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Tribute to Larry Ribstein

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TRIBUTE TO LARRY RIBSTEIN

*Barry E. Adler**

A law school job talk for an entry-level candidate is an opportunity for the presenter to put his or her ideas before a faculty in the best possible light. A bit of give-and-take is part of the drill, but the candidate can usually expect the talk to stay more or less on course. My own first job talk, though, given at George Mason University more years ago than I'd like to admit, was attended by the thoroughly exceptional Larry Ribstein and so did not unfold in the usual way.

A few minutes after I began to speak, the questions began. Most were of the kind I expected, asked to determine whether I had thought carefully about my topic, whether I had properly considered alternative arguments, whether, in general, I knew what I was talking about and could express myself competently. But then Larry, whom I had not before met, spoke. Unlike the others, Larry didn't ask about the paper, which was on insolvency risk, or my defense of its themes. Instead he honed in on a comment that I had made in passing, one only indirectly related to my thesis. If I remember correctly, the remark that caught Larry's attention was about corporate capital structure. Larry asked me one question about the comment and then, after contemplating my response, followed up with a series of others. He was, it seemed, trying to work out something in his own mind rather than connect his thoughts to my paper. I wasn't sure what was happening but I remember the feeling of relief when the questioning moved on to others.

As is typical, the job talk was followed by office interviews in smaller groups, during which faculty members are free to ask about anything they wish. The candidate is usually happy to field whatever questions come his or her way. But when I entered Larry's office for my interview with him and his colleague Henry Butler, I returned immediately to the topic of my paper. If I hadn't interested Larry in the paper's central idea during the talk, I was determined to hook him during the interview. I didn't get very far. Larry had little use for the paper I wrote. (The paper was, in fact, a bust; it was never published.) He wanted to discuss my tangentially related comment on corporate capital structure. On that subject, Larry flatly told me two things: first, that based on my comment, my thinking on the issue was all wrong; second, that I needed to co-author a paper with him so we, together, could get it right. Larry was ready to set up a schedule for us to work on the paper he envisioned until Henry reminded him that this was a job interview and that maybe they should get to the task at hand.

These events came rushing back to me when Henry Butler called last December and said that our close friend Larry had collapsed and was gravely ailing. And when Larry passed away the next day, I thought more

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about those first conversations, which offer some insights into Larry's character.

Larry was a quick study. It never took him long to tell a bad idea from a good one, and he had little patience for the former. He would not waste a moment on a misguided or boring project because his fertile mind generated too many better uses for his time. Larry was an academic in the best sense of the word: one who was excited by, and never missed an opportunity for, a good discussion or debate.

But Larry was more than his intellect. He was also a generous colleague and a good teacher. He would not sugarcoat a criticism but neither would he just criticize. He always sought to match a negative assessment with an offer of how to salvage and move on to better pursuits. And Larry did more than merely point in the right direction. He tirelessly helped others attain excellence.

These virtues were evident to all who knew Larry and to many who did not. His work tells much.

A glance at Larry's publications reveals the breadth and depth of his knowledge and interest. He wrote, influentially, on unincorporated business organizations, on corporate and securities law, on choice of law, on the legislative process, on law practice, on legal education, and on the movies, just to name some of Larry's scholarly contributions. His writings on unincorporated businesses are particularly important. That work has shaped the way both scholars and practitioners think about business organization. Larry opened all of our eyes to the diversity of ways businesses can be governed and operated.

Larry's publications reveal something else as well: a list of co-authors, a number of whom wrote with Larry over and over again. One repeat co-author is Erin O'Hara O'Connor, whose insightful article with Larry, *Preemption and Choice-of-Law Coordination*, appears in this volume and is the basis for this tribute. A brief conversation with Erin, or with any of Larry's co-authors, evinces clearly that those who worked with him found invaluable his contribution to their work and to their careers.

There have been and will be symposia, conferences, and publications on the subject of Larry Ribstein's scholarship. So on that subject I will not here venture beyond what I have already said. Let me conclude, then, with a few words on what else I know about Larry. He was a kind and generous friend just as he was a kind and generous colleague. And as much as he loved his work, he loved his family more. Not a conversation with Larry would pass without a glowing report about his wife Ann or his daughters Sarah and Susannah, each of whom meant the world to him. Needless to say (though I'll say it anyway), Larry is—and will continue to be—missed dearly.