
***Michael Clayton*, Hollywood's Contemporary Hero-Lawyer: Beyond Outsider Within and Insider Without**

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I. INTRODUCTION

When we think of “outsiders” in the context of law, those who often come to mind are members of disenfranchised minorities, such as the mentally challenged. But in many of Hollywood’s lawyer films, the paradigmatic and perhaps most interesting outsider is the lawyer himself. The lawyer protagonist is often an “outsider within” his community, the legal culture, or his law firm. (When the cinematic lawyer is a woman, she is often “twice removed” from the on-screen world’s “inside” sphere.) In many law films, the cinematic lawyer often transcends the boundaries of the film’s community, of its legal world, of the cinematic law firm, or even of the law itself, becoming “the insider without.” The lawyer, then, evolves from an outsider within to an insider without, at times coming full circle and returning to the outsider within status. A cinematic lawyer who is a true insider and operates strictly within the law, society, his law firm, and the legal world is often portrayed as unreliable and corrupt. Justice, Hollywood tells us, is not often upheld by “insiders within.”

The fashioning of the cinematic lawyer as an outsider within and an insider without is a predominant theme in law films from the early 1960s to this day. Yet it has undergone significant transformations. In the early 1960s, the heyday of lawyer films, the lawyer, a hero, was an outsider within an immoral community, entrenched in its old, anachronistic ways. His resistance and transcendence of his community’s values served higher principles, paving the way to progressive social change. Even his infrequent transcendence of law itself was in the service of humanity, dignity, and justice—law’s most cherished values. In later decades, Hollywood’s lawyer grew less ideological and more cynical. He became existentially estranged to the legal profession, to the legal system, and even to law and society. His transcendence became more lonely and desperate, and its social moral value questionable. The nature of his “inside” and “outside” qualities shifted.

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The particulars of any cinematic lawyer's "insiderness" and "outsiderness" attest to certain social perceptions of law, society, and lawyers. These become meaningful when read against other such cinematic perceptions, voiced by other law films.

This article focuses on a single, cinematic lawyer: George Clooney's 2007 title character Michael Clayton.¹ I argue that Hollywood's lawyer films are cast in generic molds that impact the characterizations of their lawyers' insiderness and outsiderness. I suggest that classic 1960s hero-lawyer films were modeled on the Western; their lawyers were thus insiders and outsiders in the way that Western heroes were. To some extent, this feature has clung to Hollywood's hero-lawyers to date. Since the 1990s, however, mainly due to the "Grisham syndrome" (i.e., the impact of the John Grisham-based law films) some lawyer films follow the generic patterns of thrillers, and particularly those of the "innocent-on-the-run" variety. Their formulations of their lawyers' "inside/outside" traits adhere to thrillers' generic conventions. In line with the pattern set in earlier lawyer films, Michael Clayton is an outsider and an insider in both the Western and the thriller fashions. But he is also a Film Noir character; this characterization casts his inside/outside traits in distinctly dark shades.

I argue that *Michael Clayton's* affiliation with the Film Noir genre signals a meaningful shift in the public perception of lawyers' insiderness and outsiderness. In 2007, the lawyer protagonist is no longer portrayed as a decent, quiet man on the outskirts of society, ready to fight and rescue the community when the need arises (the Western model); nor is he an uncommitted citizen who must undergo traumatic departure and return in order to become more deeply committed to his community and its values (the thriller model). Clayton resonates with both, but also with Film Noir's hard-boiled, cynical big-city dweller, trapped in the maze of corruption that he can neither overcome nor escape. The film world's maze is made up of the legal world, the legal profession, Clayton's law firm, the corporate world, and society at large. In line with the logic of Film Noir, even when exposing a corrupt corporation and bringing it down, Clayton remains trapped as ever because in the "asphalt jungle" of Film Noir one can run, but never break free. The turn to Film Noir thus signals, accommodates, and enhances a bleak mode of cynical despair regarding lawyers, as well as the hope of civil rights and rule of law that they once stood for.

Following a brief synopsis of *Michael Clayton* in Part II, the article explores the insider/outsider theme in Westerns, in thrillers, and in Film Noir, as well as in the lawyer film at hand. Part III focuses on Westerns and classic hero-

1. MICHAEL CLAYTON (Warner Bros. Pictures 2007). The film was written by Tony Gilroy, produced by Sydney Pollack, and stars George Clooney as Michael Clayton, Tom Wilkinson as Arthur, Tilda Swinton as Karen, and Sydney Pollack as Marty.

lawyer films, Part IV on thrillers, and Part V on Film Noir.

II. *MICHAEL CLAYTON* FILM SYNOPSIS

The film opens within the dark, empty hallways of a law firm awakening to a new busy day, accompanied by a frantic, pleading, prophetic voiceover narrating a lawyer's moment of enlightenment; the moment of realization that his professional life was poisoning not merely his own personal life, but also the miracle of humanity. The moment in which he suddenly apprehended that he has sacrificed his life in the service of a monstrous organism—the law firm—whose sole purpose was to assist larger monstrous organisms in destroying innocent human lives. Only much later does the viewer realize that the voice was that of Tom Wilkinson's Arthur, Clayton's colleague. After years of representing the “deadly weed-killing” agrochemical corporation, U/North, in a \$3 billion class action, Arthur stripped naked during the depositions, and later began to build the case for the plaintiffs, helpless farmers, against his own client. This dramatic acting out, which Arthur tries to account for in the film's opening scene, triggers the developments featured throughout the film.

From this confusing, disturbing opening scene, the film cuts abruptly to Sydney Pollack's Marty, the senior partner working on closing the settlement between U/North and the class-action plaintiffs, to a woman (later identified as Tilda Swinton's Karen, U/North's CEO) undergoing something that seems to be a breakdown in a dark, enclosed space, and to a dark scene in what later turns out to be a card game in a Chinatown basement. There the camera finds Clayton at a card game table, taunted by one of the other players, who teases him about his loss of a restaurant he owned. Clayton walks out and into the dark, empty street where he receives a phone call from a colleague asking him to drop in on a client in distress. The raging client, who had just committed a hit-and-run car accident, demands that Clayton live up to his expectation of “miracle worker.” Clayton patiently explains that he is merely the firm's fixer, the man who can find the best-qualified lawyer to clean up the mess. Throughout the film Clayton repeats this line over and over: he is a janitor, a bagman, the man with the broom.

Driving away from the enraged client, in the countryside, Clayton notices three horses standing peacefully on a hilltop by the road. He approaches them, his face expressing pain, awe, and yearning. As he bonds with them silently his car explodes, and the horses flee. Stunned Clayton throws his watch and other personal belongings into the burning car, running for his life.

A title screen announces “four days earlier,” and the viewer meets Clayton picking up his son, Henry, from his ex-wife's home and driving him to his school bus. During this short ride Henry enthusiastically narrates the plotline of his current favorite science-fiction book, *Realm and Conquest*. It is about

soldiers cut off from their armies, trying to survive. As they are all masked, they are unable to tell whether the others surrounding them are friends or mortal enemies. Hence—every man for himself. There are no alliances, no pacts, and no trust relationships. Clayton remarks that the situation sounds familiar, embracing the science-fiction doomsday scenario as the film's appropriate motto.

The film continues to cut abruptly and move frantically between parallel sites and subplots that intertwine and impact upon each other. One such subplot is Clayton's desperate attempt to "clean up" the mess his brother Timmy got him into and then left him with. He struggles to sell the bankrupt restaurant they co-owned, and to pay back a \$75,000 debt. He is told he has a week. Another subplot is Marty's attempt to sell his New York based law firm to a British buyer. He does everything in his power to close the deal before the British buyer learns of the U/North scandal and retracts the offer.

Yet another plotline is Karen's determined attempt to do what it takes to prove herself worthy of the prestigious position she was offered by Don Jeffries, U/North's preceding CEO and current chair of its Board of Directors. She prepares for a press interview and a Board meeting, while also hiring professional assassins to "eliminate" first Arthur and then Clayton.

The central subplot, which brings together the different characters and subplots, is that of Arthur's "awakening"/collapse/breach of professional confidence. Having met perfect Anna, the young, innocent plaintiff from Minnesota and realizing that he has corrupted his life in the service of a toxic corporation, Arthur strips naked during Anna's deposition in Milwaukee, Wisconsin, and is promptly arrested. Clayton arrives on the scene, arranges for Arthur's release from police custody, takes him to a hotel, and tries to get things under control. But Arthur, convinced that he has become "Shiva, the god of death," refuses to cooperate, fleeing Clayton's company and avoiding his calls. He has managed to obtain a confidential memo, proving that Don Jeffries, U/North's previous CEO, knew of the immediate cancer risks that U/North's products were posing. Ordering a thousand copies of the memo, Arthur plans to send them to the plaintiffs and thus secure their case against the corporation. But Karen's hired assassins murder him before he manages to accomplish his plan, or even to show the memo to Anna. Clayton, who illegally breaks into Arthur's loft, is arrested by the cops and set free by his police officer brother. But in a copy of *Realm and Conquest* that Arthur purchased after a phone conversation with Henry, Clayton finds a receipt that brings him to the copies of the confidential U/North memo.

Arriving in Marty's office with a copy of the memo, Clayton learns that U/North is settling, and that Marty has authorized an \$80,000 bonus for him to cover his debt. Suggesting to Marty that perhaps Arthur was right and that U/North was indeed at fault, Clayton realizes what the viewer already knows: that Marty is well aware of the confidential memo and is not in the least

troubled by it. Clayton takes the money, saying nothing of the memo. He continues to the card game in Chinatown, and then receives the call that leads him to the hit-and-run client. This time around, the viewer witnesses Karen's hit men plant the bomb in Clayton's car. The viewer also knows now that Clayton stopped by the horses because their position on the hilltop was identical to a sketch he saw in *Realm and Conquest*—the book Arthur bought at Henry's recommendation.

Following the car explosion, Clayton surprises Karen outside the board meeting, where she recommends to the board that they settle the class action. He blackmails her for \$10 million, and she finally succumbs. As he begins to walk away, he reveals that the conversation was recorded through his cell phone by his police officer brother. Leaving the building, he gets into a cab and asks the driver for a \$50 ride. The viewer is left with a close-up of Clayton's face for a very long two and a half minutes. His expression is beyond definition.

III. MICHAEL CLAYTON AND THE WESTERN-MODELED HERO-LAWYER OF THE 1960S

Michael Clayton is not merely a lawyer protagonist; he is a hero-lawyer in Hollywood's classic tradition. He is that lone law-man, embodying natural law, who reluctantly joining the fight for a just cause finds himself locked in a life-and-death, David and Goliath battle. Gaining the upper hand in the inevitable final legal shoot-out, he remains the tragic lone wolf. An "outsider within" his community, his quest for justice finally leads him to transcend positive law and become "the insider without." Reading Clayton along this tradition to which he belongs brings out the qualities that distinguish this 2007 hero-lawyer, and the world he inhabits, from his predecessors and their worlds.

In an earlier article, I suggested that Hollywood's classic 1960s hero-lawyer films were modeled on Westerns and that their hero-lawyer echoed the Western's hero.² Hero-lawyers of later films followed in the footsteps of the classics, thus corresponding with the ethos of Westerns. Paying homage to this distinguished tradition, *Michael Clayton's* plot and character resonate with those of the Westerns and with their unique construction of the hero as outsider within and insider without. As argued in the following section, this 2007 lawyer film can be better understood when read in light of the Western ethos.

A. *Basic Introduction to Westerns and Hero-Lawyers*

Offering a comprehensive structural analysis of Western's plots and plot-elements, Will Wright defines four distinct Western sub-genres. In the

2. See generally Orit Kamir, *Anatomy of Hollywood's Hero-Lawyer: A Law-and-Film Study of Western Motifs, Honor-Based Values and Gender Politics Underlying Anatomy of A Murder's Construction of the Lawyer Image*, 35 *STUD. L. POL. & SOC'Y* 67 (2005).

“classical-plot” Westerns, as he names them, “the [W]estern revolves around a lone gunfighter hero who saves the town, or the farmers, from the gamblers or the ranchers.”³ The plot of “vengeance variation” Westerns “concerns an ill-used hero who can find no justice in society and therefore becomes a gunfighter seeking vengeance.”⁴ In “transition theme” Westerns, “the story centers on a hero and a heroine who, while defending justice, are rejected by society.”⁵ Finally, “professional-plot” Westerns “involve a group of heroes who are professional fighters taking jobs for money . . . [T]he professional plot reveals a new conception of society corresponding to the values and attitudes inherent in a planned, corporate economy.”⁶

In an earlier article, *Anatomy of Hollywood’s Hero-Lawyer*,⁷ I suggested that one of the first four hero-lawyer films, *The Man Who Shot Liberty Valance*,⁸ was modeled on the “classical-plot” Western. Two others, *Inherit the Wind*⁹ and *To Kill a Mockingbird*,¹⁰ echo the logic of both the “classical-plot” and the “transition theme” Westerns. *Anatomy of a Murder*¹¹ refers mostly to the “professional plot” Western. I suggested that all four films feature a hero that clearly mirrors the “classical plot” Western’s paradigmatic hero.

This familiar character is intuitively recognized even by audiences who are no longer acquainted with Westerns. The thoroughly honorable, courageous, independent, reliable, hard-working, nature-loving, unassuming, frontier man of few words, a fierce gaze and supreme fighting skills is the classic Western’s long-standing personification of natural law and justice, as well as of the ideal image of true American manhood. He is a gallant man of his word, protector of the weak and enemy of the abusive and cruel, a man who will always stand up not merely for himself, but for truth, justice and decency, defending them at all cost Committed to his self-defined, admirable goals, self-conscious and secure in his values, he is slightly aloof, and reluctant to participate in social interactions, as well as conflicts. When convinced that action must be taken, however, he always comes through and does what a man’s got to do.¹²

Western heroes are committed to justice and to natural law. Their descendants, the classic cinematic hero-lawyers, are also committed to uphold positive law and the rule of law. They embody the fusion of law and justice, of common law and equity.

3. WILL WRIGHT, *SIXGUNS AND SOCIETY: A STRUCTURAL STUDY OF THE WESTERN* 15 (1975).

4. *Id.*

5. *Id.*

6. *Id.*

7. See Kamir, *supra* note 2.

8. (Paramount Pictures 1962).

9. (United Artists 1960).

10. (Universal Pictures 1962).

11. (Columbia Pictures 1959).

12. Kamir, *supra* note 2, at 80.

B. MICHAEL CLAYTON AS A WESTERN HERO

In Will Wright's terms, *Michael Clayton* seems to be a "professional-plot" film. Its lawyers run in a pack, and their superior commitment seems to be to assist each other in achieving professional victory for their paying clients. Truth, justice, or liberation of the oppressed seem to have nothing to do with it. This ethos is challenged by Arthur's "awakening," when he decides to take on the role of a "classical-plot" hero. Arthur abandons his loyalty to the firm and takes on the cause of rescuing a weak, honest community from the strong, corrupt, ruthless villains (U/North). He aims to do so by using the law, but has no scruples breaking it in his betrayal of lawyer-client privilege. Arthur does not aspire to combine justice with positive law—he devotes himself to justice with no reservations. But Arthur is not the film's protagonist; Clayton is.

Throughout most of the film, Clayton upholds the "professional-plot" code unquestioningly, doing everything in his power to "get Arthur under control." He dismisses Arthur's pleading as "manic depressive." Only upon Arthur's death and finding U/North's condemning memo does Clayton begin to question his adherence to the firm's professional ethos, wishing he could remain loyal to his professional group, but also do justice. His loyalty to his brother, and the consequent urging need to pay back his debt, trump this hesitation. Only at the film's very end does the viewer realize that Clayton has finally assumed Arthur's "classical-plot" quest. "I am Shiva, the god of death," he announces to Don Jeffries, echoing Arthur's dramatic statement. Unlike Arthur, he does not refer to his deadly role as a defendants' lawyer; rather, he declares himself the liberator of the weak, the avenger of their unjust suffering. He has become the god of death to the corrupt villains. In a conversation earlier in the film, Clayton tries to appease Arthur, pleading, "I am not the enemy." To Arthur's question, "Then who are you?," Clayton cannot reply. The answer emerges in the final scene, outside of U/North's board meeting—Clayton finds his identity.

Clayton's choice to become a "classical-plot" hero casts him, in retrospect, in the role, so common among Westerns' characters, of the reluctant hero: the loner who refuses to take sides until a final straw breaks his demur and he can no longer refrain from action.¹³ Clayton's shootout at the film's very end is also reminiscent of *High Noon*,¹⁴ the paradigmatic "transition theme" Western. Taking on the vicious gang single-handedly, with no help from his community, he is the last man standing. The same act of heroism renders him an outcast.

Throughout the film, Clayton is portrayed as independent, reliable, hardworking, honest, and unassuming. He is a loyal and devoted father, brother, friend, and a man of his word. His absolute discreteness is a variation on the theme of "the silent man of few words." Just like the "classical-plot"

13. See ROBERT B. RAY, *A CERTAIN TENDENCY OF THE HOLLYWOOD CINEMA, 1930-1980* (1985) (providing a full explication of the reluctant hero character).

14. (United Artists 1952).

Western hero, he is a man of unique qualities, yet underappreciated by society. With no hint, throughout the film, of any romantic or sexual involvement, he is asexually “pure.” When he becomes the courageous protector of the weak and enemy of the abusive and cruel, the reluctant hero who finally budged, Clayton features the full set of characteristics typical of a Western hero, as well as of a cinematic hero-lawyer.

The Western hero is an inherent outsider to his community. He is an independent, self-sufficient loner, true, above all, to himself. An untold tragic past involving loss and pain isolates him from other community members. Social norms, customs, and niceties are of secondary importance to him. Social pressure does not affect him. In his own unique way, he is nevertheless part of the community. Despite his aloofness, he is morally committed to the social order, and when society is threatened, he comes to the rescue. Sometimes he rides in from the wilderness, like the title character in *Shane*¹⁵; at others he dwells among his community members, as in *High Noon*. In either case, at least for a while, he is the outsider within. Performing his task, ridding the town of its foes, he often rides out to the wilderness, becoming the insider without. Michael Clayton seems to follow in his footsteps.

C. Michael Clayton and the Classic Hero-Lawyer's
“Outsideness” as Modeled on the Western

Having placed Clayton in the context of Westerns and their protagonists, this section considers his character vis-à-vis the hero-lawyer films that were modeled on Westerns; it is this sub-genre that *Michael Clayton* is a member of.

Gregory Peck's immortal Atticus Finch in *To Kill a Mockingbird*¹⁶ is the classic model of the hero-lawyer, and many viewers' admired favorite.¹⁷ He is a good example of a hero-lawyer who transforms from an outsider within to an insider without.

A distinguished pillar of his community and an ideal American man, Finch is also an aloof widower and an independent thinker. He does not hesitate to confront his entire white, Southern community and its most cherished values by defending a black man against the accusation of raping a white woman. Finch's determined, unbending loyalty to his own set of moral norms, his unyielding autonomy, and his emotional self-sufficiency mark him as a blatant “outsider” to any community that demands adherence to commonly held values and beliefs. Atticus Finch does not merely profess the qualities that render him

15. (Paramount Pictures 1953).

16. (Brentwood Productions 1962).

17. See generally, e.g., Michael Asimow, *When Lawyers Were Heroes*, 30 U.S.F. L. REV. 1131 (1996); John J. Osborn, Jr., *Atticus Finch—the End of Honor: A Discussion of To Kill A Mockingbird*, 30 U.S.F. L. REV. 1139 (1996); Rennard Strickland, *The Cinematic Lawyer: The Magic Mirror and the Silver Screen*, 22 OKLA. CITY U. L. REV. 13 (1997).

an outsider within: he actively oversteps the boundaries set by his community in both courtroom and social realm. He actively “sides” with the black community “against” the white witnesses, visits the black neighborhood, and confronts the Ku Klux Klan when guarding his black client in his prison cell.

Standing up to the white supremacist community of which he is a member, Finch is devoted not merely to himself, but to the highest principles of the law. He stands for justice, human dignity, equality, the rule of law, and the right to fair trial. Embodying these principles of both natural and positive law, he is the model hero-lawyer.

But having defended his clients within the confines of positive law, Finch learns that abiding by the law does not always secure justice. Finch’s final transgression is of law itself. He learns that Arthur “Boo” Radley, a mentally ill neighbor, is responsible for killing the white supremacist father of the complainant against Finch’s client. The vengeful man attacked Finch’s children, and Boo killed him while coming to their aid. Finch knows that Boo must stand trial, but silently agrees to forego the legal proceeding; he decides to protect the fragile outsider from the encounter with the legal system and to spare him the harsh interaction with society. Finch’s choice to trespass the law is in the name of humanitarian mercy and natural justice. It is a sin to kill a mockingbird, and it would be a sin to turn Boo in.

To Kill a Mockingbird leaves no doubt as to the brave and commendable nature of Finch’s idiosyncratic choices. Even as his innocent client is wrongly convicted and dies, the viewer knows that Finch’s courageous, solitary integrity in the midst of bigotry and racism helped to bring the civil liberties era to a whole nation. The film surrounds Finch with his admiring children, who emulate his model. They represent the future, and, through them, the future is his. Furthermore, by their very status as children, they are themselves outsiders to society’s convictions, norms, and hierarchy. The film’s narration of Finch’s story through their point of view “naturalizes” and “normalizes” his “outsiderness,” rendering it palatable.

Almost half a century later, read against Atticus Finch, Michael Clayton is still an outsider within who steps outside the boundaries and becomes an insider without. But his is a strikingly different variation on this theme.

Living in New York City and working for a big law firm, Clayton is the firm’s “fixer”: the lawyer who is summoned to clean up every mess and is privy to everyone’s dirty secrets; the man who has the right connections for anyone, anywhere, for anything; the ultimate “insider” to the lives of the law firm’s clients, as well as those of its lawyers. Yet Clayton is also a divorced gambler attempting to survive his surroundings, his addiction, and his financial ruin. Unlike Finch, he has no aristocratic heritage: he graduated from a non-prestigious law school, served at the police force, and after seventeen years with the firm is not a partner. He is neither a litigator nor on any of the lawyers’ teams. He does the dirty job for them all, but not the “real legal” work

with any of them. Thus, he is an outsider in his prestigious law firm. He is even more of an outsider to “law” in its traditional sense: Clayton never enters a courtroom, never writes a brief, and never represents a client. A “janitor,” in his own words, he inhabits in and maintains the building of law, but is excluded from its community. Even when he finally transcends the law and betrays lawyer-client confidentiality to expose corruption and do justice, he does not act in open court, in front of a jury of peers, but, tellingly, in an empty hallway outside the corporation’s boardroom meeting.¹⁸

Atticus Finch is an insider in his town’s community by virtue of being a good citizen and a good neighbor, by virtue of greeting his cranky old neighbor respectfully even as she threatens his children, and by accepting farm goods as payment from struggling clients. Michael Clayton is inside his law firm’s community by virtue of keeping the darkest secrets of his colleagues’ important clients and fixing their problems so that they can continue to pay their retainer fees. Finch is rendered an outsider within his town’s community because he is true to himself and to the highest moral principles of law, even at the price of thwarting fundamental social expectations. Clayton is an outsider within his law firm because he is not part of any of its professional teams, because his share of the work is neither prestigious nor remunerable. Atticus Finch is both an insider and an outsider to his town’s community because he is a true man of honor in the traditional sense of the term, in the sense upheld and promoted by countless Westerns.¹⁹ Michael Clayton is an insider to his law firm’s community because he is indispensable for keeping important clients happy; he is an outsider because he is not honorable in either the professional or the corporate-world sense: he neither represents clients, nor makes money.

The structural similarities between the two hero-lawyer characters highlight the differences between them, which attest to Hollywood’s changing construction of the world of law and society. Interestingly, there is one point on which Finch and Clayton seem to converge: despite their professional commitment to positive law, when they have to choose between it and justice, and can see no way to integrate the two, they both choose justice over law, much like their predecessor, the Western hero.

IV. MICHAEL CLAYTON AND THE THRILLER-PROTAGONIST HERO-LAWYER OF THE 1990S

During the American civil rights era, the Constitution was a tool in the battle for equality, the legal realm was the site of social activism, and lawyers were

18. A paradigmatic example of a hero-lawyer transcending the law by exposing his client in open court, in front of a jury, is Arthur Kirkland’s opening statement in . . . AND JUSTICE FOR ALL (Columbia Pictures 1979). Another good example is CLASS ACTION (20th Century Fox 1991).

19. For discussion of honor in Westerns, see Kamir, *supra* note 2, and Orit Kamir, *Law, Society and Film: Unforgiven’s Call to Substitute Honor with Dignity*, 40 LAW & SOC’Y REV. 192, 193 (2006).

heroes. But the 1970s saw the growth of the “law and order” hard-line reaction, the bitter debate over the Vietnam War, and the Watergate scandal and its aftershock. Cynicism replaced optimism as the general mood, and the legal system, like all branches of government, was held suspect and scrutinized. Hollywood and its representation of law and lawyers did not lag behind the times.

In the post-Watergate era, Hollywood could no longer portray lawyers in what now seemed as the naïve Western-inspired tradition. The 1979 film . . . *and Justice for All* is perhaps the best representative of the attempt to revisit this tradition and radicalize it. Its protagonist, Al Pacino’s Arthur Kirkland, is an enthusiastic idealist and a gallant champion of human rights. But the legal system around him is utterly corrupt and inhumane. One of the judges is a pathological misanthrope and a rapist; another is actively suicidal. The corrupt Bar’s ethics committee coerces lawyers to commit unethical deeds by way of blackmail. Lawyers do business with each other and cut deals for their clients; they only look after a client’s interests if they can see a profit. No wonder that Arthur’s partner suffers a nervous breakdown and that Arthur decides to break the law and breach lawyer-client confidentiality in a heroic attempt to rid the system of the corrupt judge. In the film’s final scene, he is thrown out of the courtroom and remains standing outside the courthouse.

. . . *and Justice for All* is a powerful movie, but it did not breed a workable formula for a new type of lawyer films. In the course of the 1980s, lawyers were cast in suspense and mystery films, such as the 1985 *Jagged Edge*,²⁰ the 1987 *Suspect*,²¹ and the 1989 *Music Box*.²² But a new winning formula was not found until the 1990s, when John Grisham’s best-selling legal novels inspired films. *The Pelican Brief*,²³ *The Client*,²⁴ *A Time to Kill*,²⁵ and, above all, *The Firm*²⁶ signaled the new era of the thriller lawyer films. *Michael Clayton* is their direct descendant and a member of this sub-genre.

A. *Basic Introduction to Thrillers and the Innocent-on-the-Run Thriller*

Thrillers are suspense films that focus on the victim of an intricate conspiracy crime and see him or her through it. In the course of the adventure, the victim protagonist must become the self-appointed detective who deciphers and solves the convoluted situation. In the process, the subject grows, matures, and discovers the full extent of his or her identity. At the end of the odyssey, the protagonist returns to the safety of home a better person. The thriller’s

20. (Columbia Pictures 1985).

21. (Tri-Star Pictures 1987).

22. (Tri-Star Pictures 1989).

23. (Warner Bros. Pictures 1993).

24. (Warner Bros. Pictures 1994).

25. (Warner Bros. Pictures 1996).

26. (Paramount Pictures 1993).

mandatory, trademark cinematic pleasures are high speed and the chase, which “includes among its apparatus various conveyances, including boats, cars, planes, trains, blimps, helicopters, garbage trucks, buses and bicycles.”²⁷

The greatest creator of thrillers was Alfred Hitchcock. *The Man Who Knew too Much*,²⁸ *The Thirty Nine Steps*,²⁹ and *North By North West*³⁰ are among the best exemplars. Charles Derry, whose work on suspense thrillers offers a comprehensive analysis of the field, maintains that the Hitchcock thriller can be defined as a film of suspense, which is not a horror film, a traditional whodunit, or a detective film.³¹ Hitchcock’s thriller is not preoccupied with discovering who committed the crime or with following the investigating detective; it focuses on *how* its victim protagonist survives the entanglement she finds herself in and reemerges from it stronger and wiser.³² Hitchcock’s impact on the genre was so definitive that Derry refers to subsequent thrillers as “films in the shadow of Alfred Hitchcock.”³³

Of the six thriller sub-genres, the-innocent-on-the-run is the most familiar and popular:

These films tend to proceed along the following lines: the presentation of some “normal universe”; the introduction of the protagonist, who is generally irresponsible, or in a significant sense morally uncommitted; an initial instance of coincidence which allows the protagonist to become involved in some murderous plot; the beginning of a series of confrontations between the protagonist and the villainous forces; the increased imposition of a chaotic world which challenges the protagonist to examine his or her lifestyle and to use intelligence and cunning in order to survive; the introduction of a love interest whose first response to the protagonist is either disdainful or ambiguous; the deflation of the protagonist’s reputation and credibility in the eyes of the official authorities, often accompanied by the incrimination of the protagonist as a murderer as a result of various coincidental or circumstantial evidence contrived in part by the villains; and often a threatening of the protagonist with recognition and exposure in a public place as he or she tries to escape.³⁴

Finally, according to Derry, this type of thriller provides “the complete eruption of chaos in one final set-piece; and the final resolution in which the villainy is vanquished, the protagonist and love interest are brought together

27. CHARLES DERRY, *THE SUSPENSE THRILLER: FILMS IN THE SHADOW OF ALFRED HITCHCOCK* 23 (1988).

28. (Gaumont British 1934).

29. (Gaumont British 1935).

30. (Metro-Goldwyn-Mayer 1959).

31. DERRY, *supra* note 27, at 8.

32. *Id.* at 62.

33. *Id.* at 4.

34. *Id.* at 272.

once and for all, and the narrative is ended as some earlier threatening situation is humorously reprised as a fade-out joke.”³⁵ More so than other thrillers, “The innocent-on-the-run thriller invariably ends with the protagonist coming around to a new moral position as a result of his or her adventures.”³⁶

B. Legal Innocent-on-the-Run Thrillers, Outsideness, and Michael Clayton

Suspense thrillers have always featured legal themes and sometimes lawyer characters. But the systemic fusion of cinematic hero-lawyers and the thriller genre reached its peak in the Grisham-based films. *The Pelican Brief* cast a law student in the role of the victim protagonist; in *The Client*, the lawyer’s minor client is the innocent-on-the-run; *A Time to Kill* is more of a moral thriller than an innocent-on-the-run one; *The Firm* perfectly welds the hero-lawyer and the innocent-on-the-run formula. And it works. (It is important to stress that I am referring to the film version of *The Firm*, which significantly differs from the book in many crucial points.)

Tom Cruise’s Mitch McDeere is the sharp, top-of-his-class, hard-working law student who can choose to join any law firm he pleases. Ideologically uncommitted to any agenda, Mitch chooses the firm that offers him the highest salary and the most tempting conditions. Dazzled by the lifestyle the firm can offer, Mitch ignores his wife’s reservations and is eager to become “a part of the family.” But he quickly realizes that the firm works with the Mafia and is involved in criminal activity, including murder. Realizing that he could turn into Gene Hackman’s Avery, a senior partner who has surrendered to corruption, Mitch decides to fight for his life at all costs. He becomes a fugitive, running from his firm’s assassins, as well as from the federal authorities. In his race against time, boats, cars, planes, ferries, trains, and trucks all contribute to the thrill of speed and to the frantic escape. Playing the self-appointed detective and construing a workable solution that would incriminate the murderous firm without involving himself in breach of client privilege, Mitch grows up. In the film’s final scene he, his wife, and their dog are headed back home to Boston, where Mitch will work for a very small firm, earn far less money, but maintain his integrity, his profession, and his life. He has gained his identity, developed a sense of commitment, and learned that his

35. DERRY, *supra* note 27, at 272.

36. *Id.* at 68. Derry adds,

Certain thematic ideas integrated into this generic structure again and again include the precariousness of the civilized world, the nearness of chaos and the possibility of the improbable, the significance of time and its relationship to fate, coincidence, suspense, and anxiety, the capacity of adventure to take on a ‘moral meaning,’ the paradigmatic and often corrupt nature of political organizations and governments, and the absolute necessity for trust and commitment.

Id. at 270-71.

family and self-respect are more valuable to him than professional status and wealth.

Casting the hero-lawyer as an innocent-on-the-run suggests that he needs to reevaluate his commitment to a moral code. Hollywood seems to be implying that, in the 1990s, even the best of America's young lawyers have lost their moral compass. The film puts one such lawyer through an adventure that leads to a moral awakening, helping him regain his commitment to both law and justice.

Mitch McDeere is an insider to his law firm by taking great pains to fit in and be a part of the family. He promises Avery that he is not a "closet idealist," and explains to a client that the firm's commitment is to reduce his taxes as much as possible without breaking the law. But Mitch is an outsider to his firm in his modest background and in his refusal to put his loyalty to the firm above his loyalty to himself. His commitment to himself makes him an outsider within the firm. With the turn of events, Mitch loses his "normal world" and, on the run, away from his life, he becomes the insider without. Significantly, even at his darkest moment Mitch does not step outside the law. This commitment allows him to return to his professional career and reenter his life. The return to Boston anticipates Mitch's emergence as an insider within a decent, honest law firm.

In many ways, *Michael Clayton* is a mature remake of the 1993 Grisham-inspired thriller. It is no coincidence that Sydney Pollack produced both films, directed *The Firm*, and played Marty in *Michael Clayton*. In the remake version, fifteen years later, the young, promising, and happily married Mitch metamorphoses into the worn-out, grey-haired, divorced Michael, who reminds Arthur that their lives did not just happen; they made choices that they must own. Michael is much closer to Avery's destiny than Mitch was, which renders *Michael Clayton* a deeper and more meaningful film. Mitch is put to the test at the very beginning of his career; Michael's life-altering adventure occurs at the last moment and provides his last opportunity to stop, rethink, and recommit. The drama is thus greater. But despite these significant differences, *Michael Clayton* echoes *The Firm*, once again offering the contemporary American lawyer an opportunity to embark on a life-changing experience and recommit to law, to justice, and to himself. Once again, the lawyer is an innocent-on-the-run, pushed "outside" so that he can reenter and inhabit his inside more congenially. The race against time, cars, planes, and elevators, as well as the speed, the chase, the threat of chaos, the international intrigue, and other thriller features are all there.

In the context of this clear similarity between the two films and *Michael Clayton*'s manifest thriller character, it becomes particularly worthwhile to highlight the two most significant points in which *Michael Clayton* differs from *The Firm* and from the innocent-on-the-run thriller at large. In striking contradistinction to the innocent-on-the-run protagonist, in his adventure

through open space, Clayton does not meet a love interest or develop a trust relationship. Nor does he strengthen an existing relationship, like Mitch, or the protagonist of *The Man Who Knew Too Much*. Even Arthur Kirkland finds a good woman (lawyer) who, though reluctantly at first, joins his quest and his life. Clayton remains on his own.

The other, and perhaps most obvious point of departure, is *Michael Clayton's* ending. Unlike Mitch and other innocent-on-the-run thrillers, Clayton does not reintegrate into his life to become the insider within. Like the 1979 Arthur Kirkland, he remains outside: outside his law firm community, the legal profession, and the law. He remains outside his life as he hoped it would be. Traveling nowhere in a New York cab, he is stranded in limbo. This is not the thriller's final comic reference to an earlier, threatening situation; Clayton's tormented expression is far from humorous. In fact, it is even less humorous than Arthur's in . . . *and Justice for All*. There, as Arthur is gathering his thoughts outside the courthouse, Jay, his partner who had suffered a nervous breakdown, smiles at him as he enters the courthouse. Life goes on, crazy as it may be. Disbarred lawyers reenter the legal world. In clear contrast, Clayton's friend is dead, and there is no way back for him into the courtroom, as he was never part of it. Clayton has nowhere to go. Moreover, whereas for Mitch and Arthur there seems to be great meaning and value in saving their lives, claiming their dignity, doing justice, and remaining lawyers, these facts seem to be of very little meaning in Clayton's case.

In both these points, the futureless ending and the absence of a love interest, *Michael Clayton* resonates with Film Noir.

V. MICHAEL CLAYTON AND FILM NOIR

A. *Basic Introduction to Film Noir*

Many would agree with James Naremore's statement that "[Film Noir] has become one of the dominant intellectual categories of the late twentieth century, operating across the entire cultural arena of art, popular memory and criticism."³⁷ At the same time, it is also true that "[a]lmost every critic has his or her own definition of Film Noir, along with a personal list of film titles and dates to back it up."³⁸ More specifically, as put by Slavoj Žižek, "Film theory has for a long time been haunted by the question: is [Film Noir] an independent genre or is it a kind of anamorphic distortion affecting different genres?"³⁹

37. JAMES NAREMORE, *MORE THAN NIGHT: FILM NOIR IN ITS CONTEXTS 2* (1998).

38. Paul Schrader, *Notes on Film Noir*, in *FILM GENRE READER III* 229, 230 (Barry Keith Grant ed., 2003).

39. Slavoj Žižek, "The Thing That Thinks": *The Kantian Background of the Noir Subject*, in *SHADES OF NOIR* 199, 199 (Joan Copjec ed., 1993).

The debate over the nature and meaning of Film Noir is beyond the scope of this article. For readers unfamiliar with the characteristics typical of such films, I offer the following synopsis:

The dominant world-view expressed in [Film Noir] is paranoid, claustrophobic, hopeless, doomed, predetermined by the past, without clear moral or personal identity. Man has been inexplicably uprooted from those values, beliefs and endeavors that offer him meaning and stability, and in the almost exclusively urban landscape of [Film Noir] (in pointed contrast to the pastoral, idealized, remembered past) he is struggling for a foothold in a maze of right and wrong. He has no reference points, no moral base from which to confidently operate. Any previous framework is cut lose and morality becomes relative, both externally (the world) and internally (the character and his relations to his work, his friends, his sexuality). Values, like identities, are constantly shifting and must be redefined at every turn. Nothing—especially women—is dependable.

The visual style conveys this mood through expressive use of darkness: both real, in predominantly underlit and nighttime scenes, and psychologically through shadows and claustrophobic compositions which overwhelm the character in exterior as well as interior settings. Characters (and we in the audience) are given little opportunity to orient themselves through the threatening and shifting shadowy environment.⁴⁰

For the purposes of this discussion, I will limit the reference to Film Noir to four points.

Firstly, definitive Film Noir emerged during the two decades following World War II. It is a post-war, post-traumatic phenomenon. Secondly, Film Noir expresses a distinct “political and social sense of something amiss in American culture—a sense of drift, of pointlessness, political helplessness, and of inaccessible and hidden power creating generalized angst.”⁴¹ It conveys a dark sense of entrapment, or, in Cheney Ryan’s terms, a sense of entrapment in a labyrinth. It portrays an enclosed urban world from which there is no escape. Thirdly, in Film Noir, predominant darkness, “tilted camera angles, flashbacks, voice-overs, unconventional lighting patterns, and a variety of other practices help to represent a legal order that can easily spin out of control.”⁴² Fourthly, women in Film Noir are, above all, dangerous and deadly; they are *femme fatales*.

B. Michael Clayton as *Film Noir*

Michael Clayton is a dark film. Unlike *The Firm* or . . . *and Justice for All*, it is made up almost entirely of night or artificially lit scenes. The long empty

40. Janey Place, *Women in Film Noir*, in *WOMEN IN FILM NOIR* 47, 51 (Ann Kaplan ed., 1998).

41. *WOMEN IN FILM NOIR*, *supra* note 40, at 1.

42. Norman Rosenberg, *Law Noir*, in *LEGAL REELISM: MOVIES AS LEGAL TEXTS* 280, 282 (John Denvir ed., 1996).

law office hallways of the opening scene give way to long, empty city streets, a sordid looking basement in Chinatown where card games are held, underlit interiors—hotel rooms, bars, a prison cell, a police station, and Arthur's loft. Among the few scenes lit by natural light are those with Henry, Clayton's son, and those toward the film's very end, when Clayton returns to safety after his car explodes, and when he leaves his final hallway meeting with Karen.

In addition to darkness and unconventional lighting patterns, the "tilted camera angles, flashbacks, voice-overs" are all there. In fact, the film opens with the overwhelming voiceover of Arthur's "confession" of his moment of awakening. The flashback to "four days earlier," following Clayton's car explosion scene, predominates the narration of the film's events. Perhaps the single most effectively disorienting practice is the film's constant quick, abrupt cuts from one subplot to another. Because most of the settings are dark, often indistinct, the viewer must work hard and fast to decipher the location; as she barely adjusts, the film swiftly moves on to a different subplot and another site. The viewer is lost, confused, and frustrated. She feels angst and helplessness—much like the characters on screen who inhabit an alienated world in which colleagues interact through cellular phone calls in the dark, and father-son bonding takes place in short car rides. This is a world in which business commitments trump all other considerations, including friendship or respect for human life. A CEO hires assassins to murder her attorneys; the man who forecloses on Clayton's restaurant gives him a week to raise \$75,000, saying he is only doing his job; the employees in Clayton's law firm are in the dark as to whether or not their workplace will be sold, and if so, whether they will keep their jobs; after a thirty-year long relationship, Marty feels nothing but relief upon learning of Arthur's death.

The film frames this world through Henry's favorite book, *Realm and Conquest*, in which the characters cannot trust each other because they cannot see or recognize each other. It is impossible to tell whether the person next to oneself is a friend or a mortal foe. Hence, every man for himself, alone, suspicious, afraid, and powerless. This futuristic science-fiction setting also explains the post-war, post-traumatic connection. This is a world whose characters were all cut off from their armies. They have fought each other to death and are now on their own, in a no-man's land, alienated from their own groups as much as from the others. They have no hope other than bare survival, alone, one day at a time. What are these "armies"? The film does not offer a clear answer. Are they the characters' families? Their communities? Nations? Churches?

C. *Karen and the Film Noir Femme Fatale*

The voluptuous *femme fatale* character is perhaps the most obvious icon of Film Noir.

Its special significance lies in the combination of sensuality with activity and ambition, which characterizes the *femme fatale*, and in the mode of control that must be exerted to dominate her. She is not often won over and pacified by love for the hero . . . Even more significant is the form in which the 'spider woman's' strength and power is expressed: the visual style gives her such freedom of movement and dominance that it is her strength and sensual visual texture that is inevitably printed in our memory, not her ultimate destruction.⁴³

Karen is both active and deadly: she runs U/North, and she hires the assassins. Yet she is anything but the sensual, voluptuous Lilith woman of Film Noir. Tilda Swinton's character is completely devoid of femininity, sexuality, sensuality, or passion. Her body language, dress, and jewelry are blatantly asexual. She remains wholly untouched by Clayton, and when he remarks, ironically, "I got your heart racing, don't I?" she seems not to apprehend the meaning of his words. As for the active aspect of her character, it is carefully restrained through a series of visual images—claustrophobic, enclosed spaces in which Karen is often situated. In the course of the film, she is confined by a bathroom stool, a small bedroom, and her cluttered office. Sometimes she is entrapped between the camera and her bedroom mirror.

The film's use of the mirror in this context is particularly telling. Mirrors, as critics have observed, are common icons of Film Noir. "The independence which [Film Noir] women seek," argues Janey Place, "is visually presented as self-absorbed narcissism: the woman gazes at her own reflection in the mirror, ignoring the man she will use to achieve her goals."⁴⁴ Karen does, indeed, gaze at herself in the mirror. But it is not sensual pleasure that she seeks or derives from her reflection. Karen rather uses the mirror to prepare for interviews and board meetings; in front of the mirror she rehearses answers to questions and tries on asexual business suits. Yes, it is her independence that she seeks, but not in the sense of controlling her life and sexuality. What Karen attempts to master is merely her career. Further, the mirror is Karen's only friend. Alone in her office, in her bedroom, in the gym, with no partner or friend, it is the mirror who witnesses her confession that she has no personal life to balance against her work. Her independence, the mirror scenes suggest, is lonely, cold, and empty. In fact, it is no independence at all: Karen is a puppet, channeling all her energy to serve and please the man who gave her the job, and whom she protects at the price of her soul, career, and liberty.

Michael Clayton's single woman is no woman at all. Having sold her soul to the corporate, globalized world, she is *fatale*, but no *femme*. She does not join the protagonist, as does the good woman in the thriller, nor does she seduce him as the Film Noir woman does. She hires assassins to kill him to protect the corporation. Hollywood's woman lawyer has always been a

43. Place, *supra* note 40, at 63.

44. *Id.* at 57.

problematic character, torn between her career and her personal life and attachments. Karen takes this character to its final logical conclusion.

Has *Michael Clayton* taken Film Noir's *femme fatale* a step further, or has it adopted many Westerns' complete exclusion of women? Does Karen embody a new phase in men's fear of strong women, or does she signal a world beyond men and women, a world devoid of sexuality and passion, a world in which both man and woman are outsiders, even to themselves?

D. Inside and Outside in Michael Clayton as Film Noir

A Western distinguishes its community from the wild realm outside its boundaries, where "outlaws," outcasts, and loners roam. The Western hero inhabits the outskirts of society, at times stepping inside or outside its boundaries. Thrillers construct a "normal universe" in which the protagonist dwells; after a long and adventurous departure from it, the protagonist reenters it more mature and committed. Lawyer films add the realms of law, legal profession, and law firms. Atticus Finch works within the law to defend his client and fails. Consequently, he decides to leave Boo outside the law, the legal profession, and the community. Arthur Kirkland works for his clients within the law and the legal community, until he despairs, and chooses to fight for justice by stepping outside the law. Mitch McDeere learns that loyalty to himself, to justice, and to the law is more valuable to him than loyalty to the firm and to the legal community; he betrays his law firm, but remains within the boundaries of the law at all costs.

But in *Michael Clayton*'s Film Noir world it is practically impossible to distinguish inside from outside. The film's world does not offer a sense of "inside." In most scenes, Clayton comes and goes, entering numerous spaces: a prison cell, a police station, a client's home, a card-playing basement. He goes in and out of hotel rooms, planes, and cars. His office, in which he spends very little time, is indistinct. The law firm is never properly shown on screen nor are the lawyers. None of these places is portrayed as an inner circle, an inside. There is no space that the viewer can associate with "home," "stability," or "inside." And because there is no "inside," there can be no "outside." Is the gambling room inside or outside of Clayton's "normal world"? The hit-and-run client's home in the country? Arthur's loft? Clayton's car?

Similarly, in this legal film, neither the law, nor the legal community or the law firm are "the legal inside." Clayton never once enters a courtroom; he never opens a law book or cites a case. He is a lawyer working for a law firm, but is he "inside" the law? Can he step outside it, as Arthur Kirkland does? In *Michael Clayton*'s world, what does it mean to be a lawyer? When does one stop being one? What would it mean to "exit" or "reenter" the law?

Michael Clayton's legal world, like its social sphere, is a maze, a labyrinth.

Everywhere and nowhere are there inside or outside. One is always turning corners—only to find oneself in a new Kafkaesque corridor that is neither inside nor outside.

In the film's final scene, in a New York cab, is Clayton inside or outside? Of what? Buying a \$50 ride, he is going nowhere. He has left nothing and is outside of nowhere. There is nowhere to be inside or outside of. Karen, Don Jeffries, and perhaps some others will stand trial; U/North will replace them with others and will write the legal expenses off for tax purposes. In Clayton's words: "I am not arguing with you; I am telling you how it is."

CONCLUSION

Michael Clayton was one of the best movies made in 2007. It attracted attention and succeeded in the box office. Apparently, it captured something that speaks to the viewers, reflecting and refracting their notions of life and law. A close genre-focused reading uncovers distinct layers of meaning. It reveals the film's references to several significant Hollywood traditions; each of these references sheds light on the movie's construction of its protagonist lawyer, and on his dual role as insider and outsider.

Echoing the classic hero-lawyer films of the 1960s, which were modeled on Westerns, the 2007 hero-lawyer is a discrete man of his word, who rises to the challenge and, when a friend is mistreated, comes to the rescue and overpowers the villains. At the same time, resonating with the innocent-on-the-run thriller formula, the film sends its protagonist lawyer on an adventure, through which he finds his identity and recommitment to himself and to his moral values. But in Film Noir style, *Michael Clayton* bars its protagonist from reentering his world, his community or the law, voiding his self-sacrificing act of meaningful heroism and of true social significance. The villains are overpowered, but the community is not saved. In *Michael Clayton*'s world, life, community, and law are all aspects of the labyrinth. They can be neither empowering nor redeeming. There can be no inside or outside, victory or change, meaning or moral action. The spectator is left with a \$50 cab ride to nowhere.