

LEST WE FORGET WHAT WE OWE JACK LATTY

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Duke University School of Law (or as most of us knew it for so many years, simply "Duke Law School") owes its prominence more to Jack Latty than any other person or combination of persons. I know, because as a member of the faculty during most of Jack Latty's deanship, I saw the transformation take place—a striking alteration in aspirations, quality, style, impact and image. In moving the law school upward with almost unbelievable rapidity, Jack was resourceful, imaginative, determined, tough, effective. To say that Jack was dedicated does not adequately depict the time and energy Jack put into advancing the law school—to improving the academic qualifications of the student body, acquiring able and prestigious faculty members, encouraging research and writing by faculty and students, placing graduates in promising positions in which they could develop their talents to the fullest and advance rapidly, bringing important and interesting educational projects to the school, and almost single-handedly getting for the school what for then was a spacious and functional physical plant.

Jack's exploits in recruiting faculty and students and placing students were legendary. One tale, perhaps apocryphal, perhaps not, was that in entertaining visiting faculty prospects Jack would have them stay in Chapel Hill and dine there; and he would conveniently neglect to tell them that they were not in Durham. Only after they had accepted a job and reported for work did they discover that Durham (then a tobacco and cotton mill, blue collar town) did not possess the charms of Chapel Hill ("a little bit of heaven," as the locals described it).

Jack displayed special vigor in placing Duke graduates in good jobs. After all, in Jack's eyes, a Duke-trained lawyer was capable of holding down any legal position. Jack personally sponsored even those whose academic records were less than distinguished. One day, so the story goes, Jack was faced with the task of writing a letter of recommendation for the person who ranked at the very bottom of the graduating class (the "anchor man"—there were not many women in law school then). This man had quickly succeeded in acquiring a reputation among members of

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the faculty of being exceedingly lazy, short on preparation and averse to attending more than a small percentage of the classes. Nevertheless, Jack did a masterful job of putting the student's meager talents and achievements in their best possible light and closed his letter with the following sentence: "Sir, you will be very lucky if you can get this young man to work for you."

Jack was able to exact handsome salaries from employers of Duke graduates. His approach to an employer would go something like this: "Any self-respecting law firm of the size and prestige of yours would not think of offering a Duke graduate with this graduate's record and talent less than \$, naming a figure half again or more in excess of the going market rate.

Not all stories about Jack's vigor and resourcefulness in recruiting faculty and students are apocryphal. At least one episode I can vouch for. After I succeeded Jack in the deanship, he continued to recruit students for the school, and he was remarkably successful. One day I answered the telephone and was greeted by an angry voice: "Keep that Jack Latty away from this university. Don't let him set foot on this campus again!" The speaker was the placement officer of an Eastern university. Jack had scheduled a recruiting session at that university, and the placement director had arranged interviews. When Jack got there, he took a quick look at the records of the students and threw them back on the placement director's desk. "None of these students are good enough to get into Duke Law School," Jack said curtly, "and I am not going to waste my time and theirs interviewing them." With that Jack turned abruptly and stalked out of the office. Perhaps this kind of action was arrogant and a trifle rude, but it was tremendously effective in gaining for Duke Law School the reputation of being interested in only the very best students.

It was extremely difficult to refuse Jack Latty. When Jack offered me a position on the Duke faculty, I was teaching at Vanderbilt. I had just accepted an offer to go to New York University. I was extremely reluctant to ask New York University for a release, but Jack would not be denied. He stated and restated the opportunity and honor that an appointment to the Duke faculty entailed; he asserted that I could make a tremendous contribution to Duke; he pointed out that on the other hand New York University School of Law had a large faculty and that I could do very little for that school. Finally, Jack promised to work with me in bringing business-related research projects to Duke. The dean at New York University graciously granted my request for a release, but I am still doubtful that my request for a release demonstrated the most sensitive honor.

Jack delivered on his promise to get funding for business law research projects. He obtained from the Small Business Administration—how I do not know—a substantial grant to produce literature for lawyers counseling small businesses. That project, just as most ventures Jack initiated, produced results. It brought to Duke Law School as research associates, three then-recent graduates of other law schools—Jordan Derwin, now a practicing lawyer in New York, Morton Gitelman, a prominent member of the University of Arkansas law faculty, and Clark C. Havighurst, now William Neal Reynolds Professor of Law at Duke. The project also resulted in a total of four books. Among those books was a book I authored, *Expulsion or Oppression of Business Associates*, which has evolved into a two-volume treatise on *Oppression of Minority Shareholders* (with Robert B. Thompson). This treatise, as I point out in its preface, is based in considerable part on Jack's ideas. I am greatly indebted to Jack.

Long before I went to Duke I became acquainted with Jack's legal scholarship. I greatly admired his clear insight into corporate problems and his realistic way of dealing with them. In my early days of teaching I found his book on *Subsidiaries and Affiliated Corporations*, published in 1936, especially helpful. Later on I became familiar with North Carolina's special close corporation legislation, which was largely Jack's work. George Frampton has elsewhere chronicled Jack's contributions to corporation law.¹ Thus, I need add only that those contributions were great and were widely recognized by both practicing lawyers and legal scholars.

From time to time, I hear by letter or telephone from lawyers whom Jack Latty recruited for Duke Law School and later placed in law firms, government agencies or other employment. As I travel around the country I often meet Duke graduates. I see their success; I note the important work they are doing; sometimes I eat excellent meals that their affluence permits them to provide. I wonder if all of them realize how much they owe their successful careers to Jack Latty; some do, I know. To those graduates who do not, I say, "you must not forget what Jack Latty did for you."

Duke Law School of course now has an excellent reputation and stands high in every national ranking of law schools. To members of the present faculty, many of whom were not at Duke when Jack was active, and to members of the student body, very few of whom, if any, knew Jack, I say with complete assurance that the quality and reputation of your fine school is in very large part attributable to this dedicated man,

1. Frampton, *Latty and "Corporations" in the Academy*, 1988 DUKE L.J. 1.

who became dean reluctantly, sacrificing a successful scholarly career in order to build a great law school.

All of us owe tremendous gratitude to Jack Latty, a remarkable, multi-talented person.