12-23-1970

Letter to *The Wall Street Journal*'s Editor In Regards to Published Article About Honorable Frank Gray Jr. and His Connection to Whale Inc.

Harry Philipps

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The Editor
The Wall Street Journal
30 Broad Street
New York, New York 10004

Dear Sir:

On October 20, 1970, your newspaper ran a front page article concerning the Honorable Frank Gray, Jr., Chief Judge of the United States District Court for the Middle District of Tennessee.

Your article reported that Judge Gray was presiding over the Chapter X bankruptcy proceedings of Whale, Inc., of which the Third National Bank in Nashville was a major creditor. It charged that Judge Gray, although a stockholder in the bank and having a brother who was a Vice President of the bank, refused to recuse himself.

The record shows that this charge is demonstrably false and that Judge Gray, acting consistently with statements that he had made in open court before this article was published, did recuse himself when a contested matter involving this bank actually arose.

After his recusal, I, as Chief Judge of the Circuit, designated Judge Bailey Brown, of Memphis, to conduct hearings. Memphis is more than 200 miles from Nashville, and Judge Brown is a busy judge with a heavy docket of his own. Nevertheless, he has made trips to Nashville when hearings have been required, and attorneys...
representing the parties have made trips to Memphis.

Enclosed is a copy of a document filed December 21, 1970, requesting Judge Gray to preside over matters remaining for disposition in the case. This document is signed by all the attorneys for the various parties in this complicated bankruptcy proceeding. These lawyers are in a better position than anyone else to know the facts concerning the various steps that have been taken in this litigation.

I know personally that, during his entire tenure as United States District Judge, Judge Gray consistently has recused himself in all matters involving contested interests of the Third National Bank. The enclosed document demonstrates conclusively that the article published in The Wall Street Journal was based upon less than a complete recitation of the facts and in certain instances reflected an inaccurate statement or interpretation of the facts.

Judge Gray is a jurist of integrity and dedication. In my personal opinion, the article in The Wall Street Journal constituted an unfair and distorted attack upon him. It has done a grave injustice to him and to the entire judiciary.

I submit that, in the interest of fairness consistent with the high standard of journalism which the readers of The Wall Street Journal have come to expect of your publication, the contents of the enclosed document should be published in The Journal, beginning on the front page and with the same prominence as the original article. I further submit that you owe Judge Gray a retraction and
Dear Editor,

The Wall Street Journal
New York, New York 10004

Page Three
December 23, 1970

I am writing to you in order to make an apology.

Enclosure

Page Three

December 23, 1970

After writing this letter, I have read the news story on Page 2 of today's Wall Street Journal relative to the document above referred to. In my opinion, this is a continuation of the unfair treatment heretofore given Judge Gray, in that it makes no reference to the fact that your previous story had concerned Judge Gray's connection with the Third National Bank, and, in the third paragraph of your latest story, you infer that when Judge Gray recused himself on October 23, "remarking that his brother is an officer of a bank owed more than $3 million by Whale," this was the first time that he had made known any connection with the bank. This is, of course, not factually correct.

Yours very truly,

HARRY PHILLIPS
Chief Judge
Sixth Judicial Circuit

cc:

The Chief Justice of the United States
All Members of Judicial Conference of United States
All Circuit and District Judges of Sixth Circuit
Honorable Edward A. Tamm, Chairman, Review Committee, Judicial Conference of the United States
Honorable Elbert Parr Tuttle, Chairman, Advisory Committee on Judicial Activities, Judicial Conference of the United States
Honorable Robert B. Traynor, Chairman, Select Committee of American Bar Association on Judicial Ethics
The Director, The Federal Judicial Center
The Director, Administrative Office of the United States Courts
The President, The American Bar Association
The President, The Bar Association of Tennessee
The President, The Nashville Bar Association
The Editor, The Nashville Banner
The Editor, The Nashville Tennessean
In the Matter of
WHALE, INC.,
DEBTOR.

In Proceedings for the
Reorganization of a Corporation
No. BK 70-1027

APPLICATION NO. 22
REQUESTING JUDGE FRANK GRAY, JR. TO PRESIDE OVER
MATTERS REMAINING FOR DISPOSITION IN THIS CASE

To: The Honorable Frank Gray, Jr.
Judge, United States District Court
Middle District of Tennessee

The application of the undersigned members of the
Bar, being duly and regularly licensed to practice their profession
in the State and Federal Courts, as well as before various
governmental agencies, boards and commissions where special license
for appearance is required, and representing the interests of
creditors of Whale, Inc., and the estate of Whale, Inc., the
above named Debtor, respectfully request Honorable Frank Gray, Jr.,
Chief Judge of the United States District for the Middle District
of Tennessee, to sit as District Judge in all matters remaining to
be disposed of in this case. In support of this request applicants
respectfully represent that:

1. Immediately prior to May 20, 1970, Whale, Inc.,
had become so financially involved that it was without funds to
meet its daily operating expenses, and it appeared to be insolvent.
On May 20, 1970 Whale, Inc. filed a petition for relief under
Chapter X, Bankruptcy Act, stating in such petition the urgent
need for prompt and immediate attention on the part of a United
States District Judge for the Middle District of Tennessee, at
Nashville, in order to prevent the dissipation of the assets of
the Debtor and the consequent loss of the value thereof to the
serious detriment of the creditors of the corporation. At that
time Honorable Frank Gray, Jr. was the only District Judge
available for immediate action. When the petition for relief was presented, the urgent necessity for the acceptance of the petition and the appointment of a Trustee was obvious and apparent. The failure of Judge Gray to act upon the petition when presented to him would have required the petitioner to take the petition to one of the other Districts of the state with the delay incident thereto which would have jeopardized the preservation of the assets of the Debtor. Since no other District Judge was immediately available, Judge Gray, acting in the best interests of the estate of the Debtor, for the preservation of the estate of the Debtor and in the interest of justice, accepted the petition and appointed as Trustee, Nile E. Yearwood, a successful businessman and banker, whose services most fortunately were available at the time and whose reputation for ability, honesty and integrity is unexcelled.

2. The petition showed on its face that Third National Bank in Nashville (called "Third") held substantial indebtednesses against Whale, Inc., the payment of which was secured by liens on various items of real and personal property, all generally described in the petition. The effect of the acceptance of the petition was to enjoin Third and other creditors from taking action against the assets of Whale. Judge Gray from time to time thereafter as hereinafter more particularly detailed, called to the attention of counsel that he had a limited financial interest in Third National Bank and that his brother is an officer of the bank. Judge Gray also from time to time advised counsel that he would not hear any matter involving the Debtor in which the interest of Third was adverse, but for preservation of the estate of the Debtor and to permit the orderly administration of that estate he would hear other matters, not involving the interest of Third.

3. When Carmack Cochran, Esq., a member of the Nashville Bar, was recommended as Trustee's counsel by the Trustee, and Judge Gray had presented to him an order appointing Carmack Cochran, Esq., as counsel for the Trustee, Judge Gray called to the attention of the Trustee and Trustee's counsel that he had a financial interest in Third and that his brother was an officer of the bank.
and notified the Trustee and Trustee's counsel that, while he would be available at all times to act upon matters presented to him for the preservation of the estate of Whale, Inc., and the protection of the interest of creditors and stockholders, he would not act upon any matter in which the interest of Third was adverse to that of Whale, Inc., or any other party to the proceedings. Judge Gray requested the Trustee and Trustee's counsel to bear this situation in mind and also to advise any interested party of the position of the Court in order that any controversial matter involving Third would not be presented to him.

4. In all informal matters where the Court is permitted by the applicable law to act without notice, Judge Gray carefully, scrupulously and religiously inquired of Trustee's counsel upon each occasion if the matter presented in any way involved an interest of Third which was adverse to the interest of any other party or the Debtor. Judge Gray acted upon such matters only after having been advised by Trustee's counsel that the matter which was being presented did not involve adverse interests as between Third and any party in interest in the litigation.

5. Diversified Land Developers, Inc., was a wholly owned subsidiary of Whale, Inc. The stock of Diversified Land Developers, Inc., was an asset of Whale, Inc., which had been pledged to Third to secure an indebtedness due Third. Third had not sought to exercise its lien on any asset of Whale, Inc., by application to Judge Gray for an order permitting foreclosure. The Trustee was left with complete freedom of action to realize the maximum amount which the Trustee could realize from any asset of the Debtor, without the same being subjected to forced sale. The Trustee obtained an offer for the stock of Diversified Land Developers, Inc., which the Trustee felt was a fair and reasonable offer. On July 21, 1970 the Trustee filed his application for
authorization to sell the stock of Diversified Land Developers, Inc., although such stock was pledged to and held by Third as security for an indebtedness to Third. Judge Gray, although such action was not a prerequisite to approval of such sale, in the interest of fairness and justice, issued a show cause order, notice of which he required the Trustee to serve upon the creditors and stockholders, directing all interested parties to show cause why the Trustee should not accept the offer for the sale of the stock of Diversified Land Developers, Inc. After notice of such hearing had been given to all creditors and stockholders, this matter came on for hearing before the Court in August 17, 1970. When the matter came on for hearing before Judge Gray he made the following statement in open Court which statement appears in the official transcript:

"The Court: Now, I think that everyone here is cognizant of the fact that if there is any contest in connection with any matter involving the Third National Bank that I would recuse myself therefrom since I have a brother who is an officer of that bank and I have a financial interest in it."

Judge Gray was then advised by counsel for the Trustee that there was no contest in the matter, that no objection was made by anyone and that it was the consensus of all parties that the sale was in the best interest of the estate of the Debtor. The Court thereupon entered an order accepting the recommendation of the Trustee and approving the sale of the stock preserving the lien of Third on the proceeds of the sale as is required by law in such cases.

6. The stock of Whale Land Development Corporation was an asset of Whale, Inc., which was pledged to secure the indebtedness of Whale, Inc. to Third. Whale Land Development Corporation also had executed a mortgage on its real estate in Dade County and
Broward County, Florida, securing such indebtedness to Third.
The Trustee received an offer from William L. Bainbridge, Jr.,
to purchase the land in Broward County, Florida. On September 24,
1970 the Trustee filed an application for an order authorizing
him to accept the stock of Whale Land Development Corporation so as
to accept the offer of William L. Bainbridge, Jr. to purchase the
land in Broward County, Florida. On the same date upon presentation
of such application, Judge Gray, in protecting the interests of
all parties, again issued a show cause order and directed that
notice thereof be given to all creditors and stockholders to show
cause on October 8, 1970 why the Trustee should not call and hold
a stockholders meeting of Whale Land Development Corporation to
approve the acceptance of the offer to purchase the land in
Broward County, Florida. On October 8, 1970, at the hearing,
Third filed an answer attaching to its answer the proposal of
9660 West Bay Harbor Island Corporation to purchase all of the
property of Whale Land Development Corporation in Dade County
and Broward County, Florida. When this matter came to the
attention of Judge Gray, he made the following statement in open
Court which appears as a part of the transcript:

"The Court: What we have in the present case
here, we have an application from the trustee in
which he recommends one particular offer and today
was set for a hearing on that, and all interested
parties were directed to show cause why that should
not be done. Now, Third National has filed this
offer here. As I have made clear to counsel from
the beginning of this entire matter--you are
thoroughly familiar with it--I told you, with
reference to any matter Third National Bank is
concerned in, I am incompetent to handle it, if
there is any contest of any sort.

All of you know I have an interest in Third National,
and I have a brother who is an officer of Third
National Bank, and I might sell my interest in the
bank, but I can't do anything about my brother,
so I am not going to take any action on any matter
that involves any sort of contested hearing."
If we had an agreed order, I see no impropriety in my signing an order, if all parties upon proper notice are in agreement, although Third National might be affected in one way or other, where all parties are satisfied. But where we have any sort of contest, I would not hear it ...."

There being a controversy as to the sale of this asset, Judge Gray declined to pass upon it and directed that the matter be reset.

7. On October 20, 1970 the Trustee received another offer from W. L. Bainbridge Company to purchase all of the land of Whale Land Development Corporation and other assets of Whale, Inc. pledged to Third, which the Trustee submitted to the Court in the form of Supplement No. 1 to a Report by the Trustee on the Plan of Reorganization, which was filed on October 23, 1970. Judge Gray by order passed on October 23, 1970 and entered October 26, 1970, set for hearing on November 6, 1970, the several proposals which had been received for the purchase of the assets of Whale, Inc., not disposed of, and directed that notice of such hearing be given to all creditors and stockholders, as well as to counsel for all parties having entered appearances, which notice described all offers which had been made and in which notice it was stated that the proposals therein described would be the subject of such hearing, along with any other proposals which might be filed between the date of the notice and the time of the hearing. It appeared at this time that the interest of Third and those of other parties might be in conflict or adverse. Judge Gray thereupon recused himself. Judge Bailey Brown, Chief Judge of the District Court for the Western District of Tennessee, was designated to preside over this matter, and Judge Bailey Brown did so preside.

8. The action by Judge Gray not only was consistent with the position he had taken at the inception of this case, but was in keeping with the adherence by Judge Gray at all times to the legal and moral obligations of his position, to the Canons of Judicial Ethics of the American Bar Association and to the ethical procedures prescribed as such Canons are interpreted by the Ethics Panel appointed by the Chief Justice of the Supreme Court of the United States.
9. No lawyer in any manner connected with this case has ever questioned, or thought of questioning the ethics of the procedures to which Judge Gray adhered in presiding over the matters involved herein. It did not occur to any such lawyer that there could be, or would be any criticism of Judge Gray in his strict adherence to, and scrupulous observance of the Canons of Judicial Ethics and the moral and legal obligations inherent to his position, in presiding over the proceedings in this case. Judge Gray, as a matter of record, clearly and unequivocally stated that he would not hear any controversial matter involving Third, the bank in which he owned some financial interest and of which his brother is an officer. All lawyers connected with this case would have requested Judge Gray to continue to preside in all matters, whether or not they involved the interest of Third as adverse to the interest of other parties, except for the fact that Judge Gray had so positively stated that he would not preside in any such matter. The only indication of any criticism of Judge Gray, in presiding over matters earlier involved in this case, prior to recusing himself, has not come from any lawyer or party connected with the case but appeared in a news article of October 20, 1970, published in a newspaper of national circulation. Any unfavorable reflection upon, or implied criticism of Judge Gray as contained in such news article, was unfortunate, ill-advised and did Judge Gray an injustice.

10. On November 6, 1970, and again on November 10, 1970, Judge Bailey Brown, who is the Chief Judge of the United States District Court for the Western District of Tennessee, who was designated to hear this case when Judge Gray recused himself, at some inconvenience to himself and probably with some interference with the procedures relating to his own heavy docket at Memphis, came to Nashville and patiently and at length heard all interested parties and argument of counsel upon the sale of certain assets of Whale, Inc. and its wholly owned subsidiary Temco, Inc.
On December 2, 1970, Judge Brown entered an order finally disposing of the matter of the sale of all the assets of Whale, Inc., in which Third has an interest, thereby removing any possibility of a controversial interest of Third in any matter arising in the future.

In the matter of Temco, Inc., there was some controversy with reference to the terms of the order to be entered upon the sale of the assets of Temco, Inc., which necessitated arranging for Judge Brown to hear the parties at Memphis, Tennessee, on December 10, 1970, and necessitated a trip to Memphis, Tennessee, at some inconvenience to Judge Brown and to counsel and parties, in order to finally dispose of the matter of the sale of the major part of the assets of Temco, Inc. On December 16, 1970, because of the urgency of having a final order entered to keep Temco in operation, a representative of one party personally delivered an order signed by counsel for the parties to Judge Brown at Memphis for approval and returned the order to the Clerk at Nashville on December 17.

Numerous items remain to be disposed of in the case of Whale, Inc. and its wholly owned subsidiary, Temco, Inc., as well as in the matter of other subsidiaries of Whale, Inc., including Whale Fast Foods, Inc., Whale Dry Cleaning, Inc. and Dolphin Tool Company, all of which are now pending in this Court under Chapter X proceedings. Although Judge Brown has been most generous in his time and most considerate in his treatment of counsel and parties, the applicants recognize the inconvenience which Judge Brown will incur by numerous trips to Nashville and also recognize the additional burden this litigation imposes, when added to his already heavy docket. In view of the fact that counsel foresee no possible controversial interest which would prevent Judge Gray from presiding in the future over the matters remaining to be disposed of in this case and in the cases of the named wholly subsidiaries of Whale, Inc., in the interest of the convenience of the Court, of the parties and counsel, and to encourage the speedy disposition of the matters remaining to be disposed of in this case, the applicants, as interested counsel, have caused this application to be
prepared and submitted, respectfully requesting Judge Gray to pre-
side over the further disposition of the matters yet to become before
the Court in the several cases which are involved in the reorganization
of Whale, Inc.

WHEREFORE, applicants pray that the Honorable Frank Gray, Jr. now accept for hearing and all other appropriate actions, all
the matters which remain undisposed of in this case.

Carmack Cochran
Attorney for
Nile E. Yearwood, Trustee

James O. Bass, Sr.
Russell F. Morris, Jr.
Attorneys for
First American National Bank,
Commercial Credit Business Loans,
Inc. and First American National
Bank, Trustee

Cecil D. Branstetter
Attorney for
Local No. 53, Stove, Furnace and Allied
Appliance Workers' International
Union of North America, AFL-CIO

Charles C. Trabue, Jr.
Attorney for
W. L. Bainbridge Company

George E. Barrett
Attorney for
William F. Clarkson, III

James F. Neal
Attorney for
David J. Walton and associates

- 9 -
A Question of Ethics
Federal Judge Presides Over a Case Related To His Own Fortune
Friend Who Made Him Rich Is Involved, as Well as Bank In Which He Holds Shares
But He Sees No Conflicts

By JIM MONTGOMERY
Staff Reporter of THE WALL STREET JOURNAL
NASHVILLE, Tenn.—Federal Judge Frank Gray Jr. built a small fortune after his friend John Jay Hooker Jr. invited him in on the ground floor of a hot business venture. The judge invested $2,000 and got out a few months later with profits of at least $100,000 and possibly close to $200,000.

Today Judge Gray presides over a bankruptcy proceeding involving Whale Inc., a corporation of which Mr. Hooker is a major stockholder, a creditor and a former director. Whale Inc. owes $3.5 million to a bank of which the judge is a shareholder. Judge Gray's brother is a vice president of that bank. Whale Inc. owes $16,456.66 to another bank of which the judge's wife is a shareholder.

Should Judge Gray disqualify himself from hearing and ruling upon the Whale case on the grounds of a multiple conflict of interest? The American Bar Association's code of ethics would seem to suggest he should. Many lawyers concerned about the commission or even the appearance of judicial impropriety certainly say he should.

But Judge Gray isn't budging. He says he wouldn't think of vacating the bench in the Whale case. He declares he sees nothing wrong in what he is doing, and he seems surprised that anyone else would.

A Question of Ethics
There is no evidence that the 62-year-old judge has done anything illegal. Indeed, there are no laws that categorically prohibit a judge from hearing a case in which he has a personal financial stake. But there are suggested guidelines and rules of ethics, and it is Judge Gray's ethics that appear open to question.

Consider, for example, Canon 4 of the ABA's rules of ethics for judges, which states that "a judge's official conduct should be free from impropriety and the appearance of impropriety."

Canon 32 of the same code is more specific: "A judge should not accept any presents or favors from litigants, or from lawyers practicing before him or from others whose interests are likely to be submitted to him for judgment."

Judge Gray did not just "accept" a favor from Mr. Hooker, a lawyer who had practiced in his court. He actively solicited that favor. The judge asked for and, as one of a select group of 106 persons, was granted the privilege of buying stock in Mr. Hooker's newly formed fried chicken franchise chain for $1 a share. (Mr. Hooker started the venture after he was defeated in an election for governor of Tennessee in 1966. He is trying again for that post in next month's election.)

After the judge bought his 2,000 shares, a two-for-one split reduced his investment to 50 cents a share and increased his holdings to 4,000 shares. Then the company was renamed Minnie Pearl's Chicken System Inc. and in May 1968 just under 400,000 shares of its stock were offered to an eager public at $20 a share. The offer was instantly oversubscribed, and the very first over-the-counter trades were made at a bid price of $32. By mid-July the high-flying chicken stock had soared to $56, and the price remained above $40 through 1968.

A Tidy Profit
in his court. He actively solicited I

That's the bank Judge Gray's brother works

The judge asked for and, as one of a select

duced corporation. At one point, Henry

The stock price plunge meant that hundreds

All that took on new relevance last May 20, when Whale Inc., a fast-paced little conglom-

Political Impact

Also, the Hookers and a third party

Whatever action Judge Gray takes in the

The judge may well be called on to

Whatever action Judge Gray takes in the

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A Question of Ethics: Federal Judge's Case Related to His Fortune

Continued From First Page

already told Judge Gray that he doubts he will be able to render a fair and impartial decision for the company. If he doesn't judge the case, someone else will, and it will be impossible to save the company. If he does judge the case, he could be held liable for any decision.

Impartiality is importantly high in the type of bankruptcy proceeding at issue here because of the financial interests involved. He can, for example, reject any reorganization plan which the trustee, or he can order the trustee to draft a new plan even when the interests of the other creditors may be the greater power, at the time the company filed its petition. He could, if he so chose, order the company to remove, or even to cease, the company from bankruptcy.

Judge Gray has decided that Judge Gray should have foregone all such choices and exclude himself from the proceeding altogether.

Typically, it's easy for a lawyer to not be interested in a case. Without knowing the case, he can say he is not familiar with a law, but he tells his story that is needed to prevent Federal judges from even a hint of any financial interest. The case is hardly clear.

For the first time required of a judge, the plaintiff's complaint is in any case. In which he has participated in the court.

In the view of some attorneys, Judge Gray that was thought to be a situation in which the company was involved in. Such a situation is not brought to the attention of the courts. He would like to see the courts be held accountable for any financial interest in the case.

In the Whale case may have foregone all such choices and exclude himself from the proceeding altogether. It would be expected for the first time required of a judge, the plaintiff's complaint is in any case. In which he has participated in the court.

A Clear Conscience

The language of that law clearly leaves it up to the courts to decide in every case. That is a matter of conscience. In many a case, he is made to sit on the appeal of others.

The lack of clear guidelines revealed by this decision has spurred the ABA to request a point a that committee is currently drafting a new set of ethical rules for federal judges.

Mr. Morgan concedes such a requirement might provide a financial incentive for a judge to recuse himself in a case. But in the view of some attorneys, Judge Gray that was thought to be a situation in which the company was involved in.

Judge Gray has declined to identify the case. The only other judge, two Tennessee governors and one other judge, was charged by the Tennessee state legislature with bringing discreditation to the courts.

But to be held accountable for any financial interest in the case, the state of Tennessee refused to pay the price of, and connections in the courts. Judge Gray was not the only one to be held accountable for any financial interest in the case.

In the Whale case a political candidate with no financial interest in the case, his spouse declined to identify the case. The only other judge, two Tennessee governors and one other judge, was charged by the Tennessee state legislature with bringing discreditation to the courts.

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A Question of Ethics: Federal Judge Hears Case Related to His Fortune

ceeding. That's because of a claim filed in the court by one John L. Peterson, charging the Hookers and another party with "fraud and misrepresentation."

Mr. Peterson, of nearby Williamson County, claims he was victimized in a stock deal in which Whole acquired a company from him.

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