firm authored the draft version.

"Murane was the person who again and again defined the key terms of the federal act and of the bill. He drew diagrams explaining the act's murky concepts — Prevention of Significant Deterioration (PSD); 'attainment areas'; Best Available Control Technology (BACT); ambient air quality; Class I, II, and III areas; primary and secondary standards...While Murane always represented industry's viewpoint (he was representing the Colorado Association of Commerce and Industry), he was an excellent resource for all of us on the committee...Murane helped me refine my amendment so that it did precisely what I wanted it to do," Representative Edmonds wrote, "(but) he was careful to tell me that when the committee considered it, he would oppose the measure. He did, and it lost...But it didn't lose

because of any misrepresentation of the issues...the bill no longer is a Holland & Hart measure, but is the product of the House committee whose members were led, but not misled, by industry.”

The work on water and air quality spread naturally to land use. As to pollution, Morison notes, “After you have been working in the air and working in water there is only one more place to go...we drafted the first comprehensive land use legislation for Colorado which was used by many, many states around here...these were the forerunners of solid waste management because, though in those days we were not certain how land would be used, we included areas for landfills.”

Regarding the early legislation, Morison told a group of young colleagues in 1986, “we thought that was going to be enough regulation. We didn’t realize what we were getting into then...everything’s grown so dramatically. And during the time that these environmental issues were coming along, lo and behold oil and gas became dynamic again, and King Coal returned to the throne...even uranium became popular again. Some of our old uranium clients came back and our oil clients, particularly Davis Oil, in this last boom year kept us very busy. We thought we were going to have a 10-to-20-year project for five to 10 lawyers in the Exxon project for Western Colorado oil shale development, but then ‘Black Sunday’ came along and stopped the whole thing. But they’ll have to develop oil shale some day and we hope to be in the forefront then.”

Below Agricultural law became an important H&H specialization from the earliest days.

When the demand for Western resources resurges, and Mori-



son is certain it will despite the slumps of the late 1980's, the H&H Natural Resources Department has been positioned to meet the associated legal requirements. Not only is the demand for finite minerals bound to restrengthen, but "environmental law is here forever...and the public lands issues are going to be one of the big things of the future. This firm should know more about public lands than anyone else...my gosh, we drafted the book on it...These public lands of the Western states are going to become more and more important as population increases...we'll have to have whole new theories, whole new ideas, and the public land law specialists are the ones who ought to think of those new ideas and policies all in the form of public land laws and state laws."

Especially in agriculture, Morison believes the law is on the verge of new developments. "Just this year (1986) we've organized an agriculture committee in the Colorado Bar...and in the Natural Resources Section of the American Bar Assn. We're losing production and markets...the law of agriculture has got to be developed and has got to be thought of the same as all the other laws and go under the scrutiny of efficiency and productivity the same as anything else...and it's lawyers who are going to come up with those kinds of answers..."

Holland & Hart had, by 1986, according to the firm Resume of that year, developed a natural resources department with 25 lawyers in Denver, bulwarked by the staffs of regional offices in Wyoming, Montana, Idaho, and Washington, D.C. The formal practice was organized under the subdivisions of Oil and Gas, Mining, Water, and Environmental. These extracts from the Resume give the professional detail of the practice:

***OIL AND GAS** — the practice was handling all legal aspects of exploration, drilling, production, transportation, refining, and marketing with respect to federal, state, and fee lands. Examples of work performed included oil and gas leases, surface use agreements, geophysical exploration agreements, title opinions, joint ventures including partnership agreements, tax and related matters, farmout agreements, joint operating agreements, pooling and unitization agreements and drilling contracts. Also crude oil, natural gas, and associated liquids sale and/or exchange contracts; and plant construction, processing and transmission arrangements and refining activity.*

***MINING** — the practice worked in all phases from exploration and acquisition of the resource through development, extraction, transportation, and marketing thereof. That spread of work covered coal, uranium, geothermal resources, base metals, and oil*

shale. The department noted specialization at the trial and appellate levels in coal supply agreements and leases; uranium leases; public and private contests respecting the validity and ownership of unpatented mining claims; and in the federal legal issues surrounding the significant public ownership of Western mineral resources.

WATER — the practice was engaged in buying and selling water rights, changing such rights to new uses and obtaining court approval for augmentation and exchange, litigating to protect the quantity and quality of supplies, and advising and representing clients in a great variety of matters involving diversion, distribution, storage, and use of water. H&H water lawyers, the resume noted, had recently represented clients before the U.S. Supreme Court, the 10th Circuit Court of Appeals, varied federal courts, the Colorado Supreme Court and Court of Appeals, and numerous district courts including Colorado's special water courts.

Right An increased awareness of the impact of industry on the environment created a growing focus on the clean-up process in the mountain states.



ENVIRONMENT — the section listed these laws under which members had recently been engaged — The Clean Air Act Amendments of 1977, the Clean Water Act and Safe Drinking Water Act, the Resource Conservation and Recovery Act, the Endangered Species Act, the Migratory Bird Treaty Act, the Bald and Golden Eagle Protection Act, the Fish and Wildlife Coordination Act, the Wilderness Act (including RARE II and BLM wilderness inventory), various antiquities, historic sites and historic preservation acts, the Surface Mining Control and Reclamation Act, the BLM Organic

Act, and numerous other public land laws, and various laws covering noise, explosives and occupational health and safety.

“Our work,” the lawyers noted, “has involved us in projects and problems in Montana, Wyoming, Colorado, Utah, New Mexico, Nevada, Oklahoma, Texas, California, Washington, Missouri, Nebraska, Alabama, Arizona, and the District of Columbia.”

Some of Holland & Hart’s work in the Natural Resources field was done by firm attorneys with other expertise. The first labor law work Warren Tomlinson did after joining H&H in 1958 (fresh out of law school and four years in the Army) was a legal memorandum under the supervision of Pat Westfeldt for a small surface coal mining operation in northwestern Colorado, a subsidiary of Peter Kiewit Sons, Inc., a large construction company headquartered in Omaha, Nebraska. Kiewit had decided that surface coal mining was a way to use heavy highway equipment idled during the winter. Over the following years, Peter Kiewit became one of the largest surface coal operators in the United states.

Holland & Hart’s relationship with Peter Kiewit continues to this day. Tomlinson is currently in the middle of extensive legal work involving a strike by the United Mine Workers of America (UMWA) at the Decker coal mine in southern Montana, operated by a Peter Kiewit subsidiary. Tomlinson, with Jeff Johnson, Sandra Goldman and numerous other Holland & Hart lawyers, was involved in actions by Decker in the state courts of both Wyoming and Montana to secure injunctions against improper picket line activities, the handling of unfair labor practice charges filed by both Decker and the UMWA against

Right Warren Tomlinson on the scene of the Rosebud strike.



each other with the National Labor Relations Board (NLRB), contempt proceedings against the UMWA and individual strikers in the Wyoming state court, unemployment compensation proceedings before administrative agencies in Wyoming and Montana and the federal and state courts in Montana relating to those proceedings, and federal court actions in Wyoming and Montana relating to the refusal of Decker to place on a recall list strikers who had engaged in misconduct.

“The same industry and client,” Tomlinson recalls, “was involved in one of the most violent and significant UMWA strikes in the West — the 1975 Rosebud strike at colorful and storied Hanna, Wyoming. The employees at the Rosebud mine had been represented by the Operating Engineers Union (AFL-CIO) since that mine was opened years earlier...however, in the summer of 1973 the UMWA ‘raided’ the mine (since the UMWA is not a member of the AFL-CIO, it is not governed by a ‘no-raid’ agreement) and won a union election in an extremely close vote. Shortly after the voting, an overwhelming majority of the Rosebud employees asked that the election be set aside, claiming the UMWA organizers had engaged in misrepresentations and fraudulent activities. However, the election was allowed to stand and Rosebud and the UMWA started bargaining for a labor contract.

“The UMWA called a strike at Rosebud in October of 1973, but nearly all of the Rosebud employees ignored the picket line and continued to work. That strike was called off after only a few days, but apparently the UMWA decided that since the employees would not support the strike, other methods would be needed next time, namely, Rosebud and its employees must be ‘taught a lesson.’

“On January 13, 1975, bus loads of unemployed eastern UMWA miners were secretly brought to Hanna and the big strike was underway. It was extremely violent. Mass picketing and the blocking of entire mine entrances prevented Rosebud employees from going to work. Windshields were broken and other damage done to the vehicles of persons attempting to enter the mine. An unknown assailant attacked and injured a working employee in the downtown area. Weapons (including guns and knives) were found on the picket line. When the sheriff attempted to serve a court order relating to the violence and mass picketing on the persons on the picket line, the service was refused and the sheriff was told in uncomplimentary terms what to do with the order.

“The improper and illegal strike activity resulted in numerous legal actions. We (Tomlinson, John Coombe, Bill McClearn and numerous other Holland & Hart lawyers) secured temporary restraining orders and injunctions in the Wyoming state courts and later secured a contempt finding and an award of substantial damages against the UMWA and persons acting

‘When the sheriff attempted to serve a court order relating to the violence and mass picketing on the persons on the picket line, the service was refused and the sheriff was told in uncomplimentary terms what to do with the order.’

with it. A federal court action started by the UMWA in Cheyenne was successfully defended. Unfair labor practices were filed, prosecuted and defended both by Rosebud and the UMWA with the NLRB. When the UMWA finally left Hanna, the buses of eastern 'helpers' decided to 'picket' the Big Horn mine near Sheridan, Wyoming, and the Decker mine in southern Montana, which necessitated injunction actions in the courts having jurisdiction over these locations.

"Even the most violent and dangerous strikes sometimes have infrequent moments of levity, and one occurred when the bus loads of UMWA picketers were blocking the entrance to the Decker mine in Montana. Decker had asked for law enforcement help and a bus load of deputy sheriffs was dispatched from Hardin, Montana. The UMWA learned that the bus was coming and the picketers apparently monitored its progress toward the mine by radio. When the bus got close, the picketers piled into their buses and left very hurriedly. Had they waited until the deputies arrived, they would have seen one old yellow school bus with less than a dozen, mostly elderly deputies, hardly an imposing physical force.

"One of the turning points in the Rosebud strike came when the sheriff, who had been unable to secure compliance with the laws of Wyoming and the court's orders, requested and received assistance from the Wyoming Highway Patrol. With Messers. Tomlinson and John Coombe of H&H, together with Rosebud mine managers, headquartered in the mine office, a combined force of highway patrol and sheriff's office personnel surrounded numerous imported picketers outside. After the law officers had launched their gas canisters, the picketers threw down their weapons and surrendered, narrowly averting a head-on clash with the Rosebud employees who were moving toward the mine to go through the picket line.

"Because the county jail in Rawlins was not large enough to house the arrested picketers, they were temporarily detained in the Wyoming State Penitentiary which is also located in Rawlins. Although the picketers eventually posted bail and were released pending trial, this arrest appeared to help persuade the UMWA that the laws and the court orders in Wyoming would be enforced. That confinement also led to another unusual occurrence. Some of the regular inmates of the state penitentiary filed a *pro se* lawsuit, the substance of which seemed to be that the inmates had a nice neighborhood and the new tenants hurt the neighborhood. Although the suit was dismissed, its filing did provide a moment of levity in an otherwise violent and somber situation.

"After the strike was broken, and the bus loads of imported UMWA picketers left Wyoming, the various legal proceedings ground on for a period of time, ending in an argument before the Wyoming Supreme Court. Eventually a new election was ordered. It was held in the Spring of 1975. The Rosebud employees voted overwhelmingly to return to representation by the

Operating Engineers Union, and that union continues to represent them today. The significance of the Rosebud strike was that it showed mine operators that the violent strike activities often seen in the East did not necessarily work in the West. Rosebud may have been the first time that the UMWA won an election in the West but did not secure a contract in spite of extremely violent strike and picket line conduct. It was not the last time. After the 1975 Rosebud strike, other UMWA strikes in the West have also failed. Holland & Hart attorneys have also been involved in most of these later strikes.”

‘...the large, barren reservations to which the original Americans were herded in the 19th century have turned out to be veritable storehouses of vital natural resources.’

Another area of substantial practice is in the field of natural resources on Indian lands in the West. The H&H “Advisory” bulletin in November 15, 1984, had this item “Circle the Wagons!!”:

“Do you realize how much work H&H does in connection with the development of Indian natural resources? Indian tribes throughout the West own a substantial portion of the nation’s water, coal, uranium, oil and gas and other resources. By an ironic twist of fate, which some would call ‘poetic justice,’ the large, barren reservations to which the original Americans were herded in the 19th century have turned out to be veritable storehouses of vital natural resources. In Denver, Pat Westfeldt, Gerry Schissler and Julia Hook have been involved in disputes over the rights conferred on non-Indian developers under Indian oil and gas leases, most of which were successfully settled or likely to be. Britt White, John Land, Ken Hubbard, John Carlson and Charlie Elliott have all been involved in giving advice on Indian mineral development and water rights or in negotiations with Indian tribes. Greg Austin has worked with venture capital groups interested in Indian projects.

“In Washington, Jerry Muys, Roberta Halladay and Sue Smith have been involved in the Indian water rights disputes stemming from Arizona v. California. Jerry is currently (1984) litigating some related Indian boundary disputes which are the same ones he cut his teeth on as a rookie deputy attorney general in California 27 years ago (which illustrates the time frame involved in many Indian disputes). The Washington office has also handled royalty disputes under Indian phosphate leases on the Fort Hall Reservation in Idaho, litigation before the Department of Interior involving rights-of-way across Navajo tribal and allotted lands in New Mexico, and assisted the Denver office on the mineral leasing disputes discussed above.”

Holland & Hart as the sum of many lawyers obviously cannot articulate a single philosophy in regard to natural resources clients and problems. But the tone of an overall approach does emerge from various documents and actions.

In a 1986 talk to young colleagues, for example, Morison pointed out that the basic wealth of the nation really comes from those who create wealth. The service industries such as

the law assist in creating basic wealth, but fundamentally the health of an economy depends on the basic industries, in the West's case in mining, timbering, oil and gas extraction, the uses of water, agriculture, etc. These basic natural resources industries and activities are very much people industries, H&H has always believed. Perhaps this philosophy shines through most clearly in the firm's brief to the U.S. Supreme Court in *Lucas and Lisco v. Colorado* in 1963. This was the famous "one man, one vote" case in which the court ruled that the Colorado State Senate, unlike its national counterpart, must be apportioned strictly on the basis of population.

Holland & Hart argued for the state of Colorado that it was sufficient to apportion the House on a strict basis of population, and that the Senate could be apportioned by a system that took into account economic interests as well as sheer numbers. The brief was presented by Steve Hart, Jim White, Bill Murane, and Bill Carney, Jr. One of the federal government's arguments was that the "mining, livestock, and agricultural interests are not entitled to extra votes merely because the urban majority would otherwise dominate the legislature. Nor is it permissible to assign extra voting power to those who command natural resources; a legislature must be made up of representatives of men and women, not of water."

"We agree," Holland & Hart replied. "Legislators represent people, not faceless numbers drawn from a census; they represent people, not per-capita statistics; they represent people with interests, problems, homes, and aspirations; people with jobs (or unemployed if jobs are lacking); people who need education and roads; people whose livelihood in mining areas depends on minerals and mines; people whose very life in arid Colorado depends on water; people who pay for their government by taxes and who differ as to what kind of taxes they want. It is absurd to say that a Colorado State Senator should not represent water. Of course he should not. But the welfare of all the people in arid Colorado depends on water, and that of some depends on mining, livestock, or agriculture, just as that of others is dependent on the manufacture or sale of machinery and of others on the practice of law or medicine. In Colorado, some of these people are in the minority. There can be economic minorities, as there are other minorities, and they too are entitled to some representation."

The Supreme Court brief went on: "The well-being of these people, whether minority or majority, depends in part on the intelligent resolution of specific legislative problems. These would include:

“1. How may water be diverted from its streambed, appropriated to beneficial use, and such diversion and appropriation recorded and approved? How can a water conservancy district be established? What provisions of a proposed interstate river water compact are consistent with the needs of Colorado’s citizens living in the river’s drainage area or other drainage areas to which its water could be diverted? What compensatory water storage should be made available to those living in one river basin when water is diverted to another? How can cities, towns, and factories be prevented from polluting the state’s natural rivers? What standards will govern the development, priority and use of underground water non-tributary to any stream?”

“2. What rentals should be charged for leases of state school lands for grazing purposes? What effect on cattle rustling would result from laws prohibiting the branding of cattle by hot irons? What is a fair tax assessment per head of cattle or sheep?”

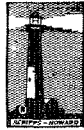
“3. What highway tax should apply to trucks carrying farm produce? What grasshopper and wind damage control measures are necessary? What should be the requirements for grading and candling eggs in Colorado? Is drought relief necessary for a given area?”

“4. Because of the high percentage of public lands and the resulting low tax base in the Western Region, what can be done to pay for the costs of its county governments? How to encourage fishermen, skiers, mountain climbers, wilderness outfitters and ordinary tourists and promote the values of this ‘last frontier’ and still retain its wilderness qualities? Should more funds be devoted to developing state parks? Can farmer demands for predator control be reconciled with proper wild life management?”

“These questions are not hypothetical,” the H&H brief continued. “They are real and their resolution affects the lives of people. Moreover their meaningful resolution by the Colorado legislature requires knowledgeable lawmakers, versed in the needs and problems of their constituents and able to propose, draft, and intelligently consider legislation in areas that would otherwise ‘pass unnoticed’ were their particular constituents not so represented. Therefore, regardless of characterizations such as ‘mining interests’ or ‘water interests,’ what we are talking about and what the Colorado plan (for apportionment) is all about is people; people, not arbitrarily favored or discriminated against, but people with dissimilar and sometimes conflicting needs and problems.”

The “Western” legal philosophy embraced in this brief, which is quite often referred to by senior H&H lawyers, did NOT carry the particular day in that particular apportionment

Right H&H advocacy in the apportionment case drew nationwide attention.



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Attorneys to Map State's Next Move On Apportioning

By MARTIN MORAN

Rocky Mountain News Statehouse Reporter

Denver attorneys who supported Amendment No. 7 will meet Wednesday at the Statehouse to map the state's strategy following the U.S. Supreme Court decision Monday striking down Colorado's system of apportionment.

case before the U.S. Supreme Court. But it does summarize a basic attitude that runs through the H&H natural resources practice: ultimately advocacy on either side of natural resources and environmental issues comes down to representing people who are entitled to equitable regulation and justice.

It is the goal of the regionally distinct natural resources law to see that people get this equitable treatment, and this specialized practice has not always been easy. From the earliest days the lawyer attempting to sort out conflicting resources claims among competing people has been a typical "Western" figure, sometimes hero, sometimes goat. One of the early Colorado mining districts, when the state opened to substantial settlement only 130 years ago, passed a rule that "no lawyer shall be permitted to practice law in any court in the district under a penalty of not more than fifty nor less than twenty-five lashes and shall be forever banished from the district." So much for professional popularity!

Emotional exasperation, at best, and violence, at worst, when the legal process intrudes into natural resources distribution, is a basic theme of Western American history. For many Westerners still see those resources as being most appropriately allocated from on High to the first comer, the devil take the hindmost. This emotionalism is one of the factors making the natural resources/environmental practice of the "law out West" exciting and contentious. It has certainly been one of the most colorful and constantly changing areas of Holland & Hart's practice, and one of the main engines of its significant regional expansion.

'Emotional exasperation, at best, and violence, at worst, when the legal process intrudes into natural resources distribution, is a basic theme of Western American history.'

HOLLAND & HART'S ROCKY MOUNTAIN FEBVER

For the last decade, Denver's 202-lawyer Holland & Hart has followed a simple growth strategy: Go where everyone else isn't. The result is outposts in such far-flung places as Billings, Cheyenne, and Boise. By Mitchell Pacelle



Partner Frank Morison (left) and firm chairman William McClearn

Cheyenne, born in 1867 as a railroad town in Wyoming's windswept high plains, has never been a bustling metropolis. Although Cheyenne is the state capital, its population is under 60,000, its tallest building rises just eight stories, and its biggest law firm numbers ten lawyers.

It's not exactly the kind of town that white-shoe lawyers pass through often. Which is exactly why Denver's 202-lawyer Holland & Hart decided to hang its shingle there nine years ago and why the firm later spread its tentacles to such out-in-the-middle-of-nowhere places as Billings, Montana, and Boise, Idaho.

To expansionists at Holland & Hart, these three Rocky Mountain cities were ripe for the picking: All are business centers for entire states, yet none had law firms big enough to provide the specialists needed by the major national companies with operations there. As such, they became key targets for one of the least orthodox branching schemes hatched by a major firm.

Holland & Hart began to branch into the frontier in 1978, sweeping into insular legal communities and recruiting local lawyers to open shop. The design, explains partner Warren Tomlinson, was "to have offices up and down the spine of the Rocky Mountains in places where there are more sheep and cattle than lawyers."

In less than a decade, Holland & Hart laid claim to an enormous stretch of the sparsely populated but natural resource-rich Rocky Mountains, becoming that region's equivalent of Chi-

Right Holland & Hart regional expansion received national legal notice.

Mitchell Pacelle is a Senior Reporter for the American Lawyer. This article is reprinted with permission from the May, 1987 issue of the American Lawyer.

In May, 1987, national legal attention was drawn to Holland & Hart's expansion into the Rocky Mountain Region. *American Lawyer* magazine ran a several-page spread on the firm's establishment of offices in Montana, Idaho, Wyoming, and at several Colorado locations along the Front Range and across the Continental Divide of the Rocky Mountains in Colorado. "In less than a decade," *American Lawyer* reported, "Holland & Hart laid claim to an enormous stretch of sparsely populated but natural resource-rich Rocky Mountains, becoming that region's equivalent of Chicago's global Baker & McKenzie."

'...the firm's design was "to have more offices up and down the spine of the Rocky Mountains in places where there are more sheep and cattle than lawyers."'

"To expansionists at Holland & Hart, these three Rocky Mountain cities (Cheyenne, Wyoming, Boise, Idaho, and Billings, Montana) are business centers for entire states, yet none had specialists needed by the major national companies with operations there. As such, they became key targets for one of the least orthodox branching schemes hatched by a major firm," or so it seemed to the magazine's national legal reporter. The article was headlined, "HOLLAND & HART'S ROCKY MOUNTAIN FEVER" and the subhead ascribed a "simple growth strategy: Go where everyone else isn't." It said that the firm "began to branch into the frontier in 1978," and quoted one-time managing partner Warren Tomlinson as saying the firm's design was "to have offices up and down the spine of the Rocky Mountains in places where there are more sheep and cattle than lawyers."

This vision of the firm's having come "into the frontier" latterly, and of its regional partners and associates camping amid the moos and baas of a beastly clientele, was somewhat colored by the Eastern writer's awe at the geographic spread of H&H. But the article did suggest the uniquely Western character of the firm's practice, especially the distances between lawyers, the natural resources base of much of their practice, and the entrepreneurial and individualistic instincts of the firm. It had indeed grown in the proverbial wide open spaces where clients were few and far between, at least as compared with the legal markets in more populated sections of the country. By 1987, Holland & Hart, in addition to downtown Denver, had Colorado offices in Aspen, Southeast Denver, and Colorado Springs; in Washington, D.C.; and in Billings, Montana; Boise, Idaho; and Cheyenne, Wyoming. Of the firm's 202 lawyers at that point, 79 were patrolling these new forts, with the support troops appropriate to full-fledged legal offices. In two cases H&H had combined with old and highly respected local firms (Boise and Colorado Springs), and in the others had set up shop from scratch.

But regardless of the first relationships, H&H from the beginning anticipated that the regional units were to be fully integrated with the Denver firm. This unity was to be reflected in management, communication, shared responsibility and practice, and in finance, compensation and professional status and values. There was to be no divisiveness between the offices in Holland & Hart, and there is none today. This emphasis on equality and unity within the expanding organization stemmed both from the nature of Holland & Hart's West, and from the early practice of the firm.

Most of Denver's business and professional leadership, certainly its attorneys, have understood from its frontier beginnings that the city's effectiveness as a Western regional "capital" is based on the interdependence of the urban center and the mountain and plains communities it serves. This interdependence sprang both from frontier isolation, and from an attitude

of equality in human relationships born of the human needs of the pioneering condition. From the days of the first Gold Rush mining camps and Great Plains homesteaders, the city reached out into the region for business and food, and the region came in for services and supplies. The perimeter of this relationship was constantly enlarging as transportation and communication improved. The human contacts were accentuated by the distance from "civilization" back in "the states."

In the following years, Denver, for various locational and entrepreneurial reasons, grew dramatically into the sole metropolitan center of the Rocky Mountain West and became the headquarters for its major businesses and government agencies. Denver's persistent role as a regional center of federal government activity has been particularly important, because as the main landowner of the West, the "feds" have been major participants in litigated and administered natural resources law. The city also became an early center of financial and professional services to the region, with the concomitant growth of legal ties. By the time of the mid-20th Century when H&H came on the scene, the growth of interstate highways and air transportation had enlarged Denver's circle of business influence to include most of the mountain West, with major emphasis on southern Montana and Idaho, Wyoming, Colorado, and New Mexico, and substantial though somewhat lesser ties to Utah, Arizona, and the western portions of the Dakotas, Nebraska, and Kansas.

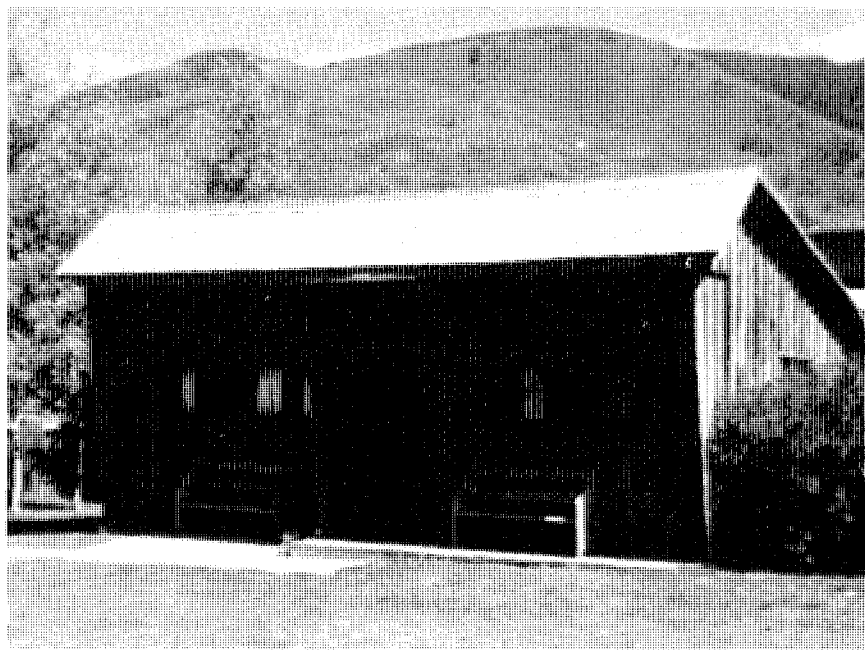
Having grown up in Denver with this regional role so apparent, both Steve Hart and Joe Holland came naturally to the concept of regional law practice. In the state legislature and in other activities they had begun to develop clients throughout Colorado and neighboring states. The firm's early association with the livestock industry brought a steady stream of regional callers to 17th Street from Wyoming and New Mexico as well as Colorado. Soon after the founding of H&H in 1947, clients in the aviation and mining industries navigated the young firm's attention even farther into the hinterland. And the considerable specialization in federal taxation matters formed linkages with hometown attorneys and accountants throughout the West, as well as with the relevant government departments in Denver and Washington, D.C. The wide-ranging personal interest of the early partners as previously described ranged them over the mountains and plains, as did the far-flung natural resources content of many of their legal problems. So the mental seedbed of a broad regional practice was well sown at H&H even before the firm considered combining with firms or establishing offices out of downtown Denver.

The first regional office opened in Aspen, Colorado, in 1965, to serve Aspen Ski Co. and other clients in that mountain mining town which was rapidly becoming a world-class ski, recreation, and cultural center. The new mountain office, with



Above *The Holland & Hart Aspen office in 1988.*

Above right *Holland & Hart's first office in Aspen.*



its ability to hand off complex problems to the Denver corps of specialists, rapidly enlarged its client base among Western Colorado residents and Aspen vacationers from other parts of the country.

By 1986 the office was staffed with six lawyers whose areas of practice included mining, water, residential and commercial real estate including the booming field of condominium law, zoning and subdivision platting, property development, ski safety law and ski company contracts, personal injury liability, and general litigation. The growth of the skiing and mountain recreation and real estate industry in Colorado following World War II was one of the region's most spectacular economic developments, and helped assure the business success of this first H&H "branch."

Nor was the "Aspen Connection" undesirable to the young legal and administrative staff beginning to fill up the floors of the mother office. Not only did the mountain office "export" a lot of specialized business "downtown," some 200 miles away, but it developed in-Denver business from clients who first noticed the firm while enjoying the new-model West of mountain recreation and residence. The founding partners who had used the mountains in their youth almost entirely to get away from town were amazed at the business developed once the town, in a sense, moved more to the mountains. (To list all the lawyers involved in regional offices is impossible. But in mid-1988, Arthur C. Daily was administrative partner in the Aspen office, and other lawyers listed were James B. Boyd, Charles T. Brandt, Arthur B. Ferguson, Jr., James T. Moran, and Thomas J. Todd.)

The next regional office developed in the energy boom that enveloped the mountain West in the 1970's and early 1980's, particularly in oil and coal exploration in Wyoming and Montana. This exploration and development was headquartered in

Denver. The 17th Street office towers surrounding Holland & Hart were filled with “energy” companies; on the top of the Anaconda Tower which was home to H&H, the major oil plays of the era were plotted in the plush Petroleum Club. But as H&H partner Frank Morison saw it from his specialization in natural resources law, the firm could not adequately serve these bigger energy clients, or expand its natural resources practice, if it could not contact them in the field as well as at the urban headquarters. And much of that field was outside both Colorado’s physical and state law boundaries. Against the background of the energy development that was transforming the Denver skyline, Morison, with partners Robert Connery and Kenneth Hubbard, began to talk up the idea of a natural resources network of H&H offices throughout the region.

Right *The Wyoming state capitol in Cheyenne, another H&H “lair.”*



‘We made money from the day we opened the door.’

Morison, with the cautious consent of his Denver partners, first recruited Marilyn Kite, who had handled environmental law for the Wyoming attorney general. She became “of counsel” to H&H in 1978. By 1981, the practice she started in Cheyenne had been incorporated into H&H with Kite as a full partner. “We made money from the day we opened the door,” she told *American Lawyer*, and by 1986 the outpost had eight lawyers and was sending more business into Denver than any other regional office. (Jack Palma II was administrative partner in Cheyenne in mid-1988, practicing with William L. Combs, Patrick R. Day, Edward W. Harris, Marilyn S. Kite, Donald I. Schultz, Marcelle Shoop, Joe M. Teig, Julie E. Trenerry and Lawrence J. Wolfe.)

While the lawyers in Cheyenne primarily practice natural resources law and litigation for resources companies, they have adjusted to the decline of the energy boom in the late 1980s by becoming experts in the sadder skills of economic recession such as bankruptcy and foreclosure. They also enlarged the

Right Office building for the H&H lawyers in Cheyenne, Wyoming.



practice to embrace commercial litigation for other energy-based clients. The Wyoming office services companies interested in all phases of coal, oil, gas, water, and uranium exploration, development, and production; mine and milling operations; water development projects; pipeline interests; real estate acquisition and development; and financial lending.

According to the H&H 1986 resume, the Wyoming team also specializes in monitoring that state's administrative and legislative machinery, especially in the natural resources area. "We assist in preparation of environmental permits, represent clients in litigation involving natural resource interest, in environmental actions and in commercial litigation, prosecute appeals of administrative decisions in both state and federal court, and conduct title examinations including status reports on federal and state mineral leases."

With Cheyenne a success and the boom still booming, H&H opened an office in Washington, D.C. in 1979. The partners felt that H&H couldn't hold itself out to be the dominant firm in the Rocky Mountain region, where the single largest landowner is the federal government, and not have a Washington office. By 1986, the Washington office had developed a substantial practice before such government departments and agencies as the Interior Department, the Department of Energy, the Nuclear Regulatory Commission, and the Environmental Protection Agency, as well as before the federal courts in Washington, D.C. where the actions of those agencies and departments are most often reviewed.

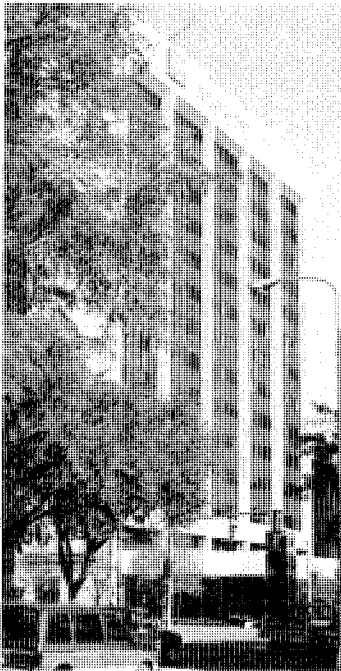
As a sample of the Washington practice, since 1979 the office has serviced, according to the firm resume, a large Midwestern holding company's mining, railroad, and energy subsidiaries

on all aspects of public land and Indian land resource problems; mining and energy companies in federal environmental litigation and administrative proceedings; a large chemical company on federal and Indian mineral leasing problems, environmental permitting and natural gas transportation matters; a major oil company on federal oil and gas leases; a Western state in Colorado River litigation; a large municipal water district on Colorado River and power litigation; a large group of gas utilities on various gas supply and transportation matters; a non-profit association in the field of telecommunications technology; and a major trade association on litigation involving environmental regulation. (Kenneth D. Hubbard was administrative partner in Washington, D.C. on July 1, 1988, with Michael J. Brennan, William F. Demarest, Thomas C. Jones, J. Peter Luedtke, and Adelia Maddox listed as lawyers).

Below Holland & Hart in Washington, D.C., is located at 1001 Pennsylvania Avenue.



As the Washington practice developed, back on the range the Cheyenne success was also encouraging H&H to look to other mountain West expansion. In Montana, the firm turned to Billings attorney Stephen Foster, a former in-house counsel for Anaconda Minerals Co. Anaconda was a longtime H&H client and, historically, a dominant player in Montana's natural-resource-driven history. Foster, in November 1980, became an H&H partner and began to handle what became a flood of land title agreements for major oil companies. As from Cheyenne, work overflowed from Billings to the Denver office.



Above H&H in Billings offices in this building, one of Montana's few "skyscrapers."

Above right Billings, Montana, is a principal business and legal center for the Northern mountain states.



As the Montana practice grew, and as the energy boom waned, an entry in the firm 1986 resume indicates the changing nature of the challenge H&H experienced. Far from going under when the energy business slackened, the "branch" branched out. "Much of the work in the Billings office relates to litigation and to banking...the Montana lawyers work on lending and workouts pertaining to commercial, agricultural, and energy loans. Members of the firm do utility work particularly related to electric and natural gas utilities, secured transactions, and general corporate work. The firm does bankruptcy work as well ... (and) employment-related litigation, particularly defense of wrongful termination complaints and other employer-related work. But even with the recent emphasis in litigation and commercial and banking law, natural resources and environmental law still comprise a full measure of the Billings office work."

(In Billings on July 1, 1988, Donald W. Quander was administrative partner, with Michael B. Anderson, Jeanne M. Bender, David Chisholm, Stephen H. Foster, John L. Gallinger, Kyle A. Gray, V. Ann Liechty, Robert A. Lorenz, Paul D. Miller, James M. Ragain, Robert C. Reichert, and Mark D. Safty as attorneys.)



Above The Denver SE office is in this Tech Center building.

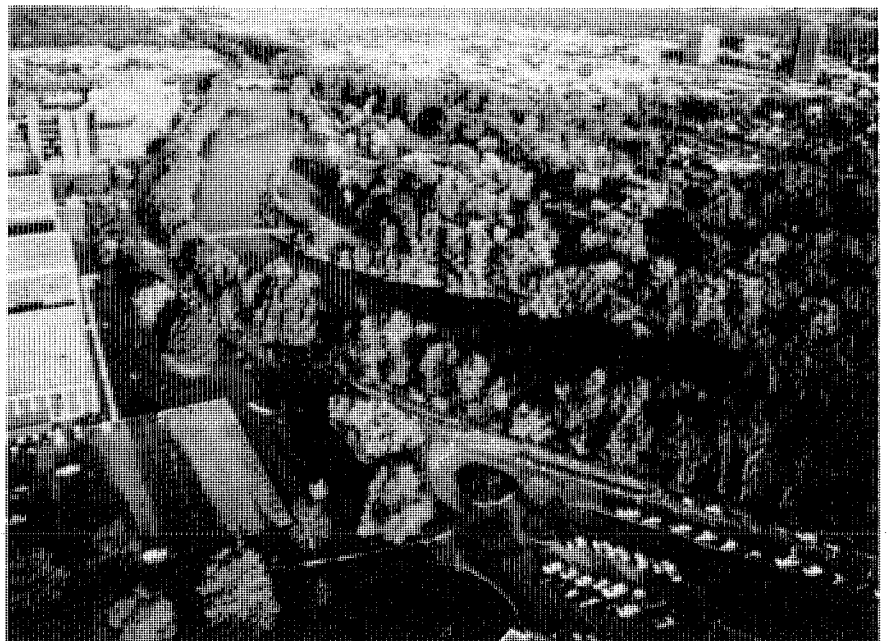
'So seeking another root in the northern mountain states, H&H combined with Boise, Idaho's fifth largest law firm.'

Right Boise, Idaho, is a state capital at the center of a productive mineral and farming region.

While the energy boom was sweeping the region, real estate expansion was creating a similar major business trend in metropolitan Denver. Holland & Hart's sixth office opened in suburban Englewood in 1983, primarily to service a major client, Denver Technological Center. As previously described, the Tech Center was, in effect, becoming a second "downtown" of offices, stores, and residences on the city's southeastern border. By 1986 the Southeast Office had several lawyers handling all types of real estate transactions; some oil, gas, and mineral matters; banking litigation, and a general legal practice. Just as the recreation and energy booms had brought H&H to the mountains and the plains, the urban real estate and population growth carried the firm to the suburbs. (William W. Maywhort was administrative partner of Southeast Denver on July 1, 1988, with Scott S. Barker. Michael S. Beaver, Perry Glantz, Richard M. Koon, Mary D. Metzger, Alan Poe, Robert M. Pomeroy Jr., Elizabeth A. Sharrer, and Jeffrey B. Witt listed as lawyers.)

By 1984, the fervor for expanding Holland & Hart on the basis of expected natural resources, recreation, and real estate work had been cooled temporarily by the so-called "energy recession." But the realization had sunk in that regional legal offices could expand their general practice of law if connected to a metropolitan center of specialization. So seeking another root in the northern mountain states, H&H combined with Boise, Idaho's fifth largest law firm.

This firm, Langroise, Sullivan & Smylie, had been established in Idaho's capital for more than 50 years, and its roots went ever further back into that state's history. The firm's founder, Isaac Newton Sullivan, left Iowa to practice frontier law in Hailey, Idaho, in 1873. About 1885, he was appointed to the territorial Supreme Court, and when Idaho became a state, he moved to the Supreme Court of the new state, serving until 1917.



While Justice Sullivan was on the bench, his son Willis E. Sullivan Sr. began practice in Hailey in 1900, soon joined by a brother, Laverne L. When Willis E. moved his practice to Boise in 1908, he was soon followed by Laverne, but the brothers also maintained the family offices in tiny Hailey for some years. When Justice Sullivan left the bench in 1917, he joined the family practice in the capital.

Willis E. Sullivan Sr. died in 1931, and two years later Laverne was joined in the practice by his son-in-law William H. Langroise, an assistant United States Attorney and graduate of the University of Idaho School of Law. When Willis E. Sullivan Jr. joined the practice with Langroise a few years later, the firm became Langroise & Sullivan.

It was something of a tradition with the firm, stemming from Justice Sullivan in the pioneer days, to look to governmental circles for experienced partners. When a major Idaho political force, former Congressman and U.S. Senator D. Worth Clark, left Congress, he joined the firm in 1944, its name becoming Langroise, Clark & Sullivan. Clark's son-in-law, Frank Church, joined in 1950 and practiced until his election to the U.S. Senate in 1956. (Church served until 1980 and died in 1984.) Edith Miller Klein, still with the firm, joined in 1957. She served in the Idaho legislature as both a representative and a senator for 20 years. Idaho District Court Judge Alfred C. Hagan, now a U.S. Bankruptcy Judge, was a firm partner from 1977 to 1984.

This historic relationship with Idaho government was capped in 1967 when retiring twelve-year Governor E. Smylie joined the practice, the firm becoming Langroise, Clark, Sullivan & Smylie. The Clark name was dropped a few years later, the Senator having moved to Los Angeles where he died in 1955. Smylie retired in 1980 and Langroise died in 1981, so that by the time of the 1984 combination with H&H, Willis E. Sullivan Jr., was the remaining name partner to become of counsel and senior member of the new firm — Holland & Hart, Langroise, Sullivan.

Right *Idaho's tallest building houses Holland & Hart, Langroise, Sullivan.*



When the Sullivan brothers began practice in Hailey, they built a three-room frame office which they kept until the 1950's. When Willis E. Sullivan set up the Boise Branch of the firm it was in the Boise City National Bank Building, now known as the Old Simplot Building, at the corner of 8th and Idaho Streets. About 1958, the firm moved to the McCarty Building at the corner of 9th and Idaho Streets, and in 1965 back to the Old Simplot Building. In 1978, the law offices were moved to the Idaho First Plaza Building at the corner of Main and Capitol Boulevard. This was a new building just constructed by the Idaho First National Bank, the tallest building in Idaho, and since the merger with Holland & Hart, firm office space has doubled.

“When we started Boise was a small town — 35,000 people” — Willis E. Sullivan, Jr., said in a 1986 interview. “It was very non-industrial. Then over the years we had these large corporations who had their general offices here — Albertsons, Boise Cascade, Hewlett Packard, Morrison Knudsen and Oreida. Consequently, because of their stature and importance, the quality of litigation has increased in volume and in importance...instead of just divorces and real estate contracts and some wills and trusts. We've got at least four firms now with well over 30 lawyers...when I was active one firm had four and the rest were two-man firms.”

When Sullivan graduated from Harvard Law School in 1936, the height of the Depression, he returned to Boise to enter the firm with his uncle and William H. Langroise. His Republican grandfather, the Justice, was still holding down an office, and arguing with the Democratic lawyers across the street. The firm had a general practice — practically no firm in those days specialized — “one of the best clients we had was Joe Albertson (of the regional grocery chain). We were Albertson's first attorneys and we set up his original partnership with L.S. Skaggs. We represented Albertson's for quite a few years and we represented Safeway Stores for awhile.” Other early clients were the Talache Mines and the Saw Tooth Co., Continental Life and Accident Co., and Idaho Candy Co.

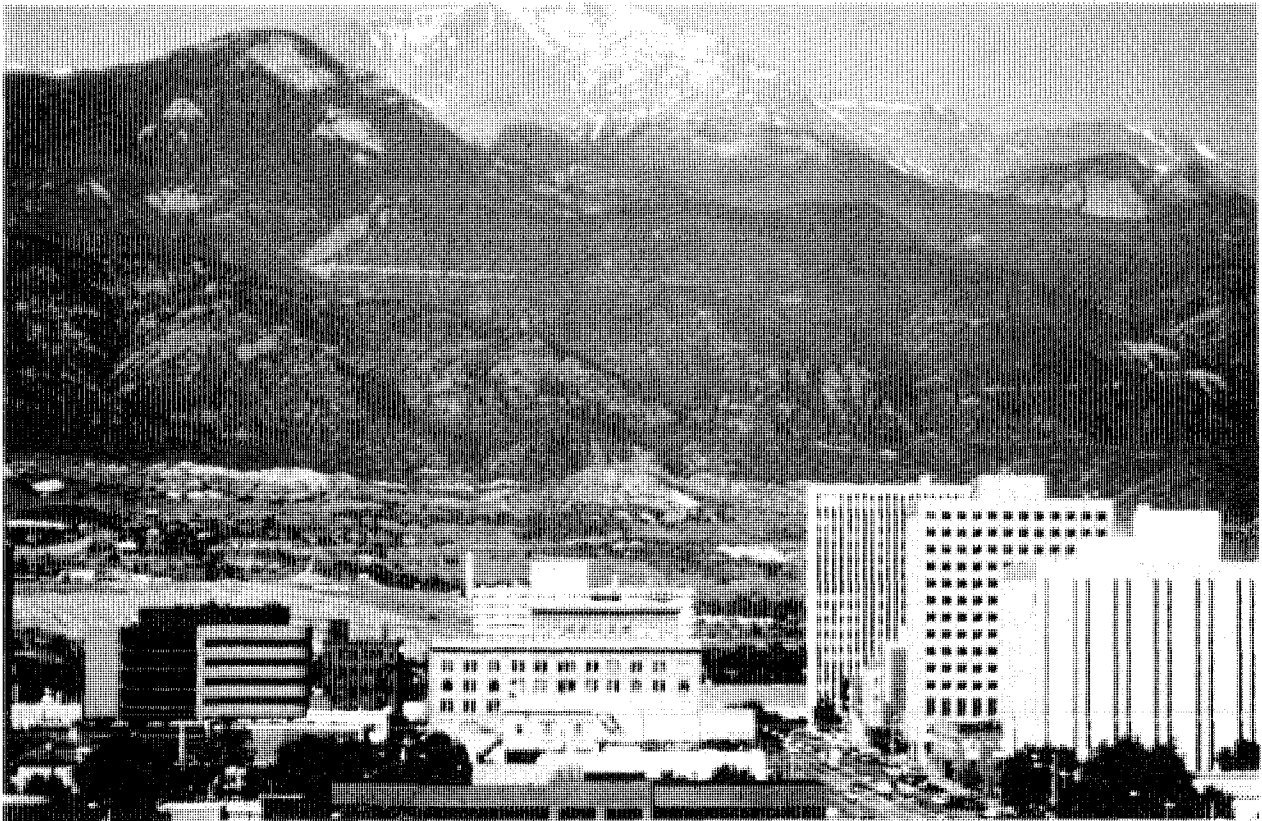
Primarily a commercial law firm, by the mid-1980's Langroise, Sullivan & Smylie was looking for a combination with a bigger practice that “knew the West” and offered specialized services not available locally. In the ensuing combination, H&H was not only seeking natural resources work but an Idaho outlet for the other legal specialties developed in Denver. Now practicing as Holland & Hart, Langroise, Sullivan, the firm is known for special expertise in financial law, and for litigation in areas of medical malpractice, product liability, and commercial litigation. The Idaho firm in mid-1988 had 19 lawyers prepared to represent clients in all tort areas with particular emphasis on personal injury and product liability claims, in all facets of bankruptcy and similar proceedings relating to loan workouts

and restructures, and in business and estate planning. (In mid-1988, Walter H. Bithell was the administrative partner. Lawyers listed were Steven B. Andersen, Walter H. Bithell, Robert Burns, Sheila Bush, Thomas E. Carlock, Debra K. Ellers, Kimball D. Gourley, Brian R. Hanson, Dana Hoffstedder, Edith Miller Klein, David W. Knotts, J. Frederick Mack, Steve L. Olsen, Larry E. Prince, Willis E. Sullivan, John C. Ward, and Daniel Williams.)

Colorado Springs, a city of 270,000 in 1986, seventy miles south of Denver, had law firms with problems similar to those in Boise. Several of its leading firms felt they were not big enough to provide the specialization that modern communications were bringing clients to demand. Spurgeon, Haney & Howbert was the largest firm in the Springs with 22 lawyers, but was losing work to Denver because of the expertise lacking in fields such as water, hazardous waste, and environmental law. For its part, H&H was looking for a regional expansion to the Springs which was becoming a booming center for high technology and space-related businesses. The steady increase of federal investment in Western defense facilities, especially in the space field associated with Colorado Springs and its North American Air Defense Command (NORAD), had given Colorado a major position in a new kind of "high tech" economic development, the "space industry." And H&H, as always, wanted to be out ahead on the newer economic trails, as well as to stabilize its position in the Colorado Springs economy.

Below *Pikes Peak, the backdrop for the H&H practice in Colorado Springs.*

So a combination on July 1, 1986, joined Holland & Hart to a firm with deep roots in the history of the Pikes Peak area.



Irving Howbert's great-grandfather had come to the Colorado Springs area in 1860 when it was "nothing but buffalo grass." In a 1986 interview, Howbert recalled that his great-grandfather was a Methodist minister who made the rounds of South Park around the mining camp of Fairplay. His son, Howbert's grandfather, was an early clerk and recorder of Colorado Springs who acquired much of the townsite for the city when General William Jackson Palmer of the Denver Rio Grande R.R. decided he wanted to start the town as a railroad stop and health spa. The grandfather was into mining at Leadville, an organizer of the First National Bank of Colorado Springs (an account the firm still maintains), a builder of a "Short Line" railroad into the Cripple Creek gold fields, and a longtime trustee of Colorado College. His son William was briefly a lawyer and then the longtime president of the First National Bank.

William H. Spurgeon moved to Colorado at the turn of the century, practiced in Cripple Creek until fire destroyed that mining camp. He then moved down to the Springs in 1902 to practice until 1942, the latter part of that period with his son Robert L., the now-deceased partner in the firm that combined with H&H.

J. Donald Haney's father, John, came to Colorado Springs in 1915, ill with tuberculosis, but survived to enjoy a long practice, much of it in close association with the First National Bank headed by his friend, William I. Howbert. The older John Haney practiced with his son J. Donald and a brother William Q., now deceased. Don Haney graduated from the University of Colorado Law School in 1937, and the Haney firm was joined by Irving Howbert when he came back from Yale Law School and wartime service. So the three Haney's and Howbert were practicing together by the time that Holland & Hart was formed. As Don Haney points out, "The four of us had sort of a God-given joy of trusting each other more than we trusted ourselves, and that's a pretty happy way to practice!" In a few years they added Byron Akers, an experienced trial lawyer, to the firm.

Meanwhile the Spurgeon legal root had come down to present times through various combinations, ending in Spurgeon, Aman & Hanes. This firm combined with Haney, Howbert & Akers in 1976, ten years before H&H entered the picture. The First National Bank, Colorado College, Fountain Valley School, Holly Sugar Co., and Pikes Peak Broadcasting Co. were among the clients the firm had enjoyed over the years. (On July 1, 1988, Ronald A. Lehmann was administrative partner of the Colorado Springs office, with these attorneys listed: Byron L. Akers Jr., William R. Aman, Christine M. Arguello, William K. Brown, Bruce T. Buell, Gary R. Burghart, Teresa A. Burkett, Craig Cain, James B. Day, Sari S. Escovitz, Edward H. Flitton, III, Jack W. Foutch, Richard W. Hanes, J. Donald Haney, Irving Howbert, Roger Hunt, Thomas J. Hurley, Randolph M. Karsh, Rhonda Knox, Ronald A. Lehmann, Rick Paul Lopez, Ronald M. Martin, Raymond P. Micklewright, Todd W. Miller and Timothy J.

'The four of us had sort of a God-given joy of trusting each other more than we trusted ourselves, and that's a pretty happy way to practice!'



Above *The Colorado Springs H&H office in Palmer Center.*



Above right *Colorado Springs lawyers look out on Cheyenne Mountain.*

Schultz.) Bruce T. Buell, a longtime H&H partner, moved to the Springs in 1986 for an initial stint as administrative partner of the new combination to provide linkage to the Denver system. H. Gregory Austin was an H&H Denver partner instrumental in negotiating the combination.

Spurgeon, Haney & Howbert's areas of practice included real estate, commercial and general litigation, securities, estate administration, estate planning, federal and state taxation, aviation, banking, corporate, health care, anti-trust, commercial, patent, copyright, trademark, municipal financing, syndications, creditors' rights in bankruptcy, foreclosures, government contracts, international law, labor and employee relations. At the time of the H&H entry into Colorado Springs, that city was bolstered by continuing defense expenditures and was not as actively affected by the recession of the early 80's as were the other H&H regional locations. In the late 80's, the area's real estate development went into recession, but overall H&H was well established at both ends of the megalopolitan strip along the Front Range of the Colorado Rockies, an urban complex which was going to become increasingly integrated in business and legal activity.

As H&H prospered as the region's foremost regional legal network, other regional offices were discussed at MCOM in Denver, with Albuquerque, N.M.; Salt Lake City, Utah; and Reno, Nevada, most often mentioned. "I don't think we're at the end of the line yet," managing partner Pete Lindsay told *American Lawyer* in 1986. But by the 40th birthday milestone, H&H was still digesting its rapid regional growth without pushing further projects. Given the commitment of H&H to a fully integrated firm, there were innovative management skills to be developed in uniting legal practices in widely varying economic markets at far-flung distances from their administrative center.

Some of the problems, inherent in the "Greek democracy" nature of a large law firm of equal partner-owners, are indicated in the 1985 Blakeslee Report to the H&H Long Range Planning Committee. Blakeslee interviewed a vast percentage of H&H personnel in both Denver and the outposts. At that time, more than a quarter of H&H partners in Denver clearly believed the branch office concept was a mistake. But, then, more than a quarter clearly believed it appropriate! The rest of the partners clearly were of divided mind. The "Greek democracy" was in working order.

Some of the opinions: "If we want to be the premier firm in the Rocky Mountain Region we need to have branch offices." On the other hand, "The branch offices have changed the nature of the firm. We have complete strangers in the room now." On the one hand, "I think there's real value to the branches. That's good business practice where we can utilize several places simultaneously." Or, "The branch office thing is a mess, very confused. I have branch office partners I don't even know. Friends outside the office told me about some of the mergers and offices before I knew." Etc.

Out of Denver at the regional offices, partner opinions had their own tone, as reported by Blakeslee. More than a quarter believed the affiliation with H&H gave them a competitive edge because of the potential use of attorneys in specialized areas. But about the same number found it difficult to use Denver resources because of a lack of knowledge of the Denver attorneys, and vice versa. And because they feared they would have to charge their clients "Denver rates." A majority of the branch partners thought that Denver administrative and personnel help should be offered only when requested by the branches; that the branches were more aggressive in business development, "rainmaking," than Denver; that Denver spent too much of the partners' pot on administrative overhead; and that if a branch boosted an associate for partnership he should be approved whatever the Denver evaluation. "The majority of partners feel they could be making more money somewhere else but cite their belief in the success of the branch office system in the long term as the reason for continued alliance."

Blakeslee made several recommendations about management practice to confront the branch problems, many of which have been successfully adopted. For example, the list of obligations of a branch office administrative manager addresses the communication problems typical of any organization trying to administer against a background of such distances and of differing community backgrounds. The branch manager must coordinate administrative staff; feedback information from Denver to all members of the branch; participate in central budget planning; recruit for the branch using H&H standards; track associate development; assess all attorney performance on a quarterly basis; determine branch associate qualifications for

partnership; coordinate staffing on client projects; feedback important information to Denver; and meet continuously with Denver department heads to encourage cross-utilization of talent.

Added to the kinds of management communication problems these items suggest, H&H was determined not to treat branches as separate profit centers but as integral parts of the overall firm financial system. This determination was based both on the firm's persistent insistence on equal treatment for all who bore the H&H banner, and on a pragmatic conclusion that only equality in financial reward would keep business flowing back and forth between Denver and the branches. If a Boise attorney was to be compensated solely on the basis of the volume and profits of the Boise office, for example, his enthusiasm might flag for sending work to Denver. Equal incentive for the maximum cross-utilization of talent was the key to the H&H concept of a unified network. As *American Lawyer* reported in 1987, "with partners scattered from Montana to D.C., the procedure for setting partnership compensation also became problematic." The traditional partner review of billing data and then full-partnership vote on shares weakened under the lack of acquaintance engendered by regional unfamiliarity. Even in the early Aspen office there was feeling that the branch partners were being overlooked by their Denver brethren.

The upshot was that for this and other reasons, H&H in the mid-80's turned the compensation problem over to MCOM which now decides the historically delicate matter after consulting a compensation committee. Both MCOM and the compensation committee must have branch office representation. Although the billing rates in the outposts are lower than those in Denver by about 30 per cent, overhead is also much lower. Consequently, while revenue per branch lawyer doesn't match Denver figures, average profits per partner in the branches do match Denver. Compensation decisions also calculate the greater vulnerability of smaller offices to economic swings, and if a particular office doesn't cover its draw with self-generated business in a particular year, the regional branch is not penalized. The outposts in fact, may vary in profitability, but equal reward on the basis of the overall H&H performance continues the network's strength.

In the early 1980's the regional economy went into a serious recession which emptied a lot of the Denver office towers and put regional firms linked to the energy business, including H&H and its branches, under serious potential strain. By 1984, both associate and partner billable hours had dropped, and in the 1984-85 fiscal years, revenue per lawyer rose only slightly, and *American Lawyer* reported fiscal 1986 average revenue per lawyer as being flat. "We expected the worst," partner Frank Morison told *American Lawyer*. But instead the natural resource lawyers took on the problems of decline as opposed to those

'...Pete Lindsay credited the H&H branch offices with anticipating the energy recession before Denver, and helping set the whole firm's pace at adapting to the new business problems.'

'As we expanded we have operated under the assumption that the phrase "they're just like us" was the best kind of glue to make the combinations stick...'

of growth. Also there was a dramatic surge of work on pollution, toxic waste, and other forms of environmental law. Managing Partner Pete Lindsay credited the H&H branch offices with anticipating the energy recession before Denver, and with helping set the whole firm's pace at adapting to the new business problems. In the Cheyenne office, for example, where in the beginning natural resources work was 75 percent of volume, by 1987 almost 70 percent was from commercial work and bankruptcy and other litigation. The Billings office made a similar shift, and the Southeast Denver suburban office, as real estate slowed, took over handling insurance defense work generated by other H&H units. The pluses of networking as envisioned by the expansion enthusiasts at H&H were proving out.

As 1988 passed, not only were the firm's overall revenues increasing in the face of the energy "bust," but the branch offices were exceeding projected revenues, and a few were producing higher average profits per partner than Denver. Although the growth of H&H was undeniably depressing short-run profits in favor of long-run investment, H&H partners were increasingly confident that their risk in regional expansion was adding to the long-run strength of the firm. And the adaptability of the smaller, flexible branches in surviving the worst of the energy recession had made a major contribution to that confidence.

"This firm is going to move into the 1990s as a multi-office firm providing legal services throughout our region," MCOM chairman Bill McClearn assured the 40th birthday congregation. "The Holland & Hart tradition has grown beyond the confines of Denver's 17th Street. Many of us have been here long enough to remember very well what it felt like to do innovative things other firms weren't willing to do. And," McClearn emphasized, "the firm's 'Statement of Principles' poses a special challenge because of the regional expansion. As we grow it will be more difficult to achieve what we have set forth for ourselves in those Principles — the last of them in particular calls for each of us, individually and as part of our own departments, practice areas, and REGIONAL OFFICES [emphasis added], to give one another our unstinting support, encouragement, and sustenance. We must continue to support whole heartedly the spirit of common good, decency and cooperation that has been, and certainly still is, the spirit of this fine law firm."

In March 1987, McClearn wrote in the "Manager's Notebook" section of the magazine *American Lawyer* about Holland & Hart's "Rocky Mountain Network." In staffing H&H regional offices "We chose lawyers with background and experience in the geographic area they were to serve and with business styles and personalities that matched our own. As we expanded we have operated under the assumption that the phrase 'they're just like us' was the best kind of glue to make the combinations

stick...As the network took shape, we confronted and discarded the option of a home office surrounded by branch offices. It made no sense to assume that a lawyer in Aspen, Colorado, was any less a part of the firm's overall efforts than a lawyer on Denver's Seventeenth Street. Our clients' needs demanded that we provide the services of any and all of our attorneys through each office."

McClern noted a single computer system links all offices, with lawyers at remote locations able to work simultaneously on the same document. Regional representatives have been added to the permanent management bodies and task forces, regionwide practice groups bring the lawyers together on specialty problems, all partners gather at the annual two-day partners' meeting, firmwide memos are distributed simultaneously in all offices, travel between offices is not only condoned, but encouraged, and an ongoing firm committee constantly monitors the network's integration.

Thus, by its 40th year, Holland & Hart had put in place a network of legal services that occupied some 200 lawyers and 300 supporting staff in eight offices. In Colorado, Wyoming, Montana, Idaho, and in Washington, D.C., H&H had taken its peculiarly "Western" practice into the field. If Holland & Hart had caught Rocky Mountain "fever" during these mountain West boom years, the results had been a corporate body with a significantly enlarged practice and a much more dominantly visible presence in the region. And the regional extensions had resulted in a firm more alert to economic developments, witness the early adaptation to the energy recession. The firm was also strengthened by closer monitoring of legal and political change in Wyoming, Montana, and Idaho. The law in several states of the region was becoming more rather than less differentiated, especially in the natural resources and government regulation areas. The growing importance of state government legal work was linked to the shifting priorities of the federal government during the Reagan years.

Yet a number of the other major Denver law firms did not choose the regional office approach to practice, yielding the conclusion that there was indeed something different in the basic philosophy and experience of the H&H senior partners that was the seedbed of the rather radical expansion. Holland & Hart had developed a base of clients with operations throughout the region. It had become involved in natural resources, real estate, and commercial specialties that easily, in the circumstances of the West, leaped geographic boundaries. But these things were also true of some of its competitors.

Perhaps the crucial difference lay in the human backgrounds of the founding partners. Steve Hart, whose great-grandfather had witnessed the joining of the first transcontinental railroad, and who had climbed most every peak in the West. Joe Holland, whose early clients were mining corporations and fledgling

'By nature their response to such radical suggestions was "why not," rather than "where's that?"'

airlines to whom state boundaries were meaningless. Jerry Hart had ranged over the intellectual map of the region. Bill Embree and Pete Dominick had first been attracted to the whole West as a region and had settled in Denver more as a base camp than as an enclosure. These men had always seen the West as a whole, and they sought out clients in its more remote crannies. Thus the founders were natural allies of younger partners who in later years suggested expansion to Wyoming, Montana, or Idaho. By nature their response to such radical suggestions was "why not," rather than "where's that?"



7

The Firm and The Community

'...this firm has a special obligation to participate in public service activities without expectation of compensation and we expect each lawyer to accept and act upon that principle.'

Left Many of the H&H early experiences in legislature representation took place at the Colorado capitol. Joe Holland, Steve Hart and Peter Dominick served here.

“We accept as a guiding principle,” Holland & Hart stresses in its Statement of Principles, “that this firm has a special obligation to participate in public service activities without expectation of compensation and we expect each lawyer to accept and act upon that principle.” That the firm had lived up to this principle was attested in October of 1988, when it received the Colorado Bar Association’s prestigious “Pro Bono Award.”

This emphasis on pro bono legal services and community involvement had its roots in the early experience of the firm founders. They had strong family ties to community affairs, several had served in public office, and around them a population of newcomers and new firm members was flooding in. The founding group was convinced its members were not going to be or become rounded as lawyers or human beings, nor would they be in touch with the rapidly changing Denver and Rocky Mountain West, unless community life was a part of their life. This insistence on community involvement was an integral, if sometimes subconscious, strand in the H&H ethic from the start.

Within H&H over the ensuing years, the record amply demonstrates that community obligation has been paid much more than lip service. The archives are jammed with examples of political and other public and professional activities, and of numerous pro bono publico legal services rendered to individuals and organizations.

An overview of this record must begin with the fact that early firm members were much interested in politics. Both Joe Holland and Steve Hart served in the state legislature. Of the younger lawyers, Pete Dominick’s career took him from the Cherry Hills Village Council to the U.S. Senate. Bob Davison was a longtime Mayor of Cherry Hills Village. Phil Danielson was an elected regent of the University of Colorado, and died with his political boots on after suffering a heart attack on the floor of the 1968 Democratic National Convention. John Castellano was chairman of the Denver Democratic Party at one point. The formidable Margaret Marquis, first staff queen of administration, had been a Congressional secretary in Washington. And many of the other firm members were and are active in politics, the heart-beat of community service.

Steve Hart considered his legislative experience, and that

‘...he had to choose “between either going into politics as a lifetime profession or sticking to the law full-time...maybe I could have been elected but I chose the other road”.’

of Holland and Dominick, the “nub of the very significant element of public service that Holland & Hart started out with.” He was proud of his achievements in rewriting inheritance taxation laws and in controlling small loan companies. He was proud of the fact that he polled more votes on the Denver Democratic ticket for the State Senate in 1940 than FDR. And he credited this legislative service with the wide statewide and regional acquaintance which brought the young firm clients.

Toward the end of his legislative career, “Big Ed” Johnson, the Democratic “boss” of then Colorado, discussed with Hart the possibility of his running for the U.S. Senate, but Steve felt he had to choose “between either going into politics as a lifetime profession or sticking to the law fulltime...maybe I could have been elected but I chose the other road.” At any rate, the future H&H attitude toward community involvement had its genesis in those bygone legislative days.

As H&H combined with other firms it inherited their traditions, too. For example, the Boise firm of Langroise, Sullivan, and Smylie had former Governor Smylie of Idaho and U.S. Senator Frank Church as early partners. Stephen Foster of the Billings, Montana office came to H&H from a post as General Counsel to the Anaconda Co. with its long history of Western political activity. Members of the Colorado Springs firm which combined with Holland & Hart had been active in El Paso County affairs.

In Jerry Hart, H&H had an unusual role model for community involvement, remembering that the world and nation were increasingly integrated parts of these Western communities, too. His activities literally ranged the globe. As president of the American Alpine Club, he negotiated with the Russians for reciprocal mountain climbing rights long before cultural contacts were the norm of the “Cold War.” As an intimate counsellor to the growing Western scientific community, he knew the fathers of nuclear energy and became counsel to the University Corporation for Atmospheric Research in Boulder. At the center of Harvard University Alumni activities for a number of years, he developed a wide acquaintance throughout the country and did much to remind H&H that it functioned on the national stage.

From these early stimuli toward community participation and public affairs, and as the firm’s practice and human population grew, custom and habit developed into strong formal policy. Holland & Hart’s 1987 “Public Service/Pro Bono Publico Policy and Procedure” is the latest of many expressions of this firm interest and intent. It states that the firm “expects both associates and partners to donate a portion of their time and professional services to worthy public interest activities.” Recognizing that selection of these activities must be left to the voluntary choice of the individual lawyer, nevertheless the policy makes clear “the partnership believes that the undertaking

of such activities is an essential element of every attorney's professional responsibility."

In defining Public Service/Pro Bono Publico activities, H&H said such definition should be "expansive" in scope, and involve "any activity that falls within traditional notions of charitable, civic, or educational endeavors and that is of recognizable benefit to indigent individuals, to the community at large, or to a recognized group within the community." In screening public service projects, factors considered would be "does the work involve legal work or does it involve work of a more general nature; is the client indigent; is the client a civic, professional, political, charitable, or educational organization; does the work contribute to the general public welfare; will the work inure to the benefit of the firm; what is the degree of professional or personal responsibility required to do the work?"

"The firm," the policy stated, "expects that over an appropriate time period, each attorney will undertake to perform public service/pro bono publico work of a significant nature, i.e., between 5-20% of the total hours expectancy for three years over a rolling three-year period. Each attorney's efforts...will be evaluated over a three-year time span and shall be considered in the compensation review process."

The firm established a Public Service Committee to screen potential projects in the same manner as other involvements of the firm, to deal with the overall balance of such work in the practice, and to sort out the inevitable conflict of interest problems. In the policy statement, the public service/pro bono screeners are instructed to reach out to the community to generate activity "which will be stimulating, will enhance the professional competence of the individual lawyer doing the work, and will contribute to development of areas of public service/pro bono expertise within the firm."

In evaluating pro bono assignments, the firm should weigh them on the same basis as its compensated cases (except for profitability) as regards conflicts of interest or effects on client relations. But, the policy makes clear, the firm feels a professional responsibility to accept unpopular or unremunerative work if the legal need is evident. "Conflicts of a sort not directly prohibited by the Code of Professional Responsibility, such as economic or 'client relations' conflicts, shall be carefully weighed against a lawyer's professional responsibility to accept unpopular and unremunerative work. Advocacy and representation are the touchstone of our profession."

Once accepted, the H&H attitude is that pro bono work "shall be conducted on the same basis as fully compensated work, and the client's needs, rather than the anticipated remuneration, shall be the criterion in setting priorities..."

In the general definition of pro bono activity, each H&H lawyer is permitted wide individual choice within the constraints of the firm screening process, and acceptance of par-

ticular PS/PBP assignments is voluntary. However, the firm urges entry into civic activities where lawyers “historically have contributed so much for the public good. At one time our profession was preeminent in this area. Its effectiveness has been eroded. We should help restore our preeminence.”

To carry out these policies, the Public Service Committee adopted the following objectives in 1987-88:

....To facilitate public service activities by seeking out opportunities, serving as a clearing house for them, striving for 100% participation by H&H attorneys, and organizing in-house seminars to develop expertise in domestic relations, bankruptcy and other areas of pro bono work.

....To inventory public service activity within H&H, to monitor its performance and time commitments, and by a periodic newsletter to inform all H&H members of the firm's progress.

....To encourage legal assistants and administrative staff to participate.

....To reward extraordinary effort by special recognition ceremonies and other appropriate means.

....To enhance community awareness of the Holland & Hart commitment to public service.

In a firm of more than 200 lawyers whose individualism is respected as a firm hallmark, and of several offices serving communities of varying needs and cultures, these pro bono and community service standards obviously have had to be applied diversely. But that they have been applied generously over the years is evident from the record of the landmark pro bono cases Holland & Hart has litigated, and from the numerous lists of more general pro bono, civic, and professional activities recorded by firm members in 40 years. The following examples have been selected for their general interest and to indicate the breadth of the involvements; they can, by no means, summarize in the full the total H&H commitment to the community.

One of the longest and most prominent pro bono cases Holland & Hart undertook was *Keyes v. School District No. 1*, Denver, Colorado. This turned out to be a key legal contribution to desegregation of the nation's schools in the northern United States. In the turbulent and emotional civil rights climate of the 1960's and 1970's, H&H advocacy in the desegregation case had an uplifting effect on many client eyebrows, but the firm persevered, and is still involved in tail-ends of the case to this day.

As recalled by H&H partner Gordon Greiner, who became the firm's first chair in the case, the pressure on the Denver School Board to stop “studying” the matter and integrate the city's schools was substantial after the assassination of Dr. Martin Luther King in 1968. The Denver Black community was fed up with low scores of its children in achievement tests and

the liberal white community was anxious for Denver to be a role model of harmonious integration. The School Board finally offered a plan, as Greiner recalls it, "for mandatory reassignment to integrate (by busing) a very limited number of elementary, junior, and senior high schools in the fall of 1969." This plan was adopted by a 5-2 pro-busing School Board majority, which majority was eventually turned out of office in a heated and polarized election that resulted in a 4-3 anti-busing board.

In the middle of the process, with the forthcoming victory of the anti-busing forces apparent, a group of attorneys and parents, many from the integrated and progressive Denver neighborhood of Park Hill, had been researching the matter. They decided they must sue the School Board as the only way to force desegregation since the political process was looking distinctly unfruitful to their aims. In this group were H&H attorneys Bob Connery and several H&H alumni, Craig Barnes, Ed Kahn, and Larry Treece. They drafted a complaint with two main themes — that Denver had intentionally segregated many of its schools, and that its predominantly minority schools were in fact in violation of Plessy v. Ferguson, the national law, because they offered separate but not equal education.

None of the research group had much trial experience, Greiner remembers, and they sought a litigator who would take the case pro bono. "At a somewhat advanced stage in this process, Bob Connery came knocking on my door and asked if I would be interested. At that time I was a 34-year-old partner with a fair amount of trial experience in complex cases; I was a very conservative Republican living on Lookout Mountain in the foothills suburbs west of Denver; I was very much removed from the civil rights movement, and was used to getting paid for my work." But after wrestling with himself as to his attitudes and adequacy for the job, Greiner agreed. "H&H fully supported the decision, the anti-busers won (the election) by a 3-1 majority, the new Board rescinded the (previous integration) resolutions, and on June 19, 1969, we filed the Keyes case...the rest,

Right *The Denver School integration case was Holland & Hart's largest pro-bono litigation.*

***THE DENVER POST Sunday, Oct. 26, 1973 19

RULING GIVEN TO DENVER SCHOOLS

**Home District Status
of Bused Students Studied**

20 *THE DENVER POST Tues., Dec. 4, 1973

**Denver School Integration
Fight Reopens in Court**

as they say, is history.”

Assessing that history, Greiner lists 22 reported and unreported court decisions stretching from 1969 to 1987, almost half of the firm’s lifetime. In the early ’70’s, Greiner’s local co-counsel, Barnes, retired from the case to run for Congress, to be replaced by James M. Nabrit III from the National Legal Defense Fund. Greiner and Nabrit are still handling remedial aspects of the case as the School Board attempts to dislodge the jurisdiction of the district court. Court supervision of the School Board’s performance had been ordered in the middle of the process to make sure that district-wide desegregation was carried out.

“The major strategic issue,” Greiner records, “was how to achieve district-wide desegregation; we had evidence as to how some of the predominantly-minority schools were created by Board action, but that evidence did not cover even a majority of the predominantly-minority schools. We chose the Plessy theory because the evidence showed that ALL of the predominantly-minority schools were inferior to white schools. But the Supreme Court had never declared de facto segregation illegal, only de jure, intentional segregation.”

“We finally developed the argument that when you can show intentional segregation affecting a substantial number of schools and minority pupils, you are entitled to have all the schools desegregated without having to prove intentional segregation at every school. The Supreme Court accepted this argument, and the Keyes case established a roadmap of how to prove liability in a northern case and get district-wide relief.”

On the human side, the marathon case materially changed Greiner’s life. “I became a liberal Democrat, got involved with civil rights, got divorced, moved off the mountain and into Park Hill, grew a beard and hair to match, and eschewed coats and ties as the firm saw me through my hippy phase. I have a hard time imagining what I would be like today if Connery hadn’t come knocking on my door. Thanks, Bob!”

‘I became a liberal Democrat, got involved with civil rights, got divorced, moved off the mountain and into Park Hill, grew a beard and hair to match, and eschewed coats and ties...’

As urban renewal and sprawl swept over the Denver of the 1970’s, many of the town’s monuments to its relatively youthful past bit the dust. Those interested in preserving the city’s history were distraught but largely ignored as the bulldozers dozed on. A major example of the H&H founders’ faith in community service was Steve Hart’s long-standing linkage to the Colorado Historical Society. He has served as a director, president, chairman, and chairman emeritus of the 100-year-old Society for more than 50 years. During that time this preeminent state cultural institution greatly expanded its membership and the number of its museums around the state, and established a supportive foundation to amplify its activity.

The effort Steve remembers most fondly, because it brought into play his legal abilities as well as management, was the

Right *The D&F Tower, the integrity of which was saved through Steve Hart's efforts as State Historic Preservation Officer.*



preserving of the D&F Tower as Downtown Denver's central landmark. In many ways the Battle of the Tower turned the historic preservation tide in Denver for, thereafter, the establishment of protective districts and procedures became much easier and more widespread.

When Congress enacted the National Historic Preservation Act, Hart was appointed as the state's first Historic Preservation Officer, a volunteer position with the charge to carry out the Act's provisions in Colorado. Steve served for 10 years, and this office brought him into the Tower controversy.

As he recalls, "The old Daniels & Fisher Tower spire had dominated Denver's downtown for many years. The Denver Urban Renewal Authority (DURA) had authorized an external elevator shaft on the Tower, which would not only violate the authenticity of the Tower which had been inspired by the Campanile in St. Mark's Square in Venice, but it would also destroy its symmetrical beauty and charm." (The Tower had been placed on the National Historic Register which meant that its alteration

with the use of federal urban renewal funds had to be approved by the historic preservation authorities, a stricture which the development community did not take seriously until it became personified in the lawyer nicknamed the “Buzzsaw.”)

“Under authority of the national act, I brought suit in Federal District Court in Denver to invalidate the DURA order. After a full hearing, an injunction was issued against the proposed alterations. DURA appealed the case to the Tenth Circuit Court of Appeals, which eventually affirmed the injunction. The result is the continued inspiration of the Tower in authentic form, still the symbol of downtown Denver...” (A number of the younger H&H partners such as Sam Guyton, Joseph Halpern and Jack Englert followed up Steve’s work by service with the

Right *Ramos v. Lamm, a significant H&H pro-bono case, improved prison conditions in Colorado.*

Judge rules maximum security unit illegal

Prison’s maximum security unit is ruled illegal

Colorado Historical Foundation establishing easement procedures to preserve landmarks.)

An example of H&H willingness to give the under-represented full legal advocacy despite social or political position came in *Ramos v. Lamm*. Partner Jim Hartley recalls, “In 1978, prisoners at the Colorado State Penitentiary in Canon City were confined in 35-square-foot cells up to 23 hours a day. The prison had fallen under a “reign of terror” and an environment of tension, anxiety and fear prevailed...there was little prospect for meaningful change.

“In January of 1978, the ACLU of Colorado and the ACLU National Prison Project agreed to represent Fidel Ramos and other prisoners in pursuit of their efforts to reform the prison system. After nearly two years of extensive discovery, the case went to trial in October and November of 1979, and in December, Judge John Kane issued an opinion that ultimately has led to lasting reforms in the Colorado prison system. The maximum security prison has been rebuilt, a hospital/infirmary and medical services overhauled, medical and mental health care subjected to ‘peer review,’ food service improved, and an innovative inmate work and program system was established...finally a legal access system was set up giving prisoners a way to have their grievances presented in court. Results of *Ramos v. Lamm* are still coming in. In the Summer of 1988, the state asked the court for permission to expand prison facilities.”

As lead attorney for the prisoners during the long ordeal, Hartley devoted nearly 3000 pro bono hours to the prisoners, and he believes, “Holland & Hart’s efforts helped provide legal services — and therefore HOPE — where none had existed previously. The dedicated service of Holland & Hart lawyers has

Right Holland & Hart's successful representation of prisoners as cartooned in the press!

Rocky Mountain News - Oct. 18, 1979, Thursday



prompted judicial and legislative reforms which have profoundly improved conditions of confinement in the state's prisons."

An earlier example of the firm's willingness to take on unpopular pro bono battles if legal needs in the community were not being fulfilled was the case of seven citizens who, as Communists, were charged with conspiring against the United States under the Smith Act. This was in an era when defense of "Communists" was inherently suspect in most Denver business and client circles. But Jay Tracey of Holland & Hart, with the firm's full support, did not shrink from becoming one of a panel of 11 lawyers who volunteered and were assigned by the court to represent the defendants. The lawyers devoted most of their time for seven months to the case, to no avail since the defendants were found guilty on some counts. However, after several appeals and as the nation's anti-Red mood subsided, the government dropped the matter without incarceration.

'...he and his fellows were selected from the "largest" firms in Denver, those having eight or more lawyers apiece!'

Tracey recalled that in 1959, he and his fellows were selected from the "largest" firms in Denver, those having eight or more lawyers apiece! When dealing with the defendants who weren't certain they wanted this 17th Street representation, the lead defense attorney, William V. Hodges, told them everyone was going to have to make the best of the situation, and that they, the Communists, should reflect that he, Hodges, disliked the government as much as they did, though for different reasons.

Hodges had been Treasurer of the GOP National Committee under Coolidge! Eventually the Communist defendants wrote H&H and the other firms "Thank You" notes for their help.

Holland & Hart pro bono attorneys have defended ACLU clients in numerous cases, the Public Service Committee reports. These include the defense of an abortion clinic doctor accused of defaming pro-life advocates; the defense of an ROTC instructor dismissed because he publicized an alleged grading scandal; the representation of an ill man who wished to knowingly refuse further medical treatment; and the appeal brought by a homosexual man seeking parental rights to a child born out of wedlock. H&H recently handled a case for the Colorado Lawyers Committee resulting in the Colorado Supreme Court decision, *Branson v. City and County of Denver*, awarding pension benefits to the elderly widow of a Denver firefighter. The firm acted as guardian ad litem in several child abuse cases, and has recently settled with two insurance carriers regarding payment of thousands of dollars in nursing care fees for the severely deformed child of indigent parents.

"Since approximately 1983," the committee reports, "Holland & Hart's Denver office has represented about 300 indigent clients referred by the Denver Bar Association's Thursday Night Bar Program. Each month six or seven cases are sent to H&H for assignment under the direction of John Castellano, a partner, and Steve Choquette, an associate. The caseload involves domestic relations, collection cases, estate matters, personal injury cases, bankruptcy, landlord-tenant disputes, and expungements. Many legal assistants and several legal secretaries have participated in the Pro Se Divorce Clinics and related activities."

In November 1987, the Community Involvement Subcommittee of the Public Service Committee, comprised of both lawyers and administrative staff, voted to adopt the Lennox Senior Residence in North Denver, a home for elderly men and women who do not need a nursing home but who are mostly near the poverty level and have no family in the immediate area. Holiday parties, adoption of residents by H&H people on a one-to-one basis, special trips for residents, and fund-raising for Lennox Home activities are among the H&H efforts. "One of the most satisfying aspects of Holland & Hart's commitment to public service," PSCOM said, "is the fact the effort is firm-wide and not only limited to attorneys."

The desegregation of schools, preservation of historic structures, and improvement of prisons were all functions of the substantial growth in population. Another aspect of that growth was the need for modern public transit, a need that was wrapped in the political and social quarrels of choosing methods and locations for its civic arteries.

John Fleming Kelly didn't quite realize what he was taking



Above The Regional Transportation District, long chaired by H&H attorney John Fleming Kelly, built a spectacular downtown mall.

'Later, as he tells it, he missed an organizational meeting and found himself chairman and, with the late banker Mel Roberts, one of the leading spirits of the new transit agency for the next five years!'

on when he first headed a Chamber of Commerce task force studying the needs of mass transit. He helped steer a bill through the state legislature in 1969, which established a sales-tax-funded Regional Transportation District (RTD), and for his pains ended up as one of RTD's first appointed directors. Later, as he tells it, he missed an organizational meeting and found himself chairman and, with the late banker Mel Roberts, one of the leading spirits of the new transit agency for the next five years! "It was a great contribution to this community on the part of Holland & Hart and good for our public image, but it certainly cut down on the chargeable time for the firm," Kelly remembers.

Kelly also had considerable experience for H&H in legislative lobbying, as counsel for the University Corporation for Atmospheric Research (succeeding Jerry Hart), with the Chamber of Commerce and the Colorado Assn. for Commerce and Industry, and as a leader of numerous civic organizations such as the Central City Opera House Association and the Kent-Denver Country Day School. In all of these activities, he felt the support of the firm was invaluable. In a 1986 interview, Kelly spoke of his "greatest satisfaction" at Holland & Hart. "As I have enjoyed the successes of the practice I have been pleased I have been able to use my talents, including professional skills and training, for the benefit of this community and to do things like the Regional Transportation District (RTD)...I could not have done that without a supportive firm, and I hope that the firm will never forget it should play that kind of a role.

"One of the things I accomplished while I was RTD chairman, and is very important today, is the tax base of RTD funding.

Originally it was going to be property tax. A bunch of us knew that wasn't going to be popular, and that if we could change that to a sales tax base we would have more likelihood of getting approval from the voters...My legislative work at H&H helped me accomplish that change. When the voters in 1973 approved the RTD referendum it was the first time that a major transit financing question had been approved by the voters of a large community on the first ballot."

Another good example of H&H community service is the long career of J. Michael Farley with the Denver Foundation. This community foundation had been organized in the 1920's by a group of Denver banks to form a vehicle for charitable and philanthropic activity. It had public accountability because a number of its trustees were appointed by public officials, but its pocketbook and its charter did not match its aims until the 1980's. Then under Farley's chairmanship its board was enlarged, its charter revised, and thanks to substantial bequests it was able to assume a major role in the community. Farley continues to help develop the foundation which now has almost \$20 million in assets.

Holland & Hart lawyers have been involved in service to the legal profession in many ways. A 1986 list of legal publications by firm members had 167 items. In bar association work, the career of Bill McClearn, who serves on the American Bar Association Board of Governors, is mentioned most often by his colleagues.

"I always had two ideas," McClearn told Eleanor Vincent in 1986. "One, if you are a lawyer, or a doctor, or anything else, you have some responsibility to the profession in which you are making a living. Working on bar association activities just seemed to me the natural thing to do. The second thing was that working in a law firm tends to be insular and there's a lot of fine people and a lot of interesting things to know about out there that you don't learn if you just associate with the people you practice with. So I got interested in bar activities as a young lawyer, not, God knows, with any desire for leadership.

"What happened, and I don't know how, was that I got involved with the Grievance Committee of the Denver Bar Association. That was then a very active committee. It is not now. Ultimately I would up as Chairman...and then was asked on to the Colorado Supreme Court Grievance Committee which was superseding the Bar Association in that kind of work." After a period as chairman of that group, McClearn joined a "guinea pig" group that was running in the first contested election for the presidency of Denver Bar "to open up the process." He won, served in 1977 and '78, and went on to the presidency of the Colorado Bar Association and the national governing position with ABA.

As a random indication of the penetration of H&H lawyers through professional service, the 1987-88 Colorado Bar Associ-

ation Directory listed these H&H people and their committees or sections within CBA:

Gregg Anderson, Chairman-Elect, Patent, Trademark, and Copyright; Christi Arguello, Law Education; Bruce T. Buell, vice-chair Long Range Planning, Political Education; John Castellano, Political Education; Anne J. Castle, Ethics; Steven C. Choquette, Bicentennial; Jack M. Englert, American Citizenship/Law Day; Don Etter, Corporation, Banking, and Business Law; Gregory Eurich, Labor Law; Barbara Gall, Law Education.

Also, Andrew I. Gavil, International Law, Legal Education and Admissions; Sandra Goldman, Labor Law; James J. Gonzales, Labor Law; Harry L. Hobson, Interprofessional Committee; Roger Hunt, Labor Law, Legal Assistance; John M. Husband, Labor Law; Jeff Johnson, Labor Law; Cynthia S. Leap, Environmental Law; Ronald M. Martin, Corporation, Banking, and Business Law; John R. Maxfield, Taxation Law.

Also, Jane Michaels, Vice President of CBA, Budget and Grants; Nancy C. Miller, Ethics; Brian Muldoon, Court Reform; William E. Murane, International Law; Betsy Phelan, Availability of Legal Services; Gregory Piche, Litigation; Timothy M. Rastello, Court Reform; Linda L. Rockwood, Environmental Law; Peter Rudy, Alternatives to Adversary Dispute; Merrilyn Astin Tarlton, Long Range Planning; Russell Weinheimer, American Citizenship/Law Day; Patrick M. Westfeldt, Ethics.

The 1986-87 American Bar Association Directory listed the following offices held by Holland & Hart people:

Bob Connery, Vice Chair, Continuing Legal Education Committee, Natural Resources Law Section; Morey Hecox, Vice Chair, Public Lands and Land Use Committee, Natural Resources Law Section; Bill McClearn, Board of Governors, Board Member, Fund for Justice and Education; Frank Morison, Secretary, Natural Resources Law Section, ABA Advisor, National Conference of Commissioners of Uniform State Laws (Dormant Mineral Interests); William E. Murane, Last Retiring Chairman, Administrative Law Section; Charles Savage, Chair, Oil and Natural Gas Exploration and Production Committee, Natural Resources Law Section; John Shepherd, Vice Chair, Public Lands and Land Use, Natural Resources Law Section; Merrilyn Tarlton, Vice Chair, Marketing Legal Services Committee, Economics of Law Practice Section; Warren Tomlinson, Vice Chair, Economics of Law Practice Section;

*Larry Wolfe, Vice Chair, Water Resources Committee,
Natural Resources Law Section.*

Service of other H&H lawyers to community organizations is recorded in the firm's archives. A glance at the records of some 30 lawyers who took the trouble to answer a questionnaire for this history gives a taste of this H&H linkage to its communities:

Byron Akers – Kiwanis, First Presbyterian Church of Colorado Springs; Michael B. Anderson – Medical-Legal Panel; Greg Austin – Legal Aid Foundation, Children's Hospital, Friends of the Denver Library; David Butler – Graland Country Day School; Bruce Buell – Colorado Lawyer Trust Account Foundation, Presbytery of Denver Trust and Arvada Presbyterian Church, Arvada Historical Society, Jefferson Foundation, Legal Aid Society "Wills on Wheels"; Richard Caldwell – Children's Museum of Denver, Denver Rescue Mission, Highland Neighborhood Housing Service; John D. Coombe – Professional Rodeo Hall of Champions, Museum of the American Cowboy; Jack Foutch – Colorado Springs Boy's Club, Community Trust Fund; Tessa Goldhamer – Changing Scene Theatre (sign code), Real Estate Council, Colorado Bar Association; J. Donald Haney – Health Council of Pikes Peak Region, El Paso Retarded Citizens, Boy's Club of Colorado Springs, Colorado Bar Association "Life Achievement Award."

Also, Julia Hook – Pro Bono "Little v. Laguna," concerning an Indian Civil Rights action to establish tribal blood lines; Peter Houtsma – Glenwood Canyon preservation litigation; Irving Howbert – Fountain Valley School, Halfway House; Kenneth Hubbard – Thorne Ecological Institute, Colorado Chapter Nature Conservancy; Dennis Jackson – Historic Denver, Inc, Colorado Mountain Club, (first H&H partner to climb all 54 over-14,000-foot peaks in Colorado!); Jane Michaels – Colorado Women's Forum, American Judicature Society, International Women's Forum, Georgetown Historical Society; Paul Miller – Billings School Board; John Moore – World Peace Through Law Committee, numerous organizations and lectures on International Law; James Moran – President, Colorado Bar Association.

Also, Brian Muldoon – Pro Bono, Socialist Workers Party; Davis O'Connor – Changing Scene Theatre; Jack Palma – Chancellor, St. Mark's Episcopal Church, Dance Wyoming; Paul Phillips – Citizens of Glenwood Canyon v. State of Colorado; Gary Polumbus – Craig Hospital, University of Colorado Foundation; Charles Savage – Georgetown Historical Society; Jack L. Smith – Clear Creek County Board of Education, Special Child Placement Agency (placing special needs children and arranging adoption for abandoned children from Mexico); Willis Sullivan – Commissioner, National Conference of Commissioners on Uniform State Laws, Idaho Code Commission.

Other ways of calibrating the depth of the H&H PS/PBP program include reference to the inventory kept of ongoing

work by the Public Service Committee. The issue of mid-summer 1988 listed 293 examples of activity. In addition to the wide range of individual pro bono clients, many developed through volunteer work with legal aid institutions, there was a remarkable spread of organizations receiving H&H assistance. A sample of these included:

The Wilderness Society, Thorne Ecological Institute, Tenth Circuit Court of Appeals Advisory Committee, the Colorado Seat Belt Network, Bethesda Psychological Health System Inc., Wildwood School, Denver Partnership Inc., Industrial Relations Research Assn., Aspen Substance Awareness Project, Colorado Historical Foundation, and the Christian Executive Officers Assn.

Also, The Colorado Indoor Radon Policy Task Force, the Colorado Assn. of Realtors, Park City Volunteer Fire Department, Tenth Mountain Trail Association, Colorado Division of Wildlife, Colorado Association of Commerce and Industry, Land and Water Review of University of Wyoming, Longmont Economic Development Council, ACLU, Colorado Water Commission, Village School Board of Directors, Georgetown Historical Society, Colorado Heart Association, Del Norte Neighborhood Development Group, Greater Denver Chamber of Commerce, Snake River Swimming Association, Yellowstone Art Center, and the National Association of Security Dealers.

Also, the Colorado Springs Gospel Music Festival, Sunnycrest Sanitorium, Pikes Peak Hospice, National Avalanche Institute, Mission Wolf, Billings Symphony, Children's Legal Clinic, the Billings Caledonian Society Pipe Band, Stanley Community Library, Reporters Committee on Freedom of the Press, the Make-A-Wish Foundation of Colorado, Highland Neighborhood Housing Service, Inc., Crazy Mountain Cultural Preservation Association, Rocky Mountain Mineral Law Foundation, Amnesty International, USA, Pikes Peak Wheelchair Athletic Association, Aspen Wilderness Workshop, Boise Art Museum, Idaho State Bar, Western Governors Association, United Way, and the American Mountain Guides Association.

'H&H lawyers have devoted approximately 20,000 hours to pro bono matters... representing approximately \$2 million in revenue to the firm if it had been billed...'

By the end of its 40th year of practice, H&H had clearly established a distinctive tradition of public service/pro bono activity. In a report to the Colorado Bar Association, Jane Michaels, chairman of the H&H Public Service Committee, said that from July 1987, until August 1988, "H&H lawyers have devoted approximately 20,000 hours to pro bono matters... representing approximately \$2 million in revenue to the firm if it had been billed at an average hourly rate of \$100. In addition to the 20,000 hours of pro bono time in that single year, H&H lawyers also spent 5,000 hours on other public service projects and another 5000 hours on Bar Association activities."

The *National Law Journal (NLJ)* on July 18, 1988, published an interview with Steve Hart, among others. Hart was asked if the expectation that lawyers would spend from 5 to 20% of

their time on pro bono cost H&H profits. "Just the opposite," Steve replied. "The (policies) make better lawyers, more productive lawyers. Otherwise they would just be sitting at their desks. I don't think they would be happy. That's just the way it should be, by God!"

A former H&H management consultant now with U S WEST, Betsy Blakeslee, told *NLJ* that the H&H low turnover of younger attorneys was for two primary reasons, "The enormous diversity of the attorneys, outside interests and the firm's commitment to pro bono work." While the degree that public service/pro bono plays in the strength of the firm cannot be measured precisely, it undoubtedly fortifies the firm. "Even when the firm's pro bono work is not popular with some of the firm's more lucrative clients — as with the desegregation litigation — none of the attorneys involved report receiving anything but support from management," the *National Law Journal* said. "Labor attorney Warren L. Tomlinson, a powerful rainmaker and important figure within the firm, says that when his clients complained to him about the desegregation case, he would tell them that members of the class action deserve representation and they have the best."

As Pete Lindsay, the firm's former managing partner puts it, "People as individuals should be important to the organization. They should not be obliged to simply do what the organization tells them to do, dress, act, talk, eat, think, perform in a fashion consistent with organizational mandates. You ought to be able to live in the part of town you want to live in, practice a kind of law that's of interest to you, work with equipment that you're challenged and stimulated by, but more important, be treated like an individual person. If we get too far away from that, we'll lose the specialness that exists at Holland & Hart."

In its emphasis on Public Service or Pro Bono Publico involvement, Holland & Hart has attempted to stimulate this individualism and to remain a firm of well-rounded lawyers with the strongest of community and professional ties.

8

The “Spirit” of Holland & Hart

‘Steve Hart, chafed by the restrictions of Denver’s conventional legal environment...’

It is clear from both archives and recollections that Holland & Hart intended from the beginning, in 1947, that its law practice would be out of the ordinary. And to produce that different sort of practice H&H realized it would have to foster an exceptional “spirit” in its people. Steve Hart, chafed by the restrictions of Denver’s conventional legal environment, desired a firm of unusual opportunity for advancement for any qualified lawyer who would work hard. Joe Holland and Jerry Hart, as well as Steve, were exceptionally warm personalities, as the interviews of their younger colleagues testify. They had a keen appreciation of Western individualism and camaraderie, and they wanted a firm of “total,” rounded members who would attend to family and community as well as to career. And a firm in which there could be fun as well as success. Bill Embree and Peter Dominick had come West in the first place to escape the burden of custom, procedure, and elephantine advancement that weighed on older Eastern legal firms.

Most important, the human environment of the H&H founding was youthful — in the age of its community, and in the “fresh start” atmosphere that pervaded post-World War II America. This enthusiasm was especially strong among the new business and professional populations migrating into the region. It is important to reflect that the spirit of the new Denver melded with that of a new Holland & Hart. And the “Western” regional focus of the new partnership also set it apart. The “law out West” was different — different in its dominant subject matter and different in the wide geographical spread of clients. That difference also had a great deal to do with “spirit.”

As indicated by both their early actions and latter-day reminiscence, the value system that H&H founders intended to instill in their new enterprise may be summarized as an emphasis on the equal, fair, and human treatment of ALL in the firm; on the intimate, almost paternalistic or maternalistic, interest in the lives of the firm family; on the social as well as professional contact among the firm’s first small numbers; and on a charging “can-do” entrepreneurialism that insisted on positive and quality service to clients.

The records of the early years are replete with examples of these values in action. The small partnership meetings in which the equivalent of the “office boy” participated; the close relationships of the early partners and their young associates; the

Right *Holland & Hart's Colorado Springs staff surprised the lawyers on "combination day" with bright blue T-shirts sporting the brand new name.*



regular socializing; the firm scrapbooks which had as much to do with the partners' growing families as they did with their growing practice; the speedy acceptance of young men and women into partnership and their assignment to specializations even they didn't know they had; and, perhaps most significant, the constant, friendly acceptance of change and of newcomers amid the booming population growth of the period.

Inevitably, as the young firm mushroomed through the '50's, '60's, and '70's, this intimacy made possible by the small numbers of the beginning years had to erode. Some human contacts gave way to memorandums, though the firm resolutely continued to address most of these to "All." Personal socializing gave way as the numbers changed from those who could gather around a pool or fireside to those requiring a small arena. Spur of the moment management meetings were replaced by regular group sessions and seminars in substantial auditoriums. "Fun" soon needed organization, and FITPOLCOM, the "Fun in the Practice of Law Committee," became one of the firm's most useful operating groups.

In 1978, the firm, to considerable heartache (and that lengthy attention to negotiation and detail that only a law firm can muster), moved from the historic Equitable Building to the new Anaconda Tower. But from the morale point of view, the most significant aspect of this hegira was not the wailing and lamentation, but that the partners agreed on equal-sized offices for all, the seniors included. This not only was a sign of some humility, but it stood out in an era when other entrepreneurial leaders up and down 17th Street were outdoing each other in installing lavish offices. This was a crucial sign that the old H&H emphasis on equality was still alive and kicking.

Decisions, decisions, 30 years after the firm's founding! The move to the 28-31st floors of the sleek new tower was smoothly shepherded by partner Jay Tracey, then chairman of the Management Committee, and the firm's Director of Administration, John Monahan. Warming up the partnership for its travail, Tracey wrote "the practice of law has indeed changed and the

business aspects of law firms have also changed. The practice has become more systematized and will continue to do so...Holland & Hart will continue to adopt the necessary efficiencies associated with the modern practice of law, including mechanization, Lexis, word processing, computerized accounting, maximum use of paralegals, cost control and cost-effective administration, and efficient use of legal and non-legal personnel...each partner must commit himself to these objectives without reservation."

Duly the lawyers, with varying emotions, moved into their new digs on a per-office budget of \$2500, facing such detailed decisions as office plants — a Ficus tree for \$44.85 or a *Chamaedorea Seifritzii* (Reed Palm) at a cushy \$124.95! Even the quick hanging of the old Western prints on the walls could not obscure the fact that the Big Time had hit H&H with a vengeance. But while the older lawyers glanced back at the deserted digs, the "yuppies" had no tears on their cheeks. Sang the associates in their yearly skit, to the tune of "On The Street Where You Live":

*"We have often walked down this street before
But the glare of buildings never seemed so neat before,
What is this we spy
Forty stories high
Oh, it must be the place where we'll work."
(Chorus)
"And, oh, the Towering feeling
Just to know Anaconda is near!
The overpowering feeling
That any second a new client might appear!"*

FITPOLCOM, in the new building, undertook an enthusiastic program of social events to make up for the separations inherent in four floors of activity. By 1985, the committee's budget was stretched over Summer, Fall, Christmas, Winter, Pass the Bar, New Partners, Thank God It's Friday and Farewell parties, symphony outings, and softball and Vail ski weekends. Management had also initiated the firm's Daily Memo which is the best history of its daily life. As a slim sampling, the Memo in the birthday month of July 1987 covered, in addition to necessary legal inquiries, the following more personal items:

Congratulations from outside firms on the birthday; a litigation partners' breakfast meeting; a lost library book; some unidentified mail seeking a home; training sessions for the new "Barrister" computers; a plea for players from NOFAULTCOM to sign for the regular tennis tournament; a noon seminar on "How To Buy A Bicycle"; a list of 14 office moves; an invitation to a dinner theatre play at discounted rates; a report on the death of a former secretary in Maryland; notice of an Activities Committee mountain climb; cancellation of the litigators' breakfast "by popular demand"; open dates at two of the firm's moun-

Right Brian Muldoon models the heart-and-the-shoe T-shirt of 1978.



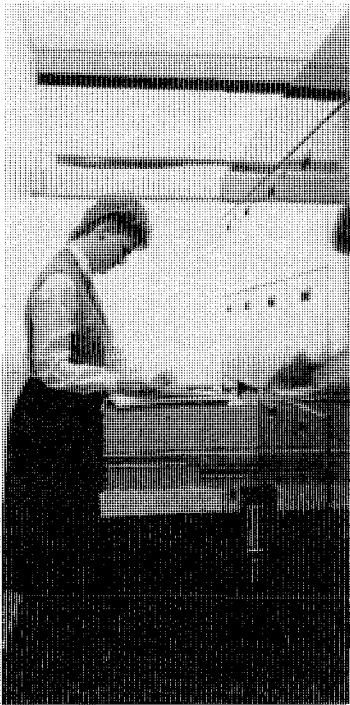
tain condominiums, available by employee drawing; and an appeal to 1st-year associates to shape up for softball.

As another example, during this month the International Practice group was meeting to consider internships for foreign lawyers and to view a video-tape on contracting with the Chinese; the Litigation Group was seminaring on "Preparing for Trial" for the associates and summer clerks, one of whom also appealed for a job for his fiance; MCOM scheduled a "Sounding Board meeting on office smoking, seeking a friendly, open forum"; and FITPOLCOM was pushing special birthday T-shirts adorned with a Dutch shoe and a heart under the H&H name, and with a Steve Hart motto, "Illegitimi non Carborundum" ("Don't let the bastards wear you down"). Several new hires, with pictures, were announced and a welcoming coffee scheduled. Personnel were alerted that paper cups would soon replace plastic at the mini-kitchens on each floor, and that THE GLASSES WERE FOR CLIENTS ONLY. Attorneys were invited to a lunch with the state's governor in the conference room, and a clerk offered a three-year-old cat, with food, litter box, and kennel, to the first lucky applicant. Fall football pools were organized, and the arrival of an associate's baby boy hailed. A freebie was pushed for a nearby rock bar, and a successful mastectomy reported. Appointments were scheduled for the annual picture book identifying all employees. And so the Daily Memo went, indicating that the effort to keep rounded living as an H&H hallmark was moving forward.

But as the firm reached the 1980's, it remained concerned as to whether its founding spirit had prospered as much as its professional fortunes. H&H recognized by the early '80's that it and its living regional market were entering a new era. The significant population growth that had marked the post-World War II period of both city and firm expansion had slowed markedly, and there was persistent economic decline in the mountain West's traditional natural resources industries. The firm's thoughts for its own continuing financial stability were natural.

'Was H&H getting too big and impersonal?'

Below *In an environment "we're proud of" secretary Sharon Beatty keeps things running smoothly.*



But as important as the financial aspects of this pervasive change to H&H senior partners were its effects on the firm's spirit. Had the camaraderie, the communication, the personal friendships, and the egalitarian ethic of the founding days been lost or seriously eroded by either inside growth or outside circumstance? Was H&H getting too big and impersonal?

One of the major assignments of the Blakeslee Advisory Group in 1985 was to survey the problem of "spirit" or "quality of life" in some depth. Blakeslee interviewed a high percentage of partners (79%), associates (69%), paralegals (87%), and administrative staff (56%). The interviews were confidential and thorough, to make sure that management was being armed for specific improvement as well as for judging general sentiment.

As far as satisfaction was concerned, Blakeslee reported, the "vast majority," defined as more than three-quarters of those interviewed, enjoyed working at H&H for the quality of work, professionalism, casual work atmosphere, family atmosphere, and friendliness they found. The "vast majority" of the paralegals noted the positive human relationships they had developed. The "majority" (more than half) perceived the firm as a unique organization and a desirable place to work. At the associate level, "majority" indicated they enjoyed working at H&H and that the firm was maintaining an excellent reputation. They realized the problems existing were the result of growth, but they feared some shift away from the "quality of life" that H&H had emphasized in their recruitment.

Some of the comments from this massive feedback survey:

"I think it's really important to have everybody 'ride for the brand' as opposed to being out there in the lone prairie just riding for yourself," one partner told the interviewer. He mirrored the majority of partners who, like MCOM, had sensed some decline of camaraderie as the firm had grown.

"I never have to worry about being unethical. That's the nice thing about working here."

"I like the fact that there is a very high degree of intelligence around the firm."

"Secretaries are proud to work here...the best things about this place are: the people number 1; the equipment which is fantastic, the supplies get upgraded, the paper is nice, we have good machines, the CRT, the salaries and benefits are good."

"I don't take this job home. They don't expect you to. I don't have to feel guilty at home about what I'm not doing...you do have a life outside this office is what they tell you; that it makes you more functional here...I feel dedicated to this firm."

Still, the "Greek democracy" yielded plenty for management to think about:

"I am liking Holland & Hart less and less now. It is very cold and indifferent...I worked at the old building. I noticed the change. I never see people now." A number still recalled the good old days at the Equitable Building, and there was, in

Blakeslee's terms, a good deal of "mourning the past."

Blakeslee reviewed the tremendous amount of change that had impacted H&H in the preceding decade, noting the gradual withdrawal of the founders from active practice and mentoring; the greatly increased numbers of people; the increased specialization of practice; the expansion of offices regionally and nationally; the increased competition in the Western legal market; and the centralization of management as the firm grew. The consultants also noted the increasing participation of more attorneys in the leadership, administration, and management of the firm; the centralization of operations including computerization; the greatly increased numbers of systems and procedures; the traumatic move to the new skyscraper quarters; the integration of minorities into the firm; and the increasing number of house-counsel taking over the firm's work for a number of clients.

The reaction at H&H to all of these changes, any one or few of which would have been quite enough to impact the firm's founding spirit, had been more a matter of evolutionary trends or incremental patterns rather than abrupt change, Blakeslee said. There had been some shift in emphasis to increasing the value of the chargeable hour; cost-containment measures in administrative areas of the firm; reduced time spent on pro bono, associate development, and attorney preparation in firm administration; and increased stratification of departments; organizational restructuring; and a general sense of concern about the future direction of the firm.

Holland & Hart had moved administratively on many of these fronts. Previous chapters have discussed the search for efficient centralization of management, the experiments with lay directors of administration, the restructuring of the partnership agreement and compensation system. H&H had put in a human resources department, a business development office, and mandatory sabbaticals for partners. It had accepted part-time practice by attorneys in special cases, and hired a client services director. It had installed computerization and modern data processing, and enlarged the scope of paralegals. Blakeslee thought all of these impacts and reactions had shifted H&H to a more short-term focus, and thought too many partners, as of 1984-85, had drifted to a personal rather than a firm focus. "Partners do not want to be held accountable for or to be involved in management tasks, but want to be informed of management decisions."

However, despite any negativism ascribed to partner frustration over management problems, "individuals within H&H are cited continuously for their humaneness and congeniality, their diversity and compassion. Several statements refer to the fact that 'the institution is totally different than the individuals who live here...we have to make the whole as good as the sum of the parts.' These are not statements made by people in every

organization,” the advisors said, “but reflect a phenomenon quite particular to H&H.”

Some of the associate group in 1985 reported to Blakeslee that the “quality of life” theme stressed in H&H recruiting was in danger of yielding to the changing business environment. “What Holland & Hart represented in the interview process was a relaxed and informal environment,” one associate said, “a balance between work and other parts of people’s lives, and a sense of community. It was not just a place where you went to work, but it was a place where you had friends as well. That has not necessarily played itself out. I perceive H&H as becoming much more aggressive and hard driving.” Another said “in terms of the balance between work and lifestyle, the firm has changed and is continuing to change. They are looking more and more for people who are willing to make H&H the most important aspect of their lives.”

“Yes,” one partner responded to Blakeslee, “I do believe the quality of life is important. We have had a reputation of providing the best quality of life for our people, but I think it’s important

Right *The “Greek Democracy,” an H&H partnership meeting in Colorado Springs in 1986.*



'Jerry Hart was always constrained to say "remember that we work in order to live; we don't live in order to work".'

how we define that. Associates may misinterpret that as meaning you can come here and not have to work as hard." Another partner recalled that "Jerry Hart was always constrained to say 'Remember that we work in order to live; we don't live in order to work.' Steve, Joe, and Jerry were very enthusiastic about the Colorado lifestyle. They had a real renaissance."

Another partner put it this way, "I feel H&H was historically an organization where you were perceived more individually, were not closed into a pin-striped, three-piece suit; but there was more of a free spirit... the other firms epitomized Wall Street firms, but I didn't want that. (At H&H) I can gain a high quality legal practice, but I can also have a high quality of life." One partner put his finger on the different outlook between the generations of lawyers coming into the firm. "People of my vintage made a priority decision to enjoy a profitable life, a professional life with an adequate financial reward in a Western environment that is pleasant. What we didn't want to be was a Wall Street firm. Somewhere it began to change. People 10 years younger began to see some growth opportunities and felt we could have a practice in the West just like we had practices in the East."

"We've had a democratic heritage," said another partner. "A lot of people came to Denver and joined H&H because they didn't want to work in a firm where they had to put in 2400 hours a year. We have historically valued things like flexibility, and time with family. And diversity of personality and lifestyle as long as the effective lawyering things are here." The partner who said that he wanted "inconsistent perfection" probably hit the nail. "I want lots of good, fine lawyers with a quality of life and lots of money." "I'm really concerned that we have to change," said his colleague, "that we have to focus primarily on chargeable hours. I see that we're developing two firms here; a bunch of partners who don't want to be paupers, and a bunch of partners who are perceived to be lazier and want quality of life!"

That the massive amount of change Holland & Hart had undergone had inevitably affected attitudes and therefore "spirit" was no surprise to management. What struck J.P. "Pete" Lindsay, the managing partner in 1986, was that the problems spotted ten years earlier were essentially the same ones still wrestled with a decade later. "Can you believe how many of the same questions continue to haunt us today," Lindsay wrote to MCOM. Earlier consultants had noted the partners' "federation of proprietors" attitude toward firm administration, speaking to the particular fact that a law firm has many autonomous owners but no particular "boss." They had listed as other partner concerns that "the aggregate amount of time spent by lawyers for the administration of the firm is substantially excessive; that most lawyers prefer a non-functioning involvement in these matters as distinguished from policy participation; that

'Our objective is to make this an efficient, profitable, and enjoyable place to work, in which we can all take pride.'

at least one person should have substantive knowledge of all the firm's activities to achieve better coordination and establish priorities; that there is a degree of unrest among the current associates and...most of it has to do with current compensation or anticipated future compensation; and that management must make a serious investigation of all aspects of profit factors within your practice."

Whether the recollection that the same problems of management tended to be with them, regardless of the decade, comforted H&H leaders in the mid-80's is not mentioned in the archives, but on April 3, 1985, Bill McClearn announced a new top-management structure intended to take full measure of the experience of the '70's and '80's. As previously noted, these moves of the partnership included strengthening of MCOM; refocusing of the Human Resources department; sharpening of associate rotation and communication policies; improved training of firm recruiters; a new emphasis on business development; greater focus on problems of departmental cooperation; and closer regional integration into the H&H organization. In a related action, partner Robert E. Benson assumed a quality control role as to the techniques of legal practice.

"The changes being made in the management of the firm are evolutionary," McClearn wrote to "All." "For the first 20 years or so of its existence, Joe Holland and Steve Hart, with a lot of help from Bill Embree, Peter Dominick, and Pat Westfeldt, made the decisions and ran the firm. As the firm grew, a series of largely uncoordinated committees was established to deal with the differences in practice. About 10 years ago (1975), the three-man management committee that has served us so well was created." McClearn said the time had come, in 1986, to separate the policy and goals function from daily administration. "Our objective is to make this an efficient, profitable, and enjoyable place to work, in which we can all take pride."

Holland & Hart, over the years, made a number of management innovations addressed to firm "spirit." These were summarized for the *Boston Law Journal* in the fall of 1988 by Partner Sam Guyton, the then chairman of PRCOM, sometimes known as the firm's "chaplain."

Discussing "stress" on lawyers, Guyton noted that Holland & Hart had not been immune to a number of problems affecting the legal profession generally. "These include the transition in the practice of law from a "profession" to a "business"; the commercial atmosphere which both lawyers and those outside the profession feel sometimes leads to a diminishment of lawyer concern for justice; the growing competition to acquire new business and retain existing clients; the "profit squeeze" produced by escalating costs and reduction of the bottom line; the increasing pressure to produce more billable hours; the tension of specialization; and, in medium size and larger firms, the expanding number of lawyers and the movement from con-

census management to centralized management.

"These pressures and concerns," Guyton continued, "have at times eroded the traditional collegiality that has existed between lawyers...the escalating demands of practice have made in-roads on family and personal life as reflected by family marital problems, a loss of enthusiasm or the feeling of burnout, and at times alcohol-drug dependencies. As this crescendo of pressure has mounted, a feeling of isolation and powerlessness has emerged and lawyer sensitivity to and self esteem from compensation awards and appointment or non-appointment to recognized firm administrative positions or committees has been affected."

Guyton summarized for his national audience both the outside and the inside programs that Holland & Hart had undertaken to deal with these problems of "spirit." The Employee Assistance Program (EAP) is available to all employees cost-free, and provides totally confidential counseling on the entire range of family and personal problems. "EAP is the firm's recognition that family and personal problems are not left at home, and that these problems affect productivity, absenteeism, health insurance costs, turnover of lawyers, legal assistants and administrative staff, and absences caused by sickness or disability."

Approximately one-third of the lawyers (including paralegals) and nearer two-thirds of the administrative staff at H&H had used EAP at some time, Guyton said, the total firm use in any one year being almost on target with the 15% national average EAP expects. Marital and family problems were the

Below H&H offices in the black tower at center have a spectacular view of the nearby Rocky Mountains.



ones most commonly counseled by EAP, followed by psychological, alcohol-drug, and finally job-related concerns. EAP periodically reports to firm managers about the statistical spread of H&H employee concerns, but never identifies a specific case. It also counsels management on the handling of specific personnel problems.

Guyton considers the H&H Employee Assistance Program a success. "One of the statements made is that the firm really does care about its lawyers, legal assistants and administrative staff. This message alone goes a long way to helping reduce stress in the workplace."

Holland & Hart established a Partner Responsibility Committee (PRCOM) in the mid-70's "...after a partner who appeared confident and well committed suicide. This so shocked the firm that it established PRCOM to minister to the needs of partners." Speaking of H&H partner problems, Guyton continued, "As owners of the firm, partners carry extra burdens... meeting the payroll, other mounting firm expenses and having enough left over to compensate themselves fairly for their labors. Increasing salaries for the new associates and the ripple effect all the way to the top of the partnership have caused additional financial demands and the call to beat the billable-hour-drum louder and more often. With more pressure for billables and for increasing the rate of collectibility and with the centralization of firm management, the waning of collegiality is frequently experienced. Partners also, because of their age and number of years of practice, may feel disenchantment or lack of excitement or enthusiasm for their work. Yet, the 'golden handcuffs' of partner compensation bind them to the practice and this in itself creates personal and professional pressures.

"While time, money, and effort are expended on hiring and training associates, legal assistants and administrative staff, most firms fail to devote similar resources and efforts to the problems and well-being of their partners. All too often programs such as review and constructive criticism of performance simply stop when a lawyer becomes a partner. With this stoppage comes a termination of feedback and reassurance. What frequently happens is that the only evaluation a partner receives is in the form of compensation from which there is usually no real appeal and little explanation of the basis or reasons for the compensation award."

To the *National Law Journal*, writing in July 1988, this PRCOM activity was one of the most innovative H&H techniques to preserve its spirit. PRCOM meets at least annually, under religiously confidential circumstances, with each partner. They discuss any problem a partner or the firm believes is affecting his or her life at H&H. The committee is able to provide free counseling service in any area of the partner's, or any other employee's, need. The committee will intervene unilaterally to provide such informal help if necessary.

'One day, headed for what he thought was a client conference, he wound up at a surprise session set up by PRCOM in which colleagues and family members told him the drinking was hurting everybody.'

One of the H&H partners told the *National Law Journal* about his problems with alcohol dependency. One day, headed for what he thought was a client conference, he wound up in a surprise session set up by PRCOM in which colleagues and family members told him the drinking was hurting everybody. He went immediately into treatment and therapy, and during his first session, he looked out a window and saw the H&H tower on the skyline. "It hurt because I was not there," he told the *Journal*, "but it was also a symbol of hope." Shortly after, a senior partner came to his room and, after the general pleasantries, admitted that he had been under the same treatment in the same place the previous year. With that support, the partner soon returned to a fully productive role at the firm which, he became convinced, still cared for the individual as much as for its bottom line.

“One of the most troublesome problems PRCOM deals with,” Guyton reports, “is the response by partners to their compensation awards. During the compensation process there is intense nervousness experienced by partners, and PRCOM meets and counsels with partners and offers support through individual visits and sometimes suggests counseling through EAP. PRCOM has discovered that, while there is more anxiety around compensation award time than any other period, issues which partners are sometimes loath to bring up regarding their personal or professional life surface in reaction to the compensation awards.

“As a general rule, PRCOM has found that partners unhappy about their awards are not upset by the dollar amount but rather the ‘report card aspect’ when compared to their peers. Often when a partner’s productivity has declined, the first time the partner is made aware of and forced to face up to this fact is when that partner’s compensation is reduced. This is a time of real trauma...when there is special need for support and reassurance.

“Dealing with these issues has been a real challenge to PRCOM and frequently no pat solutions are found, other than offering one-on-one support for grieving partners. Equally challenging...has been trying to help partners who have received a compensation award they perceive communicates the message that they are expected to work harder and to produce more to ‘earn’ the award when many times these partners are working at exhaustion levels.

“Sometimes,” Guyton has concluded, “there are just no satisfactory solutions...the only thing that can be done is to listen, to be supportive, and to show care and concern...this alone has been helpful and in some cases has had a healing effect.”

Guyton also listed the H&H Sabbatical Program as having an important role in relieving partner stress and fostering firm spirit. “The program was initiated in the early 1970’s when

it was perceived that stress levels were such that the partners were not being restored by short vacations... a partner's effectiveness as a lawyer is adversely affected by long hours and unrelenting demands... the only way to find a respite is to have a long period away from the office where there is time for rest and recovery." The program provides a three-month sabbatical at full pay for partners of five years' seniority. Six-month and one-year sabbaticals are available at reduced compensation under certain circumstances. Two partners have taken one-year respites, and a number of three-monthers. MCOM receives notice of all sabbaticals but has no right of approval or veto unless too many are being scheduled at one time. Each sabbatical is enjoyed three times, in the planning, the taking, and the reliving, Guyton testifies.

Other stress relief and spirit building programs put in place include an extensive health program, a reduced time-commitment program for those requesting a part-time arrangement for child care, and a liberal maternity-paternity policy. The firm owns two condominiums at Aspen available to all lawyers, and FITPOLCOM, in addition to its wide schedule of parties, sponsors the "libelous" fall associate skits and the ensuing "Junior World Championship of Poker" where the partners help the associates redistribute their compensation. Also, an Activities Committee formed at the grassroots by lawyers and administrative staff sponsors moonlight hikes, mountain climbs, an annual river rafting trip, and skiing trips to a remote mountain cabin.

Most of these spirit programs were accompanied by a healthy degree of irreverence within the firm. The associate's fall skit in 1985 had an actor playing McClearn conduct a partnership meeting:

'The purpose of this meeting is the unveiling of the next wave of the literally hundreds of programs MCOM intends to implement in order to make Holland & Hart the niftiest place on earth to earn gobs of money.'

"The purpose of this meeting is the unveiling of the next wave of the literally hundreds of programs MCOM intends to implement in order to make Holland & Hart the niftiest place on earth to earn gobs of money. Before we get into this any further, let me tell you a story. The other day one of our staff members approached me, clutching a soiled and dog-eared copy of the Statement of Principles, and asked, 'Mr. McClearn, what is the greatest Principle?'

"I told this person, after some thought, that the greatest principle — that upon which all the others are founded — is that the firm must be womb-like, yet profitable."

In another skit, a "McClearn" was asked "Whether the firm sees Holland & Hart proceeding towards the New York law firm model, or whether the firm is still committed to maintaining the delicate balance between a challenging practice and a high quality of life?" Replied the psuedo-McClearn, "I would not

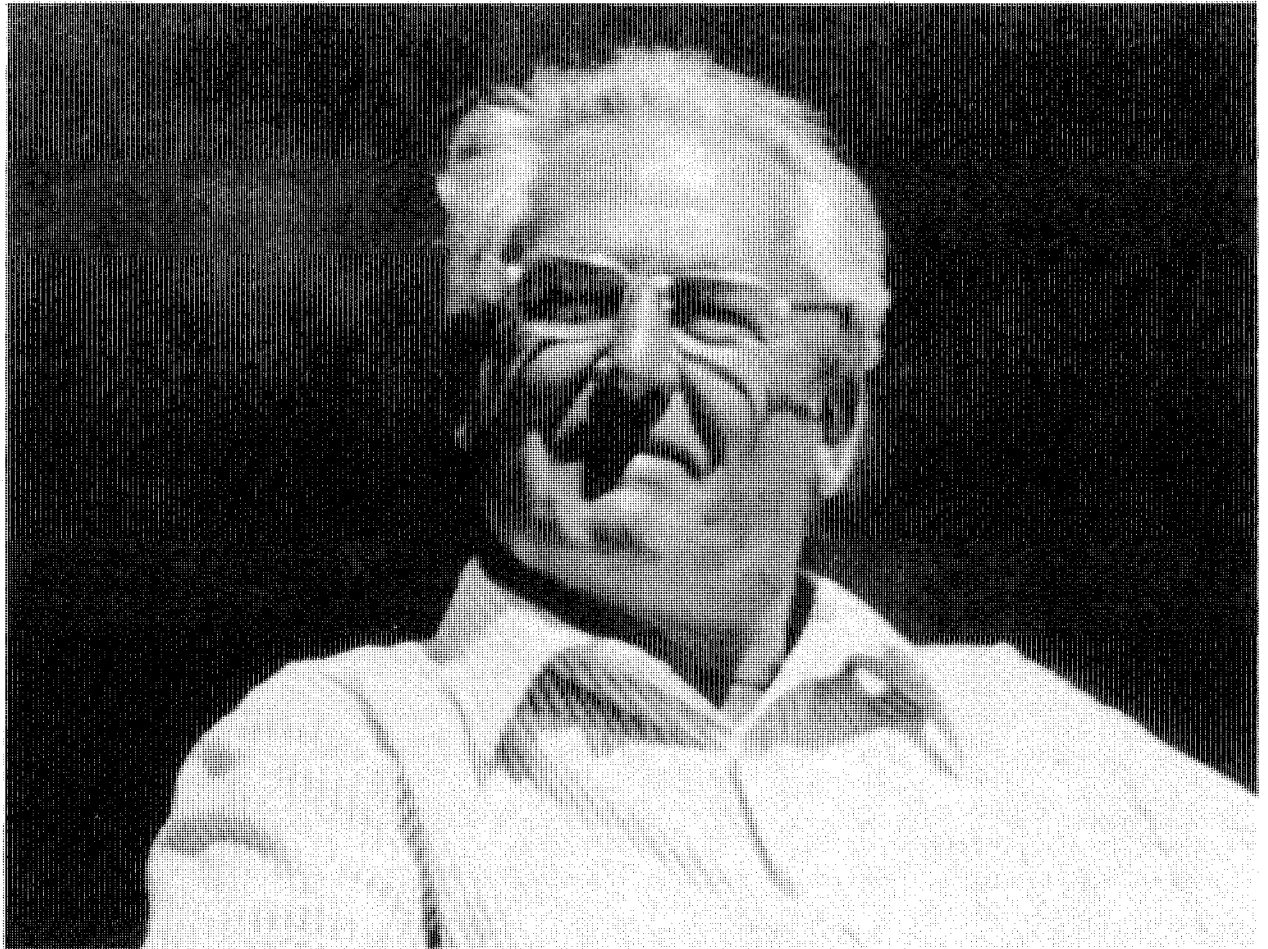
purport to speak for the leadership of this firm. As you well know, this firm is governed by the management committee and no single partner on that committee can act unilaterally, or arbitrarily, or capriciously either. That being clear, I'll be so bold as to guess where MCOM is coming down on this issue — No and Yes.”

To the *National Law Journal's* reporter in 1988, Holland & Hart was a firm striving toward equilibrium. “Almost all partners, associates, and staff use the word ‘balance’ to describe H&H policies — balance between making money and public service, between work and play, between strong management and firm democracy, between expecting partners to produce and shoring up those in personal difficulty, between expansion and collegiality. The continuing struggle for balance,” the *Journal* reported, “has given rise to unique policies — such as those on office size, that have made this firm a well-spring of law firm management ideas. And this struggle is all the more compelling in an era when so many large firms are collapsing and others are frantically searching for ways to survive.”

The same Betsy Blakeslee who studied H&H in so much depth in 1985, now a US WEST executive, told the *National Law Journal* she still thinks H&H has a revolutionary spirit that sets it apart from others. Speaking of the founders, she said “It is these men’s adventurous personalities...mixed with their almost populist ideology, and desire for personal as well as financial success, that has created a law firm that is able to have the self-conscious ability to step beyond a preposterousness, the holier-than-thou atmosphere.”

Back in 1985, H&H management had been given a number of indicators to watch for. These would be signs that the firm was not adjusting to the significant change it faced. Signs such as greatly increasing turnover of people at all levels; dissolution of the MCOM structure or departure of its key members; closing of branch offices; problems with recruiting because of a difference in message and reality; failure of the business administration and development departments; departure of “boutiques” or “cliques” of partners; internal disruption damaging to H&H reputation; obviously decreasing morale.

As of the end of the 40th year in mid-1988, none of these things had occurred in any significant degree. Class size of recruits had increased. Turnover was average but not exceptional. MCOM’s management structure persisted, the branch offices grew, and business development expanded. Nor does Steve Hart believe the “spirit” policies such as the sabbaticals or the emphasis on community service have cost the firm money. “Just the opposite,” he told the *Journal*. “The (policies) make better lawyers, more productive lawyers. Otherwise they would just be sitting at their desks. I don’t think they would be happy.”



Above Stephen Harding Hart. In 40 years, a lot to remember.

'We feel it is important that, as we look back on our proud history of accomplishments, we recognize that this firm is the product of ALL who have had a hand in it.'

Holland & Hart has, in forty years, lost some people as well as gained more. But the firm said on the 40th birthday, "We feel it is important that, as we look back on our proud history of accomplishments, we recognize that this firm is the product of ALL who have had a hand in it." The firm then published an alumni directory of all the lawyers who had left it, "as a tangible reminder to us all of the true source of our firm's endurance — the quality of our people."

The equality and fairness ethic had not been lost, in the *National Law Journal's* opinion in 1988. "The firm brochure pictures each and every staff member — from name partner to messenger — in alphabetical sequence, not by status. And the brief descriptions make no distinctions between partners, associates, and staff lawyers; all are simply described as 'attorneys.'" Steve Hart's only perceived "perq" as the last of the original partners was that his office, though equal in space to all others, had a view of his beloved mountains.

In looking out at his Rocky Mountains, Steve Hart could reflect that, in forty years, Holland & Hart had spread from a single floor of the Equitable Building to seven cities, and had become nationally recognized as a leader in Western law. If Hart could remember all the professionals who had filed past in four decades, he would have had to recall 104 current partners, 93

current associates, 13 lawyers “of counsel” and seven on contract, and several hundred alumni in 25 states and foreign countries. A far cry from the four lawyers who opened shop forty years before.

A part of the H&H spirit often indicated in its records was its sentimental remembrance of deceased colleagues. The senior members often thought of the lawyers who weren't around anymore. In the alumni directory, an “In Remembrance” box listed partners and associates who had died — James E. Boicourt, Philip A. Danielson, Peter H. Dominick, Michael J. Eigeman, Charles H. Elliott, John Harker, John L.J. Hart, Frederick B. Heath, III, William J. Hewitt, Josiah G. Holland, D.O. Kinonen, John H. Land, John A. Moore, J. Thomas Phoenix, and James L. White.

Just a list of names, in alphabetical order, of some men who had practiced law out West.

APPENDIX A

Holland & Hart Partners

Name	Date Admitted	Date Withdrawn
J.G. Holland	1947	1975
S.H. Hart	1947	
J.L.J. Hart	1948	1979
P.H. Dominick	1948	1960
W.D. Embree, Jr.	1948	
J.L. White	1959	1981
P.M. Westfeldt	1951	
C.M. Maer, Jr.	1951	1980
R.P. Davison	1954	1976
J.F. Kelly	1954	
W.P. Cantwell	1954	1964
D.W. Roe	1954	1964
F.H. Morison	1954	
J.W. Tracey	1957	
W.C. McClearn	1957	
J.A. Moore	1959	1979
P.A. Danielson	1959	1968
B.E. Chidlaw	1961	1978
J.E. Hegarty	1961	
F.C. Benton	1962	1982
J.T. Moran	1962	
D. Butler	1963	
J.M. Farley	1963	
W.L. Tomlinson	1963	
B.T. Buell	1964	
D.D. Etter	1964	1986
H.L. Hobson	1973	
K.D. Hubbard	1966	
R.L. Ver Schure	1966	1988
D.K. Shellman, Jr.	1966	1970
G.G. Greiner	1966	
R.H. Durham, Jr.	1966	1978
W.E. Murane	1966	
F.B. Heath	1968	1970
H.G. Austin	1968	
W.J. Carney	1968	1970
J.T. Phoenix	1968	1969
L.W. Schmidt, Jr.	1970	1978
R.W. Hanes	1986	
J.W. Foutch	1986	
R.D. Hunt	1986	
J.C. Muys	1979	1987
J.P. Lindsay	1970	
R.L. Morris	1970	1970
E.S. Kahn	1970	1978
S.P. Guyton	1970	
J.S. Castellano	1971	

Name	Date Admitted	Date Withdrawn
D.M. Jackson	1971	
R.E. Benson	1971	
S.H. Foster	1980	
D.O. Kinonen	1972	1974
R.M. Koon	1972	
C.T. Brandt	1972	
R.T. Connery	1972	
H. Beatty	1972	
A.C. Daily	1973	
J.C. Pond	1973	1983
J.U. Carlson	1973	1985
M.B. Hecox	1979	1988
P.D. Miller	1987	
J.C. Ward	1984	
W.H. Bithell	1984	
C.F. Savage	1988	
D.G. Palmer	1975	1987
M.D. Martin	1975	
B.W. Sattler	1975	1986
R.L. Parcel	1977	1978
R.F. Crandell	1986	
G.M. Polumbus	1986	
J.L. Smith	1977	
J.D. Coombe	1977	
E.F. McGuire	1977	1979
G.J. Schissler	1979	1988
M.R. Levy	1978	
R.B. Jackson	1978	
P.T. Ruttum	1978	1980
B. White, Jr.	1978	
W.E. Mayne	1978	
F.G. Meyer	1979	
G.A. Eurich	1979	
T.W. Goldhamer	1979	
J.L. Gallinger	1981	
R.M. Martin	1986	
R.A. Lehmann	1986	
G.R. Piché	1986	
R.M. Karsh	1986	
E.H. Flitton	1986	
T.E. Gebow	1980	1983
J. Michaels	1980	
A.B. Ferguson, Jr.	1980	
J.E. Hartley	1980	
C.M. Elliott	1980	1985
J.R. Walpole	1980	1985
J.P. Luedtke	1987	
W.F. Demarest	1987	
R.G. Caldwell	1981	
J.H. Land	1981	1985
J.C. Siegesmund, III	1981	1987
J. Hook	1981	

Name	Date Admitted	Date Withdrawn
M.S. Kite	1981	
J.F. Mack	1984	
L.E. Prince	1984	
P.C. Houtsma	1982	
R.M. Pomeroy	1982	
R.A. Poe	1982	
R.L. Halladay	1982	1986
J.D. Palma	1982	
J.R. Ley	1986	
G.I. Anderson	1986	
J.D. Fognani	1983	
P.D. Phillips	1983	
W.W. Maywhort	1983	
M.B. Anderson	1986	
L.S. Greene	1984	
D.W. Quander	1984	
J.M. Husband	1984	
P.D. Frohardt	1984	1986
H.Q. Gottschalk	1985	
J.W. Halpern	1985	
J.F. Shepherd	1985	
J.M. Vaught	1985	
D.O. O'Connor	1985	
B. Muldoon	1985	
J.T. Johnson	1985	
M.D. Safty	1988	
J.E. Hansen	1986	
K.S. Crandell	1986	
J.M. Feriancek	1986	
E.A. Sharrer	1986	
M.E. Scanlan	1986	
N.C. Miller	1986	1988
W.K. Brown	1986	
G.R. Burghart	1986	
S.S. Barker	1987	
A.J. Castle	1987	
T.M. Rastello	1987	
B.R. Hanson	1987	
J.C. Tredennick	1987	
M.R. Witt	1987	
E.A. Phelan	1987	
S.B. Andersen	1987	
C.M. Johnson	1988	
J.B. Witt	1988	
D.I. Schultz	1988	
J.M. Englert	1988	
A.B. Jones	1988	
C.M. Arguello	1988	

APPENDIX B

Holland & Hart Partners as of July 1, 1988 and their Office Location

Name	Regional Office
Stephen H. Hart	Denver
William D. Embree, Jr.	Denver
Patrick M. Westfeldt	Denver
John Fleming Kelly	Denver
Frank H. Morison	Denver
William C. McClearn	Denver
Jay W. Tracey, Jr.	Denver
James E. Hegarty	Denver
David Butler	Denver
J. Michael Farley	Denver
Warren L. Tomlinson	Denver
Bruce T. Buell	Colorado Springs
James T. Moran	Aspen
Harry L. Hobson	Denver
Kenneth D. Hubbard	Washington, D.C.
Gordon G. Greiner	Denver
Richard W. Hanes	Colorado Springs
Jack W. Foutch	Colorado Springs
Roger D. Hunt	Colorado Springs
William E. Murane	Denver
H. Gregory Austin	Denver
James P. Lindsay	Denver
Samuel P. Guyton	Denver
John S. Castellano	Denver
Dennis M. Jackson	Denver
Robert E. Benson	Denver
Stephen H. Foster	Billings
Richard M. Koon	Southeast
Charles T. Brandt	Aspen
Robert T. Connery	Denver
Arthur C. Daily	Aspen
Paul D. Miller	Billings
John C. Ward	Boise
Walter H. Bithell	Boise
Charles F. Savage	Denver
Michael D. Martin	Denver
Haradon Beatty	Denver
Ralph F. Crandell	Denver
Gary M. Polumbus	Denver
Jack L. Smith	Denver
John D. Coombe	Denver
Gerald J. Schissler	Denver
Mark R. Levy	Denver
R. Brooke Jackson	Denver
Britton White, Jr.	Denver
Wiley E. Mayne	Denver
Frederick G. Meyer	Denver

Name	Regional Office
Gregory A. Eurich	Denver
John L. Gallinger	Billings
Ronald M. Martin	Colorado Springs
Ronald A. Lehmann	Colorado Springs
Gregory R. Piché	Denver
Randolph M. Karsh	Colorado Springs
Edward H. Flitton, III	Colorado Springs
Jane Michaels	Denver
Arthur B. Ferguson	Aspen
James E. Hartley	Denver
John P. Luedtke	Washington, D.C.
William F. Demarest, Jr.	Washington, D.C.
Richard G. Caldwell	Denver
Julia Hook	Denver
Marilyn S. Kite	Cheyenne
J. Frederick Mack	Boise
Larry E. Prince	Boise
Peter C. Houtsma	Denver
Robert M. Pomeroy, Jr.	Southeast
Alan Poe	Southeast
Jack D. Palma	Cheyenne
John R. Ley	Denver
Gregg I. Anderson	Denver
Theresa W. Goldhamer	Denver
John D. Fognani	Denver
Paul D. Phillips	Denver
William W. Maywhort	Southeast
Michael B. Anderson	Billings
Leslie S. Greene	Denver
Donald W. Quander	Billings
John M. Husband	Denver
Hugh Q. Gottschalk	Denver
Joseph W. Halpern	Denver
John F. Shepherd	Denver
John M. Vaught	Denver
Davis O. O'Connor	Denver
Brian Muldoon	Denver
Jeffrey T. Johnson	Denver
Mark D. Safty	Billings
Joy E. Hansen	Denver
Kevin S. Crandell	Denver
Jeanine M. Feriancek	Denver
Elizabeth A. Sharrer	Southeast
Mary Ellen Scanlan	Denver
William K. Brown	Colorado Springs
Gary R. Burghart	Colorado Springs
Scott S. Barker	Southeast
Anne J. Castle	Denver
Timothy M. Rastello	Denver
Brian R. Hanson	Boise
John C. Tredennick, Jr.	Denver
Maureen Reidy Witt	Denver
Elizabeth A. Phelan	Denver

Name	Regional Office
Steven B. Andersen	Boise
Charles M. Johnson	Denver
Jeffrey B. Witt	Southeast
Donald I. Schultz	Cheyenne
Jack M. Englert, Jr.	Denver
A. Bruce Jones	Denver
Christine M. Arguello	Colorado Springs

APPENDIX C

Holland & Hart Associates

as of July 1, 1988

Dennis R. Acker	Camron R. Kuelthau
Stephen A. Bain	Cynthia S. Leap
Susan C. Baker	Rick P. Lopez
Steven G. Barringer	Robert A. Lorenz
Michael S. Beaver	Peter M. Ludwig
James R. Belcher	Adelia S. Maddox
Jeanne M. Bender	John R. Maxfield
Judith A. Biggs	Mary D. Metzger
Lynn E. Bolinske	Raymond P. Micklewright
David E. Brase	Todd W. Miller
Michael J. Brennan	William E. Mooz
J. Kevin Bridston	Richard K. Mueller
Geraldine A. Brimmer	Renee W. O'Rourke
Teresa A. Burkett	Steven L. Olsen
Robert B. Burns	Frank P. Prager
Sheila G. Bush	Sherry M. Purdy
Craig W. Cain	James M. Ragain
Edward K. Campbell	Robert C. Reichert
Thomas E. Carlock	Rosalee L. Rodda
David R. Chisholm	Patricia A. Rooney
Steven C. Choquette	Debra L. Rosenthal
Theresa J. Collier	Nettie J. Rosenthal
David E. Crandell	Peter H. Rudy
Richard O. Curley	Alison L. Ruttenberg
Patrick R. Day	Michael L. Sample
Susan N. Dixon	Craig A. Sargent
Debra K. Ellers	Karen E. Schauble
James P. Enright	Timothy J. Schutz
Brian K. Fahselt	Marcelle F. Shoop
Wendy C. Fleming	Harry Shulman
Barbara W. Gall	Robin H. Slutsky
Fred Galves	Lawrence G. Smith
Andrew I. Gavil	Anne C. Stark
Perry L. Glantz	Holly S. Stein
Marcy G. Glenn	Bruce D. Stocks
Sandra R. Goldman	Mary V. Stolcis
James J. Gonzales	Allen P. Taggart
Kimbell D. Gourley	Joe M. Teig
Kyle A. Gray	Sharon E. Thomas
Edward W. Harris	Christopher H. Toll
Scott S. Havlick	Mark A. Vickstrom
Elaine E. Hill	Stephen P. Villano
Dana Hofstetter	Tamara K. Vincelette
Melissa D. Hubbard	John A. Walton
Thomas J. Hurley	Russell E. Weinheimer
Jay S. Jester	Elaine A. Welle
Denise W. Kennedy	Daniel E. Williams
Michael J. Kennedy	Risa L. Wolf
David W. Knotts	Lawrence J. Wolfe
Rhonda L. Knox	

APPENDIX D

Holland & Hart Administrative Staff as of July 1, 1988

Leigh J. Adams	Scott A. Delmonico
Sonee B. Addy	Paula I. Devaney
Connie B. Alvarez	Sandra Sue Devlin
Elaine A. Anderson	Gail L. Ditson
Karen K. Anderson	Rosemary H. Dowdell
Leigh J. Angus	John A. Ducker
Linda K. Banks	Lori A. Dunlay
Rachel T. Barksdale	Gwendolyn S. Duran
Denise Barsness	Mary I. Durenberger
Sharon D. Beatty	Charlotte L. Earlenbaugh
Cheri A. Becker	Julie L. Edgar
Christine A. Beighley	Lucille M. Egan
Richard D. Beil, Jr.	Melody G. Egge
Alison K. Beller	Janet E. Elder
Elizabeth O. Bergener	Patricia M. Ellenbecker
Susanna Berger	Betty D. Ellison
Linda J. Bilot	Willow Y. Ems
Peggy A. Bird	Carol L. Evans
Jane M. Bochsler	Marilyn M. Faber
Terrie E. Borchers	Mary Kathy Fader
Carol M. Boyles	Kathie Fassman
Christine S. Bradley	Norma J. Faulkner
Faith R. Branvold	Connie J. Federico
Carol A. Bronson	Vicki L. Fields
Kevin B. Brown	Janet L. Finn
Lawrence P. Brown	Cynthia L. Fish
Denise K. Brunner	Mary Ellen Fish
Kristi K. Burma	Charles D. Fleming
Lawrence G. Butts	Sandra G. Fletcher
Lauralyn H. Cabanilla	Arlene S. Forney
Carla B. Caldwell	Alberta J. Fouts
Karen J. Carlson	Betty D. Fox
Donna T. Carrera	Pamela C. Francis
Dora Carriola	Theresa L. Frank
Bertha A. Chavez	Crystal Y. Freeman
Carla J. Chenault	Oliver Fuchsberger
Karen E. Christian	Susan M. Gabriel
Jeanne G. Clark	Jo Anne M. Gann
Susan D. Clark	Yvonne E. Garman
Linda J. Cooper	Christine L. Garrett
Linda S. Cornelison	Rebecca S. Gibson
Sally M. Coulter	Cynthia J. Gildesgaard
Connie J. Dart	Catherine A. Gloeckner
James W. Davidson	Victoria J. Gordon
Brenda L. Davis	Linda Jo Greer
Dawne M. Davis	Ruth Ann Guetlein
Elizabeth L. Davis	Donna Hacker
Vicki J. Davis	Kathryn J. Hafner
Joan E. Dawson	Joyce Halee

Kathryn M. Hansen	Brenda J. Lane
Diana J. Harascsak	Vicka P. Lanier
Cynthia S. Harrod	Mary B. Lavaute
Gary G. Harrop	Shelley A. Leidal
Karen L. Hartley	Marlis A. Leonard
Elizabeth A. Haworth	Patricia Y. Leong
Leta F. Heath	Inga D. Light
Julie M. Henry	Diane M. Lillethun
Susan H. Henry	Sandra Lillis
Valerie L. Henry	Gary H. Lind
Christine M. Hertz	Michelle D. Lobato
Sherry A. Hill	Chris A. Lockhart
Ethel Hobson	Lynn M. Logan
Thomas L. Hoerr	Beatrice Lujan
Kimberly Hoff	Linda E. Mai
Kathy D. Hogy	Barbara A. Main
Annette A. Holder	Deborah F. Malandra
Linda M. Holloway	Regis P. Malloy
Ellen S. Holmes	Cindy Welch Malone
Katherine Horoschak	Linda M. Manion
Lynne K. Houghton	Mary Jane Marks
Betty J. House	Judith Marsh
Pamela Jo Howell	Deborah P. Martin
Patricia J. Hryhorysak	James L. Marvin
Leona J. Huber	Dawn R. Maslowski
Jody L. Hunnicutt	Karen B. Mayer
Cynthia G. Hunsaker	Rita M. McAloon
April J. Hurst	Angela B. McCarrison
Rhonda J. Hutton	Charity J. McGee
Elizabeth L. Jackson	Sharon K. McGinnis
Dorothy J. Jamieson	Merrie Jo McNally
Louann F. Jamieson	Georgia A. Meares
Myra K. Jarman	Teresa K. Mitchell
Vitauts Jaunarajs	Corina M. Mizell
Bonnie Jeo	Janice A. Moellman
Janice L. Jeter	Sally I. Moon
Catherine L. Jones	Ann L. Moscow
Marilyn Jones-Dawkins	Christopher J. Murphy
Vickie M. Jones-McCampbell	Sue A. Netzel
Alexander D. Juhan, Jr.	Sarah A. Newcomer
Janet Keating	Nancy R. Newton
Ann L. Keil	Timothy M. Ney
Katherine J. Kelley	Jean Nimmo
Gertrude A. Kimbrough	Grace M. Norman
Joanne K. Kimey	Donna J. Norris
Janis King	Cynthia L. Novario
Margaret E. King	Carmel J. Nye
Debra W. Kleinman	Penny J. Nyman
Nancy G. Kolb	Debra S. Offerson
Kent M. Koprowicz	Carol Ann Ortiz
Cynthia A. Kosmann	Lisa B. Ortiz
Mary Alice Krig	Sonja J. Ostrom
Karla E. Kruse	Rachel M. Ourada
Craig O. Kubias	Jacqueline R. Page
Tammy P. Landowska	Helen C. Pankiewicz

Mary B. Patterson
Evelyn L. Penn
James R. Penny
Susan L. Perry
Doris A. Peterson
Daniel L. Peyton
Erin M. Phillips
Joan J. Phillips
Sarah O. Pinter
Connie M. Pirosko
Lois A. Pokorny
Carmen R. Poulson
Joni A. Prescott
Jeffrey S. Quashen
Peggy D. Ray
Kristine D. Redding
Carolyn Reuben
Naomi K. Reynolds
Deborah A. Rickers
Kim M. Rieck
Ann K. Riecke
Mary R. Rinehart
Phyllis A. Roberts
Karen J. Robertson
Amy L. Rodefer
Nina M. Rogers
Rosalie Roperto
Kathleen C. Rosello
Rose M. Roush
Debbie K. Sakahara
Patricia Sams
Karey A. Santistevan
Colette Sayka
Judie M. Schaefer
Debra M. Schied
Helen M. Schmidt
Janet M. Schultz
Terry L. Sigley
Mary L. Sisson
Kenneth L. Smith
Sue A. Smith
Tonya J. Smith
Cassandra Smyser
Diane E. Snyder
Paula K. Sobule
Kimberly S. Sostkowski
Diane L. Spear
Geraldine F. Steinbaugh
Tammy W. Stockton
Rochelle Y. Stoeklen
Janet M. Stork
Susan A. Swanson
Laura A. Swaringim
Sheila A. Sweet
Irene T. Takahashi
Julie M. Tallman
Merrilyn A. Tarlton
Raymond J. Tarr
Carol E. Tasch
Judie E. Taylor
Rick L. Tenold
Lori L. Thiel
Joann M. Thompson
Jollene M. Thomssen
Thang Q. To
John H. Tobin
Evangelina C. Torrez
Tina A. Trujillo
Carolyn M. Tucker
Mary L. Vandoozer
Mitchel A. Viste
Robert Walker
Sharon S. Walker
Adria S. Walsh
Sally A. Walter
Kathleen V. Warner
Jane E. Watkins
Sharon E. Watson
Irene P. Watterson
Mary C. Watts
Lola S. Webster
Nita J. White
Glenda Wickham
Lisa A. Widdowfield
Francine A. Wightman
Theresa H. Wilkins
Linda M. Williams
Mary A. Williams
Nancy A. Williams-Johnson
Sharon H. Wilson
Kimberly L. Wise
Patricia M. Wynn
Margaret A. Yankee
Patricia A. Yarbrough
Robin E. Yarzab
Betty A. York
Donald E. Yost
Clare H. Young
Lynda J. Young
Lynda L. Zeringue

APPENDIX E

Holland & Hart Alumni

as of July 1, 1988

Britt C. Anderson	William L. Fillmore
Hartman Axley	John F. Forhan
Joseph H. Baird	Richard A. Francis
Craig S. Barnes	Deborah J. Friedman
Mandie M. Barnes	Jeffery A. Froeschle
Kenneth E. Barnhill	Paul D. Frohardt
Solomon N. Baron	Gerald Fullmer
William J. Baum, Jr.	Dale A. Gaar
Field C. Benton	Stephen A. Gardner
H. Richard Beresford	Walter W. "Woody" Garnsey, Jr.
Sandra D. Besseghini	Barry Gassman
Craig N. Blockwick	S. Blair Gay
Alan E. Boles, Jr.	Thomas E. Gebow
Robert A. Brooks	Miles M. Gersh
William M. Burke	Mary R. Giannini
Gregory B. Cairns	Edward M. Giles
William P. Cantwell	Margaret C. "Peggi" Gilliam
John U. Carlson	Jacqueline S. Glanz
William J. Carney	Gerald W. Grandy
Carolyn D. Carrasco	George "Skip" Gray, III
Joseph T. Carroll	Lynn Guissing
William J. Carroll	Lindell L. "Lew" Gumper
Father Thomas Casey, S.J.	Roberta Lee Halladay
Richard T. Casson	Gary W. Hamilton
Benjamin E. Chidlaw	Mary Mead Hammond
Colin M. Clark	Steven M. Hannon
Graham M. Clark, Jr.	Richard H. Hart
Robert T. Clark	Gail B. Hayes
Steven J. Coffin	Morris B. Hecox
Janice M. Cohn	Myron J. Hess
Brian H. Cole	Da'aga Hill
Richard W. Comfort, Jr.	Lisa Holstein
Mary R. Cook	L. Tyrone Holt
William V. Cox	Aileen Hooks
Gerald C. Cunningham	Lawrence L. Hooper
Luke J. Danielson	James E. Horigan
Donna K. Davis	Alvin D. Hunter
Timothy Davis	Julian M. Izbiky
Joseph N. de Raismes	Raymond C. Johnson
Jeffrey H. Desautels	Terry T. Johnson
Harvey E. Deutsch	J. Bradley Johnston
George D. Dikeou	Earle F. Jones
Ray N. Donley	Walter L. Jones
Brian C. Donovan	Edwin S. Kahn
James J. Dufficy	Jane F. Kauvar
Robert H. Durham	Thomas J. Kimmell
Donald D. Etter	J. Bonnie Kozloff
Renny Fagan	Robert A. Krantz
Thomas A. Faulkner	Curtis R. Krechevsky

James A. Larson
Mary H. (White) Leth
Alan D. Levow
Katherine A. "Kit" LeVoy
Alan B. Lilly
Frances C. Lively
David R. Lombardi
Frank Long
Kurt R. Lundquist
Claude M. Maer, Jr.
Bonnie S. Mandell-Rice
Helen Marsh
Carey E. Matovich
S. Wyatt McCallie
Robert M. McConnell
Eugene F. McGuire
Robert H. McManus
Jeanette P. Meier
A.R. Menard
John M. Miller
Kathryn E. "Katy" Miller
Nancy Chase Miller
Robert J. Moir
Eugene S. Morris
Robert L. Morris
Stephen V. Moser
C. Lee Mumford
Jerome C. Muys
Kent E. Nelson
Garth J. Nicholls
David G. Palmer
Randy L. Parcel
Kenneth E. Peck
Frederick F. Peirce
Stephen L. Pepper
Michael L. Poindexter
Jeffrey C. Pond
Arthur W. Porter
William D. Prakken
Barbara K. Purvis
Robert J. Quinn
Jerome C. Ramsey
Howard S. Reilly
Larry R. Reno
John C. Richardson
Linda Rockwood
Raul N. Rodriquez
Donald W. Roe
Michael E. Romero

James H. Ross
Richard K. Rufner
Barbara K. Ruh
Paul D. Rula
Paul T. Ruttum
Robert J. Salazar
Frederick J. Salek
Barbara Salomon
Kendall T. Sanford
Bruce W. Sattler
L. William Schmidt, Jr.
Don W. Sears
Mark Semenoff
Robert W. Settje
James E. Shaughnessy
Dwight K. Shellman, Jr.
W. Joseph Shoemaker
Michael M. Schultz
John C. Siegesmund, III
Carole Simon
Rayma Skeen
Juereta P. Smith
Susan L. Smith
Christopher "Kit" Sommer
James R. Spaanstra
Marcus L. Squarrell
Carol Statkus
Anne E. (Peters) Stern
C. Jean Stewart
Constance Talmage
M. Edward Taylor
T. Jay Thompson
Lawrence W. Treece
James H. Turner
James M. Van de Water
Barry C. Vaughan
Robert L. VerSchure
Russell E. Vigil
Elizabeth Rumely Visser
James R. Walpole
Debra "Debbe" Pierquet Welsh
Michael D. "Sandy" White
Michael J. White
Alvin J. Wiederspahn
J. Harley Williams
Mary (Schwertz) Willis
Lynn Winmill
Brian D. Wylie

APPENDIX F

Holland & Hart Total Lawyers

Year	Number of Lawyers	Year	Number of Lawyers
1947	4	1968	57
1948	7	1969	53
1949	7	1970	54
1950	9	1971	56
1951	11	1972	63
1952	12	1973	70
1953	14	1974	76
1954	17	1975	79
1955	21	1976	92
1956	23	1977	94
1957	25	1978	97
1958	27	1979	109
1959	33	1980	121
1960	38	1981	129
1961	34	1982	142
1962	38	1983	140
1963	28	1984	138
1964	39	1985	151
1965	44	1986	200
1966	50	1987	219
1967	53	1988	233

APPENDIX G

Oral History Tapes in the Holland & Hart Archive

Byron L. Akers, Jr.	1986
William R. Aman	1986
Bruce T. Buell	1986
William D. Embree, Jr.	1986
Jack W. Foutch	1986
Theresa W. Goldhamer	1986
J. Donald Haney	1986
John L.J. Hart	1985
Stephen H. Hart	1983,1984
Meriwether L. Holland	1986
Irving Howbert	1986
John F. Kelly	1986
James P. Lindsay	1986
William C. McClearn	1986
Frank H. Morison	1986
Senior Secretaries	1986
Willis E. Sullivan	1986
Jay W. Tracey, Jr.	1986
Patrick M. Westfeldt	1986

APPENDIX H

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	6	Berkeley-Lainson	
	8	Holland & Hart	
	9	Berkeley-Lainson	
	12	Holland & Hart	
	15	Jafay Photographs	
	17	Holland & Hart	
	19	Holland & Hart	
	Chapter 2	20	Holland & Hart
		22	Holland & Hart
		23	Holland & Hart
29		Holland & Hart	
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	31	Holland & Hart	
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	38	Tom Travis	
	41	Tom Travis	
	43	Tom Travis	
	47	Tom Travis	
	51	Tom Travis	
	52	Tom Travis	
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	71	Colorado Historical Society	
	73	Colorado Historical Society	
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	74	Aspen Skiing Co./Doug Child	
	75	Denver Broncos	
	76	Tom Travis	
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	95	Colorado Historical Society	
	96	Colorado Historical Society	
	98	Colorado Historical Society	

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	101	Colorado Historical Society
	103	Steve Tarlton
	104	Warren L. Tomlinson
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	114	Holland & Hart
	114	Holland & Hart
	115	Graig Marrs Productions
	116	Graig Marrs Productions
	117	<i>Architecture</i> ; The American Institute of Architects
	118	Holland & Hart
	118	Mike Roberts Color Reproductions
	119	Holland & Hart
	119	Boise Convention & Visitors' Bureau
	120	Boise Convention & Visitors' Bureau
	122	Colorado Springs Convention & Visitors' Bureau
	124	Holland & Hart
Chapter 7	124	Holland & Hart
	130	Colorado Historical Society
	135	<i>Denver Post</i>
	137	Colorado Historical Society
	138	<i>Rocky Mountain News</i> , reprinted by permission
	139	Ed Stein, <i>Rocky Mountain News</i>
Chapter 8	141	The Denver Partnership
	148	Holland & Hart
	150	Holland & Hart
	151	Tom Travis
	153	Holland & Hart
	156	Denver Metro Convention & Visitors Bureau
	161	Richard Hart