



This is Lawyers Gone Ethical, straight talk about legal ethics. Here is your host, Megan Zavieh.

**Megan Zavieh:** Hi, everyone. Welcome back to another episode of Lawyers Gone Ethical. This is Episode 77. I hope everyone had a wonderful Labor Day weekend. And now we are jumping back into work. Welcome back.

**Megan Zavieh:** I am excited about today's episode, as I know I say a lot, but because it really fits into two episodes ago, in Episode 75. So I feel like these two are a really good combination. If you are looking at joining a firm, building a firm, going into partnership with someone. Or you already are and you never really thought about a bunch of business issues that go along with it. If you listen to 75 and this Episode 77 together, I think you'll have a lot of great information.

**Megan Zavieh:** So today's topic is about law firm operating agreements and law firm breakups. So yes, breakups happen, right? I bet they're really ugly when they do. And my guest today does this as his everyday job. So he's going to be able to tell us a lot about what goes on in a breakup, what kinds of things people fight about, how they come about, what should've been done earlier in a firm's life to avoid some of the breakup problems.

**Megan Zavieh:** But one of the things that comes to my mind as we talk about all of this is just that excitement that we sometimes have over new ventures. And I will equate it to something that's going to sound really silly, but painting your house or painting a room in your house. And when I would want to paint long ago, I now know that I'm terrible at it and I will find someone else to do it. But long ago, when I thought I was good at it, I'd go to the store and I'd get really excited about some paint color, and I'd go home and start painting.

Megan Zavieh: Now, my husband had some experience with a family member who owned a painting company. And during the summers, he would help out. And he looked at me like I was crazy. He's like, "What are you doing?" Buying the paint and starting to get the color on the wall is the last piece. You have to prep, you got to tape, you got to move the furniture, you got to cover this and whatever else. And you can see how much I love painting - I glossed over all of these important steps. But he was like, "There's all this prep work to do." And I couldn't understand because that really wasn't fun. Right? That didn't make me happy. What made me happy was changing the color on the walls. But of course, his rooms are going to turn out a lot better than my rooms because of the prep.

Megan Zavieh: Well, it's the same thing with joining forces in a law firm. You get all excited, you're like, hey, let's join. Let's get our office space. Let's hang a sign outside and throw a new website out there. And you're excited about all of this stuff. That's the paint, right, it's the color, it's the exciting part. It's the fun part, and that's not when you really want to sit down and be like, well, when one of us retires, or if you die, or if we decided to go our separate ways, or how are we dividing the profits exactly? Well, what if this thing happens? Or what if this practice grows that way?

Megan Zavieh: You don't want to sit down and iron out those little details. That just sounds really boring. That's taping with that blue tape along the ceiling. But if you do that ahead of time, your room will look better. Your operating of the firm will be better. And someday when you decide, when one of you decides that you're not going to be in this firm anymore, because it's going to happen unless you intend to be in this partnership until the day you die, literally, it will otherwise happen. It's all going to be a lot easier if you've worked it out ahead.

Megan Zavieh: So that's today's topic that goes also with 75, like I said, where we talked in great detail about succession planning for lawyers. So I'd like to introduce you to my guest, and let's jump right into this conversation.

Jonathan H.: My name's Jonathan Hawkins. I'm a business lawyer for lawyers. To unpack that a little bit, I really divide my clients into two groups. I've got a number of law firms that I serve as outside general counsel for and in that role, I do risk management, compliance issues, employee issues, and really just any business issues that come up with operating law firm.

Jonathan H.: And then the other group of clients, it's really more of a project based practice where lawyers come to me [inaudible 00:04:17] in that practice, I help lawyers [inaudible 00:04:21] and really any business relationship between or among owners of counsel agreements, not equity partner agreements, et cetera.

Jonathan H.: I also help with succession planning. And then lastly, I help lawyers when they decided that they need to separate, part ways. There's two areas that sort of are in the space that I do not do. I don't do bar agreements work, which I know you do a lot of it, but I don't do any of that.

Megan Zavieh: I do.

Jonathan H.: I hopefully I help lawyers avoid it, but if it gets into it, that's not something I handled directly. And then also I don't really get into any legal malpractice, plaintiff or defense.

Megan Zavieh: So you seem to do a lot of the work that lawyers might otherwise think that they can do on their own. Like, I'm a lawyer, I can write my own partnership agreement. I can just hear lawyer's probably saying that.

Megan Zavieh: It sounds like you're the expert that we should all be going to when we actually want to do business on our law firms. In terms of all of those issues that you cover, sounds like things we should all be looking to expert counsel to help with.

Jonathan H.: It's funny - you hit it, most lawyers will say, hey I can do this myself and some can, but as you know there's this whole current of ethics rules, and opinions. It sort of flows through everything we do and it directly affects how we can structure our business and what we can and can't do. Whenever anybody enters into a new business venture whether they're starting a firm or simple as starting a business, everybody, [inaudible 00:05:50] this is going to be great forever, but they're wrong. They're really just not thinking about it.

Megan Zavieh: Well, that's something that occurred to me in planning for this episode is thinking about when people are joining, isn't it kind of like getting married? You think this is forever and you don't necessarily plan for a future divorce? But it's a less romantic version of that. But certainly I've watched some partnerships form. I have not witnessed a breakup up close.

Megan Zavieh: I know they happen all the time, but I've watched some form where it's like a honeymoon, right? They're super excited to join forces and there's all this great stuff that they're doing and they're excited about. But it seems like lawyers should go into partnerships with some kind of a plan for eventually not being a partnership anymore.

Megan Zavieh: And I'm thinking of this also in terms of a marriage. You actually think you might die together, right? When you get married you think we're going to live to 100 and die a week apart.

Megan Zavieh: But law firm partners I hope don't think they're going to be partners till the day they die because probably they want to retire at some point. So it seems like it's an easier subject to approach. At some point we're not going to do this anymore.

Megan Zavieh: Do you sort of have, from your experience, some guidance for people going into partnerships thinking about the eventual end of them?

Jonathan H.: Absolutely. And you know the advice depends on the type of firm, a contingency style practice, personal injury and other contingency style practices the issues around that kind of practice are different than an hourly practice, for example. And then, they might have a practice, it's more, I call it more of an enterprise where like an advertising personal injury firm or a residential real estate firm. It's really more of a machine. It's just, cases are coming in all the time. It's less relationship based with the attorneys. They have different concerns.

Jonathan H.: I have a lot of folks come to me before they've done it and obviously the best way to do it. But then I've encountered folks that they were in such a rush to get going, they're so excited about it, say, we'll just handshake now, and we'll put something in writing later. Sometimes-

Megan Zavieh: That just sounds like it's a disaster waiting to happen.

Jonathan H.: Yeah. And sometimes they had something in writing but they never signed it. So that can be a big disaster. Now, I've seen lawyers split apart, very friendly terms, it just didn't work and they for whatever reason wanted to move on. But I've seen the opposite. I mean it can get extremely contentious as you can imagine. I'm sure.

Megan Zavieh: And are those fights usually over just the money or what other issues come up in break ups?

Jonathan H.: The money, it's either real or perceived differences in contributions to the practice. You might have one lawyer that's bringing in all the business and that lawyer thinks he or she should get paid more. Then you got another lawyer that may be thinking they're out rainmaking all the time and they're not working so I should get paid more. And then when that starts to happen, it's hard to reconcile it. Someone's going to have to sacrifice, probably both of them or all of them. So that's one reason.

Jonathan H.: Another reason I've seen is when there's a difference in vision or change in the vision. I've seen this a lot where, going in the partners are on the same page, that they want to go conquer the world, or whatever it is. And then there reaches a point, 5, 10, 15 however many years into it where one of them is just ready to do something else. And when that happens, it's basically you're going to split apart. And I've seen that a lot.

Jonathan H.: And then, this is kind of funny, but a big reason or a big catalyst that I see all the time, I personally read about it, et cetera, is when the office lease, it's coming up for renewal. It's a time where the partners sort of sit back and say, am I going to recommit for another five or seven years or not? And that's usually time where people split ways. Interestingly.

Megan Zavieh: Yeah. That is interesting. I mean, I just keep thinking of the similarity between a partnership and a marriage. Maybe I'm over-blowing it, but we don't sit down every so often in our marriage and go another five years? We in this?

Jonathan H.: Yeah. Yeah. Partnerships are hard. They're hard.

Megan Zavieh: Yeah. But I can see that - an office lease would be... You're signing that and that is a commitment and yeah, that's interesting. I never would've thought of that.

Jonathan H.: Nowadays you've got virtual law firms and the office lease may be not as big of a commitment as it used to be, but those firms still have a pretty decent office type presence.

Megan Zavieh: Yeah. Some physical presence, especially once there's more than one. It seems like so many virtual practices are solos because you don't have the interaction with another individual all the time. You know, that you do in partnership.

Megan Zavieh: Well, do the smaller firms tend to break up more than bigger firms?

Jonathan H.: I'd say probably yes. And that may just be because there's more of them. Another reason is, the bigger firms, lawyers are coming and going all the time in the big firms.

Megan Zavieh: Even the partners.

Jonathan H.: But they're so big that... yeah, even the partner level. But they're so big that, they just keep on going. Some of the same issues are there.

Jonathan H.: I've seen some big firms, let's call it a large rainmaking group or this... The primary rainmaking group, if they peel off, that firm's probably gonna die at some point.

Megan Zavieh: And sometimes whole practice groups leave, and then they just go join another firm. And I suppose there's issues there too with extracting that group from the existing structure, but it's not the same as just the whole firm imploding.

Jonathan H.: Yeah, that's true. That's correct.

Megan Zavieh: Now have you seen marriages in law firms that were one and the same, like when the partners were married and then it all goes?

Jonathan H.: I have not personally experienced any of that, but I would imagine it could be, you know, nuclear war.

Megan Zavieh: That's what I think too. Well, lawyer marriages have an even worse divorce rate than one spouse being a lawyer or the general public with no lawyer involved in the marriage. So I can only imagine if the business and the marriage are falling

apart. Although I am aware of one couple who's an ex-couple and they've practiced for like, decades since being divorced and they're still a firm, which I'm always amazed. Like, how do you do that?

Jonathan H.: That's impressive. That is impressive.

Megan Zavieh: Yeah, I don't-

Jonathan H.: But yeah, I-

Megan Zavieh: I suppose that's a rarity.

Jonathan H.: ... I can't imagine. And then if you throw in, like with the marriage, if they have children, and all that kind of stuff, you just, just so many more issues at play. Luckily I have not been involved in one of those.

Megan Zavieh: I'm not sure I'd want to be, even in your shoes with your expertise. That might be a red flag on my intake folder being like, "Yeah, you know..." Because that's going to get ugly.

Jonathan H.: I think so. I mean I can tell you, some of these, they get so contentious that it really stresses me out and so I've got to exercise a little bit more during those cases. Got to meditate, whatever.

Megan Zavieh: Well, when, when a firm starts to break up, do the partners have to stop practicing or do they immediately form their own solo practices that cases funnel into? I mean, what does that transition look like?

Jonathan H.: Good question. There's a way that it should be done, and then there's ways that in practice it happens. As partners, you know, partners have fiduciary duties to each other. But then also attorneys have fiduciary duties to their clients and sometimes the two of those are really intention. I've seen sort of the dead of the night move out type separation where an attorney goes in and just grabs their file and leaves on a Friday night. The rest of the firm comes in on Monday morning and are like, what happened? That's not the way you really should do it.

Jonathan H.: You know, there's various... Across the country there are various case law and ethics opinions. Some ethic rules have it built in as well about the process. If you have a written partnership agreement. The ones that I draft, we spell out the process in detail. This is what's going to happen.

Jonathan H.: And so hopefully that's what happens. But first, a partner, you have a fiduciary duty. I think you got to tell your partner or partners I'm leaving before you tell your clients. It is sort of a general rule. I'll say there's a sliding scale there. It depends on really the sophistication of the client. So for example, if my client is Coca-Cola, they may want to have some say so about where I go. They're

sophisticated, so it makes sense that I might tell them a little bit earlier in the process. And so... Because they may veto. I've heard of that.

Megan Zavieh:

Interesting.

Jonathan H.:

A big corporate client comes and says, "No, you're not going there. You can go to these three firms but you can't go to that one." So they dictate where a lawyer goes. On the flip side, if you've got a personal injury client, most of them are sort of on the less sophisticated side. And so you really need to inform your firm before you tell your clients you're leaving. And again, there are fiduciary reasons to do that. There's case law about that. But then also, if you're using one of my operating agreements, there's going to be a contractual provision about you've got to notify the firm before you tell any clients.

Megan Zavieh:

Which seems like a much better practice. I mean, do you want to hear it from a client that your partner's leaving you? That just, yeah - I can see that being a problem. But this goes to, I guess one of the other questions I had, right? What should we be doing? We've got to have these agreements like you draft or else it's going to probably be pandemonium when breakup time comes.

Jonathan H.:

It often is.

Megan Zavieh:

I bet most lawyers aren't thinking about that if they're drafting their own.

Jonathan H.:

Usually not. Yeah, there's some... Like I said, that some of the ethics rules in the various jurisdictions and definitely some ethics opinions talk about what client notice should look like and how it should come, whether it's joint notice or, or what. Every opinion I've ever read says joint notice is preferred, and it's highly recommended. I'm not saying maybe there is an opinion out there, but I've not seen one that's said it is absolutely required.

Megan Zavieh:

But now-

Jonathan H.:

But then, you know.

Megan Zavieh:

... those opinions go to the idea that the client has a choice of whether they stick with the lawyer that was representing them and is leaving to another firm or if they keep their business at the firm but switch to a different lawyer. Right? So those opinions are based on the concept of protecting the client's ability to choose their counsel. The opinions aren't so much focused on the orderly dissolution of a firm between the lawyers. I mean, right? They're not concerned about the lawyer's interest in the firm.

Jonathan H.:

That's correct. But you hit the nail on the head. The clients' interests always come first.

Megan Zavieh: And that's what our roles are always focused on. So it leaves lawyers scrambling if we don't have that in an agreement how we're going to handle it.

Jonathan H.: Exactly. And you know there's issues too. Like yeah, sometimes it'd be easy if I'm a family lawyer and my partner is an estate lawyer, the estate lawyer's not going to keep my family law clients, because they don't know what they're doing. At least I hope they don't try to keep them.

Megan Zavieh: They shouldn't.

Jonathan H.: And vice versa. Yeah, in that case it's pretty easy what you do. But if you both do the same thing you might fight over an asset. It's really a big issue in the personal injury context. So, some firms have different tiers of cases, I'll call them. You might have some small cases and medium size cases and usually one or two really big cases and those are the ones that everybody wants. The firm has put in a lot of time in discovery, depositions, whatever, getting ready for case and if the lawyer leaves and takes it, all that investment by the firm potentially goes to waste and then there's a big fight over how you split that fee, who gets the fee, et cetera. And that's where it's really, in my view, critical that you sort of agree to those sorts of issues on the front end instead of trying to fight it out on the back end.

Megan Zavieh: Now, is that what you meant earlier you had mentioned contingency fee firms are going to have some different concerns than firms that traditionally bill hourly. I can see that on contingency, the firm has a financial investment in each case, which is going to be different. Is that kind of what you were referring to?

Jonathan H.: Yeah, yeah, exactly. You know, like an hourly case, hopefully you've collected all the time and all the hours up to... pretty close to when the attorney may leave, so you've sort of made the investment maybe got paid for the work you've done, where in the contingency cases, those can go on for years before there's any fee recovered, if at all. How do you account for that?

Megan Zavieh: What about the lawyers who have already started in a partnership or a small firm and they go, "Oh this is a great idea. We probably should have had something in writing when we started." Can you go back once you've already formed a firm and fix the problem that you didn't put an operating agreement together at the front end?

Jonathan H.: Yes, yes. I've done it. I've seen it done. The longer you wait, the harder it gets, because once you get down the path of one or more partners feeling unhappy, then it's harder and harder to get an agreement in place that everybody can agree to. But it's done all the time. I do it all the time with folks where they say, "We meant to do this and we did get something for the bank." But you know, it's there when we want to put something in place they still get along. It's pretty straight forward. I raise issues maybe they hadn't thought about and we can get

it done. And I'd say for any of your listeners out there, it's never too late. If you don't have one you should get one for sure. In writing.

Megan Zavieh: And so we talked about how these operating agreements help when you go to actually break up. But what about in the middle? Right? So you've started a firm, you put together an agreement long before you break up. Do firms tend to refer back to operating agreements to resolve issues along the way? Are there some certain ones that tend to come up that you make sure are addressed in operating agreements?

Jonathan H.: Certainly there are provisions that affect the partnership from the beginning. For example, how you allocate profits for tax purposes, for example. That's sort of a boring provision that the lawyers may not actually look at very often, but CPA's look at them. It depends on the firm, I guess the bottom line.

Megan Zavieh: Mm-hmm (affirmative).

Jonathan H.: If there's a firm that has sort of older partners, some founders we'll say, and you need to bake in what happens when they retire? Or is there a sort of a set retirement age or what's the succession plan going to be? Or do the founders have certain rights that are different than maybe the new partners? Those sorts of things are there and it would probably be looked at short of a break up.

Megan Zavieh: And so it's not just gathering dust in a drawer somewhere. It seems like there's... It's something of an active document. Maybe not an every day thing that you reference, but there's times it's going to come up.

Jonathan H.: I think so and you know, firms grow and they shrink. So you're adding partners, you bring in a new partner, you've got an associate who's growing up and ready to be partner. Those are the times where you'd definitely bring it out. Probably a good time to think about, do we amend it? Do we change it? Like, you know, we've grown a lot over the number of years. Does this document still work for the way our firm is? And so, in those times, definitely you want to pull it out and sort of see what it says.

Megan Zavieh: Well, I was going to ask you, are there times we should be revisiting these operating documents? I guess that's a really good time when it grows or shrinks. Are there other times that you would think, "Oh yeah, this is a good time now we should pull it out and revisit it?" Or is it periodically?

Jonathan H.: It depends on how... It's kind of how they're drafted. So for example, some firms, they have a desire to really set compensation structure in the operating agreement. I usually recommend that you sort of delegate that to an executive committee. They can make the choice. It gives you a little more flexibility to change comp structures without having to actually change the document every time. Every time you want to change a comp, you got to revise the document, et

cetera. If you delegate it outside of the document, you don't have to deal with it.

Megan Zavieh: Embedded in it, you're going to have this revisit more often?

Jonathan H.: Other times, certainly, when you're merging practices or new lawyers coming in. Another time that I see it revisited a lot is the succession planning stage. Most lawyers, young lawyers, new partnerships, don't really think through succession planning, and then maybe there's less of a need. But, as a firm is more mature, and some of its partners get older, and then you really think through the transition to the next generation, that's really a time where you got to pull that agreement out, and probably revise it. And then of course, like we talked about already, if you're a partner and you're thinking about leaving, you need to read that agreement, and make sure you doing it the right way.

Megan Zavieh: Well, succession planning is an interesting topic, because we think of it mostly with retiring, but people also, just take an off ramp, and decide to go do something else. And law has quite the attrition rate, right? So, sometimes I think it's actually like succession planning for a younger lawyer who just decides to go do something else, and what happens to all of their work and their cases? Those things that should definitely be addressed in any kind of operating agreement or partnership agreement.

Jonathan H.: Absolutely. So, you're a partner, and you're just leaving. You're leaving I guess now, so you're changing careers or you're just retiring. You'd like to put into the agreement what that process is. So, is there a buyout? Are you buying shares? How do you value the shares? What is it you're paying? And if anything, on sort of a term basis. I won't say most, but a lot of agreements on the firms that I work with, you'll get perhaps an initial payment, but then maybe some residual payment over time, based on a variety of factors. If you're leaving clients, maybe you get some percentage over time over a year or two. Collections on those clients here and there. Plaintiffs contingency firm, if there's existing cases, maybe you get out a percentage of the fee.

Megan Zavieh: Okay. Now do you address a lawyer's potentially dying suddenly differently in an operating agreement than you otherwise are dealing with the succession planning?

Jonathan H.: Yes and no. If it's me, I always deal with death or disability. And there's a few ways you can do it. It really depends on a specific firm. A common way to do it, is sort of the key man life insurance policy, and it could fund. And really, in my mind, that serves two purposes. One, it can fund some or all of the buyout of that partner's ownership, and it serves as a source of operating capital to hopefully bridge the firm during that sort of chaos period of somebody dying, or becoming permanently disabled for example. You can get policies for that as well, because you've got a [inaudible] member of the firm that's no longer there, so you need to potentially hired another attorney to take their place. You got to make sure you've got enough income coming in the near term to pay

your staff and your overhead. And so, I absolutely highly recommend you deal with death and disability in your partnership agreements.

Megan Zavieh: It seems like there's a whole lot of issues to be addressed that not everyone's going to necessarily think of going in. So, I guess that goes back to my original point, that if you're going into any kind of a firm arrangement, having someone like you on your side to put together a proper agreement that addresses all of these things is really important.

Jonathan H.: I would say for sure. Absolutely.

Megan Zavieh: Well Jonathan, I'm so glad that you came on to talk about all these issues. Hopefully, it will trigger a lot of our listeners to think these things through before setting up shop with another lawyer. But, if anyone wants to follow up with you after hearing this episode, where can they find you?

Jonathan H.: Sure. So my website is [www.YourLawFirmGC.com](http://www.YourLawFirmGC.com), and then if someone will reach out to me via email, [JHawkins@YourLawFirmGC.com](mailto:JHawkins@YourLawFirmGC.com), I've got this, if anyone wants it, I've got an article that I wrote that sort of lays out the high level issues when lawyers come and go from firms. I'm happy to send that to whoever wants it if they just shoot me an email.

Megan Zavieh: Okay, excellent. And we'll put your email address and website in the show notes to make it easy for any of our listeners to find.

Jonathan H.: Awesome.

Megan Zavieh: Well, thank you so much for being here Jonathan.

Jonathan H.: Well, I appreciate it.

Megan Zavieh: So, there's some really interesting tidbits coming out of the conversation with Jonathan Hawkins. One that I really loved was when he mentioned that if you have a change in vision for the firm, that's likely to lead to a breakup. Now, if you listen to this podcast regularly, this isn't the first time you've heard my voice, you know that I'm a big proponent of change in the profession. Well, at the first TBD law conference hosted by Lawyerist, which was August of 2016, I remember meeting an attorney who was still an associate at his firm, but he was pretty senior, so he had a lot of experience and he had the ear of management to a large extent. I remember him saying that he was sitting there in this conference soaking up the information, and the ideas, and feeling very much at home.

Megan Zavieh: They were ideas that resonated with him. They were things he wanted to do, but where he was in his firm, there was no way he was going to convince the people who had the ultimate authority that they should be doing the things he wanted to do. If you're in that kind of a situation, whether it's that hierarchy, or

you're partners with someone who just doesn't see the future of the practice of law that way you do. Well, Jonathan said, like that's going to lead to a breakup. Right? And, not saying that to be like doomsday here, like, Oh, you have bright ideas, your partner doesn't. That's it. There spells the end.

Megan Zavieh: But, keep in mind what he said about that change of vision, because it might be part of the reality you have to accept in order to move forward with what you'd like to do with your practice. And, I think it could be very painful, but if you beat your head against the wall thinking that you have to be able to change how the other person thinks, or you have to be able to find a way to integrate your changed vision with their older vision, it just might not work, and accept that that might be part of what you have to do in order to move forward.

Megan Zavieh: I'd also like to pull out another tidbit about if you had a large corporate client, they might have a lot of say in where you go if you leave a firm. I suppose this is likely to be a bigger problem for big law partners switching to another big law firm. Although, my dad likes to tell this story that back in the, I guess it must've been early seventies, his law partner's dad was a lawyer, and he was part of a six person firm who represented Coca-Cola, and they were instrumental in Coke first going to China. So, they were six people, and this was a huge client. And obviously this was a long time ago. I'm not sure that that happens much anymore, but I thought that was an interesting part of Jonathan's conversation today because you don't really think about the clients having so much control.

Megan Zavieh: But, we do talk about corporations when they go to hire outside counsel having criteria. I mean again, this isn't so much a solo and small firm issue, but they have criteria like about inclusion and diversity that they won't just hire, necessarily, any firm. And, so I thought that was just a very interesting point. Also, Jonathan talked about his experience over all of the different operating agreements and breakups that he's worked on. Each time he learned something new and it goes into his template agreement. Can you imagine how robust that must be at this point? Certainly, a much more robust agreement than I could come up with just off the top of my head. So, I found that really interesting and again, a push towards anyone considering doing a partnership, or entering into a partnership, or similar kind of an entity with other lawyers, really go to somebody who knows what they're talking about when it comes to operating agreements.

Megan Zavieh: And then finally, Jonathan and I did not get to this on the show, but I did want to mention that offline, he and I were talking about another type of agreement, which is an associate agreement. If you have associate attorneys, consider having an agreement with them. And if you think, Oh, there's no such thing as a noncompete with lawyers, well you'd be right. But Jonathan tells me there are some things you can do. So, keep that in mind, if you have associates and you're concerned about training them up and having them leave you and steal your business. There are some things you might be able to do, and Jonathan's a great person to reach out to if you want to talk about it.

Megan Zavieh:

So, thanks for joining us. See you next time.