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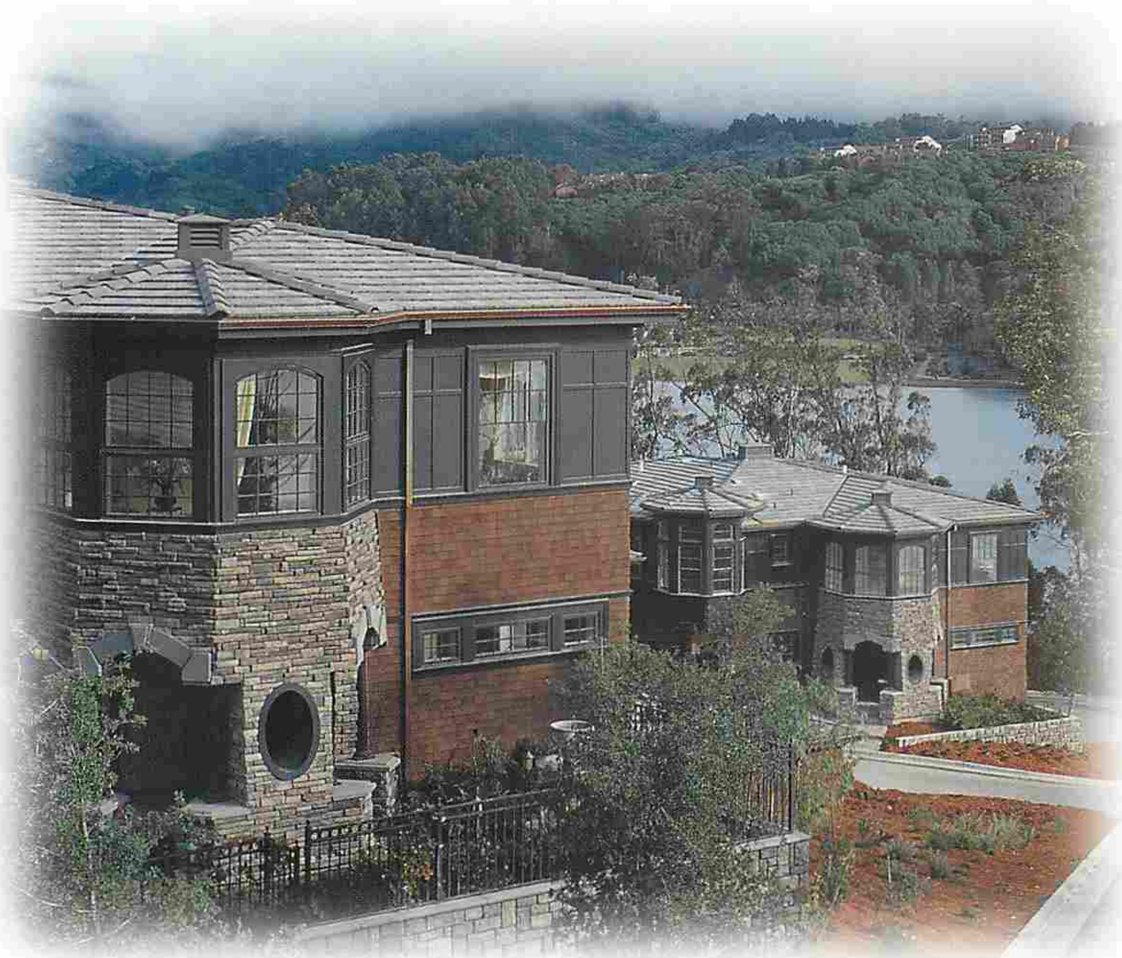

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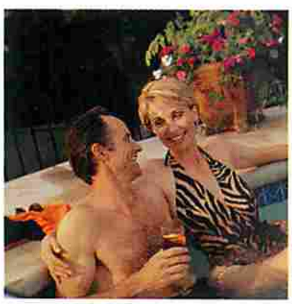

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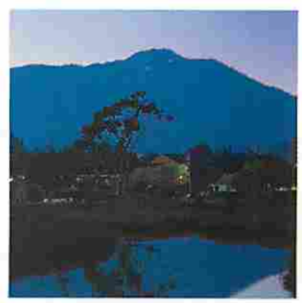

DESILVA ISLAND

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EQUAL HOUSING OPPORTUNITY

lars," he admits. And yes, he's been asked the one about the chihuahua in the microwave. "It was a first-grader with his mom," says Nick. "He was driving her crazy, so she sicced him on me."
MENLO PARK LIBRARY, 800 ALMA ST., MENLO PARK, (650) 330-2520.

Secondhand Clothing

Vintage and consignment stores abound in the recycling-mad Bay Area, but **Crossroads Trading Company** stands out for barely-to-never-worn designer duds. The four San Francisco locations include a new space on Market Street, where you can find Marc Jacobs shoes and Seven jeans alongside vintage T-shirts and handbags. Racks of tops are arranged by color, making it easy to match a piece you have or to get a quick fix when you find yourself in, say, an orange mood.
FOR LOCATIONS, VISIT WWW.CROSSROADSTRADING.COM.

Shampoo

Which would you rather watch going down the drain, chemical-filled drugstore shampoo or your hard-earned money? Neither? Los Gatos–based **Sanibel** started up its line of affordable, 99 percent–natural shampoos, conditioners, and body lotions about a year ago. With tantalizingly fresh fruit and herb scents and natural ingredients like shea butter, rice protein, and nettle, they leave hair shiny and soft and skin satiny. Plus, you'll have cash left for organic veggies.
FOR ANDRONICO'S LOCATIONS, VISIT WWW.ANDRONICOS.COM. BERKELEY BOWL, 2020 OREGON ST., BERKELEY, (510) 843-6929. RAINBOW GROCERY COOP, 1745 FOLSOM ST., S.F., (415) 863-0621.

Sound Track

While the Provençal bistro tablecloths, Hungarian comfort food, and candelabra-like chandeliers at North Beach's **Café Prague** may make you feel like you've slipped into the Old Country, it's listening to Louis Armstrong singing in French that really transports you. Owners Alena and Mirek Kucera draw from their quirky European record collection—everything from opera to Spanish ballads to Czech children's choirs—and download other not-sold-at-Tower tunes from the Internet. Sit back and enjoy a daydream with your latte.
584 PACIFIC AVE., S.F., (415) 433-3811.

Speaker Repair

After moving to Marin County from Georgia in 1974, a young keyboard player named John Harrison joined a band—and promptly blew a speaker. Hearing that the nearest repair shop was all the way out in Oakland, he decided to open a place of his own, **A Brown Soun**, in San Rafael. This required learning everything from elementary wiring to the gentle art of reconing. Fortunately, he had plenty of speakers to practice on—a whole menagerie of woofers and tweeters belonging to locals from Neil Young to the Grateful Dead to Metallica. Harrison has since added dozens of bands to his client list, as well as companies including Lucasfilm and Dolby. Still, to this day, Harrison takes as much pleasure in fixing his fellow amateurs' speakers and those of audiophiles who expect their home system to sound as good as the Fillmore.
23 JOSEPH CT., SAN RAFAEL, (415) 479-2124.

people's choice

BEST TV PERSONALITY

When it comes to charm, nobody, it seems, can outdo **Malou Nubla**, a host of *Evening Magazine* on KPIX Channel 5. Weeknights at 7 p.m., she races around the Bay—once even on camelback—talking to everybody from blow-dried corporate types to kids living on the street. *Channel 5, www.evening-magazine.com.*

Store Windows

Whether tricked out in bright orange to look like a giant box of Tide or swathed in yards of Pink Panther–hot shag, the storefront at stylish sneaker shop **Harput's** (near Japantown) notifies passersby that there's something creative and cool happening inside. Sure, the shoes and apparel are the latest and greatest, but even if you're not in the market, it's still worth a spin by to see what the window dressers have thought up this time.
1527 FILLMORE ST., S.F., (415) 923-9300.

Waitstaff

While newspapers and magazines (including this one) have heaped praise on the kitchen at **Delfina** *(opposite)* like truck-stop cooks ladling out sausage gravy, great food—about as far from roadside fare as you can get—is not the only thing that makes this destination delightful. The stress of finding parking in the Mission disappears the second the staff welcomes you. Crusty bread appears. Dishes and wines are described with accuracy and even passion, and recommendations are offered. Best of all, servers and hosts seem to be enjoying the place as much as the people eating are. It's no wonder several staffers have been there since the place opened in late 1998. Or that happy diners have, too.
3621 18TH ST., S.F., (415) 552-4055.

Website

Waiting an hour for a bus that doesn't come may soon be a thing of the past. **NextBus** uses GPS satellites to track the actual positions of San Francisco city buses in relation to their intended stops, crunches that data with typical traffic patterns, and sends arrival predictions to a website and signs at stops. Don't be surprised to see a "No Prediction Available" sign, though—not all lines are equipped yet (pilot lines are the 22 Fillmore bus and all of the streetcars). But until the system runs on time all the time—which should be right about when hell freezes over—NextBus is definitely the next best thing. WWW.NEXTBUS.COM.

people's choice

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people's choice

BEST TV ANCHOR AND NEWS STATION

Jobs, styles, and even the news come and go like the fog around here, but one thing has remained consistent for more than 30 years, and you like it that way. Anchor **Dennis Richmond** and Fox affiliate Channel 2 **KTVU** win reader (and industry) kudos as local-news favorites. *Channel 2, www.ktvu.com.*

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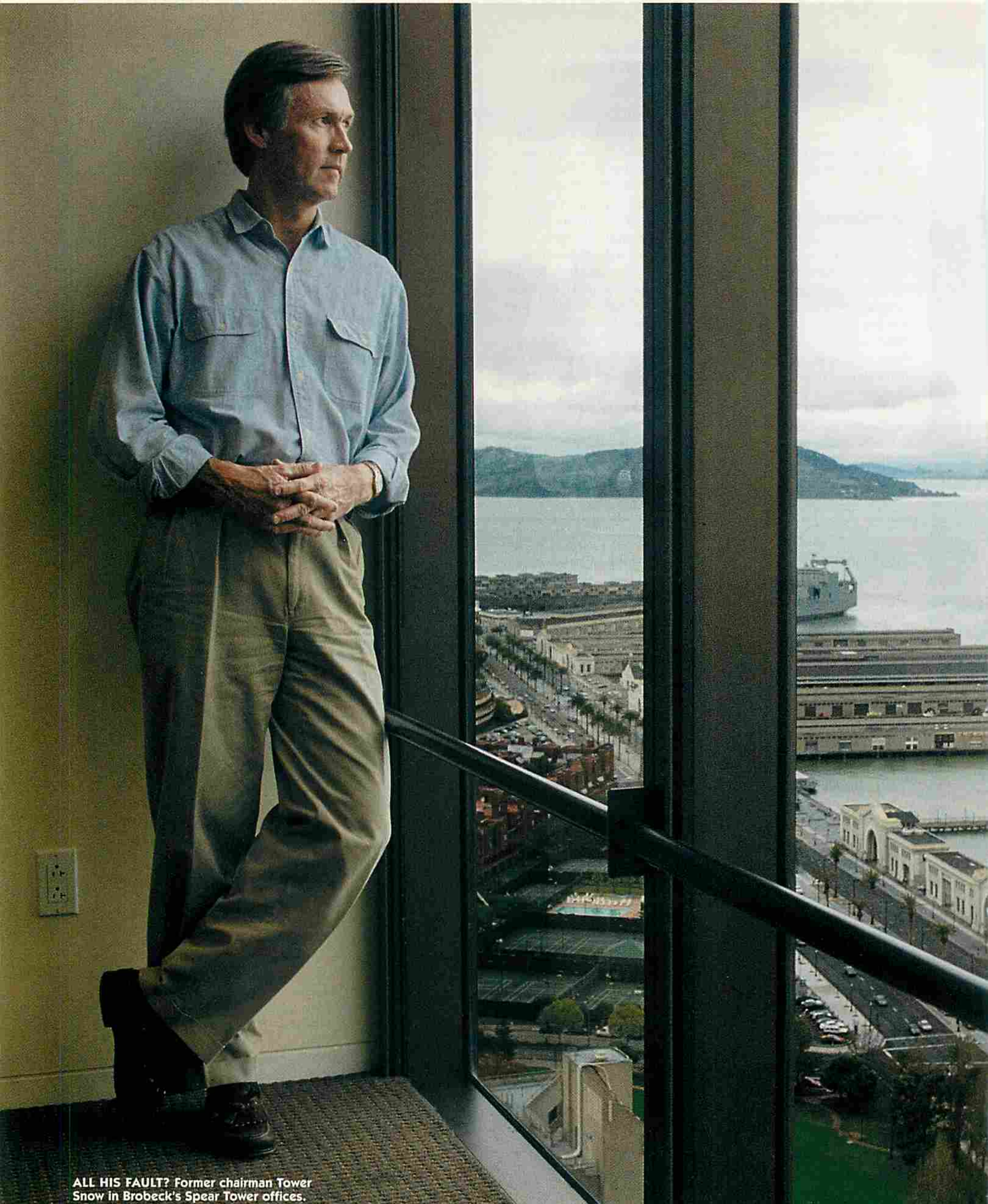


ALL HIS FAULT? Former chairman Tower Snow in Brobeck's Spear Tower offices.

When venerable San Francisco law firm Brobeck, Phleger & Harrison suddenly collapsed last winter, many blamed boom-era excess and the grandiose ambitions of tech-focused ex-chairman Tower Snow. But the real story is how an epic internal feud created an atmosphere of greed, cynicism, and vindictiveness more destructive than any recession.

THE BROBECK MUTINY

BY SUSAN KOSTAL

Photograph by Jason Doiy/the *Recorder*

EVERY FUNERAL IS HEART-WRENCHING in its own way. But for his friends and colleagues, Bill Anderson's was harder than most. A labor and employment lawyer based in Palo Alto, Anderson had spent his entire career—25 years—working for one firm, Brobeck, Phleger & Harrison. He was a bright, warm, gracious man, "a Midwest aw-shucks kind of guy through and through," says fellow attorney Scott Dettmer. Raised on a dairy farm in Wisconsin, Anderson had settled in California after law school. But he'd never lost his farm-boy frugality (he may have been the only hotshot lawyer in Silicon Valley to drive a 1983 Honda Prelude) or industriousness.

"Even when we would come out to the Bay Area to visit, he would leave for the office early and come home at 7," says his mother, Audrey Anderson. "He would work Saturdays and Sunday morning. He took Sunday afternoon off." He treated his staff and colleagues like family, showering them with compliments, counseling them about career choices or their love life. In a way, they were his family, since he never married or had kids. "There were several women who wanted to marry him," his mother says. "I think he just couldn't take himself away from work that long."

So when he died of non-Hodgkins lymphoma last winter at the age of 50, it fell to his friends to organize the memorial service. On the evening of March 4, hundreds of mourners poured into the Mountain View Center for Performing Arts (theater had been one of Anderson's passions). Yet a few former colleagues—people who had genuinely liked and admired Bill Anderson—stayed away. For while he lay dying, his surrogate family, the venerable Brobeck, had been dying, too, ripped apart by greed, defections, and internal feuding. When it came time to say good-bye to him, some Brobeck alumni—numb, bitter, embarrassed—could not bear to be around their ex-colleagues, even for a funeral. "I didn't go," says one employee in the Palo Alto office. "It was just too much for me."

Anderson's health problems had eerily paralleled Brobeck's decline. When he was diagnosed with cancer, in May 2001, the eight-decade-old law firm was just coming to grips with its own enormous problems: a spectacular boom-time expansion, deep divisions about how to respond to the slowdown, and huge debts. By the fall, as a core group of old-line Brobeck partners took steps to put the firm on a more conservative track, Anderson's disease was in remission, thanks to intense chemotherapy and a bone marrow transplant. But in July 2002, doctors told him he was sick again. "Associates would bring meals to him in the hospital and talk to him about business development and client issues," recalls Carol Freeman, another partner in the Palo Alto office. "He was concerned about every little thread of every person's career."

"IT'S ALMOST AS IF I HAD READ IN THE PAPER THAT UC BERKELEY JUST FOLDED."

On January 27, 2003, Anderson was put on a morphine pump. Three days later, the firm announced that merger talks with Philadelphia's Morgan, Lewis & Bockius had failed. Brobeck, which just three years before had been the biggest law firm in San Francisco and one of the most profitable in the country, was going out of business as ignominiously as one of its Internet clients.

The cautious Anderson had long argued that his firm was spending too much money and growing too fast. Yet now that he was proven right, he didn't rail or gloat. "Bill was always very forward-looking," Freeman says. "When I

THE FINAL DAYS: Brobeck employees carting files out of the firm's San Francisco offices in February. INSET: **Palo Alto partner Bill Anderson felt the firm was growing too fast and spending too much cash.**

went to the hospital, he was in excruciating pain. Yet he wanted me to take out a pen and paper and discuss the pros and cons [of going with various firms]." When most of his group did eventually decide to join Morgan Lewis, Anderson called a top partner at the new firm to discuss their various strengths. "I felt bad that he was using some of his last energy for this," his mother says, "but it meant a lot to him." Freeman and the others started at Morgan Lewis on February 12. Anderson died a week later. "I have to say, Bill died happy," says Melinda Riechert, who practiced at Brobeck for 27 years. "He was happy we had found a new home and would be staying together as a group." But another colleague blames the firm's collapse for "killing him, in a way. It was not helpful for him to see his beloved Brobeck breaking apart."

Anderson's memorial service a few weeks later was the first time Brobeck attorneys and staff had come together since the firm shut its doors. "There was something very poignant about people kind of burying the hatchet to be there for Bill," Freeman says. "As bad as the breakup was…all the pettiness and greed and disputes—well, so what?" For Steve Snyder, a former Brobeck chairman in charge of winding down the firm's affairs, the funeral put the demise in perspective. "I've benefited greatly from my relationships here," he says, "but none of us are going to die" because Brobeck fell apart.

Yet many Brobeck alumni could not bury the hatchet. Their anger was too sharp, their hurt too deep, the contrast between Anderson's bigheartedness and his colleagues' self-interest too great. For while Anderson had struggled to stay alive all those months, many of his partners had given up on Brobeck and each other. If in the final analysis, as Snyder says, "there are lots of things more depressing" than the end of Brobeck, to the many suddenly left jobless, the way it ended—not in bankruptcy, as outsiders believed, but in spite, abandonment, and betrayal—was nonetheless too depressing to contemplate.

THE NEWS LAST WINTER that Brobeck had decided to disband was greeted with astonishment. The blue-chip firm was part of the bedrock of San Francisco's legal community, the source of millions of dollars in donations and pro bono work to charities—a genuine Bay Area institution. Says Critical Path's general counsel Mike Zukerman, who left the firm in 1989, "It's almost as if I had read in the paper that UC Berkeley just folded."

But unless you happened to be caught in the fallout, surprise was quickly followed by indifference. San Francisco has seen more than its share of dot-com flameouts. Brobeck, under the leadership of charismatic former chairman Tower C. Snow Jr., had positioned itself as *the* law firm for the Internet economy and tried to emulate its clients' entrepreneurial ways. The press played Brobeck's collapse as just another example of boom-time excess catching up with itself, lumping the firm in the same extinct-icon-of-a-bygone-era category as *Industry Standard,* Webvan, and investment banking firm Robertson Stephens. The fact that this time the main characters were a bunch of rich lawyers further diminished the sympathy factor. "I don't have a lot of pain for these

Top photograph by Jason Doiy/the *Recorder* guys," says one local attorney. "It'd be sort of like Bill Gates being on the street because he mismanaged $50 billion."

Yet months later, interviews with dozens of people familiar with Brobeck's rise and fall make it clear that the real story is far more complex than headlines portrayed. Brobeck was no underfunded dot-com with an unproven business plan scrawled on the back of a pizza box. It represented such giants as Wells Fargo, Bank of America, Gap, Clorox, Chevron, and briefly, Enron. Even at the height of the boom, fully half the firm's clients had virtually nothing to do with tech. Nor was Brobeck totally broke when it shut its doors. In 2002, after its business had slumped precipitously, it still had profits of $68 million on $353 million in billings—versus $193 million on revenue of $476 million at the market's peak. What's more, the law firms that were Brobeck's main competition for tech business have survived, and experts don't foresee any other major collapses. "This is not one of those stories about another tragic victim of the failed tech economy," insists Jayne Loughry, an attorney at the firm for 15 years. "Brobeck is a victim only in the sense that the tech economy made lawyers very greedy. It was the success of the tech economy that led to Brobeck's failure, not the demise of it."

Indeed, in many ways Brobeck's failure is less a cautionary tale about the tech bubble than an epic saga about the conservative heart and conflicted soul of the legal profession. At the center is a battle between a fractious group of partners and Snow, who'd made them wealthy in the boom (their compensation for 2000 averaged $1.17 million) but felt they should bear the brunt of the suffering once the economy tanked. The men who for years had run Brobeck held fast to the principles that have long governed how big law firms operate: Partners are owners; associates are indentured servants (albeit extremely well paid ones); big ups and downs in income are disconcerting and undesirable; professional management largely unnecessary. Snow had another view: Law firms should run like other businesses; deal-makers should share the wealth with their colleagues; lower-level attorneys and staff deserve respect. Such differences, to one degree or another, are being played out in firms around San Francisco, where the legal profession is both bigger (the city's third-biggest industry) and more powerful than many nonlawyers realize.

The boom lured Brobeck's partners to Snow's thinking, but once the bust hit, the firm reverted to what it had always been: a nasty, quarrelsome place. "With a strong leadership and a strong organizational structure, we could have survived," one ex-employee insists. But Brobeck's default culture—it was a collection of fiefdoms, some said; "cannibalistic" by nature, said others—made that impossible. Indeed, many believe that while Brobeck's collapse was not inevitable, if there was one big firm that was going to self-destruct, it was going to be Brobeck.

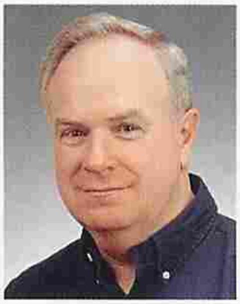
Associate Peter Phleger, grandson of one of the founders, likens the Brobeck disaster to a midair collision: Like some overloaded luxury liner, the firm could not swerve quickly enough to avoid crashing into the recession. "There are so many places along the way where mistakes were made by *different* people. There is a whole chain of events" that led to the catastrophe, Phleger says.

But others say a better analogy is a mutiny among passengers who become rattled when their flight dramatically changes course. Fearing they are being hijacked, they fling the pilot out the cockpit door. Then they realize that none of them knows how to land a plane. The lucky ones grab a parachute from under their first-class seats and jump to safety. The unlucky ones, mostly associates and support staff in coach, continue nibbling peanuts and watching the movie, confident they're in good hands, riding the plane into the ground.

GANG OF THREE

These longtime partners played key roles in Brobeck's turbulent final year.

JOHN LARSON,
FORMER CHAIRMAN
This tech pioneer, who made millions taking Cisco public, brought Snow to the firm, supported his ouster, and led failed merger talks.



RICHARD ODOM,
CHAIRMAN
Considered a consensus builder, L.A.-based Odom was nonetheless ill-prepared to manage an unruly law firm faced with multiple crises.

RICHARD PARKER,
MANAGING PARTNER
Like Odom, San Diego–based Parker had no game plan. "They just cut, cut, cut to make the numbers look good," one staffer says.

SNOW JOINED BROBECK in 1995, in the aftermath of one of the firm's typically vicious internal disputes. At the time, Brobeck was one of the city's legal stalwarts, solid, aggressive, but not a particular standout compared with rivals its size. Like many big firms, it made a good living representing banks and suing insurers. In recent years, defending asbestos companies had helped keep the coffers comfortably full. Partners tended to be fiscally conservative and tightly focused on the bottom line.

Brobeck also was known for being more competitive and combative than its rivals—a reputation going back to its earliest days. In 1924, a faction led by Herman Phleger kicked out nearly half the partnership. The deposed lawyers learned of the coup from a memo; finding the main doors locked, they had to use a fire ax to gain access to their files.

Herman Phleger's personality—"very strong, very intimidating," recalls Ron Moskovitz, a partner who spent 30 years at the firm—was imprinted on his creation. "There is a sense of arrogance about Brobeck lawyers," says one San Francisco attorney who litigated against them for more than 20 years. "They carried themselves like they [were] the hotshots in town." The rivalry within the firm was similarly intense, especial-

Odom and Parker: Jason Doiy/the *Recorder*; Larson: Cristina Taconne ly between the short-term, profit-oriented corporate lawyers who specialized in mergers, acquisitions, and other business ventures, and litigators, who tended to take a longer-term view. "Brobeck was more Balkanized than many other places," one former partner says. "You were cutting each other's throats for business," Mike Zukerman recalls. An ex-associate adds, "They would fight over associates' time. They would fight over clients. It was very me, me, me."

In this kind of atmosphere, it was not unusual for rifts to become schisms. In 1995, key partners in the firm's Palo Alto office argued with Brobeck's authoritarian chairman, John Larson, about the direction of the office and left to form their own firm. Larson—who, like many of Brobeck's top partners, did not respond to requests for interviews by press time—was a Silicon Valley pioneer who made millions helping to take Cisco Systems public. The "Gunderson split," named for one of the defectors, was a blow to Larson. But he quickly recovered. At the time, tech companies were being hit with a rash of shareholder suits—costly for the companies, but lucrative for their lawyers. Brobeck wanted a piece of the action. The leading litigator in the field was Snow, then at Shearman & Sterling. Larson hired him.

TALL AND THIN, WITH blond hair sprinkled with silver, Snow brought instant glamour to Brobeck. His personality—articulate, engaging, very direct—was dazzling; those qualities, combined with his analytical skills, vision, and high standards, attracted clients like Apple and 3Com and made him a media darling. "I've never seen anybody more motivated and focused," says Ron Malone, who cut his teeth with Snow at San Francisco's Orrick, Herrington & Sutcliffe. "He's just so, so smart, and so energetic. It can wear you out." Once Snow asked Malone, a nonrunner, to go jogging. "It was a mistake. He was running backward talking to me the entire run."

Snow—who has not spoken on the record since Brobeck's demise and who declined to comment for this piece—graduated from Dartmouth, attended law school at UC Berkeley, then joined Orrick in the mid-seventies. He had an adrenaline, Malone says, that "kicked up everybody else's adrenaline as well." He became head of the litigation department, then went to New York to rebuild that office. Though happy enough at Orrick, he couldn't resist the opportunity to put Shearman & Sterling on the map in California, joining in 1989. Snow, says Malone, has always been ambitious for "bigger and better things, [but] his preference is to make them rather than move to them." Brobeck provided another irresistible challenge.

SNOW FELT THE PEOPLE WHO HAD BENEFITED MOST FROM THE BOOM—THE PARTNERS—SHOULD ABSORB THE SHOCK OF THE BUST.

Snow quickly emerged as a unique force at his new firm. He understood the litigators' long-term mind-set—seeds planted with a contact might take years to bear fruit—but as a securities specialist, he was also sympathetic to the corporate way of thinking. He was more open and personable than Larson, colleagues say, and more dynamic than Steve Snyder, the man who succeeded Larson as chairman and struck many as just too nice to lead a snake pit like Brobeck. Perhaps as important, Snow impressed everyone with his loyalty. "After [the Gunderson split], there was a series of meetings," one Snow opponent recalls. "Snow said this was his last firm, he would be the last one to turn out the lights." He was unanimously elected chairman in 1998.

Even after taking over the top job, his style remained notably unpretentious. Though the firm offered him a car and driver, Snow drove himself to work from his Napa home in a 1986 5-series BMW. His office on the 31st floor of the Spear Tower was the same size as his colleagues', his desk simple blond wood. Nor could you tell from his clothes that he earned as much as $3 million a year. Colleagues sometimes joked that Snow seemed to have just one tie, a red Hermès number. "Hey, it's from Pa-ree," Snow would respond. When he wasn't lunching with a client or reporter, he got a chicken Caesar salad from the cafeteria, eating it out of the plastic container at his desk. The most distinctive item in his office was a three-foot plastic fire hydrant given to him when he took over as chairman. "You're gonna need this," Snyder told him, "because people are going to piss all over you."

Snow had a history of recasting the law firms where he had practiced, but never on the scale that Brobeck afforded him. The tech sector was exploding. Snow saw a chance to turn a faceless regional law firm into Silicon Valley's dominant player—perhaps even one of the five or six biggest law firms in the world. But first he had to tackle some serious problems: tempering the fierce internal competition, loosening the hierarchy, and reigning in some of the firm's larger egos. He also had to stop the embarrassingly high rate of turnover among associates, more than 25 percent a year. Snow estimated that every lost associate cost the firm $200,000.

Firmwide, one of his first moves was to force insiders to share the wealth of their clients. For years, those lawyers had been taking stakes in the companies they represented, much as a venture capitalist might. Then, when the companies were sold or went public, the individual attorneys made millions (Larson, for example, with his Cisco investment). Snow banned individual stakes; henceforth, the opportunities and rewards went to the firm. These investments represented a tiny fraction of Brobeck's revenues but sent a powerfully egalitarian message.

To retain associates, he hiked first-year salaries to $125,000 and instituted a generous bonus system, which meant seventh-year associates were outearning partners at some local firms. He raised staff salaries, too, and insisted that even the most powerful partners start treating their employees with respect. "He told a partner who was billing $10 million a year that if it [mistreating a secretary] ever happened again, he'd be out of the firm," one Brobeck insider recalls. "You can see why certain people feel tremendous loyalty to Tower Snow."

Next, he set about re-creating Brobeck's internal structure to mirror that of a 21st-century (CONTINUED ON PAGE 120)

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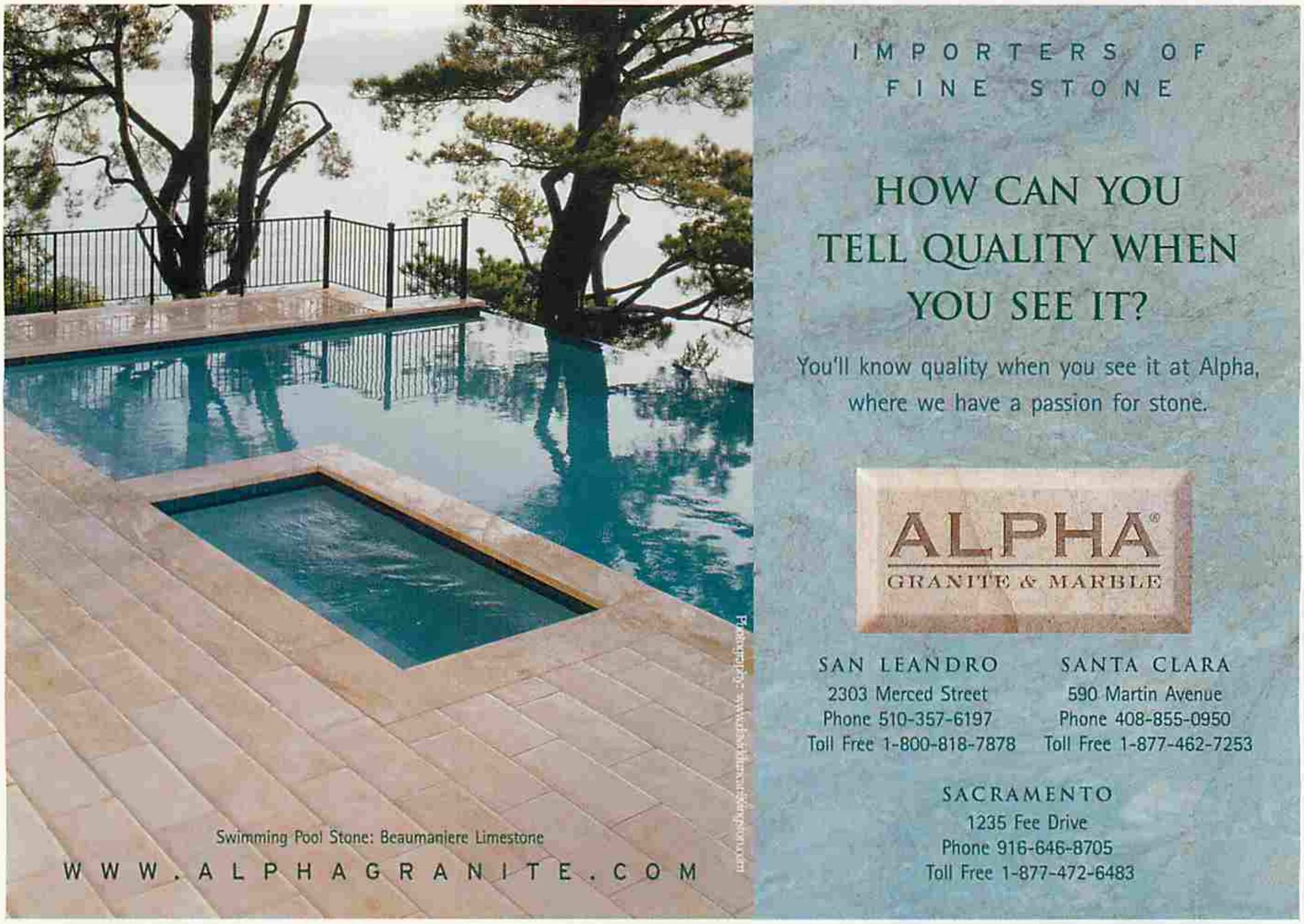
THE BROBECK MUTINY →
CONTINUED FROM PAGE 77

business, taking day-to-day management out of the hands of lawyers and hiring an executive director to run the show, as well as top-flight personnel, finance, information technology, and marketing professionals. Having the best of everything was key to the firm's marketing strategy, which targeted other lawyers as well as potential clients. Over three years, the firm nearly doubled in size to more than 900 attorneys; to handle the expansion, it rented glitzy new offices in Austin, San Diego, and other cities, paying top-of-the-market prices.

More fundamentally, Snow institutionalized an entrepreneurial mentality. He wanted his attorneys to be on the lookout for the next Broadcom, E*trade, or Doubleclick—all Brobeck clients—and to snag equity stakes for the firm. To find the best prospects, marketing director David Geyer hired a "field marketer" for each office—a nonlawyer to attend the endless round of dot-com parties and trade shows, network like mad, and identify promising clients. To raise its profile among VC firms, Brobeck spent up to $1 million a year hosting conferences and other events.

Snow was also reinventing what it meant to be chairman of a law firm. Instead of being a traditional behind-the-scenes overseer, he was more like a Steve Jobs or Michael Eisner: the embodiment of the brand. He predicted to *American Lawyer* that someday law firms would go public and West Coast tech firms like Brobeck might soon eclipse their New York rivals in power and profits.

THE AMAZING THING, in retrospect, is that Brobeck's breathless expansion continued even after the stock market started to slump in March 2000. That year alone it hired about 200 lawyers, many of them, like Snow, "lateral" partners from other firms. At the same time, Snow unveiled a multimillion dollar advertising blitz, with ads on CNBC, CNN, and in the *Wall Street Journal* proclaiming: "Brobeck: When Your Future Is at Stake." Snow financed most of this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