IN RE: MATTER OF DOREEN M. ZANKOWSKI
BBO NO. 558381

COMMONWEALTH OF MASSACHUSETTS
BOARD OF BAR OVERSEERS
OF THE SUPREME JUDICIAL COURT

In the Matter of	)	
Doreen M. Zankowski,	)	**SJC No. BD-2019-006**
Petition for Reinstatement	)	
	)	

HEARING PANEL REPORT

I. Introduction

On February 28, 2024, the petitioner, Doreen M. Zankowski, filed her petition for reinstatement with the Supreme Judicial Court. A hearing was held October 18, 2024. The petitioner, represented by counsel, testified on her own behalf and called two witnesses: Dr. Antoinette Hays, and Tamilyn Liesenfeld, Esq. Bar counsel called no witnesses, but facilitated the appearance of a third witness, Dr. Howard Hill, who testified against reinstatement. Thirteen exhibits were admitted into evidence. At the end of the hearing, bar counsel stated: "Bar Counsel is not going to oppose the petitioner's reinstatement. But neither are we supporting it." Tr. 158. After considering the evidence and testimony, two of the panel members, Ashley Hayes, Esq. and Rita B. Allen, recommend that the petition for reinstatement be allowed. The third panel member, Richard C. Van Nostrand, Esq., recommends denial.

II. Standard

A petitioner for reinstatement to the bar bears the burden of proving that she has satisfied the requirements for reinstatement set forth in S.J.C. Rule 4:01, § 18(5), namely that she possesses "'the moral qualifications, competency and learning in law required for admission to practice law in this Commonwealth, and that his or her resumption of the practice of law will not be detrimental to the integrity and standing of the bar, the administration of justice, or to the

public interest.'" Matter of Leo, 484 Mass. 1050, 1051, 36 Mass. Att'y Disc. R. 296, 298 (2020), citing Matter of Weiss, 474 Mass. 1001, 1002, 32 Mass. Att'y Disc. R. 263, 264-265 (2016). The S.J.C.'s rule establishes two distinct requirements, focusing on (1) the personal characteristics of the petitioner and (2) the effect of reinstatement on the bar and the public. Matter of Gordon, 385 Mass. 48, 52, 3 Mass. Att'y Disc. R. 69, 73 (1982).

In making these determinations, a panel considering a petition for reinstatement "looks to '(1) the nature of the original offense for which the petitioner was [suspended], (2) the petitioner's character, maturity, and experience at the time of h[er] [suspension], (3) the petitioner's occupations and conduct in the time since h[er] [suspension], (4) the time elapsed since the [suspension], and (5) the petitioner's present competence in legal skills.'" Matter of Daniels, 442 Mass. 1037, 1038, 20 Mass. Att'y Disc. R. 120, 122-123 (2004), quoting Matter of Prager, 422 Mass. 86, 92 (1996), and Matter of Hiss, 368 Mass. 447, 460, 1 Mass. Att'y Disc. R. 122, 133 (1975).

III. Disciplinary History

The petitioner was admitted to the bar of the Commonwealth on June 20, 1991. Ex. 1 (001); Ex. 4 (250). During all relevant times, she practiced law as a partner at a large firm, first in a construction practice and then as a commercial litigator. Bar counsel's petition for discipline charged her with intentionally inflating, by approximately 450 hours, the amount of attorney time she billed to her four largest clients, and falsely ascribing, to herself and other attorneys, work that was not actually performed. It was alleged that by adding these hours to her bills in 2015, she caused her firm to charge and collect more than $200,000 in unearned fees.

After a four-day hearing in 2018, a majority of the hearing committee concluded that bar counsel had proved his allegations, and recommended a year-and-a-day suspension. Among the

hearing committee's findings was that a change in the petitioner's status at the firm, as of January 1, 2015, from an income/salaried partner to an equity partner meant that, in the short term, her base salary would be less than it had been. Ex. 4, ¶ 8 (252). However, she expected that in the following year, she would receive as a bonus a percentage of both the firm's profits and the fees she billed and collected during 2015. Id. The committee concluded that the petitioner "marked up her bills during 2015 to try to recoup the salary cut she faced as a result of becoming an equity partner at the [f]irm." Id.

The committee found additionally that the petitioner "testified evasively and demonstrated a lack of candor in her testimony at the hearing." Ex. 4, ¶ 64 (279). Both bar counsel and the petitioner appealed to the Board, which adopted most of the hearing committee's findings of fact and conclusions of law, but recommended a two-year suspension. Ex. 5 (309-310).

The matter proceeded to the SJC Single Justice session. In a decision dated November 18, 2019, the Single Justice rejected the Board's recommendation for a two-year suspension, and instead imposed a six-month suspension, finding among other things that in a number of instances, the petitioner's time had been "missed" by both the petitioner and her assistant and not properly entered on her bills; that the hearing committee had made generalizations about her practices based on only a small subset of the 450 "overbilled" hours; that the hearing committee and Board had failed to give weight to mitigating factors; and that they had given too much weight to aggravating factors.[1] Matter of Zankowski, 35 Mass. Att'y Disc. R. 633 (2019).

Bar counsel appealed. On March 25, 2021, the full bench of the SJC imposed a two-year suspension. Noting that the petitioner had added "fictional" hours to her clients' bills, the Court

[1] It appears from the SJC Docket that the petitioner was reinstated from this suspension on June 23, 2020.

agreed that the petitioner's bills "were intentionally false and fraudulent in two aspects": they failed accurately to reflect work performed by the identified attorney, and they included charges for legal services that were not rendered. Ex. 6 (318-319).

The Court's iteration of the petitioner's dishonesty included two notable illustrations. First, on *twelve* different dates, had the petitioner worked the hours she claimed she had actually worked but instead attributed on the bills to her associates, she would have worked more than twenty-four hours. Ex. 6 (319). On at least *seven* different dates, she billed for her attendance at depositions she did not attend. Ex. 6 (320).

The Court found that it was "the established dishonest nature of the [petitioner's] billing that differentiates this case from cases involving charging 'excessive' fees." Ex. 6 (322). It rejected her claim that the stress she had suffered from her workload and family pressure was mitigating. Ex. 6 (323-324). The Court found in aggravation that the petitioner was experienced, had not been candid in her hearing testimony, and failed to acknowledge the nature, effects or implications of her misconduct. Ex. 6 (325).

IV. Findings and Conclusions

A. Moral Qualifications

The conduct giving rise to the petitioner's suspension is affirmative proof that she lacks the moral qualifications to practice law. See Matter of Hiss, 368 Mass. at 460, 1 Mass. Att'y Disc. R. at 134. That the misconduct "continues to be evidence against . . . (the petitioner) with respect to lack of moral character at later times [is] in accordance with the principle that 'a state of things once proved to exist may generally be found to continue.'" Matter of Hiss, id. (citation omitted). Therefore, to gain reinstatement, the petitioner has the burden of proving that she has redeemed herself, and has led "'a sufficiently exemplary life to inspire public confidence once

again, in spite of [her] previous actions.'" Matter of Prager, 422 Mass. at 92, quoting Matter of Hiss, 368 Mass. at 452, 1 Mass. Att'y Disc. R. at 126; see Matter of Dawkins, 432 Mass. 1009, 1010-1011, 16 Mass. Att'y Disc. R. 94, 95 (2000). She can do this by proving she has reformed, since a "fundamental precept of our system is that persons can be rehabilitated." Matter of Ellis, 457 Mass. 413, 414, 26 Mass. Att'y Disc. R. 162, 163 (2010).

Our discussion of the petitioner's moral qualifications is divided into six subsections: (1) Employment and Volunteer History; (2) Responses to Reinstatement Questionnaire and Testimony About Misconduct; (3) The Hill Matter; (4) LCL, Therapy and Mindfulness; (5) Witness Testimony and Letters; and (6) Majority's Conclusions as to Moral Fitness.

1. Employment and Volunteer History

a. Education and Employment

The petitioner was raised in Revere, Massachusetts. Tr. 50 (Petitioner). While her parents valued education, hers was not a family of means. She attended Regis College, a Catholic university in Weston, Massachusetts, from which she received a full academic, need-based scholarship, as a "first generation" college student. Id.; Tr. 16 (Hays). Before becoming a lawyer, the petitioner earned a master's degree in urban planning and finance, and worked as an environmental planner. Tr. 32 (Petitioner). She was subsequently recruited by an international engineering, construction and technology company, now known as CDM Smith, and continued to work full-time there while attending law school full-time. Tr. 33 (Petitioner). Once she had her law degree, she transitioned into a legal role at CDM, a role she held for about ten years. Tr. 34-35 (Petitioner). She left CDM for a series of law firm jobs, working first as a construction attorney/litigator at the Boston law firm Hinckley Allen for twelve years, then moving in

October 2011 to Saul Ewing, where the misconduct occurred. Ex. 4, ¶ 4 (251); Tr. 37 (Petitioner). From there, she moved to Duane Morris in March 2016. Tr. 37-38 (Petitioner).

When she joined Duane Morris, she had a discussion with the management about "the situation [she] was facing" at Saul Ewing. Tr. 38 (Petitioner). She made them fully aware of what was happening, telling them "everything." Tr. 38, 107 (Petitioner). No petition for discipline had yet been issued. The day it was, she informed her boss, who said, "we gotcha. We're with you. We'll help you." Tr. 107, 108 (Petitioner). She took a leave of absence from Duane Morris after the six-month suspension imposed by the Single Justice, and then resigned once she was suspended by the SJC. Id.

During her suspension, the petitioner has used her construction and engineering skills to find paid work. In 2020 and 2022, she worked as a construction consultant on an as-needed basis for Anthemion Senior Lifestyles, LLC., helping it plan and construct a residential memory care facility known as Cordwainer. Ex. 1 (004); Tr. 47 (Petitioner). The petitioner's supervisor there, Tamilyn Liesenfeld, is a former law colleague who had worked with the petitioner for some years beginning in 2005, and knew about her suspension.[2] Before undertaking to build Cordwainer, Liesenfeld had not personally built a facility, and wanted this one to be "perfect." Tr. 48 (Petitioner). The petitioner did construction and scheduling analyses, and offered non-legal construction and engineering advice "around some of the problems that they were experiencing with building." Id.. She was paid for some of this work, and did some for free. Tr. 47-48 (Respondent).

More recently, for the past ten months, the petitioner has been volunteering at Cordwainer to work directly with the elderly. Tr. 56-57 (Petitioner). The Cordwainer community

[2] Liesenfeld was a witness for the petitioner at the hearing; her testimony is discussed infra, at pp. 17-18.

includes people with all forms of dementia: Alzheimer's, frontal lobe problems, and Lewy body dementia. Tr. 123 (Liesenfeld). The petitioner is a designated van driver, and also helps out with some of the daily programming available to the residents. Tr. 57-58 (Petitioner). According to Liesenfeld, the residents "really enjoy[] her"; '[s]he has [them] singing on the bus and teach[es] them different things." Tr. 123 (Liesenfeld).

In 2022, the petitioner worked for Thibeault Development. Ex. 1 (004). William Thibeault, the owner of the company, was a former client. Ex. 1 (004); Tr. 49 (Petitioner). She told him about her suspension. Id. Thibeault Development buys environmentally compromised sites, cleans them, and sells them. Tr. 49 (Petitioner). The petitioner was engaged as a construction and environmental consultant, working on the design and engineering of site cleanup of various properties owned by the company. Ex. 1 (004). She was paid for this work, but also did some work for free. Tr. 49-50 (Petitioner).

b. Volunteer Work

Volunteering is relevant to our analysis, because evidence of moral reform can be found in good works that demonstrate a sense of responsibility to others. See Matter of Wong, 442 Mass. 1016, 1017-1018, 20 Mass. Att'y Disc. R. 540, 544 (2004) (Court notes approvingly physical labor, active role in church community, participation in sons' activities and community work); Matter of Sullivan, 25 Mass. Att'y Disc. R. 578, 583 (2009) ("[a] petitioner's moral character can be illustrated by charitable activities, volunteer activities, commitment to family, or community work.").

The petitioner volunteers at Regis College, something she has done since her graduation from Regis in 1981. Ex. 1 (004). Much of her volunteer work precedes her suspension, and includes: service on the Regis Board of Trustees; chairing the Board's Philanthropy Committee;

service on the Alumnae Committee and the Alumnae Board of Directors; participation in the Scholarship and Fund-a-Mission fundraising endeavors; and, while still a practicing lawyer, donating her legal services to Regis on a pro bono basis. Within the last five years, she has worked with the Philanthropy Office to establish an endowed scholarship in her deceased parents' names. She has also donated significant funds to Regis over the years. See generally Tr. 50-54 (Petitioner); Ex. 1 (004-005).

Since her suspension, the petitioner has continued to help Regis, mentoring students, volunteering for the Regis Shark Tank program, and helping the development office identify prospective donors. Tr. 54-55 (Petitioner). She has also volunteered outside of Regis, speaking with a second-year law student at Boston University to discuss her experience and career; helping to care for her sister during a difficult time in the summer of 2022; working with the homeless at Saint Cecelia Parish and learning to be a CCD teacher; and, along with her partner, helping to care for her young cousin, whose parents are drug-addicted. She devoted five-to-six days per week to him during the summer of 2023, teaching him golf and chess and generally listening to and nurturing him. See Ex. 1 (005-006); Tr. 58-60 (Petitioner).

2. Responses to Reinstatement Questionnaire and Testimony About Misconduct

In her questionnaire response, the petitioner described her misconduct as "intentionally billing clients for services that were not rendered," attributing this in part to her "egregious time entry and billing procedures," which she proceeded to detail. Ex. 1 (002). She described adding hundreds of hours to her associates' time on the pre-bills her firm prepared, and clearly admitted two of the SJC's most sensational findings: that on twelve dates, the sum of the hours she claimed for herself, plus those she added to her associates' time, exceeded twenty-four hours in a single day; and that on seven occasions, she billed clients for attending depositions she had not

attended. Ex. 1 (002). However, in direct contradiction of the above, she also wrote that she "believed in 2015, and continue[s] to believe to this day that I actually worked all of the hours that I claimed in my bills . . . ." Id.

Asked at the hearing to describe her misconduct, she said it was "pretty simple," and cited erroneous billing procedures and timekeeping, resulting in final bills that "had misinformation on them." Tr. 38-39 (Petitioner). When her counsel asked her to explain what was wrong with her timekeeping, she explained that she did not keep her time contemporaneously, and that this practice was "very, very neglectful" and "negligent." Tr. 39 (Petitioner). Eventually, she conceded that the bills included "misrepresentations, [i]naccuracies, [f]alsehoods, . . .[t]hey were wrong in some instances [a]nd it's my fault." Tr. 40 (Petitioner).

Her explanation about the multiple entries where it appeared she worked more than twenty-four hours in a day was two-pronged. First, she said that this was "just wrong," and that some days "would flow over from one day to the next," for instance if she began work late in the evening and finished early the morning of the next day. Tr. 40-41 (Petitioner). Second, she described when non-billable time, such as a golf outing with a client, appeared on her calendar and was added by "the system" into her bills even though she had not gone on the outing but instead had worked. Tr. 41-42 (Petitioner). As to the seven depositions the Court found she had not attended, she admitted that "there were a couple of depositions that my nomenclature on my time sheets was poor. And to the outside person, even to me today, it looked like I attended those depositions and I did not. I did not attend those depositions. And I own that." Tr. 42-43 (Petitioner). She stated clearly: "I own it. I did it. I accept the SJC's decision." Tr. 43 (Petitioner).

Putting a finer point on it, towards the end of her direct examination, the petitioner summed up her misconduct as follows:

> I made a terrible mistake. Worse than a mistake. I was found by the SJC to be dishonest. I accept that. I will never ever do anything like that again. I own it. I understand it. And I will never go back to practicing in a manner that I'm working, you know, seven days a week, many hours a day. I don't want that lifestyle. I'm not going to do it. It caused me to make mistakes. More than mistakes. It caused me to screw up royally and be dishonest and messy. And, as the SJC said, misrepresented clients. Breached my fiduciary duty. Not going back there again.

Tr. 77 (Petitioner).

Bar counsel began the cross-examination by seeking clarity about the questionnaire response we quoted above, to the effect that the petitioner both (1) accepted that her bills were "absurd and misleading" and included time she had not spent, and (2) simultaneously believed and believes that she actually worked all the hours claimed in her bills. Tr. 79-80. By way of explanation, the petitioner stated that in 2015, she "did not intentionally overbill anyone." Tr. 80 (Petitioner). "But today I can tell you that those bills contained misrepresentations. Those bills were inaccurate. And I breached my fiduciary duty to my clients by submitting those bills to them with the inaccuracies on them. They were wrong." Id.

We also questioned the petitioner about her billing practices, specifically about how she slid from appropriate billing, which presumably she had done for the bulk of her career, into inappropriate practices. She had testified earlier in the hearing that January of 2015 was "okay"; February started to "ramp up"; by July she was "almost dead"; and by September, "pretty much dead." Tr. 64 (Petitioner). She cited testimony from her disciplinary hearing, given by Saul Ewing's general counsel, to the effect that she was not given help with this increased case load because the firm "felt that a couple of my bigger cases were what they would call one-offs, meaning it wasn't going to be a repeat client." Tr. 106 (Petitioner). Before citing to us the

explosion of her practice – going in a short time from a $2 million-plus practice to an over $4 million practice—she again clarified that this explanation was not an excuse, that she "did this" and owned the misconduct. Tr. 105-106 (Petitioner).

3. The Hill Matter

As part of her questionnaire responses, the petitioner disclosed that she and her domestic partner have been involved in a business dispute with former friends, Howard and Sheree Hill. Ex. 2 (206-207). The business dispute is captioned Howard D. Hill, individually and as trustee of the Kope Keiki Real Estate Trust, and Sheree Hill v. Doreen M. Zankowski, individually and as Trustee of the Kope Keiki Real Estate Trust and as Trustee of the Kope Kabana, LLC and Billie Jean Potter, C.A. No. 2177CV002499. It is pending in the Essex Superior Court before Justice Rooney, who held a bench trial over five days in May 2024, and issued Findings of Fact and Rulings of Law on July 31, 2024. Ex. 2 (224-234).[3]

We summarize the pertinent aspects briefly. In 2015, the two couples, who had been friends for many years, began to discuss buying a vacation home on the island of Hawaii. Ex. 2 (223). In September and October 2015, they had several conversations about the shared use of the property. The petitioner's notes, made contemporaneously with these discussions, reflect a 40/60 house split in favor of the Hills, with the petitioner and her partner having ten years to buy back, at cost, a 10% interest in the house. Ex. 2 (225).

The parties were jointly and severally liable on a note and mortgage for the bulk of the property's cost. Ex. 2 (226-227). They paid cash for the balance of nearly $500,000, in the 40/60 percentage noted above. However, the deed divided the ownership interest 50/50. Ex. 2 (227).

[3] The Hills sued the petitioner and her partner for: Declaratory Judgment/Implied Trust; Formal Account; Dissolution of Partnership Including the LLC; Breach of Fiduciary Duty; and Unjust Enrichment. The petitioner and her partner counterclaimed for: Declaratory Judgment; Accounting; Breach of Fiduciary Duty; Tortious Interference with an Advantageous Contractual Arrangement; Conversion; Fraud; and Specific Performance. Ex. 2 (231-238).

This equal division in the deed was not a concern to Dr. Hill, who understood that the petitioner and her partner planned eventually to buy the 10% equity to bring their share up to 50%. Id.[4] Before this could happen, however, the relationship soured and all the property[5] was sold in March 2022. Ex. 2 (228, 230). The Hills' lawsuit followed.

In her Findings of Fact, Judge Rooney did not credit the petitioner's testimony that her notes reflected a 40/60 split as to the down payment and carrying costs *only*, but that the parties' intent was to own the property 50/50. Ex. 2 (225). Judge Rooney found further, based on the totality of the circumstances, that throughout the negotiation process, the petitioner acted as the attorney for the Hills. She cited particular evidence in support of this finding, and expressly did not credit the petitioner's testimony that she told Dr. Hill repeatedly that he needed to get his own attorney. Ex. 2 (226). She specifically credited Dr. Hill's testimony that the petitioner told him he did not need his own lawyer for the closing, because the parties shared the same interests. Id.

In her Rulings of Law, Judge Rooney declared and adjudged that an implied trust in favor of the Hills arose "with respect to 10% of the legal title" to the property and that the Hills "are entitled to 60% of the proceeds from the sale of the Residential Property, and the [petitioner and her partner] to 40% of the proceeds." Ex. 2 (231, 239).[6]

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[4] Judge Rooney credited the parties' explanation for this 40/60 split, including the petitioner's testimony that at the outset, the Hills anticipated using the property more often and for longer periods of time than the petitioner and her partner. Ex. 2 (227-228). We credit Dr. Hill's testimony that the petitioner told him she could pay him the additional 10% after she received her bonus from Saul Ewing in early 2016, then told him in early 2016 that she would not be getting the bonus after all, and that she had moved to Duane Morris. Tr. 135-136 (Hill).

[5] The parties also bought a separate agricultural property to grow coffee. That purchase is not relevant to our discussion. See Ex. 2 (228-230).

[6] We take administrative notice of the docket entries in C.A. No. 2177CV002499, which reflect that both parties have filed motions to alter or amend the judgment, and that the petitioner has filed a notice of appeal.

Judge Rooney also ruled that the petitioner had breached her fiduciary duty to the Hills with respect to the deed, which should have reflected the correct 40/60 division of equitable interest. Ex. 2 (236-237). "Because [the petitioner] was acting as attorney for [the Hills], she had a duty and obligation to ensure their rights were protected." Ex. 2 (237). Finding that the Hills did not suffer any actual damages "and in fact benefitted from [the petitioner's] work," Judge Rooney awarded no damages to the Hills for this breach. Id.[7]

As noted above, Dr. Hill testified at our hearing. Bar counsel clarified that Dr. Hill had asked to testify, and that bar counsel did not plan to conduct his direct examination. Tr. 131 (Bar counsel). Dr. Hill gave narrative testimony. He testified that at the time the parties signed the purchase and sale agreement, the petitioner had told him that she was his attorney, and that he did not need a separate attorney. Tr. 135 (Hill). After he filed the lawsuit against her and her partner, she defended by saying she had not been his attorney at the time of the sale. Tr. 137-138 (Hill). He accused her of being disingenuous to the Court, claiming that she "always was [his] attorney," until he initiated a suit over the Hawaii property, and giving numerous examples of legal work she had done for him over the years. Tr. 137-138, 140 (Hill). He argued against her reinstatement, testifying that after twenty-five years he has "come to realize that [she] makes up things that she feels are truths and then she believes them. So she was not telling the truth, but she believes she was." Tr. 143 (Hill). In his opinion, based on her recent testimony in Superior Court, the petitioner has not "changed her ways dramatically enough" to warrant reinstatement. Tr. 141, 143 (Hill).

[7] Judge Rooney further ruled that there was no unjust enrichment by the petitioner and her partner; that the Hills' decision to sell the property was not motivated by an intention to interfere with the rights of the petitioner and her partner; that Dr. Hill did not convert any funds; and that the Hills did not commit fraud. Ex. 2 (237, 238). She ordered each party to be responsible for its own attorney's fees. Ex. 2 (239).

We find that Dr. Hill had an ax to grind. He was extremely eager to testify against the petitioner, reaching out to bar counsel about doing so significantly before the Superior Court trial we have described above. Tr. 148-149 (Hill). Before us, he only grudgingly admitted that he and the petitioner had ever been close, despite strong evidence of an unusually warm relationship. Tr. 144-146 (Hill). He admitted to a "falling out" with her in 2019, since which they have not spoken. Tr. 145-146 (Hill).We recognize that Judge Rooney repeatedly credited Dr. Hill's testimony over the petitioner's, but we do not agree and instead find that he was driven by a strong, personal animosity against her.

The petitioner also testified about the Hill matter. She agreed she had done legal work "intermittently" for Dr. Hill over the years, sometimes for no charge. Tr. 71, 85, 98 (Petitioner). She did not believe she was representing the Hills in the Hawaii transaction, but acknowledges that in the circumstances, among them the close friendship between the parties, she should have spelled this out and should have prepared a Mass. R. Prof. C. 1.8 disclosure. Tr. 72 (Petitioner). She clarified that her position before Judge Rooney had not been that she had never done legal work for Dr. Hill, only that she was not representing him in the Hawaii transaction. Tr. 103 (Petitioner).

4. LCL, Therapy and Mindfulness

Since March 2020, the petitioner has been a consistent attendee at LCL's professional conduct group. Ex. 1 (021, 074); Tr. 60-62 (Petitioner). While it is not clear from the record how often the group meets, both the petitioner and LCL's Barbara Bowe agree that the petitioner has rarely missed a meeting in all of this time. Tr. 60-61 (Petitioner); Ex. 1 (074) (Bowe 1/15/24 letter). The petitioner explained that the group members are honest, support each other and hold each other responsible and accountable. Tr. 61-62 (Petitioner). In her letter, Bowe wrote that the

petitioner "is frank and open with new members about why she is in the group, her misgivings about her billing practice methods, and how this resulted in her suspension. Over time, she has come to accept that her billing practices were viewed as questionable." Ex. 1 (074).[8]

The petitioner also sees her own therapist every week, in sessions where they talk about her suspension and how she "got there." Tr. 63-64 (Petitioner). A significant focus both there and in LCL is on the petitioner's inability, at the time of the misconduct, to say "no," and her tendency to take on too much. Tr. 64 (Petitioner).

The therapist, Caroline W. Collins LICSW, submitted a detailed and specific letter in support of the petitioner's reinstatement. Ex. 1 (090) (11/1/23 Collins letter). Collins has treated the petitioner weekly since October 2020. Ex. 1 (090). At first, the petitioner was "deeply depressed, angry, ashamed, and very withdrawn from the world." Ex. 1 (091). The petitioner approached their conversations with honesty, openness, and humility; she now "accept[s] the findings of the court and understands that she alone was the responsible party." Ex. 1 (091).

Aware of the "underlying dynamics which may have influenced her choices and [with] insights about how she operates in the world," the petitioner has a plan in place for the future. Ex. 1 (091-092). "She appreciates that she needs to know when to ask for help and understands the need to establish boundaries and not allow herself to become over-extended." Ex. 1 (092). In Collins' opinion, the petitioner's suspension was "devastating" both personally and emotionally. Id. The work she has done in therapy – "a searing moral inventory" – has led her to accept the disciplinary findings and to make "the necessary changes in her lifestyle and work

[8] We question the statement that the petitioner had "misgivings about her billing practice methods"; these practices were flagrantly dishonest. And we disagree that the petitioner's billing practices were "questionable"; they were fraudulent. Bowe did not testify, so we cannot determine the source of the "misgivings" and "viewed as questionable" language. We accordingly give no weight to these parts of Bowe's letter.

perspective to ensure that she will be able to maintain a healthy balance in her life with appropriate attention to boundaries and self-care as well as attending to the needs of her clients." Ex. 1 (093).[9]

Asked at the hearing about safeguards she plans to put in place to make sure nothing like this ever recurs, the petitioner explained, and we credit, that she can now say "no," is older, and loves and misses the law. Tr. 109 (Petitioner). More concretely, she described support networks, which we infer would include at least Dr. Hays and Attorney Liesenfeld, discussed infra; a traditional therapist (Collins); a second person with whom she goes on "[r]eligious journeys," including yoga, meditation and self-reflection; her partner; her friends; and LCL. Tr. 109 (Petitioner).[10]

5. Witness Testimony and Letters

a. The Petitioner's Witnesses

We turn to the hearing witnesses and the letters submitted on the petitioner's behalf. The petitioner's two witnesses testified earnestly and effusively on her behalf. Dr. Antoinette Hays has been the president of Regis College for thirteen years. Tr. 14 (Hays). She first met the petitioner about eighteen years ago, when the college was involved in a project related to building a retirement community, and the petitioner was on the Board of Trustees and involved

[9] We would have liked to have heard from the petitioner's therapist, Caroline Collins. As noted above, she submitted a detailed and specific letter on the petitioner's behalf. While the failure to testify is not fatal, see Matter of Dodge, 31 Mass. Att'y Disc. R. 157, 159-160 (2015) (in case involving reinstatement after disability inactive status, where moral fitness was not at issue, panel cites detailed letter from treating psychologist about treatment and prognosis), we think that in a disciplinary reinstatement, where mental health is at issue, live testimony from a mental health professional is preferable. E.g., Matter of Ostrovitz, 31 Mass. Att'y Disc. R. 486, 491-492 (2015) (hearing panel cites doctor's testimony that petitioner is no longer depressed or drug-addicted and is not likely to relapse); Matter of Thalheimer, 31 Mass. Att'y Disc. R. 620, 628-629 (2015) (hearing panel recommending reinstatement cites extensively to therapist's testimony in support of petitioner's acceptance of intentional nature of misconduct).

[10] The petitioner also spoke of spiritual practice, including the Jesuit "Examen," a three-times-per-day self-evaluation, with a focus on the good. Tr. 65 (Petitioner).

in the "visioning" of the project. Tr. 14-15 (Hays). She and the petitioner became friends socially. In addition, over the years, the petitioner has been "a very active alum of the college." Tr. 15 (Hays).

Dr. Hays described how she learned of the petitioner's suspension. She had called the petitioner with a college-related question, and the petitioner revealed to her that there was an investigation underway into her legal billing. Tr. 19 (Hays). The petitioner kept Dr. Hays informed all through the process, and made her aware that the investigation concerned false billing. Tr. 19, 24 (Hays). Dr. Hays knew that the petitioner was found to have intentionally billed for services that were not rendered, although she was not aware that the amount at issue totaled hundreds of thousands of dollars. Tr. 24-25 (Hays). She also knew that the Court found the petitioner's conduct to be dishonest and fraudulent, and that it included intentional misrepresentations. Tr. 25 (Hays).

Dr. Hays testified that the petitioner was "incredibly embarrassed" and "felt awful about what she did." Tr. 19 (Hays). In her opinion, the petitioner "[u]nderstands and understood then that it was wrong." Tr. 20 (Hays). Since the suspension, the petitioner has "deeply soul-searched," has been humbled, and has grieved. Tr. 20-21 (Hays). Dr. Hays has seen her become more honest and humble as part of a "deep reconciliation" she has done "to understand why she did what she did, why this would never happen again." Tr. 25-26 (Hays). If the petitioner were reinstated, Dr. Hays would have no hesitation about hiring her for a personal or professional matter, and has no concerns about any detriment to the public. Tr. 23 (Hays).

Tamilyn Liesenfeld, Esq., also testified on the petitioner's behalf. They met in 2005 when Liesenfeld was a summer intern at Hinckley Allen, and the petitioner acted as her mentor. Tr.

111-112 (Liesenfeld). As noted above, Liesenfeld hired the petitioner to help her build the Cordwainer memory care facility.

Liesenfeld learned of the petitioner's suspension when a property she was working on as CFO, for which the petitioner's firm was doing legal work, received a notice from the petitioner saying she had been suspended. Tr. 118 (Liesenfeld). This prompted Liesenfeld to call the petitioner. Id. Liesenfeld was emphatic that in their conversations, she tried to "stick up" for the petitioner, "saying this isn't fair, this isn't right," and the petitioner insisted that she owned it, made a mistake and was in the wrong. Tr. 119-120 (Liesenfeld). Liesenfeld is confident that the petitioner has learned a "real lesson" from the devastation and humiliation of her suspension, and Liesenfeld is "fully confident that she would always follow her professional and legal obligations to a T." Tr. 122 (Liesenfeld). She would not hesitate to hire the petitioner were she to be reinstated. Tr. 124 (Liesenfeld). Having witnessed the petitioner's various training and self-improvement activities over the past few years, and having had very deep and personal discussions with her, Liesenfeld is confident of the petitioner's good moral character. Tr. 125 (Liesenfeld).

b. Letters in Support of Reinstatement

In addition to Dr. Antoinette Hays, Barbara Bowe, Tamilyn Liesenfeld, and Caroline Collins, five others submitted letters on the petitioner's behalf. Michael Zizza, Esq., a Massachusetts attorney, worked with the petitioner over twenty-five years ago, when she was his mentor at CDM Smith. When he moved on to another company, he hired her as outside counsel, and praised her "solid legal advice." Ex. 1 (079). The petitioner called Zizza to tell him about her suspension, and expressed remorse and sadness. They have spoken since. He finds her humbled by the suspension, would hire her "without reservation" for his legal needs, would recommend

her to others, and concludes that she has come through the suspension "a much better person." Ex. 1 (079-080).

Steven J. Picco, a retired attorney, was a recruiting partner for Saul Ewing, and recommended that it hire the petitioner. Ex. 1 (081-082). She joined in 2011, and was an "immediate success." Ex. 1 (082). Picco has high praise for the petitioner's legal skills and work ethic. She has discussed her suspension with him and, in his view, is deeply remorseful and has worked "diligently to rehabilitate and markedly improve herself." He believes that both the petitioner and the Massachusetts bar would benefit by her readmittance. Ex. 1 (083).

Lisa Cosimano Gallagher, the Owner/Chief Financial Officer of Hawtan Leathers, LLC, is a former client and a friend. She writes that the petitioner has been honest with her "about her situation every step of the way," that she is truly remorseful, and that she understands that she "has no one to blame but herself." Ex. 1 (085). In the writer's view, the petitioner "now has the insights on what went wrong and what she will avoid doing into the future." Ex. 1 (086). She finds the petitioner to be "a better person, both personally and professionally." Id. Should the petitioner be reinstated, Gallagher "would not hesitate, not for a second, to recommend [her] to my family, friends, and business colleagues." Id.

Richard Snyder, Esq., was the petitioner's partner at Duane Morris. He describes her as "an outstanding member of the litigation and construction practices and . . . a very hard worker." Ex. 1 (088). After meeting with her many times, he finds that the petitioner has "changed for the better," and has become " a remarkably different person," speaking eloquently about "understanding the gravity of what she has done and accepting responsibility for what she did." Ex. 1 (089). She is deeply remorseful. Id. Citing her extensive program of education and her wide-ranging community service, he concludes that he "would not hesitate to be her partner in

the practice of law in the future and would not hesitate to rely fully on her not repeating anything like what occurred before." Id.

Tracy A. Miner, Esq., represented the petitioner when her firm reported her to Bar Counsel. The petitioner subsequently changed attorneys, but they remained in touch. Ex. 1 (094). Although this writer did not know the petitioner personally before 2016, she knew her by reputation, and details the high esteem in which the petitioner had been held, citing, as evidence of the petitioner's client commitment, the results she obtained and the fact that even clients she was found to have overbilled testified on her behalf, and continued to support her.[11] Ex. 1 (094). She can "attest that [the petitioner] has learned from her mistakes and regrets them deeply," is remorseful and has been humbled, and "will be a better attorney because of her experiences as she will empathize with others who may be going through their own personal struggles." Ex. 1 (095).

6. Majority's Conclusions as to Moral Fitness

A majority of the panel finds and concludes that the petitioner has demonstrated that she has the moral character required for readmission to the bar.[12]

It bears noting at the outset that this was not an easy conclusion to reach, as we were not overwhelmed by the petitioner's presentation. Above, we detailed with care and precision the petitioner's fits and starts, initially describing her actions as negligent, neglectful mistakes, and only eventually working her way up to a consistent and emphatic admission of intentionally

[11] The petitioner's fraudulent billing that resulted in her suspension related to her four largest clients, client nos. 362378, 367591, 367696 and 364311. Ex. 4, ¶ 13(d) (256); Ex. 6 (312). Two of those clients testified on behalf of the petitioner during the original disciplinary proceeding that they were happy with her work and followed her to her next firm. Those two clients did not testify, however, that they were aware of the inflated bills. Ex. 4 (276-277); Ex. 5 (306). The other two clients did not testify in the original disciplinary proceeding nor the present reinstatement proceeding.

[12] The dissent concludes otherwise; his views are expressed in the Dissent of Richard C. Van Nostrand, infra.

dishonest conduct. Some of her explanations were difficult to follow. She cannot both accept the SJC's decision, and continue to claim that she believed and believes she worked all of the hours billed. Her explanation about the depositions she billed for but did not attend was not as clear as we would have liked. See generally Tr. 40-43 (Petitioner). These explanations, though flawed; were not excuses, and lead us to believe that she was credible in her remorse.

"[W]ords of repentance are easily uttered and just as easily forgotten." Matter of Hiss, 368 Mass. at 457, 1 Mass. Att'y Disc. R. at 131. Our task here is not to demand admissions which are mirror-images of the Court's misconduct findings. Rather, our inquiry boils down to whether the petitioner has "adduce[d] substantial proof that [she] has 'such an appreciation of the distinctions between right and wrong in the conduct of [people] toward each other as will make [her] a fit and safe person to engage in the practice of law.'" Matter of Hiss, 368 Mass. at 457, 1 Mass. Att'y Disc. R. at 130 (citation omitted). This inquiry can only be answered after assessing and balancing all that we have read and heard.

As is our dissenting colleague, we were troubled by Judge Rooney's findings and rulings in the Hill case, to the effect that as recently as May 2024, in response to her sworn testimony, the petitioner was found to have been dishonest and in breach of a fiduciary duty. This is indeed a black mark, but it goes into the mix along with everything else. We do not ascribe anywhere near the same weight to these findings as does the dissent. We were not at the trial, and with due respect to Judge Rooney, we do not think her findings deserve any more weight than any other facts. On the petitioner's side of the ledger is her repeated and, to our minds, genuine insistence that she "owns" her misconduct, appears to understand its genesis, and has in place support systems to insure it will never recur.

We found the petitioner's two witnesses to be highly accomplished professionally, credible, articulate and insightful. The letters the petitioner submitted were unusually strong; with one exception, all of the letter writers knew her before and after the misconduct and suspension, and could comment on how she responded and changed. We find particularly noteworthy the letter from her former Duane Morris colleague, who writes, with full knowledge and understanding of the extent of the misconduct, that having witnessed the petitioner's post-suspension changes, he "would not hesitate" to be her partner again or to rely fully on her "not repeating anything like what occurred before." Ex. 1 (089). This dovetails with the observation we made above, that Duane Morris hired the petitioner fully cognizant of the investigation underway at Saul Ewing, and that it continued to support her until her suspension. These actions speak to its belief in her character and skills.

We infer from the significant legal scholarship the petitioner has undertaken during her suspension, discussed in more detail below, that, as she stated repeatedly, she indeed loves the law. We credit that now that she has lost her license, she realizes how precious the privilege of practicing law is, testifying that "one of the biggest . . . heartbreaks is that I violated my oath. And I would never do that again." Tr. 78 (Petitioner).

The petitioner would not be the first attorney recommended for reinstatement who stumbled during her hearing or in her questionnaire responses. We do not demand perfection in these proceedings, only proof of moral redemption, and our case law reflects numerous examples of flawed presentations. E.g., Matter of Finnerty, 34 Mass. Att'y Disc. R. 103, 108-111 (2018) (Single Justice follows hearing panel's recommendation, which the Board had reversed, and grants reinstatement, despite two misleading characterizations in Finnerty's testimony and materials; while mischaracterization "is certainly a strike against granting his petition, it is not, in

this Court's view, a fatal blow"); Matter of Hession, 31 Mass. Att'y Disc. R. 284, 289-290 and n.3 (2015) (reinstatement allowed despite misleading questionnaire responses that did not admit misconduct that had been found, and two public witnesses who testified against reinstatement; petitioner's answers upon examination by bar counsel were "guileless and insightful"); Matter of Thalheimer, supra, 31 Mass. Att'y Disc. R. at 626-627 (reinstatement allowed, after prior denial of one petition and withdrawal of a second, despite testimony that "still contained elements of [Thalheimer] wanting to have it both ways," trying to admit to "intentionally negligent" conduct and citing "bad bookkeeping" despite a finding of intentional misuse). Cf. Matter of Sablone, 40 Mass. Att'y Disc. R. __ (2024) (reinstatement allowed despite petitioner's failure to understand, or fully explain, why he took money from his firm).

In our view, on balance and in light of the case law discussed above, the petitioner's evidence of moral reform tilts in her favor, satisfying her burden.

B. Competence and Learning in Law

Under S.J.C. Rule 4:01, § 18, a petitioner must demonstrate that she has the "competency and learning in law required for admission to practice law in this Commonwealth."

The petitioner practiced law from 1991 until her first suspension in 2018, both as in-house general counsel and as an attorney in a large-firm practice. Many cases recognize the significance of pre-suspension practice to the learning in law/competence inquiry. E.g., Matter of Boudreau, 30 Mass. Att'y Disc. R. 30, 37 (2014); Matter of Perry, 30 Mass. Att'y Disc. R. 304, 313 (2014); Matter of Hrones 28 Mass. Att'y Disc. R. 463, 477 (2012).

During her suspension, the petitioner completed over fifty courses and classes, in highly diverse areas of the law, among them "Professional Responsibility & Ethics in Discovery and Pre-Discovery"; "Social Media Do's and Don'ts"; "Artificial Intelligence and the Law"; "How to

Become a Judge or Clerk Magistrate"; "Mapping Our Charitable Giving Plans"; "Real Property Lien Law"; "Construction Claims, Disputes, & Litigation"; "Mindfulness & Self-Compassion for Lawyers"; "Handling Sexual Assault Cases"; and "How to Make Money & Stay Out of Trouble." Ex. 1 (008-010); Ex. 2 (206, 212-222). Three of the other courses she took were extensive programs. One, entitled "Women in Leadership Program," was through the Yale School of Management; it involved coursework from September 2022 through November 2022, and included ethics training. The second, through Cornell University, was a Certificate Program for Professional Mediation; it included three courses and ninety hours of training. Tr. 67-68 (Petitioner). Last summer, the petitioner took a three-day course, with twenty-four hours of instruction, entitled "Advanced Mediation Training." Ex. 2 (219-222).

We credit that upon suspension, the petitioner "immediately started learning in the law. Tr. 67 (Petitioner). She stated repeatedly, and we credit, that she loves the law. See id.
If reinstated, the petitioner would like to look for in-house opportunities in the engineering, construction, risk management and/or merger and acquisition areas, or possibly a non-profit. Ex. 1 (016); Tr. 75 (Petitioner). In support of this idea, she cited her professional satisfaction in her pre-suspension work as a technical consultant and in-house attorney for an international engineering company. Ex. 1 (016). She also described the possibility of working as an arbitrator or mediator, and gave in her petition two examples of noteworthy arbitration matters in which she had meaningfully participated. Ex. 1 (016-017). She would certainly like pro bono work to be a part of her law practice. Tr. 75-76 (Petitioner).

We conclude unanimously that the petitioner has satisfied this criterion for reinstatement.

C. Effect of Reinstatement on the Bar, the Administration of Justice and the Public Interest

"Consideration of the public welfare, not [a petitioner' s] private interest, dominates in

considering the reinstatement of a disbarred applicant." Matter of Ellis, supra, 457 Mass. at 414, 26 Mass. Att'y Disc. R. at 164. The public's perception of the legal profession as a result of the reinstatement, and the effect on the bar, must be considered. "In this inquiry we are concerned not only with the actuality of the petitioner's morality and competence, but also [with] the reaction to his reinstatement by the bar and public." Matter of Gordon, supra, 385 Mass. at 52, 3 Mass. Att'y Disc. R. at 73. "The impact of a reinstatement on public confidence in the bar and in the administration of justice is a substantial concern." Matter of Waitz, 416 Mass. 298, 307, 9 Mass. Att'y Disc. R. 336, 345 (1993).

The public interest factor looms especially large in a case like this one, which elicited significant public interest, especially among lawyers. We take administrative notice of the SJC's docket in connection with bar counsel's appeal to the full bench, SJC-12850, where an amicus brief was submitted by amici curiae consisting of former Board chairs and BBO members. This is a highly unusual circumstance.

The "Statement of the Amici Curiae" notes that the brief was submitted so the amici could "advocate for the integrity of the bar discipline system and to express their concern that the Single Justice's order in this case fails to recognize the gravity of Respondent's intentional and fraudulent overbilling of multiple clients." Matter of Zankowski, Brief of Amici Curiae, Former Members of the Board of Bar Overseers in Support of Appellant, Office of Bar Counsel, p. 5. While the amici took no position on the appropriate sanction, they asked the Court "to make a clear and unambiguous statement that deliberate overbilling by a lawyer, as found at every stage of this proceeding, is anathema to everything the profession should represent and will not be tolerated." Id. Cf. Matter of Finnerty, supra, 34 Mass. Att'y Disc. R. at 104, 111 (in underlying disciplinary matter, Finnerty had urged his client to lie about John Bulger's contacts with his

brother, notorious fugitive Whitey Bulger; Court writes that "[d]espite the gravity of the events underlying Finnerty's disbarment – and the seriousness of the charges that prompted that sanction – Finnerty appears to have come to terms with what led him to this juncture in his professional life").

Panel members Hayes and Allen conclude that even under enhanced public scrutiny, our recommendation to reinstate the petitioner is supported and sound and based on solid evidence. The majority concludes that the petitioner has satisfied this criterion.

V. Majority's Conclusions and Recommendation

Based upon the petitioner's written submissions, her own testimony, and that of her witnesses, a majority of the hearing panel recommends that the petition for reinstatement of Doreen M. Zankowski be allowed, on the following conditions. For at least two years from the effective date of reinstatement, the petitioner shall continue to meet regularly with her individual therapist and to attend LCL meetings. For at least two years from the effective date of reinstatement, the petitioner shall work with a mentor, an active Massachusetts-admitted attorney acceptable to bar counsel, who shall review her work and her billings and report back to bar counsel every four months.

Dated: 12-6-2024

Respectfully submitted,
By the Hearing Panel,

Ashley E. Hayes

Ashley E. Hayes, Esq.
Hearing Panel Chair

Rita B. Allen

Rita B. Allen
Hearing Panel Member

Dissent of Richard C. Van Nostrand

I respectfully dissent. I write separately because, although I agree with many of my colleagues' findings of facts and conclusions, set out above, I cannot conclude that the petitioner has carried her burden and proved the requirements for reinstatement. I therefore cannot recommend to the Court that it allow her reinstatement.

Before turning to the basis for my dissent, I must acknowledge the petitioner's record of achievement as an apparently exceptional legal practitioner prior to her suspension, and her good works in support of her alma mater, Regis College, her family, the dementia patients at Cordwainer, and others whose lives she has touched, both before and after her suspension. She is undoubtedly a high achiever who accomplishes much and impresses those with whom she deals. I further fully recognize and embrace the "fundamental precept of our system . . . that persons can be rehabilitated." Matter of Ellis, supra, 457 Mass. at 414, 26 Mass. Att'y Disc. R. at 163.

At the core of my dissent are two separate but interrelated aspects of the reinstatement proceeding that preclude me from finding that the petitioner is rehabilitated. The first is my conclusion that the petitioner is unable or unwilling to acknowledge the gravamen of her prior suspension: (a) that she proactively altered her billing with the result that her firm stole money from clients; and (b) that her overbilling was intentional and not the product of sloppy or negligent timekeeping and billing practices. The second is my concern regarding her actions in the litigation with Dr. Hill. While that dispute arose prior to her suspension, the litigation continued after her suspension, culminating in a bench trial at which the petitioner testified while this reinstatement petition was pending. Both lead me to the conclusion that she has not been sufficiently rehabilitated and has not regained the moral character to warrant restoring her privilege to practice law.

Failure to Acknowledge the Prior Misconduct. As noted in the majority opinion, "words of repentance are easily uttered and just as easily forgotten." Matter of Hiss, supra, 368 Mass. at 457, 1 Mass. Att'y Disc. R. at 131. For one to claim rehabilitation, one must first acknowledge the nature of their wrongdoing, then undertake an exploration of the reasons why that wrongdoing occurred, and then develop and implement an approach that will ensure that when faced with similar circumstances in the future, a different outcome will occur. The failure to fully acknowledge that wrongdoing in the first instance, however, dooms the process of rehabilitation.

As carefully as I parse and dissect the petitioner's testimony and questionnaire responses, I cannot find the full-throated admission of understanding that I believe is necessary to a finding that rehabilitation has occurred and that the petitioner is now morally fit. To the contrary, the petitioner focused on her sloppiness, negligence and mistakes, while repeatedly professing that she "owns" her misconduct. But because she never brought herself to identify her intentional overbilling that resulted in theft from her clients,[13] despite being given numerous opportunities to do so, it is not clear what she "owns." It is her burden to prove that she truly "owned" that misconduct in all its depth, not our burden to speculate as to what she means by the words she carefully chose.

In its decision suspending the petitioner, the SJC, after detailing the evidence, clearly articulated the petitioner's misconduct:

> "Our focus … is not on the quantum of excessive fees that were billed, but on the fundamental dishonesty inherent in the respondent's client billings themselves. It is not the sheer number of unworked hours that establishes the misconduct but, rather, the dishonesty manifested by billing for them at all. The evidence establishes unequivocally that the respondent intentionally billed for services that were not rendered."

[13] To the firm's considerable credit, when it became aware of what was occurring, it undertook an extensive investigation that revealed the depth of the dishonest billing and then fully refunded approximately $260,000 in fraudulent charges to the petitioner's four largest clients. Ex. 4, ¶ 51 (274).

Ex 6 (312).

When asked about specific egregious conduct, like the days she billed for more than twenty-four hours and the depositions she billed for but did not attend, the petitioner never met the questions with appropriate, intelligible answers. Neither in her written submissions nor her testimony at the hearing could she bring herself to acknowledge that she intentionally falsified her bills.[14] Ex. 6 (318-320); Tr. 40-43 (Petitioner). These are not semantic details. From her submissions and testimony, the petitioner has not carried her burden of proving that she accepts or fully understands what she did wrong. I have therefore not been persuaded that she reached the threshold of demonstrating true insight about her misconduct, or giving any real assurance that she will not do it again.[15]

To be clear, what the petitioner did wrong was absolutely indefensible, wholly undermining the attorney client relationship and, in the process, throwing the entire legal profession into disrepute. A bill to a client is not like a typical commercial receipt; it is a critical

[14] Her written submissions are particularly telling in that regard. As noted by the majority, after accurately citing the finding that she intentionally billed clients for services that were not rendered, she attributed that to "egregious time entry and billing procedures" which she detailed at length. Undermining that concession, she then stated her belief that she "believed in 2015, and continue[s] to believe to this day" that she actually worked all of the hours that she claimed in her bills. Ex. 1 (002). When asked to explain this apparent contradiction on cross examination, she still resisted, "Because at the time in 2015, when I was keeping my time and doing what I was doing, I can say that I did not intentionally overbill anyone. But today I can tell you that those bills contained misrepresentations. Those bills were inaccurate. And I breached my fiduciary duty to my clients by submitting those bills to them with the inaccuracies on them. They were wrong." Tr. 80 (Petitioner).

[15] The witnesses offered by the petitioner, while very supportive of her reinstatement, were similarly vague on the question of what the petitioner "owned." Attorney Tamilyn Liesenfeld testified about what the petitioner had told her about why she was suspended – "She said it was billing. It was because of billing. That her billing was sloppy. She was careless. And she was talking mostly – that's the only thing I knew it was about was billing was inaccurate." When asked whether the petitioner ever told her that her billing was "intentionally fraudulent," she responded, "I don't know if I've heard those words." Tr. 127-128 (Liesenfeld). Antoinette Hayes, President of Regis College, in response to whether the petitioner shared what she believed were the reasons why she did what she did, responded "I don't know. I can't answer that question. Because I don't know that she shared with me that level of depth that she worked with her professional counselors." Tr. 29 (Hayes). The petitioner's counselor, Caroline W. Collins, LICSW, submitted a letter in support but did not testify. In her letter, Ms. Collins states: "At the end of the day, [the petitioner] is fully aware of the fact that she allowed herself to become overextended which led to a misalignment of priorities." Ex 1 (091). Unfortunately, we did not have the opportunity to explore the petitioner's rehabilitation in depth with her.

communication, explaining what has been done on the client's behalf, by whom, and in how much time. The client has virtually no way of knowing whether what is communicated on the bill is truthful other than the implicit certification by the attorney submitting the bill that it is. Fabricating details, lying about who has done what, and adding time not spent is a fundamental breach of trust and amounts to stealing.

While we do not require a mirror-image *mea culpa* to reinstate a lawyer, I believe that the breadth of the admission must match the scope of the misconduct. In its absence, any claim of rehabilitation may be nothing more than "easily uttered words of repentance." As a result, I find it impossible to conclude that the petitioner has been rehabilitated and is "'a fit and safe person to engage in the practice of law.'" Matter of Hiss, supra, 368 Mass. at 457, 1 Mass. Att'y Disc. R. at 130 (citation omitted).

This type of failure to recognize wrongdoing leaves me unable to assure myself, the bar, and the public that it is not likely the misconduct will be repeated. See Matter of Corben, 31 Mass. Att'y Disc. R. 91, 96-100 (2015); Matter of Harrington, 28 Mass. Att'y Disc. R. 412, 423-425 (2012); Matter of Lee, 28 Mass. Att'y Disc. R. 540, 549-551 (2012). As a result, I cannot conclude that the petitioner has established that "during (her) suspension period, (she) [has] redeemed (herself) and become 'a person proper to be held out by the court to the public as trustworthy.'" Matter of Dawkins, supra, 432 Mass. at 1011, l6 Mass. Att'y Disc. R. at 95 (citations omitted); see also Matter of Ellis, supra, 457 Mass. at 414, 26 Mass. Att'y Disc. R. at 163-164.

The Hill Litigation. The conclusion that the petitioner is not morally fit to resume practice is amplified by the events in the Hill matter, particularly given that they occurred subsequent to the petitioner's suspension and alleged rehabilitation. As described in the majority

opinion, the dispute with Dr. Hill arose concerning the respective ownership interests of Dr. Hill and his wife on the one hand and the petitioner and her partner on the other in valuable real property they had acquired in 2015 in Hawaii.[16] At the time of acquisition, Dr. Hill and the petitioner were very close friends. The petitioner also had acted as Dr. Hill's attorney from time to time.

With respect to the Hawaii property, Dr. Hill had provided 60% of the acquisition and carrying costs for the property while the petitioner had provided only 40%. Despite this disparity, the deed reflected equal 50% ownership. Given the disparate contributions to the purchase and carrying costs, the parties' mutual expectation was that the petitioner would subsequently purchase the additional 10% to mirror the interests reflected in the deed. The petitioner never did.[17] Ex. 2 (227-228).

The property was sold for $5.5 million in 2022 with net proceeds of approximately $1.8 million available for distribution to the owners. Ex. 2 (230-231). A dispute arose and litigation resulted between Dr. Hill and the petitioner regarding the distribution of the net proceeds (and other issues). The petitioner maintained that she was entitled to 50% of the proceeds based upon the ownership interests reflected in the deed rather than the 60/40 split that Dr. Hill maintained was the parties' agreement. Tr. 88 (Petitioner). Given the disconnect between the differing financial contributions made by each side and the equal ownership set forth in the deed, a significant issue in the litigation was whether Dr. Hill reasonably expected that the petitioner was looking out for all of their collective interests from a legal perspective at the time of the acquisition.

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[16] For ease of reference, the two sides shall be referred to as "the petitioner" and "Dr. Hill."

[17] The testimony was that the petitioner expected to receive a "big bonus" from her law firm with which she would purchase the additional 10%. This bonus never materialized and the petitioner informed Dr. Hill that she did not have the ability to purchase then and would pay him later. Tr. 136 (Hill).

A bench trial in this litigation took place over five days in May 2024. The petitioner testified at this trial, as did Dr. Hill. This petition for reinstatement was filed in February 2024 and was pending at the time of the trial in the Hill matter. We have had the benefit of the Findings of Fact and Rulings of Law issued by Superior Court Judge Lynn Rooney on July 31, 2024. Ex. 2 (224-239). Judge Rooney's conclusions are telling.

On the most significant factual issues, she found the petitioner lacking in credibility.[18] Relative to the core issue of the ownership split, she sided with Dr. Hill and effectively awarded him 60% of the net proceeds from the sale. With respect to this determination, Judge Rooney relied in part on contemporaneous notes *made by the petitioner* reflecting the 60/40 split. Ex. 2 (225).

Judge Rooney also addressed the factual issue regarding legal representation. The judge found that the petitioner acted as attorney for Dr. Hill. In doing so, she rejected the petitioner's testimony that she repeatedly told Dr. Hill that he needed to retain his own attorney, and credited Dr. Hill's testimony that the petitioner assured him that he did not need to hire his own attorney. Ex. 2 (226).

In her testimony before us about the Hill litigation, the petitioner expressed regret that she had not made Rule 1.8 and 1.7 disclosures and had failed to cross her "T's" and dot her "I's" to document that she was not representing him in the Hawaii deal. Tr. 97, 98-99 (Petitioner). Not once during her testimony, however, did she retreat from or even address her position that

[18] See Ex. 2 (224-239, ¶¶ 9, 11, 23). I recognize that Judge Rooney's findings are simply evidence, not preclusive or binding on us, but they are powerful evidence indeed. They suggest that the petitioner still has work to do in understanding the importance and contours of honesty. I see a direct line running between these very recent findings and the findings of lack of candor and dishonesty made by the hearing committee, Board of Bar Overseers, and the SJC that resulted in a finding that she lacked moral character.

she was entitled to 50% of the proceeds of the sale, a position contradicted by her own notes and the undisputed fact that she had never paid the additional 10%.

As a final note, I cannot agree that there would be no harm to the public or the bar if the petitioner were to be reinstated. This follows logically from my conclusions about her lack of moral fitness, but there is an equally compelling reason. The publicity surrounding the petitioner's misconduct demands a concomitant response; we need to be particularly scrupulous about the petitioner's readmission. The public and the bar, having been made aware of the extent and gravity of the petitioner's misconduct, deserve nothing less than a meticulous and searching review of the evidence she has adduced in support of her petition. While she should not be held to a higher standard than any other petitioner, I do not think it is unreasonable to demand compelling proof that she has satisfied the elements to warrant reinstatement.

Having considered all of the evidence, for the reasons stated above, I cannot at this time endorse the petitioner's reinstatement. I respectfully dissent from my colleagues' recommendation.

Dated: 12-6-2024

Richard C. Van Nostrand, Esq.

Richard C. Van Nostrand

Hearing Panel Member