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February 15, 2006

Richard A. Dove
Director of Attorney Services
Supreme Court of Ohio
65 South Front Street
Columbus, Ohio 43215-3431

By email to: dover@sconet.state.oh.us

Re: Proposed Adoption of New Ohio Rules of Professional Conduct

Dear Mr. Dove:

Please accept this comment letter on behalf of the Association of Corporate Counsel (ACC) and our members doing business in or located in Ohio. ACC represents the interests of over 19,000 members in the United States and 58 countries, including 662 in-house counsel members in Ohio, organized into three Chapters: Central Ohio (serving the Columbus area), Northeast Ohio, and Southwest Ohio.

I. Support for Ohio's Adoption of ABA Model Rule 5.5

ACC supports the adoption of ABA Model Rule 5.5 in Ohio. We applaud Ohio's efforts to enact the multijurisdictional practice (MJP) reforms so crucial to every lawyer's ability to properly serve clients working in a cross-border marketplace. We are especially mindful of how important these reforms are to our members' corporate clients, in public and private companies, and in the for-profit and non-profit communities. Corporate clients by necessity engage lawyers as employees and retain outside counsel to serve the corporation's legal needs in multiple jurisdictions, and these reforms are vital to the efficient, effective and professional delivery of these lawyers' services.

We write to you today for two reasons: First, we feel it's important to share our general support for these proposals so that the opinions of in-house counsel can be heard in the event that others commenting on your proposals take an opposite position. And second, we are encouraged that the Court opted for clarity and consistency with the ABA's Model Rules of Professional Conduct ("Model Rules"), which were created to encourage a greater level of uniformity in setting ethical standards required of lawyers nationwide. The ABA's recommendations were adopted after hearing and considering the views of many national, state and local bars, specialty practice groups, disciplinary and regulatory counsel, legal and ethics academics, client representatives, and scores of individual lawyers over a two-year period. The proposals were passed almost

unanimously by the ABA's House of Delegates, made up of hundreds of leading lawyers from all over the nation. ACC actively participated in the national MJP debate and in shaping the report and passage of the recommendations of the ABA's MJP Commission that were the foundation for the creation of these new model rules.

We understand that Ohio intends to maintain the requirement that in-house counsels who are licensed elsewhere but working for an employer-client in Ohio must register under Gov. Bar R. VI, Section 4, a preexisting registration rule. Should the passage of Ohio's proposed MJP reforms lead to changes in this registration system, we respectfully request permission to comment further.

II. Authorize Pro Bono Work by In-House Counsel

We note the lack of a clear authorization to allow pro bono services by in-house counsel who would be practicing in the state under proposed Rule 5.5(d)(1) and registered under Gov. Bar R. VI, Section 4 and we wish to encourage the state to clarify what we hope is an oversight. ACC believes that pro bono legal services are the professional responsibility of every lawyer. Since most pro bono work is essentially local in nature, in-house counsel working in Ohio will find their most meaningful opportunities for pro bono representation at the local bar. Counsel authorized to practice under 5.5(d) should be allowed – indeed, encouraged – to provide these important volunteer services: it would be a waste of fine legal talent and a disservice to the public, which needs more—not less—volunteer legal service from lawyers.

We urge you not to strip in-house lawyers of their ability to contribute services to the public, especially when such a decision would be at the expense of the underserved communities in your state. If the state is concerned that lawyers not locally licensed would create burdens or the potential for liability beyond that of their peers in corporate practice who are regularly admitted, we would urge you to consider drafting language that allows the in-house counsel to do pro bono service in conjunction with established pro bono programs that can offer any needed oversight, training, local counsel teaming, malpractice insurance coverage, and so on.

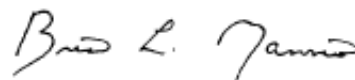
III. Conclusion

We appreciate the opportunity to comment on the proposed rules under consideration and encourage you to contact us should you require any further information or clarification of our position. Thank you in advance for your consideration of the needs and concerns of corporate counsel working in the state; the changes you are considering are necessary to serve not only lawyers, but also lawyers' clients.

Sincerely,



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