

# Myth of the Attorney Whistleblower

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# The Mystery of Corporate Fraud

# Attorney Whistleblower Framework

Up-the-chain  
reporting required

External reporting is  
optional

Dodd-Frank  
whistleblower  
protection and awards  
but:

Attorneys excluded in  
most circumstances

Must report to SEC to  
be protected

# How we Practice Law

- Client-matter system
- Law firms in practice groups, or boutiques
- In-house lawyers supervisors and generalists; hold non-legal and quasi-legal roles
- Outside counsel not retained to usurp the role of GCs and AGCs.



# Corporate Personhood Two-Step

18 Nev. L. J. 811 (2018)

## Step One:

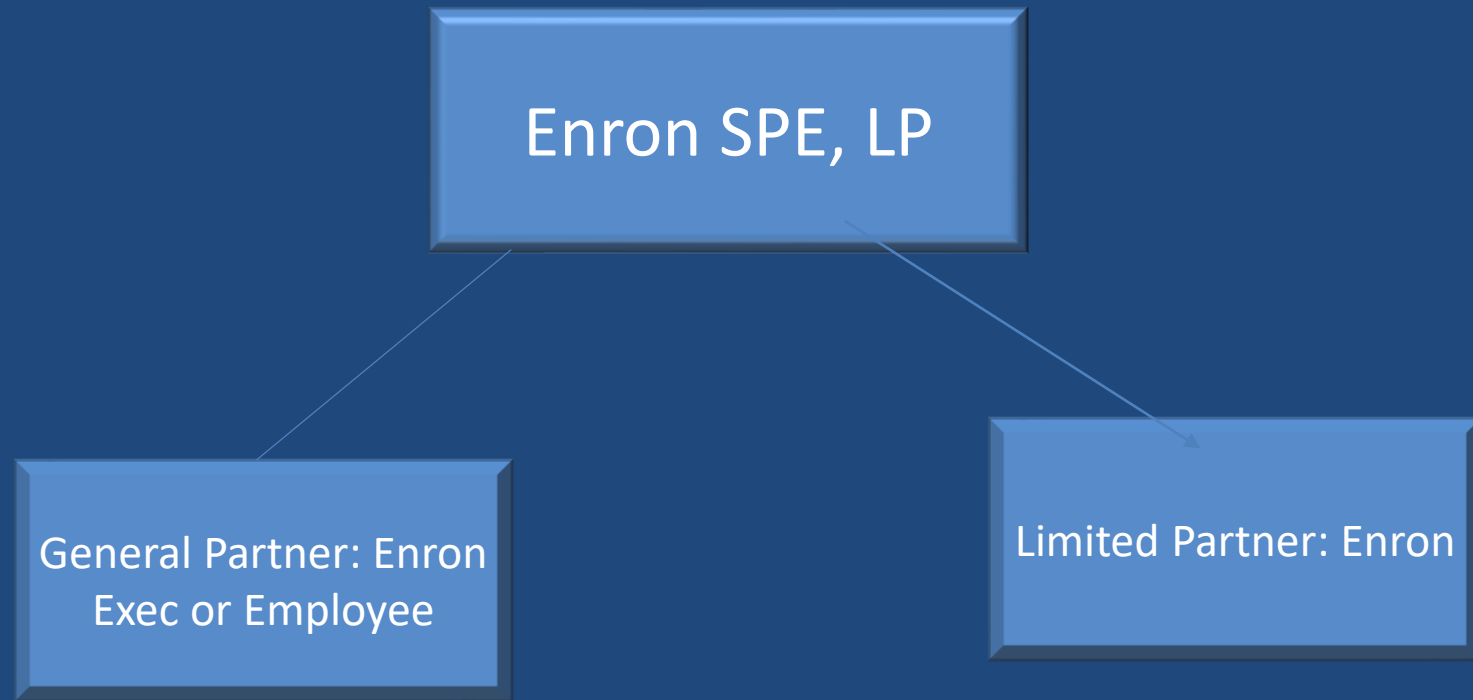
Examine how the corporation is defined  
Analyze how the corporation operates



## Step Two:

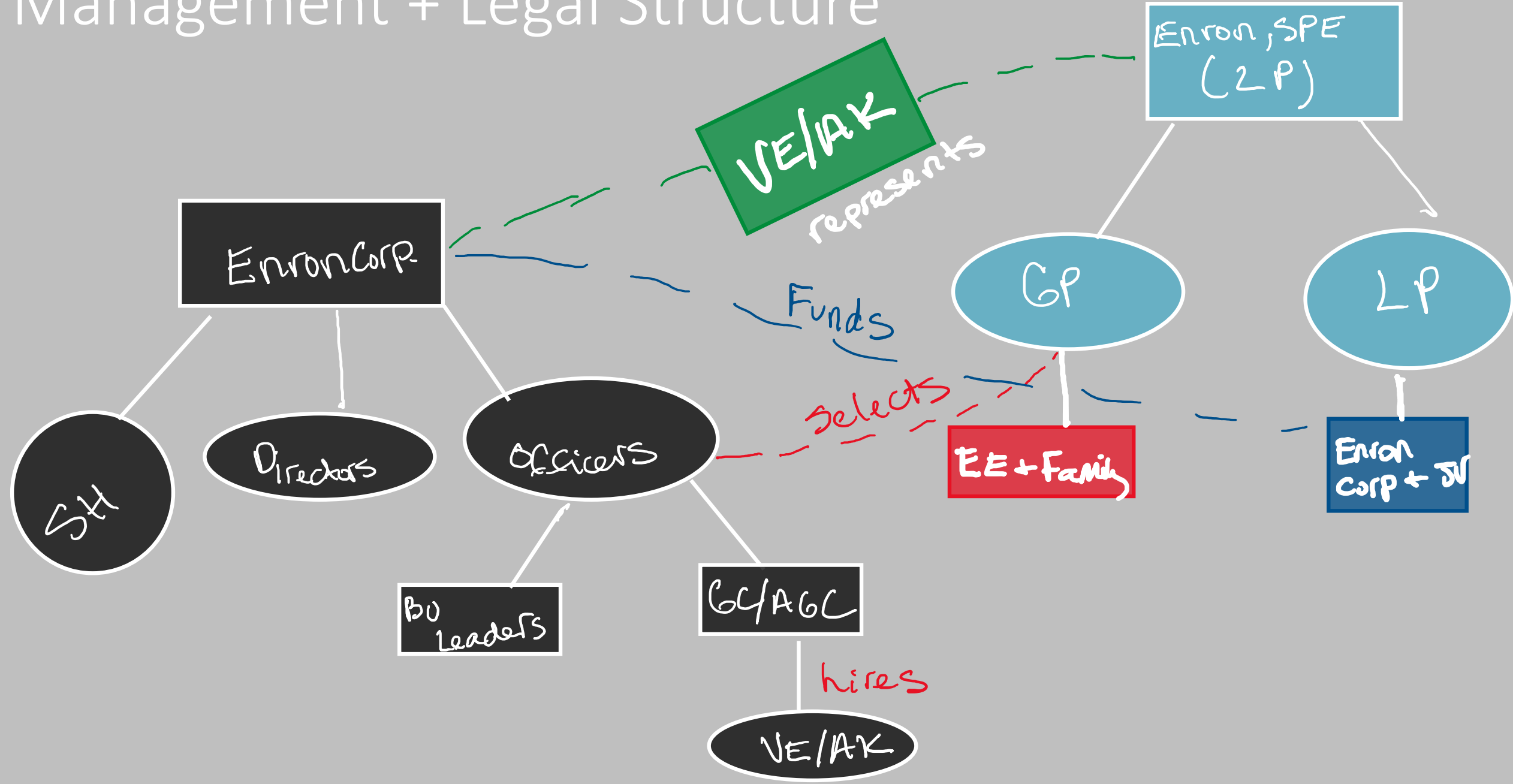
If the corporation has the right based on Step One, analyze the state's actions

# What Did Enron Do?



- Capital contributions: Enron stock or assets; cash contributions from GP
- Enron promised that GP would not lose value of stock they contributed or cash
- Loans in SPE name, but many backed by Enron, Corp.

# Management + Legal Structure



# Enron's Legal Strategy

1

Do transactions with  
private off book  
entities

2

Don't tell lawyers

3

Don't hire "lawyers"



## From Silos to Systems

BRAND CAMP

by Tom Fishburne

### SILO FARMING



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