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BENESCH  
FRIEDLANDER  
COPLAN  
& ARONOFF  
ATTORNEYS AT LAW

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*Fiftieth  
Anniversary*  
1938-1988

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A FIFTY-YEAR RETROSPECTIVE



# INTRODUCTION

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*An approach to legal practice...  
that has established the firm's  
reputation for excellence.*

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The history of Benesch, Friedlander, Coplan & Aronoff isn't locked away in venerable old law books or carved on the marble pillars of sombre legal institutions. Instead, the firm's story is found among hundreds of ordinary-looking documents — wills, real estate deeds and titles, corporate record books, accounting ledgers, letters and memos — that record its decades of service to clients.

Benesch, Friedlander's beginnings were humble. The firm was founded near the end of the 1930s by several Cleveland attorneys whose legal world consisted primarily of real estate and some corporate work entrusted to them

by a handful of clients. What these attorneys brought with them was not only the will to forge a law firm but also a commitment to serve client needs as both legal and business counselors.

What the firm lacked then in lofty origins and grandeur it more than made up for in the vision of its founders. Knowing that growth would have to be sustained if the firm were to survive or, more importantly, serve the expanding needs of its clients, Benesch, Friedlander's leaders carefully sought and attracted a core of lawyers who would lead the firm throughout a period of continued expansion during its second 25 years.

The history of Benesch, Friedlander is an unusual juxtaposition of people and events. It is a chronicle of

attorneys respected within the legal and business communities for their professional acumen and their willingness to provide service. It is the record of professionals who taught newcomers in the firm by sharing their knowledge and through friendship and kindness. It is a story of an approach to legal practice set in place during the firm's formative years that has remained its hallmark and has established the firm's reputation for excellence.

This publication recounts those people and events. It also is a fond tribute to the dedication and diligent efforts of all the employees, past and present, at Benesch, Friedlander, Coplan & Aronoff.

# A TYPICAL DAY

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*The legal profession matured  
as society grew  
increasingly complex...*

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8:00 a.m.

The large, wooden entry doors at the firm's Cleveland office are unlocked, opening to reveal a stately, paneled lobby. Within minutes it will be filled with the comings and goings of staff and visitors, a pace that continues throughout the day.

Inside, the receptionist takes her seat. She disconnects the telephone system's night lines that have directed the previous evening's transmissions. Blinking lights on the console indicate a flow of communications among the firm's Cleveland, Columbus and Cincinnati offices.

Several floors below, an attorney, a fresh mug of coffee in her hand, reviews the latest computer printout on major activities within the firm, new clients and events of the coming week. Upstairs, a young attorney enters the firm's law library to request a document from a computerized database.

From the information processing center a secretary brings an attorney a large bundle of papers marked "For Your Signature," all of which will have to be reviewed before a closing transaction can take place. On



another desk lies a document from Paris that was received on the firm's automatic telecopier during the night.

A typical day in the life of Benesch, Friedlander, Coplan & Aronoff is underway.

If one were to travel back in time 50 years, the scene would be hardly recognizable. There were none of the electronic resources and support systems — telex and facsimile machines, sophisticated telephones, business computers, information processing center, duplicating center, massive client files and such.

The physical plant also bears little resemblance to its forerunner. What now occupies several full floors in a downtown Cleveland office building was once limited to a small, confined area in the same building.

Commensurate with the firm's success, the number of people associated with the firm today is significantly greater than it was 50 years ago. What now is a national law firm bustling with more than 150 attorneys, plus paralegals and support staff, in Ohio's three largest cities, Cleveland, Columbus and Cincinnati, was at one time only small groups of attorneys in Benesch, Friedlander's antecedent law firms.

In those 50 years, of course, more than Benesch, Friedlander has changed. The legal profession matured as society grew increasingly complex, and attorneys have become an integral part of almost every business and personal transaction. The business world then was a collection of relatively small, single-site enterprises, in comparison to the multi-national, diversified corporations that drive the economy today. Perhaps most importantly, just as Benesch, Friedlander struggled to establish itself 50 years ago, government — national, state and local — was emerging as the dominating, regulating force we see today.

The story of Benesch, Friedlander, then, is as much a reflection of the last five decades as it is the chronicle of one of the country's leading law firms.





*Jerome M. Friedlander*

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*"To tell the truth, I am quite excited about our future prospects." — Jerome M. Friedlander, 1938.*

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In late 1938, Cleveland attorney Jerome M. Friedlander was about to take advantage of a remarkable opportunity.

His friend, Alfred A. Benesch, himself an attorney and notable civic leader throughout Ohio, was vacating his post in Columbus as state director of commerce. Benesch had been a member of Governor Martin L. Davey's cabinet for four years, but with the Democrats' defeat by Republican John W. Bricker in the gubernatorial election, Benesch — who had successfully practiced law in Cleveland for many years — would be returning there to resume his career.

Friedlander saw this turn of events as a chance to establish a new law partnership with Benesch and several other attorneys, each of whose background made him ideally suited for a different area of legal practice. Friedlander's own specialty was real estate, which he had developed after graduating from law school in 1921.

It was decided to name the new organization Benesch, Friedlander & Morris. The firm's first offices were on the



11th floor of the Citizens Building, a prominent Cleveland banking and commercial landmark built in 1903.

A native Clevelander now retired and living in Arizona, Friedlander recalls the assignments typically given young attorneys during the 1920s. "One summer I worked with the Cuyahoga Abstract Title and Trust Company as a title examiner. I would research the records and furnish the information to develop a title guarantee or title insurance policy."

Following his association with a Cleveland law firm for several years, Friedlander earned the reputation of being a very capable lawyer. "I was what they called a 'solid' lawyer — I attracted business and helped develop the law firm." The experience he gained would prove invaluable as Benesch, Friedlander sought to establish an identity and achieve growth.

Moreover, his expertise in real estate work would permanently influence the firm. For many years it would be known as "the real estate law firm," a reputation it still enjoys today although the scope of its practice has increased considerably.

Friedlander was also the attorney for a number of local finance companies and in 1936

was elected president of the Cleveland Association of Personal Finance Companies. His reputation was further established by his appointment as an impartial arbitrator for the motion picture industry, under the mandates of the Depression-era National Recovery Administration. He also was called upon to represent independent motion picture exhibitors.

The Morris in the firm's name was I. Robert Morris, a practicing attorney and professor at the Cleveland Law School. He also had been active locally as president of the League for Human Affairs and trustee of the Neighborhood Settlement and several other social service agencies.

Because he was a trial lawyer, Morris handled all litigation in the firm's early years. As a result of his four years with the state, Benesch had extensive experience with financing and securities law and so was given responsibility for banks, insurance companies, savings and loans and securities matters.



*Cleveland, circa 1938*

A fourth partner, Robert I. Kopper, was a tax specialist. Other attorneys associated with the new firm were Frank W. Britton, Benjamin S. Gerson and Edward A. Liebenthal. Gerson had previously been associated with Bainbridge Colby, the New York law firm named for the man who was President Woodrow Wilson's Secretary of State. Liebenthal had been active in the metropolitan division of Cleveland's Community Fund, as the United Way charitable fundraising organization was then called.

"The only area we won't touch is criminal law," Friedlander wrote several months before the new firm formally opened for business. "That leaves a lot of other legal areas we can develop. To tell the truth, I am quite excited about our future prospects."



Citizens Building, circa 1940



# PORTRAIT OF AN EXEMPLARY MAN

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*Alfred A. Benesch at the time of his graduation from Harvard Law School.*

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*Benesch brought to the partnership outstanding leadership and commitment, ... and the widespread admiration of the world outside.*

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*"The greatest thing in life is not a brilliant mind, but rather a comprehending spirit, an understanding heart and the power to take the world unto yourself and be one with it." — Alfred A. Benesch*

In retrospect, if others, among them founder Jerome M. Friedlander and name partners Robert C. Coplan and George N. Aronoff, may be called the "brains" of Benesch, Friedlander, then Alfred A. Benesch most certainly can be considered its "heart" and "conscience."

Benesch brought to the partnership outstanding leadership and commitment, caring for his fellow man, unswerving morality and the widespread admiration of the world outside.

Diminutive, highly energetic, fiercely combative, Benesch was never at a loss for an opinion and never one to conceal it from the public. "Benesch cherished the written word and was without challenge Cleveland's outstanding writer of letters to the editor," declared a newspaper



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columnist in an obituary tribute he wrote when Benesch died in 1973 at the age of 94.

The attorney's breadth of knowledge was a source of amazement to many a professional newspaperman. Referring to his fellow editorial writers' dilemma as they pondered Benesch's latest missive, the columnist continued, "Always in the back of the writer's mind as he taps out his words of wisdom was the question, 'What will Benesch think of this?'"

Once, a judge presiding during proceedings in another city learned that the "Benesch" in the name of the firm whose case he was hearing was Alfred A. Benesch and remarked, "Oh, I read his newspaper column all the time!"

Defending his penchant for using the newspaper as a forum for his beliefs, Benesch strongly asserted — as only he might do — "It is not only the legal right but the moral obligation of free men to speak out whenever they feel that policies advocated by the majority are wrong." He relished his role as a fighting reformer and felt the public lacked concern for vital affairs. He wrote, "Unfortunately, the community takes far too little interest in what's going on in

the world — until it is affected directly."

Born in 1879 and raised in Cleveland's east side ethnic Bohemian neighborhood, Benesch graduated from local public schools before attending Harvard University and Harvard Law School. He completed his education with the help of several academic scholarships that paid half his college expenses; the other half, he earned working a part-time job and tutoring Latin. A favorite teacher of his at Central High School had encouraged him to go on to college and pursue a legal career. The influence of such excellent, dedicated teachers made a strong impression upon him.

He felt deeply about the true role of education. "It signifies," he argued, "literally, a drawing out of talents and competencies, not a putting in of facts and events."

Upon his graduation from law school in 1903, Benesch returned to Cleveland where he practiced law with a number of attorney groups. His legal skills and civic fervor did not go unnoticed, and soon afterwards he was appointed acting judge of the police court. It would be the first appointment in a lifetime of public service. During the five

decades that followed:

- The community elected him councilman at-large in 1911;
- In 1914, Mayor Newton D. Baker appointed him safety director, where he was responsible for the city's police and fire departments;
- In 1925, Cleveland voters elected him to the Cleveland Board of Education, where he served as a member for 37 years and as president for three terms;
- In 1935, Ohio Governor Martin L. Davey appointed him state director of commerce, where for four years he supervised the restructuring of many a struggling financial institution in the state during the Depression; and
- In 1942, the Office of Price Administration named him director of rent control for the Cleveland area during World War II.

Benesch was among the founders of the City Club, a famous Cleveland institution known for its public forums, and John Marshall Law School, which merged with Cleveland Law School in 1946 and later became one of the colleges of Cleveland State University. He was instrumental in the building of the

downtown headquarters of the Board of Education and he also served as trustee of countless philanthropic and social welfare agencies and organizations.

It was little wonder he received many accolades and honors, among them the Knight of the Order of Palmes Academique by the French government; an honorary Doctor of Laws degree from Case Western Reserve University; the John F. Kennedy Peace Award; and a Fellowship from Brandeis University.

*Cleveland Press* editor Louis B. Seltzer called him "one of the all-time best citizens this community has ever known or treasured...a miniature combination of Bengal tiger for courage, elephant for memory and hummingbird for rapidity of intellectual thought."

Of all the honors bestowed upon him, none pleased him more than when the Cleveland Board of Education renamed Outhwaite School, from which he had graduated as a child, the Alfred A. Benesch Elementary School.



*Alfred Benesch and his wife, Helen.*

## BUILDING THE AMERICAN DREAM

Alfred A. Benesch's life spanned parts of the 19th and 20th centuries. At the time of his birth, it was the dawn of a new industrial age in the leading cities of Ohio. Cleveland, the Western Reserve settlement founded in 1796, had become the nation's 15th largest city. By the start of the 20th century, its population growth meant that Cleveland surpassed Cincinnati to become the largest metropolis of the state.

Benefitting from its prime location, the city became a rail and shipping center. A wave of immigration that provided a steady flow of labor and rapid factory expansion made Cleveland a focal point for oil refining, iron and steelmaking, and the manufacturing of automotive parts, tools and dies, paint, sewing machines and clothing.

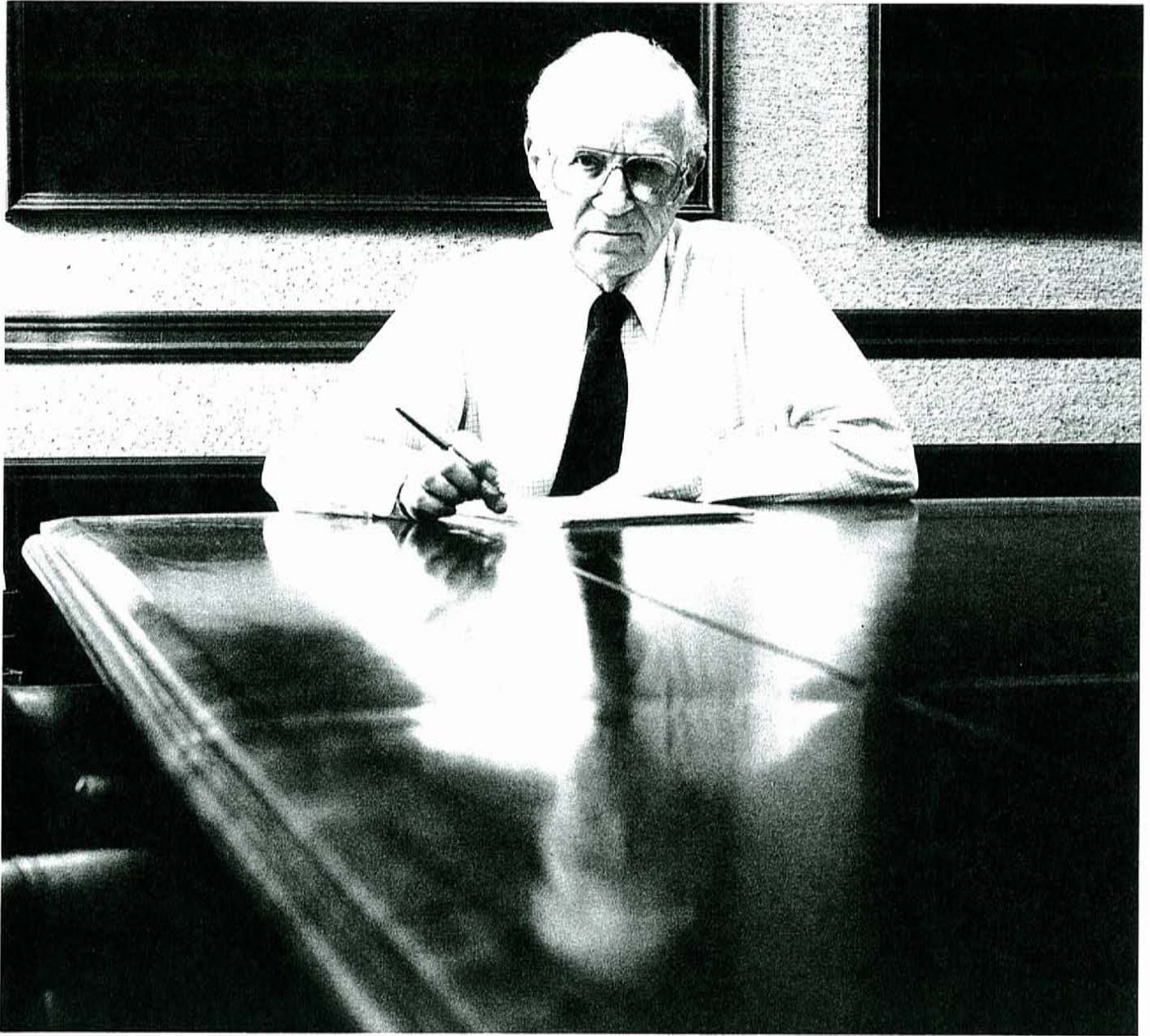
Cincinnati, first settled in 1788 at the site where the Little Miami River meets the Ohio, grew steadily and was by 1880 the eighth largest city in the U.S. It was known for soap and candles, meat packing, malt liquors, carriage and wagon production and men's clothing.

No longer destined to be merely a quiet provincial capital, Columbus — originally called Franklinton at the time of its founding in 1797 — passed the 50,000 mark in population by 1880. Its railroad connections with southeastern Ohio's coal fields helped the city grow industrially, while its central location aided it to expand commercially.



# AN APPROACH TO PRACTICE

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*Robert C. Coplan*

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*"The primary task... is to 'get the deal done.' You have to make it happen." — Robert C. Coplan.*

The early history of many organizations is often filled with challenges. In the decade following its founding in 1938, Benesch, Friedlander had its share.

As part of its growth, the firm underwent numerous personnel changes. Two principals, Morris and Gerson, left the practice of law to start the National Formetal Company, a manufacturer of automotive bearings, becoming clients of the firm. National Formetal later became a division of Federal Mogul Corporation. Kopper left to become house counsel for the Monarch Aluminum Manufacturing Company in Cleveland. Britton became a supervisor for the Cleveland office of the Ohio State Employment Service. Alfred Benesch, with a career of public service already behind him, was asked by the Office of Price Administration to serve as supervisor of rent control in Cleveland.

Friedlander's reputation and background saved the firm from difficult times. "I carried the office myself during that period," he says matter-of-factly. "I was able to

1938	BENESCH, FRIEDLANDER & MORRIS
1940	BENESCH, MARSTELLER, FRIEDLANDER & MORRIS
1943	BENESCH, FRIEDLANDER & MORRIS
1951	BENESCH, FRIEDLANDER & MENDELSON
1955	BENESCH, FRIEDLANDER, MENDELSON, GNAU & COPLAN
1962	BENESCH, FRIEDLANDER, MENDELSON & COPLAN
1975	BENESCH, FRIEDLANDER, COPLAN & ARONOFF

*The passage of time and growth of Benesch, Friedlander have been marked by changes in the name of the firm.*

attract enough legal work that I could keep the other attorneys fairly busy at that time."

He also became active in outside organizations, and throughout his long and distinguished career would serve as an officer and trustee of a home for the aged and for the local Society for Crippled Children. Serving the community wasn't only something he felt strongly about, it also helped the firm. "If you want to be successful in a profession — especially law," Friedlander explains, "you have to give part of yourself. You have to find time for it."

According to Friedlander, keeping the young firm thriving was a task that proved easier to accomplish then than it would be today. During the pre-war and war years, Cleveland was a growing city and was considered an attractive location in which to start a business, particularly manufacturing. As a result, it was a fertile field for law firms, with ample opportunities to take on clients who would later become larger companies.





Despite the lingering hardships of the Great Depression, Cleveland was moving forward in industry, commerce, education and culture. The 1930s witnessed completion of the Terminal Tower complex, a major construction project that encompassed a railroad station, office buildings, a department store, a hotel, restaurants and shops. Cleveland hosted the Great Lakes Exposition and the National Air Races, and by the time of the 1940 census was the sixth largest city in the nation.

It was a much simpler time. For the most part, lawyers were generalists who could handle almost any legal task. Attorneys in a firm like Benesch, Friedlander kept abreast of all changes in the general practice of law, including real estate, probate and income and estate taxes.

Firms specializing in limited areas of practice such as health care, entertainment or environmental law were unknown then. If the problem confronting the attorneys proved beyond their scope, someone with that capability from another firm would be employed temporarily.

After the war's end, Robert C. Coplan, a young attorney who was Alfred Benesch's nephew, joined the firm. A U.S. Navy veteran — he was still in uniform the day he arrived at the firm — his addition would be among the most significant factors in the firm's history.

"I had an opportunity to go to Washington after the war to practice law with a federal agency," Coplan recalls, "but Cleveland was home for my wife and me." In one post-war restructuring of the firm, he

became just the fourth attorney on staff in what was now an association of lawyers; soon after its first year the original partnership had been dissolved. Friedlander and Coplan would become the strength and vitality of the organization, Friedlander the astute, experienced practitioner, Coplan the bright, promising newcomer.

The financial arrangement Friedlander made with Coplan called for Coplan to receive \$150 a month and to keep the fees he received from his own clients. It wasn't too long before he was viewed as a very valuable addition to the firm and he was raised — to \$200.

Much of Coplan's early legal duties entailed collection work for finance companies. Additional income came from a number of sources. "In those days," Coplan recalls, "you'd receive 40 cents for each notary public transaction — 80 cents in Common Pleas Court. In a good month, you could earn \$25-to-\$30 in extra fees."

It was an era when a young lawyer needed to be a "quick read." Benesch, Friedlander needed someone to handle tax work, and the job was given to Coplan. "My total tax experience was filing my own Form

1040 for a few years," Coplan admits, "so I enrolled in accounting courses at Cleveland College and sent for a tax correspondence course from the Practising Law Institute."

Coplan's most important contribution to the future success of Benesch, Friedlander was to put in place an approach to practice — the firm's style, its *modus operandi*. The tenets Coplan established helped guide the firm's future course and, to this day, set it apart from other law firms.

□ The primary task of a law firm is to "get the deal done" for its clients. "You have to make it happen," Coplan admonishes. "That's the only reason for our existence."

□ It is critically important to have an unobstructed view of the client's situation, to figuratively "clear the desk" of all inconsequential matters. To Coplan, it was a series of clear-cut steps one must take: "Understand that the client's problems are paramount, and communicate with him to know what he requires. Determine what has to happen to accomplish your objective. Then come to a conclusion."

□ "Be mindful of the client's

problems." Coplan urges lawyers today to get to know their client's business thoroughly. "If your client is in real estate, go out and look at his property. If he's in manufacturing, go through his plant, learn how the product is made, touch it. You can't get the feel for *advising* without *seeing*."

□ "It's far more important to be a *counselor* than a *technician*. Technicians are important in today's more complex legal world; however, it's the counselor who engulfs himself in his client's world."

Like his contemporaries, Coplan gave of himself for the betterment of the community, particularly in education, as had Benesch. Among his many activities, Coplan is best known for the Cleveland Scholarship Programs.

Under Coplan's leadership, the organization identified financially disadvantaged students in Cleveland high schools who, without the guidance and financial support of this innovative program, would not have gone to college. Coplan began directing the organization in 1967; since then, Cleveland Scholarship Programs has

helped more than 32,000 students with almost \$10 million in scholarship grants and aid.

Today, Cleveland Scholarship Programs serves as a model for other cities across the country. Benesch, Friedlander continues to be instrumental in the development of the organization; its current president is Howard A. Steindler, a Benesch, Friedlander partner.

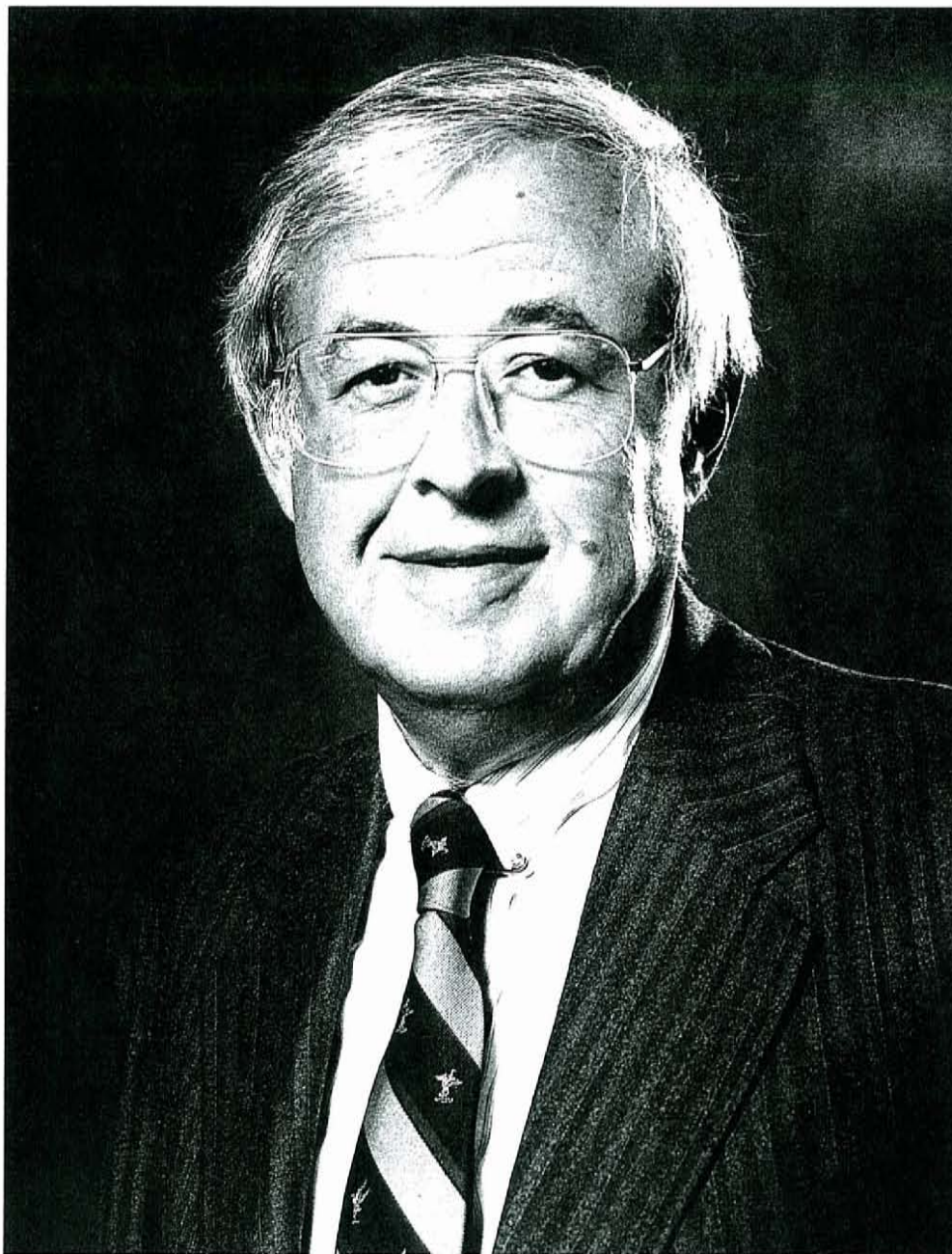
Another of Coplan's contributions to the firm was his decision to bring in new blood. During the next 15 years he would hire a number of second- or third-year law students or new attorneys. Many of them are still with Benesch, Friedlander today and have played a significant role in the firm's growth.





# A NEW GENERATION OF LEADERSHIP

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George N. Aronoff

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*From this pool of talented, energetic lawyers would come the ones who made things happen, who led by example...*

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Lawrence M. Bell remembers it vividly. It was the day he interviewed at Benesch, Friedlander. As he toured the firm's offices he happened to meet George N. Aronoff, a fairly new Benesch, Friedlander attorney whom Bell knew when both were students at Case Western Reserve University Law School. As Bell entered, Aronoff held up some sort of a chart he was working on.

"I could see it was an organization table, with arrows pointing to different companies," Bell recalls. "Then George tells me, 'I'm working on something very interesting. We're going to consolidate the different corporations into a holding company and then have a public offering of stock.'"

It is the late 1950s and early '60s, a period of transition for the firm. Robert Coplan has added a number of law students and new attorneys to the staff; Bell would be among them. Until then, the firm had experienced little growth. The best known of its partners, Alfred Benesch, by now was semi-retired. Anyone



brought into the firm worked for and with Jerome Friedlander, including the two non-legal personnel in the office. One was Friedlander's secretary; the other handled the switchboard and typing duties for the other lawyers.

The costs of running the office were relatively modest. Legal forms and supplies for one month were \$36; \$70 was paid each week to the switchboard operator; telephone charges averaged \$500 per month. Coplan one day calculated that during its first ten years in business the firm had paid only \$4 per square foot in monthly rent.

The building's elevators were operated manually. Naturally, there was no air conditioning and employees were subjected to hot, humid, uncomfortable summers.

There also were no computers, no word processing equipment, no calculators. "The only typewriters were manual," Coplan remembers. "To get a document duplicated meant sending it to a blueprint company. All typing was done with carbon paper. If a secretary made a typographical error on a document, each of the carbon copies had to be corrected separately."

Office technology arrived at Benesch, Friedlander in the

form of a wet process of document duplication, which Coplan remembers was cumbersome and time-consuming. "It required the secretary to do the duplicating and then hang up each sheet of the document to dry — just like laundry."

One day Coplan saw a xerographic machine in an office of the Union Commerce Bank, located across the street from Benesch, Friedlander's offices. "It turned out wonderful copies, but it was somewhat difficult to operate. We bought ourselves a machine and trained our secretary to use it — no one else was allowed to touch it!"

It was an exciting time, as Coplan describes it, "...a period when we became more entrepreneurial. The firm's attorneys were mindful of developing new business, of taking risks and tackling new and challenging work. I think that's been the firm's character ever since."

Faced with the task of filing legal papers at court on behalf of his clients plus handling collection duties for several finance companies, Coplan searched for a more efficient way to get the job done.

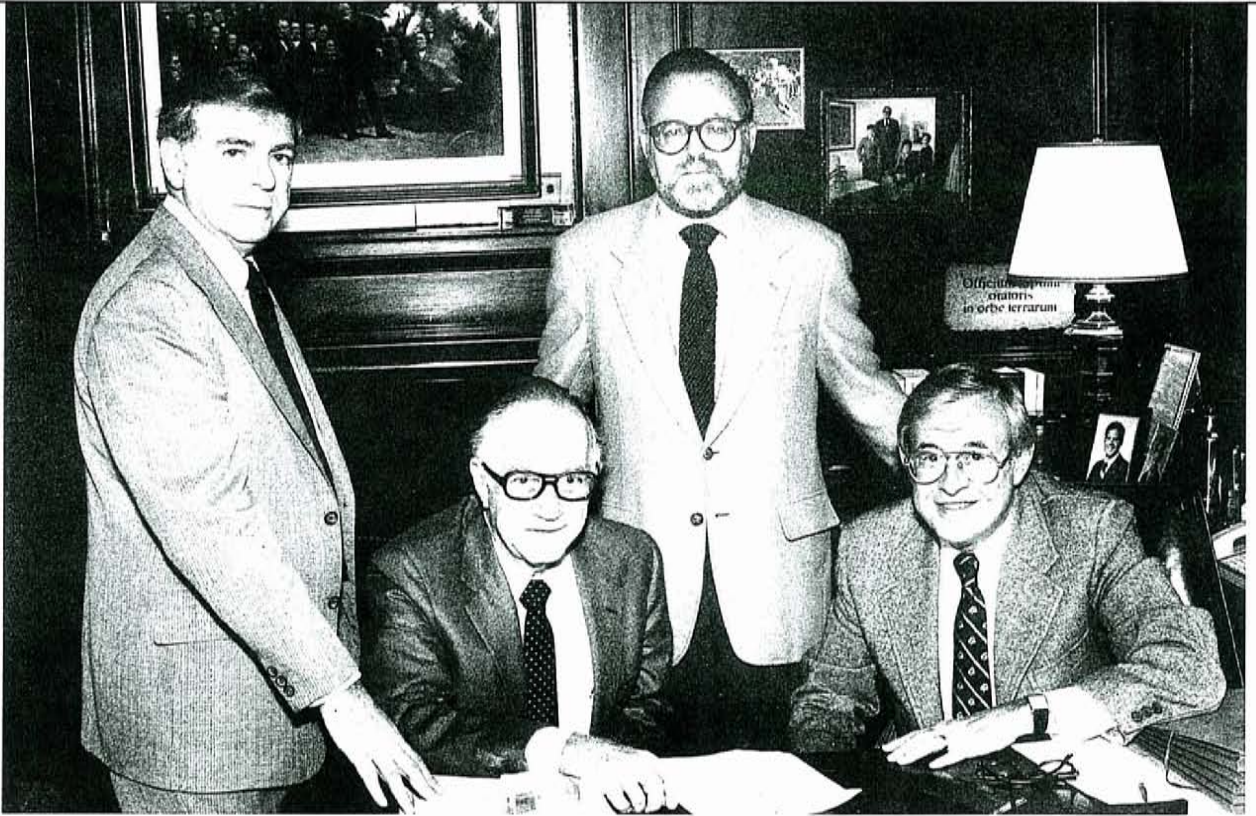
Coplan remembers, "It wasn't too long before I figured that if I could avoid going to court all the time, I could

save myself a lot of time and trouble." He decided to engage law students from nearby Case Western Reserve University to work in the afternoons, and he took on another lawyer to share the expense of fees paid to the students. The law clerks thus were able to take over the filing work at court and the collections.



*In appreciation of his leadership, Benesch, Friedlander partners presented this Frederic Remington sculpture to George N. Aronoff.*





*Benesch, Friedlander partners (from left) Allan D. Kleinman, Robert C. Coplan, Richard L. Phillips and George N. Aronoff, early 1980s.*

Coplan's decision to add bright young people would be an important turning point in Benesch, Friedlander history. In later years, from this pool of talented, energetic lawyers would come the ones who made things happen, who led by example and set new goals and directions.

Although some of the new lawyers eventually would leave for careers at other firms, many of Coplan's "finds" would become Benesch, Fried-

lander partners; some are heads of practice areas, one is a name partner. All have played an important role as the firm expanded far beyond its original boundaries.

Among the first was Allan D. Kleinman. A second-year law student at Case Western Reserve University in 1951, he was hired to clerk for six months at Benesch, Friedlander. Two years later, he was back as a practicing attorney.

"The firm really wasn't well

known then," he says, "but the individuals in it were — Benesch, because he had been a public official, Friedlander as a top-notch real estate lawyer, Coplan as a tax and business attorney."

"When I arrived, I came to work for Jerry Friedlander. A good deal of my clientele — probate and real estate — is a result of his taking me under his wing," Kleinman says.

Richard L. Phillips joined in 1955. He was the son-in-law of

Robert Morris, one of the firm's founders. Phillips' law career was almost an afterthought; he had begun work as an engineer for Parker Appliance Company in Cleveland, then changed his mind and enrolled in law school. "I did well there and enjoyed law," Phillips admits, "so much so that I didn't mind taking a cut in pay when I first came to Benesch, Friedlander at age 29.

"We were a small office then. I'm sure no one here then ever envisioned what the firm would become," he says. "Over the years the practice of law at Benesch, Friedlander has been typified by Coplan's cardinal rule of 'making the deal.' It is important to us. Foremost among our concerns is the end result. I think the client is vitally interested in that, too."

What was a typical day like for a Benesch, Friedlander attorney in those days? Subject to the "pulls and tugs that our clients exerted upon us," Phillips remembers. "In the 'old' days, you dealt directly with clients' principals; today, you do it via telephone or in conferences with several executives," he says a bit wistfully.

Phillips especially remembers Saturdays at the firm. "We would come downtown to

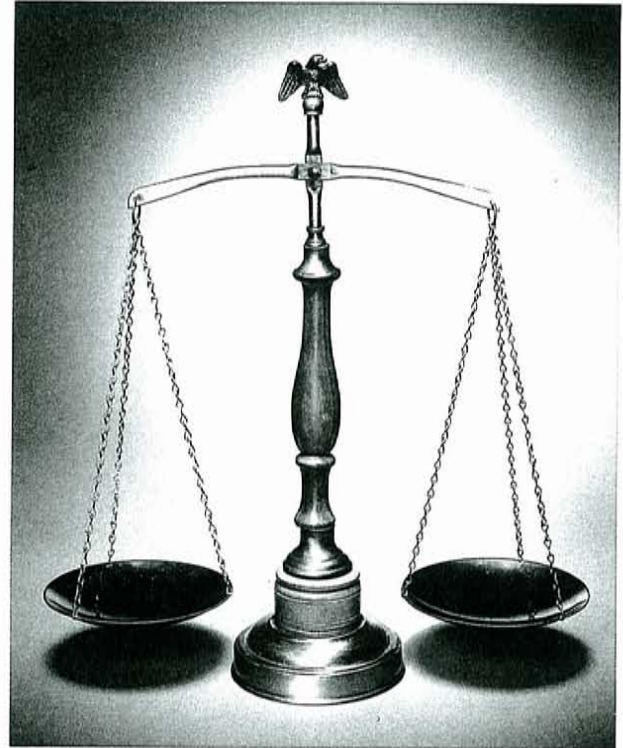
work on clients' affairs in the mornings," he recalls fondly, "then go bowling together in the afternoons."

Of the attorneys still at Benesch, Friedlander, George Aronoff was the next to join. He entered full-time in 1958, having been a law clerk at the firm the previous two years while a Case Western Reserve Law School student. In 1960, Bernard D. Goodman entered the firm; he would become a leader in the real estate area. Later, they were followed by two others who would make their mark in the firm as corporate attorneys, Bell and Richard D. Margolis, the latter the son-in-law of Benjamin Gerson, one of the firm's original attorneys.

"I don't recall if I was the seventh or the eighth lawyer at the time," Aronoff says, "but I had two years of clerking experience here and really liked the practice — and most of all I liked the people. You must remember that in those days a law firm having 50 attorneys was really large, so seven or eight didn't seem that small."

It was "a fortunate convergence," a Benesch, Friedlander contemporary says, about the arrival of Aronoff to team with Coplan. "They worked well together — Bob, the businessman-lawyer, and

George, the deal-maker who possessed keen legal skills." As Coplan began winding down his career, his major clients came to rely on and respect Aronoff's counsel.





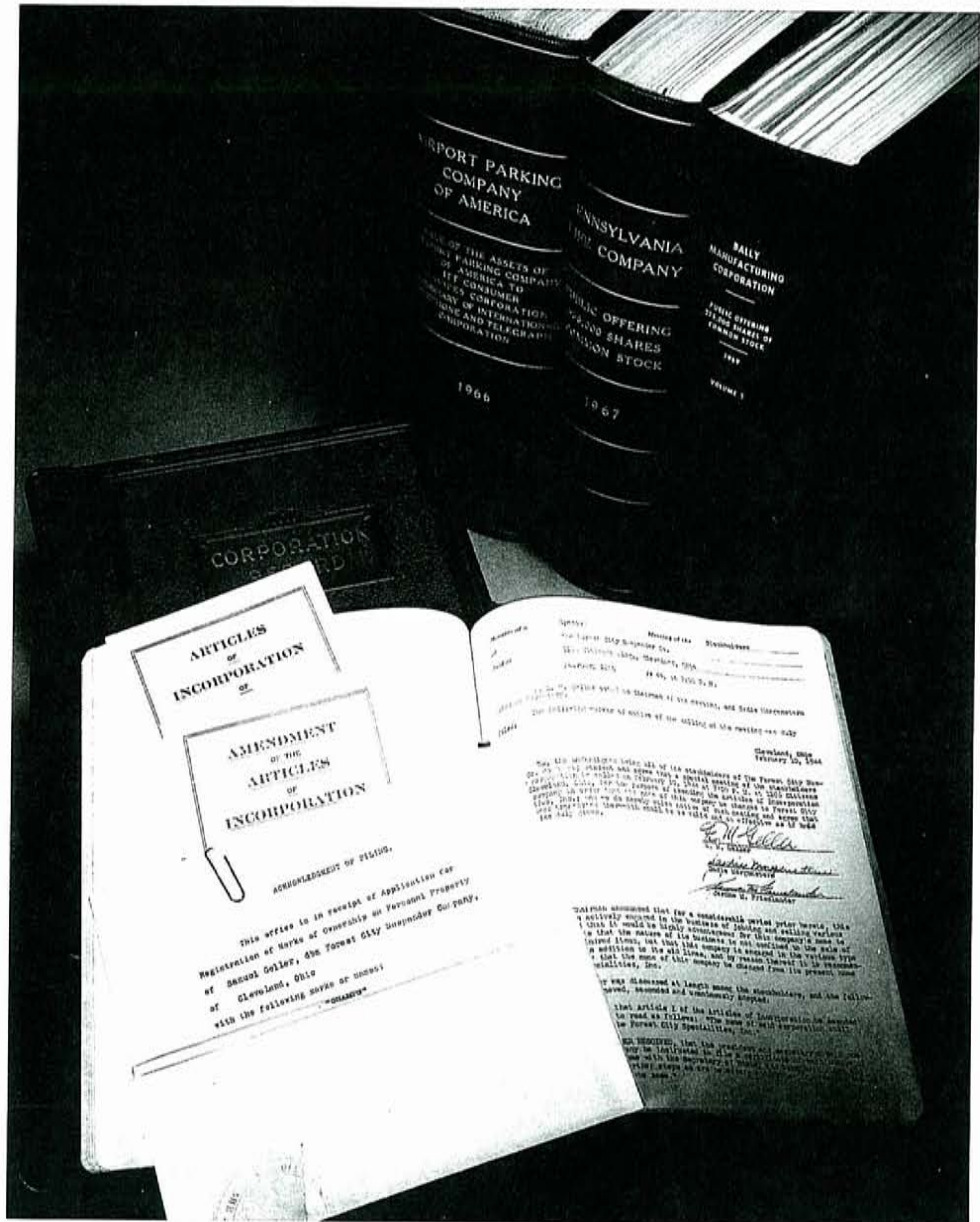


Aronoff soon became a major force in attracting clients to the firm. Known for a practice style that incorporates strategic negotiating skills, a calm and even-tempered personality and an industrious work ethic, he set the tone for Benesch, Friedlander's development from the early 1970s to the present. In 1975, Aronoff's position of leadership was formally recognized when his name was added to the other partners — Benesch, Friedlander and Coplan — for whom the firm is now named.

Aronoff also is well respected within the community, presently serving as vice president and trustee of the Jewish Community Federation of Cleveland and as a member of the visiting committee of his law school alma mater, Case Western Reserve University.

"Looking back to what we've achieved over the years," Aronoff says, "I feel it was a result of correct decisions we made, plus what our clients were in fact doing. Because they were growing, we had to grow to serve them and that drove the growth of the firm."

One transaction in particular was an important turning point: the public offering of stock that Benesch, Friedlander completed for APCOA (Airport Parking Company of America) in 1960.





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The challenge of the APCOA public offering was that the client had no material or fixed assets of any great amount, recalls Coplan, only leases for parking facilities, many at airports and other locations. It was, Coplan says, the firm's idea that the client go public — doing so would enable it to grow.

Aronoff continues, "I was perhaps one of the youngest lawyers here and was given responsibility for the project. We'd never done a public offering before. The APCOA offering got us into the securities business because our clients trusted us enough to carry out that deal," he says proudly. Aronoff not only was able to effectively complete the transaction, he realized that public offerings and related securities work would support the firm's growth. APCOA, Pennsylvania Life Insurance Company and Bally Manufacturing Corporation would be among the first such transactions of many the firm would complete.

Under Aronoff's tutelage, attorneys at Benesch, Friedlander would complete numerous significant transactions, including a \$600 million acquisition of two of the nation's largest resort hotels by an entertainment and leisure-

time client and an investor group's \$1.4 billion leveraged buyout of the largest retail drugstore chain in the U.S.

Aronoff also senses a difference that the years have brought to the lawyer-client relationship, a change he feels is partly the result of the consumer revolution. Clients today are more prepared to question and probe, more inclined to employ multiple law firms rather than one firm, more apt to develop their own in-house counsel. He, for one, welcomes the challenges that such changes suggest.

"The period we're living in now can be typified as the performance era as far as law firms are concerned, and I am delighted to play under those rules because I think they have served us well," he says.

"I think we've benefitted from the change in client attitude. We've managed to outperform many other law firms, and that, in itself, helps attract and keep clients. I think that says something good about what we do, how we do it and how we relate to our clients."





# GROWTH THROUGH MERGERS

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*The spiral staircase is one of the striking features of Benesch, Friedlander's Columbus office.*

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*The moves have made Benesch, Friedlander one of the fastest growing law firms in the Midwest.*

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No one is really sure why it all began.

Perhaps the firm had reached a point when its expanding client base and its clients' needs for certain legal services were, at the time, stretching its capabilities. It may have been the realization that to obtain further expertise it would have to choose an alternative to developing it "in-house." Maybe the entrepreneurial spirit demonstrated in practicing law gave direction to internal growth.

Whatever the reasons, beginning in the early 1980s Benesch, Friedlander's practice expanded substantially as a result of a series of mergers with other law firms. The moves have made Benesch, Friedlander one of the fastest growing law firms in the Midwest.

In today's legal environment, larger-sized firms are following the growth patterns set by their clients. To do so, firms are merging with or acquiring small specialty partnerships, forming new or supplementing already existing departments that con-

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concentrate on areas of rapid business growth. While size alone is not the sole reason a law firm finds success or by which success can be measured, it can be an important factor.

## ELDEN & FORD

For Benesch, Friedlander the direction it had to take was clear, as it was for the smaller firms with which the firm merged. Elden & Ford, a seven-attorney law firm that began its practice in 1978, was the first. One of the Elden & Ford lawyers, Thomas Ford, recalls the situation. “We were experienced in various areas of corporate legal work. But we realized that a small firm like ours would be hard-pressed to sustain any appreciable growth unless we were doing something very focused, the kind of activity that large firms traditionally don’t touch. The writing was on the wall — the advantage would be in joining forces with a 35-attorney firm, which would have much better chances to grow than would one with seven.

“Merging with Benesch, Friedlander met the needs of both firms,” Ford continues. There was also an element of familiarity between the two organizations. Lawyers in both firms knew one another; many

had gone to the same law school, some had been moot court team partners, some even had lived in the same building on campus. Later, lawyers from both firms had been involved in the same transactions.

*Downtown Cleveland*





# CLEVELAND

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## NADLER, SOKOLSKY, BAHAS & BALANTZOW

Acquiring experience in different practice areas is one of the more attractive features that spur law firm mergers. Such was the case with the next firm with whom Benesch, Friedlander merged — Nadler, Sokolsky, Bahas & Balantzow Co. L.P.A., which, at the time it joined forces with Benesch, Friedlander in 1981, had ten lawyers involved in a thriving commercial, bankruptcy and creditors' rights practice.

Begun during the 1930s, the law firm eventually was headed by Saul Nadler, a brilliant, hard-working lawyer who attracted new lawyers even more than did the type of law being practiced there.

Until the merger, Benesch, Friedlander had no commercial department and handled no bankruptcy work. According to Howard L. Sokolsky, Benesch, Friedlander today has "one of the largest commercial departments of the major firms located between New York and Chicago, in terms of the number of people — lawyers and paralegals — in the department."

Several reasons account for the growth in commercial and bankruptcy law and its attractiveness to major law firms. Since the beginning of the 1980s, cases have become more complex. As larger law firms entered this area, the future was evident once again; to compete in the 1980s and '90s, bankruptcy lawyers would have to become part of a larger organization to survive.

The next growth spurt occurred in 1984, when a number of attorneys from the Cleveland firm of Guren, Merritt, Feibel, Sogg & Cohen joined Benesch, Friedlander.

The decision was significant for the firm for several reasons. First, following the amalgamation, Benesch, Friedlander could claim 90 attorneys statewide. Moreover, the Guren, Merritt attorneys who moved to Benesch, Friedlander helped expand its depth and experience in litigation, health care, environmental and public law practice areas. Once again, growth would come about through an immigration of attorneys who would bring their legal skills and reputations with them.

Another important factor was the opportunity for Benesch, Friedlander to establish an office in the state capital — many of the attorneys in the Columbus firm of Feibel, Feibel, Shamansky & Rogovin who earlier had joined Guren, Merritt also joined Benesch, Friedlander.

A Columbus office provided Benesch, Friedlander a base of operations in the geographical and political center of the state. Columbus, with a different business base from Cleveland, is a fast-growing metropolitan center. Over the years it has experienced a stable, white-collar, non-manufacturing economy that has been characterized by the growth of insurance companies, retailing firms, trade associations and, of course, government. The Columbus office also means the firm is able to represent national clients' interests in the state capital and central Ohio.

In a number of ways the roots of the Feibel firm beg comparison with the beginnings of Benesch, Friedlander. Both began as small organizations that handled primarily real estate transactions and acted as financial advisors for their small-business clients.

# COLUMBUS

Both had a founder who was well-known and respected in the community not only for his professional reputation but for giving his time and energies to worthwhile causes.

Troy Feibel, born in 1909, began practicing law in 1931 after he graduated from The Ohio State University Law School. He died in 1987. His son, James B. Feibel, is now managing partner of the Benesch, Friedlander Columbus office.

“Interestingly enough, our family’s roots are in retail trade rather than law,” Feibel says. “My father’s father and uncle had come to Columbus from Hillsboro, Ohio, and opened a clothing store here in the ’20s.

“They later sold the business and acquired real estate, much of it downtown — one parcel was across the street from the State Capitol. Their holdings enabled the family to weather the Depression. As a result, my father became well-versed in real estate law, which is what he based his practice on when, wanting to be his own boss, he founded the firm that bore his name. The firm’s first office was in the Beggs Building on State Street; in 1966 we moved to the current location at 88 E. Broad Street.”

Robert Shamansky, one of the Feibel attorneys and a U.S. Representative in Ohio’s 12th Congressional District from 1981 to 1983, describes the reputation the Feibel firm enjoyed in Columbus: “We were always a small firm, but we were known for our business judgment and for being accessible to our clients.”

## TOPPER, ALLOWAY, GOODMAN, DeLEONE & DUFFEY

Benesch, Friedlander’s Columbus practice received another boost when it merged in 1986 with Topper, Alloway, Goodman, DeLeone & Duffey.

Topper, Alloway attorneys represented a number of building trade unions and provided representation before state legislative committees. The practice brought additional legal know-how to Benesch, Friedlander: legislative counseling, appellate court advocacy and trade association representation.

Topper, Alloway’s origins date back to 1937, when a law firm named Dunifon & Topper was formed by Dale Dunifon and Isadore Topper. Topper, who practiced law in Columbus for more than 40 years, served in the attorney general’s office under two Ohio governors and, following repeal of Prohibition, wrote much of Ohio’s state liquor legislation. In 1949, R. Brooke Alloway joined the firm, and Dunifon left soon afterwards to become state liquor director.



*Downtown Columbus*



# CINNATI

Out of Dunifon and Topper's involvement in Ohio Republican politics would come another bit of irony in Benesch, Friedlander history: together they campaigned for John W. Bricker, Republican candidate for Ohio governor in 1938. Bricker's subsequent victory meant the director of commerce, Alfred A. Benesch, was temporarily out of a job. Benesch would now be free to return to practicing law. In a roundabout way, Dale Dunifon and Isadore Topper helped set in motion the events during 1938 that would lead to the founding of Benesch, Friedlander.

The building of a Benesch, Friedlander practice in Columbus brought an extra dimension to the firm: a closeness to state offices, a way to keep in contact with the legislature, a base from which to work with the Ohio state government, whose expansion, according to attorney N. Victor Goodman, was in large part responsible for the growth of the firm. Goodman adds that today much of Benesch, Friedlander's Columbus practice continues to be in public law.

Another link in the chain of growth was forged when attorneys of Walker, Chatfield & Doan consolidated their practice with Benesch, Fried-

lander in January 1988. The addition of the Cincinnati-based office truly gave the firm a statewide presence.

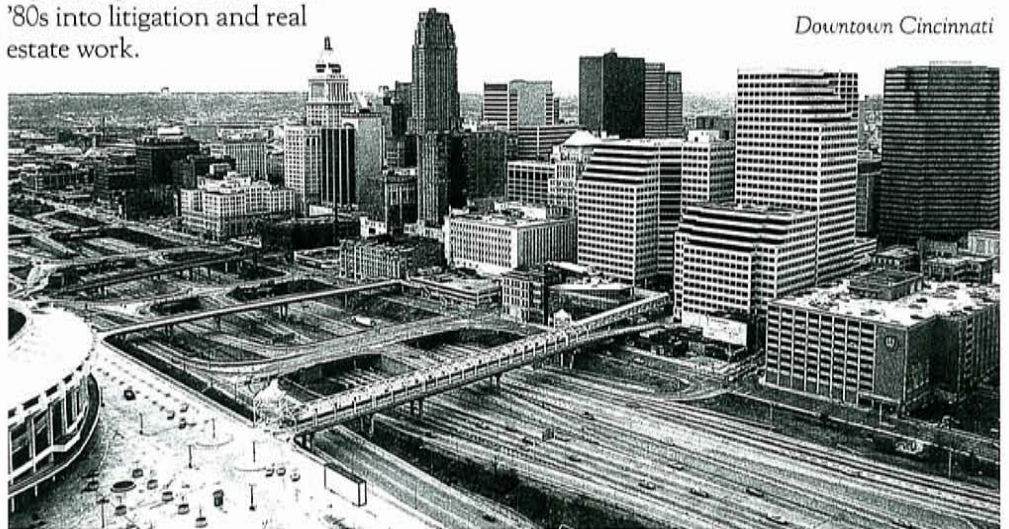
The newest Benesch, Friedlander office traces its roots back the furthest. It was founded in 1921 by Ike Lanier, who formed an accounting firm known as Murphy, Lanier & Quinn, with branches in Cincinnati, New York, Boston and other cities. Although primarily accountants, they also were attorneys who specialized in tax accounting — a need that evolved after the introduction of the federal income tax in the United States in 1913.

In the mid 1950s, the Cincinnati Bar Association required Murphy, Lanier & Quinn to choose between accountancy and law. The firm's principals chose the latter, deciding to concentrate their practice on tax law and probate administration, and expanding by the 1970s and '80s into litigation and real estate work.

Ike Lanier continued to direct the firm until his death in 1960. The name partners joined the organization at various stages — Harold Walker in 1939, Henry Chatfield in the mid-1950s and Burgess L. Doan in 1981. A number of Walker, Chatfield attorneys previously worked for the Internal Revenue Service, their talents adding to the firm's capabilities in tax law.

Walker, Chatfield brought to the merger a fine reputation, respect from the local business community and the depth and experience that the distinguished law firm has earned in over 60 years of practice.

The Cincinnati office is located in the city's tallest building, the Carew Tower, and serves as a gateway to the tri-state area of Ohio, Kentucky and Indiana.



*Downtown Cincinnati*



# A BROAD SCOPE OF PRACTICE

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*Benesch, Friedlander... has greatly expanded the services it provides clients.*

During its first 25 years, growth came to Benesch, Friedlander because of the stature and leadership of key people, particularly the firm's founding and name partners. In its second 25 years, it came as a result of a number of factors: changes in society and in business, changes in the law and an increase in government regulations. These forces have caused important differences in the structure and scope of the firm's practice areas.

What was simple has become complex. Before there ever was OSHA or ERISA, before the Clean Air Act or Right-to-Know laws, before there was a deluge of wrongful discharge and product liability lawsuits, before the enactment of the Tax Reform Act of 1986, a client's life — so it seems today — was uncomplicated. By logical extension, so was its law firm's.

But an activist government, an intensely competitive business environment and a litigious society have required law firms to develop new and more complex skills. Such is the case with Benesch, Friedlander, which has greatly expanded the services it provides clients.



## BANKRUPTCY AND COMMERCIAL

Bankruptcy is an economic fact of life that today transcends every level of our society, from the individual consumer to companies of all sizes to municipal governments. In business, a company's financial problems can have a domino effect upon its relations with employees, investors, its pension funds, customers and suppliers.

Commercial law changed dramatically with the enactment of major bankruptcy legislation in 1978. For a business, bankruptcy — though still a drastic measure — no longer need be considered a surrender of a corporation, but a means by which it can come to grips with its debt problems. For a mature business that presently has a limited market for its products

or services, or during times of rising interest rates when it is difficult to obtain financing — major causes of insolvency — bankruptcy proceedings are sometimes a viable alternative to closing the doors forever.

For law firms today, bankruptcy and commercial law represent one of the fastest-growing areas in the legal profession. Benesch, Friedlander's Bankruptcy and Commercial Law attorneys have handled a number of substantial cases, including working to bring about legislative change.

Historically, the firm has been involved in debtors', creditors' and secured lender transactions; and enforcement of creditors' rights, in state, federal and bankruptcy courts. The firm's clients also encompass local and national financial and leasing companies. Benesch, Friedlander has for more than 30 years represented the financing subsidiary of a major automotive corporation, providing commercial law counsel in dealer financings, dealer financial problems and other matters.



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#### CORPORATE AND SECURITIES

Today, Benesch, Friedlander's corporate and securities attorneys assist clients in developing financing strategies; helping to structure and negotiate transactions; and providing day-to-day counseling, relating to the many publics with whom clients deal — shareholders, employees, executives, vendors, customers and regulatory agencies.

Mergers and acquisitions, leveraged buyouts, initial public offerings, public master limited partnerships, exchange offers and other sophisticated corporate and securities transactions demand the specialized expertise developed by Benesch, Friedlander attorneys. The firm continues to recognize the importance of smaller and medium-sized business clients. "Advising smaller companies is still one of our strong suits," says a Benesch, Friedlander corporate attorney, "and rightly so. Remember, we began our practice doing that and over the years we've counseled many smaller businesses. We've grown, in part, by helping smaller businesses grow into bigger businesses."

#### CORPORATE TAX

Much has happened since name partner Robert Coplan realized his tax law experience consisted of filing his own Form 1040. Concerns about taxes pervade all elements of our society. In business, almost every type of activity, from real estate transactions to employee benefits contracts to estate planning, contains tax implications. Tax matters invariably come into play with every acquisition of an asset or investment, with the disposition of a business or the formation of a partnership.

The changes have brought considerable challenges to the tax practice area. "While every area of law has an element of accountability, ours is the only one with an 'army' of revenue agents auditing our work," says a Benesch, Friedlander tax attorney.

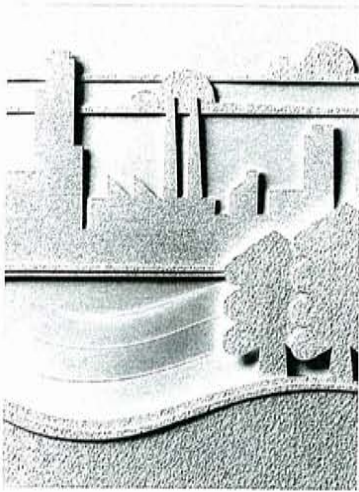
To meet the growing tax needs of its clients, Benesch, Friedlander has expanded its tax practice area considerably. The firm's tax attorneys, who function as a service practice group for the entire law firm, counsel clients on income tax planning as well as controversies. To keep up with the rapidly growing volume of tax cases and rulings, they utilize a number of computerized databases for primary research.

#### EMPLOYEE BENEFITS AND COMPENSATION

The passage in 1974 of ERISA, federal legislation directing the management of employee pension funds, and numerous subsequent changes in laws governing benefits paid to employees, influenced the expansion of this practice area within the firm.

Previously, there had been less of a need for this specialty since there was very little in the way of law or regulation governing employee benefits.

Today, the firm handles all aspects of employee benefit law including the formulation, review and revision of employee stock ownership plans, stock bonus plans, employee welfare benefit and health plans, various life and disability insurance plans as well as other qualified and non-qualified deferred compensation and employee benefit plans.



### ENVIRONMENTAL

As recently as 20 years ago, environmental law was virtually unknown. Clients' needs for environmental legal counsel began in earnest with the passage of federal legislation, starting with the Clean Air Act and the Clean Water Act in the early 1970s, which directed companies to cease polluting the air and water.

This was the first wave of environmental concerns; subsequent concerns in the 1980s have focused on totally different areas such as indoor air pollution, landfills and toxic waste dumps. Today, the laws are tougher and more detailed; none get challenged on constitutional grounds. The main consideration is keeping clients in compliance and reducing costs, and, in the context of acquisitions, pro-

tecting buyers from potentially enormous clean-up liability.

Because environmental law is tied closely with technology and current events, it changes rapidly. Much of the firm's work in this area involves clients' enforcement defense — removing hazardous materials; compliance with governmental agency regulations; and preparing for inspections and environmental audits. Lawyers in the firm often take part in proceedings, including testifying before Congressional committees, in which pending environmental legislation or regulations are reviewed.

### HEALTH CARE

Benesch, Friedlander's health care practice evolved initially through a number of real estate transactions related to corporate and tax work completed for nursing homes early in the 1970s. By the time the health care market bloomed, the firm's practice area was established, experienced and well-positioned to handle clients' needs.

During the next 10 years, the business of health care underwent major changes. There were significant changes in the way health care was provided with health maintenance organizations (HMOs) and preferred provider organizations (PPOs) being the most

notable examples. Nursing homes and congregate care units increased and the number of elderly patients requiring assistance multiplied. Growth of the health care practice paralleled these changes and has expanded to include dealing with the economic issues as well. Major programs enacted during the 1960s must be paid for today with limited resources, involving health care attorneys in the allocation of those resources.

An emerging aspect of the health care practice is advising employer groups on how to deal with health care issues such as choosing insurance groups, drug testing within the workplace and AIDS.







### LABOR

Benesch, Friedlander's labor law practice once consisted only of management-labor relations cases that were handled by Morton D. Barrisch, who, prior to his death in 1984, was an outstanding labor attorney affiliated with the firm. Today, the firm represents diverse clients from the perspective of both sides of the "bargaining table." The labor practice of some attorneys concentrates on representing building trades and other international unions whose members perform work in Ohio. Others have built upon the groundwork established by Barrisch, representing employers in both the public and the private sectors.

Clients are counseled on the employment issues reflective of today's society: discrimination, maternity leave, drug testing, polygraphs, employment-at-will, collective bargaining and unionization.

### LITIGATION

One of the notable changes in our society is the growing number of lawsuits. The proliferation of lawsuits, many resulting in substantial verdicts, has caused companies and individuals alike to question not so much will they be sued but when.

The reality of litigation work is often a far cry from the popularly held image portrayed by the media. In addition to their courtroom skills, trial attorneys must also be thoroughly familiar with the client's business and its relationship to the particular problem at hand.

The philosophy of Benesch, Friedlander regarding litigation is to face the challenge head-on, expecting to try lawsuits unless settlement is in the client's best interest. The firm's trial attorneys believe the best way to achieve a satisfactory settlement for a client is to prepare fastidiously for the eventuality of a trial.

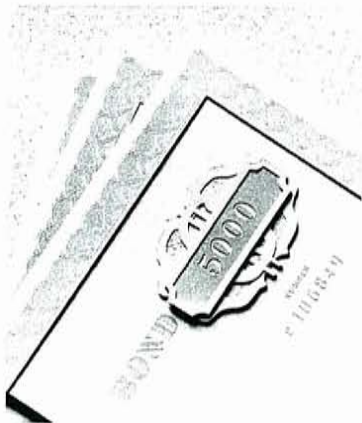
The scope of the firm's trial work parallels the firm's practice areas and also includes antitrust, corporate governance controversies, product liability cases, insurance defense, white collar crime and contract and tax disputes.

### PROBATE AND ESTATE PLANNING

Prior to the 1980s, Benesch, Friedlander attorneys handled probate and estate planning work as part of their overall legal practice. Today, probate and estate planning areas have become so sophisticated that a separate practice area is more responsive to meeting client needs.

Old-fashioned forms have given way to modern technology; clients' documents can be transmitted by computer to any of the firm's offices. Updates to existing wills and plans can be accommodated through the firm's word processing capability. Estate planning attorneys counsel clients on diverse issues, including domicile changes.

Probate, one of the mainstay areas of law, is more complex because continual changes in tax laws make reduction of estate taxes ever more challenging. The probate attorney fulfills a vital, personal role with clients, often serving their needs during periods of great personal stress.



### PUBLIC FINANCE

The use of bond counsel in public finance traces its roots back to the issuing of bonds by towns and cities to help fund railroads, hoping to attract the economic development that followed the railroad. In cases where the issuer defaulted, local courts often refused to enforce payment because the bonds had not been issued strictly in accordance with the applicable laws. A mechanism to protect the buyer had to be created. Hence, the role of bond counsel and the requirement for an approving bond counsel opinion began.

The enactment of the federal income tax in 1913 led to an expanded role for bond counsel in the review of applicable tax laws and to the requirement for a written tax opinion that the interest on

the bonds would be excludable from gross income for federal and, later, state income tax purposes.

In its role as bond counsel, Benesch, Friedlander advises governmental entities, renders the necessary opinions in connection with the issuance of tax-exempt bonds and counsels businesses and non-profit organizations borrowing the proceeds of such bonds.

Public finance attorneys also assist clients in identifying resources and programs to satisfy financial needs of their businesses. Financial solutions may involve multiple funding sources such as public development grants, revenue bonds, loans and loan guarantees, bank financing and letters of credit.

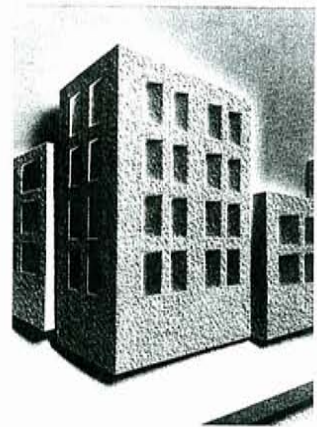
### PUBLIC LAW

As government has become larger and more complex, public law has emerged as a separate practice area. Attorneys serve as a communications channel between clients and governmental bodies, as counsel to a number of governmental agencies and as registered legislative representatives for clients, lobbying on such issues as acid rain, Canadian-American trade and disposable container legislation.

### REAL ESTATE

Real estate was the foundation upon which Benesch, Friedlander's law practice began. During the firm's formative years, its primary legal work consisted of representing owners and tenants in real estate matters. Today, the firm's real estate practitioners bring considerable skills to bear in diverse projects, including development, financing and construction. What had been primarily a developer-based practice has expanded to include advising lenders, construction contractors, architects, owners and nationally-based tenants.

Real estate is a transaction-intensive area of law. The growth of Benesch, Friedlander's real estate practice area mirrors the complexity of changes in the industry such as the proliferation of ground and occupancy leasing transactions, tiered ownership, tax considerations and environmental concerns. For the most part, real estate deals are more substantial, borrowers are more knowledgeable and financing instruments are more diverse.





# A LOOK TO THE FUTURE

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In 1988 Benesch, Friedlander, Coplan & Aronoff commemorates the 50th anniversary of its founding. Fifty is considered a "magic number" in the life of a business organization, the 50th anniversary a milestone event. It is part of our culture to use that special occasion to pause and reflect on what the firm has accomplished during those years. It has been a rich and colorful history.

But, the past can be safely admired, for it is a known entity. What lies ahead for Benesch, Friedlander, Coplan & Aronoff?

The future of the firm is growth-oriented, in keeping with its history.

The legal profession will continue to change rapidly. Today's beginning lawyers can be assured that forces both outside and inside the legal community will cause the practice of law to be considerably different ten years from now, let alone the next 50.

Benesch, Friedlander, Coplan & Aronoff's mission? To be, in the next 50 years, as it was during the past 50: large enough to be able to serve the changing needs of its clients, and nimble enough to adapt to the evolving conditions of the marketplace.



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