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As many of you know, we interview corporate defense law firm leaders, partners and legal consultants. You're listening to Episode Seven of the Law Firm Leadership podcast.

**Chris:** Welcome to the Law Firm Leadership podcast, I'm your host, Chris Batz with The Lion Group.

Today, I have the pleasure of speaking with Alan Hoffman of Blank Rome. Alan serves as chairman and managing partner of Blank Rome. You began your career as the federal prosecutor with the United States Department of Justice, having been recruited to serve as part of the Attorney General's Honors Program. He served as a Supervising Assistant United States Attorney and received the Attorney General's Special Commendation Award.

Aside from managing the firm, you also have been the head of litigation and also practice complex corporate and criminal litigation at the firm.

Welcome Alan to the Law Firm Leadership podcast, I'm delighted to have you as our guest.

**Alan:** Thank you Chris, delighted to be here.

**Chris:** Alan, we've talked about a ton of really great things before the podcast started recording and I really want to give you time for that. So, last year you guys buttoned up a really important deal with Dickstein Shapiro, a legacy firm in DC. I'd like to jump right in and just get some of the details of what took place, right as Christmas kicked off. I think it was December 24<sup>th</sup>, 2015.

### **The 100+ Attorney Dickstein Shapiro Deal**

**Alan:** Sure, happy to do so. We developed a strategic plan in 2013 which was to grow in Tier 1 cities throughout the United States.

Blank Rome, our firm started 70 years ago in Philadelphia and it was primarily known as a Philadelphia law firm. So part of our plan has been to grow nationally, in as I said, Tier 1 cities. But when we have an opportunity to grow in Washington, we seized it.

I had learned, through various sources, that the Dickstein Shapiro firm was having some issues and had been in discussions with the Bryan Cave firm for a merger that for a variety of reasons didn't happen. So, as soon as I read that I picked up the phone and called Jim Kelly, the chairman and managing partner of Dickstein and it happened to be Christmas Eve, and decided that, let's leap on this as quickly as we can.

We spoke that afternoon for three hours, on December 24<sup>th</sup> and then Jim was in my office, that was a Thursday, in my office that Monday, which I think was the 28<sup>th</sup> and then the rest is history.

So, it was a matter of really seizing an opportunity when it was there. It's now been a little bit over a year, everything is going fantastically on both sides. We've spent a lot of time on integration, but it's been a real game changer for us, in terms of our Washington DC presence.

***"While you're standing there deciding whether or not to get your net, the butterfly is flying away,"***

I have a little, I don't know what you would call it, a framed little saying on my desk that says, "While you're standing there deciding whether or not to get your net, the butterfly is flying away," and this is the Dickstein transaction and my phone call to Jim Kelly, is

basically a reaction to, while you're standing there deciding whether or not to get your net, the butterfly is flying away. So, we grabbed the net and we grabbed the butterfly.

**Chris:** And knowing that it didn't work out for Bryan Cave, why did this work for you, where did you guys see the connection, the synergy and why this deal worked to your favor?

**Alan:** The Bryan Cave deal was done as, I think, as a merger and ours was an acquisition, not an actual merger, and I think what we really focus on, in terms of opportunities with various different lateral groups or law firms is culture. Are these people that you want to practice law with?

I think that once you get past certain conflict issues, the rest is really, are we going to be able to be shoulder to shoulder, and whether the different storms that may hit in the legal industry? And what you want is somebody that is going to approach issues in the same way we do. We have no sharp elbows in our hallway. We have a compensation system that reflects teamwork.

So, one of the things that we were very impressed with, the lawyers at Dickstein Shapiro, was that they were very similar in their culture and in their beliefs and goals as Blank Rome lawyers are, and therefore that's why I think the marriage has worked so well.

#### **Having a Strategic Plan**

**Chris:** That's excellent. Let me ask you this Alan, having been on the other side of that transaction, how would another firm be ready for such a deal? I mean, this added 100 plus attorneys to your firm, you guys are now over 600 attorneys, that's a substantial increase. I mean, there's been definitely over 20% increase on revenue from the article that was just released today, from The Legal Intelligencer, today's March 8<sup>th</sup>. How can a firm be ready for something like that?

**Alan:** I think it's all part of having a strategic plan that, as I said, we adopted it in 2013 and conducting yourself in a manner that's consistent with that plan. We knew that we were looking at opportunities in Washington DC and wanted to grow in Washington DC. We knew the type of lawyers that would fit in with our law firm and therefore this came up and we were able to seize it immediately.

Another thing, in addition to this butterfly one I gave you earlier Chris, that I live by, is how can we distinguish ourselves from the masses? And you know, there's a lot of law firms in the United States, and we compete with those principally in the AM Law 100. So, what can we do to distinguish ourselves from others? And that is, seizing opportunities, when they're there, to taking a look at it, being aggressive. There's many more opportunities that we have passed on, than those that we have successfully brought to a conclusion of a combination of some form or another.

#### ***Distinguish yourself from the masses***

**Chris:** So, why don't you go ahead and jump into that law school professor of story, Professor Collins and the saying that's been so important?

**Alan:** Well, at Villanova Law School, back in 1993, 1994, there were midterm exams that the professors would give you but wouldn't count towards your grade. The only thing that would count were the exams that you would take in May. So, in December there were midterm exams and I remember I thought it was very smart, I'll purchase outlines from upper classmen and I'll prepare for these exams in that way. I went in, took the exams and ended up with three Cs and a D. The D was in contracts.

Well, each professor would then ask you to come into their office and they would review your exam with you and then explain what it is you did wrong, how you should approach taking a law school exam.

Having been an accounting major in college, everything in my world, in that world was one and one has to equal two, the debits have to equal the credits. So, this thinking in a different way was something completely new to me.

So, I go in and I meet with Professor Collins and unlike like all the other professors who reviewed your exam with you. He said, "I'm not going to review the exam with you, I'm going to tell you Mr Hoffman, the following things. There'll be six questions on the final exam, I'll read your answer for five minutes for each question, therefore sir, you have 30 minutes to impress me with what you know about the law of contracts and your job is to distinguish yourself from the masses. You need to distinguish yourself positively, and you'll get an A or a B and negatively you'll go in the other direction." And that comment, ***distinguish yourself from the masses***, has been something that I have lived by and I try to have our law firm emulate as well, as we go forward.

And I ended up, after that, finishing eighth in the class, having decided that purchasing outlines and learning that way didn't work for me. So, I went back and I basically outlined every course I had from the beginning of the year and as I said, finished eighth out of 200 and something in the class.

**Chris:** That's excellent.

#### **Law Students: One Way Getting a Law Job**

**Alan:** But I've conducted myself and the advice I give to younger lawyers, is how do we distinguish ourselves from the masses? You mention Chris, that I started with the US Attorney's Office.

So, when you're a third year law student and you say, "I want to be a litigator," in my view, one of the best places to learn how to be a litigator is the United States Attorney's Offices or federal clerkship. I said I wanted to be in the US Attorney's Office. So I wrote to every US Attorney, up and down the East Coast. Every one wrote back to me that you had to be out of law school at least a year or two experience before they would talk to you.

Because I had worked at the DA's office in the summer of my first year of law school and had worked at the Public Defender's Office during law school, the US Attorney in Delaware, apparently misread my résumé, thinking I had experience and invited me for an interview.

**Chris:** That's excellent.

**Alan:** And then offered me the job right out of law school and I'll never forget, it was April when he said to me, "When can you start?" and I said, "Well, I haven't taken the bar exam yet," and he, I think, was too embarrassed to admit that maybe he misread my résumé. So he said, "No problem, I'll hold the position open for you," and I started in October, once I had passed the bar.

**Chris:** What an opportunity.

**Alan:** I had received the bar results, so again it was how many people in third year of law school throughout the country decided that they were going to apply to US Attorney's Offices, knowing that you had to have experience before anybody would accept you? I don't know how many, but I know that I figured, I didn't care how many rejection letters I received, that if there was somebody that would give me the opportunity, I would seize it. So I distinguished myself from the masses and went for it.

**Chris:** Yeah, this is just such timely advice Alan, there are so many law students that hope that I can somehow place them somewhere and in reality they just need to have that kind of 'go get it' and impress somebody mentality that you've done.

I know how the USA office has just continued to have such a reflection on litigators, I imagine that you've been exposed to some pretty incredible cases that then has allowed you to step into leadership roles within litigation. Would you mind sharing if that's the case?

### **Sir Alan, the Defender of the East**

**Alan:** Sure. I became chairman of the litigation department here in Blank Rome, I was chair for 12 years before going onto other leadership positions at the law firm. The clients that I represented for many years, starting in the 90s, with Lyondell Chemical Company in Houston Texas and their chief of litigation was a gentleman by the name of Joe Speelman, who's since retired, and they had a major litigation throughout the country involving a chemical that they manufactured called MTBE that was a ground water contaminant if it leaked. So we were defending Lyondell in a number of cases in 17 states, all throughout the country.

Joe Speelman had, in order to motivate the lawyers that represented Lyondell, he had a unique approach to litigation, which was, he was not going to settle a case unless he thought that the company had actually done something wrong, that he thought the more that he settled cases, the more the plaintiff's bar would view Lyondell as a soft target and come after them and it would cost more in the long run, by having plaintiffs constantly sue Lyondell.

So, he encouraged everybody to go to trial on cases and he was willing to support that. There's not many chief of litigations at major companies willing to take that risk, but that was his philosophy. And in order to motivate his lawyers, he had, what he called The Knights of the Lyondell Enterprise and if you won a case at trial for Joe, or for the client, you would get a ceremony, in Houston. Once a year he had all his outside counsel come in and they would do this ceremony where they would read this proclamation and give you an Excalibur, making you a Knight of the Enterprise.

So, on my wall here, looking at it, I've got this Excalibur that says, "We present you with Excalibur, the legendary sword, pulled from a stone by Arthur in recognition of your brave deeds, a grateful enterprise does by this instrument and these present, bestow upon Alan Hoffman the honored title of Knight of the Lyondell Enterprise and shall hereafter be known as Sir Alan Defender of the East. Joseph Speelman, Associate General Counsel..." you know, etc.

That motivated, I can't tell you, big firm lawyers from all over the country, who would be motivated, "Did you get a sword? Do you have a sword? Do you have a sword?" And although we charge hourly rates of high amounts and pride ourselves on having clients hire us, you can't believe how motivating it was to be able to say, "Jeez, I need to get a sword," and the competition in order to receive one.

The story goes so far as, that I was one of our final cases involving this product we were settling, a major settlement, in which the settlement reached upwards of \$450 million for our co-defendants and I had said to Joe that we should not settle unless we were going to pay a nuisance amount and it ultimately got to a number that Joe told me that he wanted me to pay in settlement and I pushed back at him saying, "Well, if I do that Joe, will I still get a sword?" was the motivating... and he laughed and we ultimately settled the case. So, that's my client story, a great client.

**Chris:** I would have to say I've never heard a story like that and I'd also have to say that it would have to be so impacting, as you mentioned, to all the litigators that were hired as well as the culture that he had in his firm. And you still have that sword in your office?

**Alan:** I have the sword hanging in my office, next to the proclamation, which is four pages, which is framed. The proclamation written by Joe and his people talks about, "The sudden attack, coordinated with simultaneous assaults from coast to coast, created great havoc and damage to the most valuable enterprise commodity, as well as to the reputation of the enterprise, but Sir Alan Hoffman quickly created an attack plan to retake the post and join the battle," and it goes on and on and on, "Enterprise troops landed on shores, established a beach head with Hoffman's invaluable help, working quickly and quietly, he drafted and prosecuted a plan to force an early and decisive battle at a place called class certification. And this particular sword on this Chris, was when we had class certification defeated.

**Chris:** Now, you can earn additional swords, is that correct?

**Alan:** Correct. So I earned four, but you get a sword the first time around, and then you get a Sir Galahad horse, a statue of that as your second and then you get a white knight on a horse as your third and they still owe me my fourth. So, I don't know what the fourth is.

**Chris:** Now, forgive me for not knowing, are they still a client, or are they not practicing?

**Alan:** No they're still a client. Joe Speelman has since retired and Jesse Caplan is now, what was chief of litigation and is now general counsel.

**Chris:** Well, such a renowned story, it's really impacting.

Let me position you around your role as managing partner at the firm, you had shared with me two things about your culture and style of leadership and what you're doing with succession planning and diversity. Would you speak to that?

### **Diversity in Succession Planning**

**Alan:** Sure. I think that, if you're leading an organization, you've got to begin planning for who are going to be the successors and how do you develop young leaders, and particularly challenge diversity and developing leaders.

So, we have two departments, litigation and business, and we have 15 practice groups within those departments and each practice group has a practice group leader and a vice practice group leader and some have more than one. There could be co-practice group leaders, two vice leaders, etc. And a policy of mine has been that every practice group, if the leader is not diverse gender or race diverse, or any qualities of diversity, LGBT, etc., then the vice practice group leader has to be a diverse lawyer, because that's the way, I think, that we give opportunities to diverse lawyers to be in leadership positions, as opposed to just billing hours, bringing in clients, working cases and then let's see, at these ages in the 30s and 40s, who, having received this training and this opportunity, rises above that.

Therefore, our two department heads are two gentlemen that started off as practice group leaders, they became department heads when they were in their late 40s, they're now 51 I think, or so, and then below them are younger leaders.

So it's a way in which we're trying to, as I said, develop, give opportunity to diverse attorneys who would not otherwise have opportunities to lead.

**Chris:** That's excellent.

**Alan:** And at the same time, plan for succession.

**Chris:** Yeah critical, I mean, you definitely hear about succession planning, but you guys are even a step further in intentionality about bringing diverse leaders in. I think that's a great example for firms to follow.

Alan, let me ask you a question about integration. I know in the article today, through The Legal Intelligencer, it spoke to some of your integration plans. So, as far as I understand it, when firms acquire, whether it's just straight up onesie lateral, or groups or entire firms, this integration plan has kind of been an insurance policy. What are you guys doing for integration that's creating stickiness with your partners?

### **The Intentionality of Integration and Laterals**

**Alan:** In my opinion, deals can be, I don't want to say they're easy to do, but they're the easier part of, long term becoming successful or failures. So, you can do a deal, then the rest now, the hard work begins. How do we integrate? How do we get to know each other? How do the lawyers who have joined us know what the culture is of Blank Rome, what's expected, how we operate, how we operate with each other, how we treat other? So, how do we go about making sure that the deals that we have done and the people that we have brought in, feel really good about being at Blank Rome and their stickiness to it, that we don't lose lawyers to our competition?

I think that one of the things that we pride ourselves on, whether it's through our compensation system or through the integration efforts, you will not find Blank Rome lawyers at competing law firms around the country. You won't find a Blank Rome lawyer leaving Blank Rome to go to an Am Law 50, Am Law 100 firm. They may decide to go in-house, they may go with a client, they may go and become a judge, they may start their own practice. And part of that is really focusing on making sure that we have a system, we have everybody feel included.

So, we do spend a lot of money on travel, getting around to all the different offices and on these integration efforts. We have a buddy system that we establish with respected, the Dickstein Shapiro transaction, in which every Dickstein Shapiro partner has a partner at Blank Rome who is "their buddy" and who they can ask questions to and get together with.

***So as part of any strategy of growth, if you don't have an entire program set up of integration, then in my opinion that strategy of growth is going to fail.***

So we do a lot in that area and there are transactions that we have walked away from, as recent as this past year and at the end of 2016 going into 2017, because we did not feel as though we've properly integrated everything that we need to do with the Dickstein transaction, the Wong Cabello transaction that was just six months before the Dickstein transaction and things such as that.

So to us, integration is part and parcel of making sure a deal is successful and we do a lot with.

#### **Growing Houston with IP Firm Wong Cabello**

**Chris:** That's excellent, so it's not growth for growth's sake, you guys are really caring for the people that are there. And you mentioned Wong Cabello, that was a group of attorneys in Houston correct?

**Alan:** Correct, a group, an intellectual property boutique in Houston of around 25 attorneys who joined us, around six months before we did the Dickstein transaction. They would have joined us in June/July of 2015 and we opened in Houston in 2011 with 10 lawyers from a small boutique litigation firm, called Abrams, Scott & Bickley, we then added eight maritime lawyers to that, two years later and then two years later, 25 intellectual property lawyers.

Another part of integration and our success is Barry Abrams, who was the leader of the Abrams, Scott & Bickley firm when we did that combination, serves on our executive committee of the law firm. Susan Bickley, one of the main partners, serves on our partner board, serves on our distribution, our compensation committee, she has led our women's forum.

So, we also, when people join the firm, there's great opportunity to be placed in leadership positions and get to know everybody nationally in the firm as a result. So you feel as though you've been at Blank Rome forever, not that somebody's just walked in the door.

I came to Blank Rome in 1992, as a lateral for another large firm in Philadelphia and I would say, even prior to our growth since 2011, even prior to that time, more than 50% of the lawyers at Blank Rome were laterals. So we know what it feels like to walk in a new environment, new partners, new colleagues, what does that feel like? We know what the emotional piece of that is as much as the business piece. And therefore, I think that has lent itself to our success with integration, not just with large groups but with individual laterals who join us as well.

**Chris:** I can definitely hear your heart behind the lateral process, which is really critical.

What's one trend you're keeping an eye on as it relates to your clients in the future of the legal industry?

#### **The Future of the Legal Industry: Pricing, Predictability and Partnership**

**Alan:** I think pricing is becoming a huge trend. You know, many years ago it used to be the clients wanted everything on a fixed-fee basis. An upfront payment, if it was a criminal case, things such as that, everything was predictability, fixed-fee.

Then, I guess because a lawyer may have quoted a fee of \$10,000 for a particular matter in the 1940s and was able to get the matter resolved in a very short period of time and the clients begin to feel like they were being unfairly charged, so came along the billable hour and now I think we're seeing clients again, wanting predictability and wanting fixed-fees, more so than the billable hour.

I'll give you an example, we were one of the few industries in the world that don't tell a client what a matter that we're handling is ultimately going to cost, we tell the client, "we'll tell you at the end."

So, let me give you an example. We walk in, Chris, you and I, we're going to buy a car and we go into the dealership and there's the car we want and we want the car to be black, it's got to have a beige interior, it's got these different options on it and there's a sticker price on the car, we negotiate, this is what we want, and even if they have that car, we walk out with it after the negotiation, if not they go and find it at another dealer, or it's going to be built. But you know what you're going to pay for that car.

In our industry, a client walks in and says, "Here's what I want. I want a black this, I want this to be beige, I want these different options," and we say, "Chris, thank you very much, we will begin building that and when we're done, we'll call you and let you know how much it cost." We're the only industry that does that.

**Chris:** Right.

**Alan:** You go to a dentist, you pay. You go to a doctor... So, I think that our industry needs to begin helping our clients with predictability, helping the chief of litigation be able to go to the chief finance officer or the CEO and say, "Here's how much this matter is going to cost us."

Same with an acquisition, the general counsel needs to go the CEO and say, "Here's how much this acquisition is going to cost us."

And I think clients are going to become more loyal to those law firms that are able to have that predictability, but do it in a way that's also accurate.

For example, it doesn't do much good for me to say to a client, this is going to cost \$500,000 and the client says, "Fine." Then at the end, after all's said and done, we were able to bring it in at \$200,000. That general counsel has to go to the CFO and say, "Hey, we were able to bring this in under budget, we brought it in at 200 instead of the 500," and there are some CFOs that will pat the general counsel on the back and say, "That's great," and others that will say, "Well, you didn't budget for this correctly because I could use that \$300 at some R & D project over here, or for this other division over there."

So, I think it's not just the predictability, key I think is getting it right and helping our clients be able to have certainty as they plan their businesses. So, I think as our industry goes towards that it becomes more of a partnership with the client. It should not be an adverse relationship. We're partners. I want to make my general counsel look good to his or her CEO and what do I have to do in order to accomplish that, in the same way, that the general counsel, I think, wants their lawyers to be happy?

**Chris:** It makes so much sense Alan, and I think that's extremely insightful. It would be fascinating to see how, and who will embrace what you're talking about; pricing, predictability and partnership.

### **What Leadership Are Required Growth?**

Let me ask you another question, in your journey as a leader, which you had several leadership roles, what is one area of leadership that you had to grow in, that didn't come natural to you?

**Alan:** Not fearing failure. I think that we are... I know that I, for many years, was risk averse, don't like failure, fear of failure, which I guess can also drive you toward success, but it can also paralyze you in not taking certain risks and I think if you don't take risks, particularly with change, that that can become really paralyzing in moving any organization forward.

There are number of changes we've put forth at our law firm in recent years, many of which I've heard from our partners, "You're ruining the culture of the firm. Oh my god, you're ruining the firm."

Now, it used to be that secretaries were one to one, a lawyer had the secretary right outside his office. We went to a system some years back, four to one and associates are seven to one, with a particular, what we call, associate resource center that's services first and second year associates.

So the minute we went to four to one, for the first month, I'm ruining the law firm and the culture of the law firm. Three months later, not a word is said about it. Lawyers don't like change.

So I think the one thing I've learned is that you can't fear change, you can't fear taking risks, but you also have to recognize that when you change things, there are going to be failure, there's going to be things that will be messed up and that therefore, you learn and correct it.

We are in the process now of looking at our compensation system. We've used the same compensation system for at least the last 35 years, well before my time at the firm and I'm not sure that that compensation system still measures and values the things that our firm wants to promote today, which may be different than what it was 35 years ago. So, I think we need to tweak it in some ways, and change.

Well, we're not going to get it right the first time. We will change and we will make mistakes and we'll get feedback and what I've learned and tell people is, we will screw this up, in a, you know, laughable way, I mean we will screw this up, but we'll learn from that screw up and two years from now things will be fabulous, but you've got to be willing, you can't have the fear that things are going to get screwed up, paralyze your movement forward in change.

So, I think that the biggest thing for me, as lawyers don't like change, I'm a lawyer, I hated change and I've had to embrace change as something that I think really distinguishes law firms from other law firms and distinguishes leaders who are successful from those who aren't.

**Chris:** Yeah, very well said and I appreciate your heartfelt, genuine response.

### **What are you passionate about?**

Alan, outside of managing Blank Rome, and kind of go into a more personal question, what are you passionate about?

**Alan:** I'm passionate about my children. So, I spend a lot of time with family. I have gone through a divorce when my children were very, very young and my father was a holocaust survivor, a baker. Would go to work at 4:00 in the morning and would come home for breakfast, let's say, and then go back to the bakery and then come back and take a nap and then go back and come home at 10 o'clock at night when he closed the bakery. So there wasn't a lot of interaction with family, he viewed himself much more as a provider.

So, when I became a father I wanted to spend a lot more time with my children and having gone through divorce in which I would have joint custody of my children, I'd be with them all the time, on the every other weekend aspect, I went from being president of a

country club and playing golf all the time, to not playing at all because on Saturdays, if I wasn't playing golf, I could be coaching softball, soccer, basketball and therefore every weekend spend time with my children.

So, we have a very, very close relationship, they're now all in their, 25 to 30 range and so that's still something that I would say is a passion of mine.

**Hero: Bobby Kennedy**

**Chris:** Another question and I guess on a personal level is, who are your heroes? You mentioned someone and I'd love for you to share it in the quote that came with it.

**Alan:** When I was in college, Bobby Kennedy was running for president, and he was obviously unfortunately assassinated, but he had a thing that has really been something that's been, along with all these others that I've given you, something I've always remembered and try to live by, which is, *some men see things as they are and say, why; I dream things that never were and ask, why not.*

I look at different things, and when I go back to, when we talk Chris about change, I look at different things and I say, "Okay, I see how they are, why not try this? Why not? What do we have to lose?"

So, that phrase, along with distinguish yourself from the masses with Professor Collins, are the two things that really have driven me over many, many years.

**Chris:** Yes, I really appreciate, Alan, just how much heart you've put into our interview today and I know that's how you lead and your passion for your daughters. It's so integral for a leadership, where people kind of see you by example.

If you weren't a lawyer Alan, what would you have liked to do?

**Alan:** You know, I always wanted to be a lawyer, since the time I was like 12 or 13. So what would I do? I don't have an answer for you off the top of my head.

**Chris:** Yeah, that's okay.

**Alan:** Maybe an airline pilot. I would love to be an airline pilot.

**Chris:** Would you?

**Alan:** Yeah.

**Chris:** That's excellent, well you could pick it up as a hobby.

**Alan:** Exactly.

**Chris:** So, kind of in closing and stealing this question from Kai Ryssdal of Marketplace, in five words or less, what is your job?

**Alan:** Five words or less, what is my job? I would say, to distinguish our firm from the masses.

**Chris:** That's awesome. Let's see here, six, I'll take it, that's excellent.

**Alan:** Alright.

**Chris:** Alan, thank you so much, I really appreciate your time on the phone, it's really been a pleasure. Yeah, thank you for your time.

**Alan:** Thanks Chris, good talking to you.

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