

CURRICULUM VITAE

STUART R. COHN

Professor of Law
John H. & Mary Lou Dasburg Professorship of Law
Associate Dean for International Studies
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TEACHING:

Florida

Professor of Law, University of Florida (1980-present)
Associate Professor of Law, University of Florida (1977-1980)

Visiting Professorships/Fellowships

Visiting Professor of Law, University of Michigan (1983)
Maier Professor of Law, West Virginia University (1990)
Visiting Professor of Law, University of Konstanz, Germany (1996)
Visiting Professor of Law, University of Maryland (1998)
*Visiting Professor of Law, Central University of Finance and Economics,
Beijing, China (2010)*
Senior Fellow, United Nations Institute for Training and Research (2000-present)

Other Teaching Experiences

*Course Director, Fundamentals of Capital Market Development, On-Line E-Course
presented to public and private sector participants throughout the world, United
Nations Institute for Training and Research (UNITAR) (2005-present)*
*Course Director, Advanced Course on Regulation of Capital Markets, On-Line E-
Course presented to public and private sector participants throughout the world, United
Nations Institute for Training and Research (UNITAR) (2005-present)*

Course Director, Principles of Good Corporate Governance, On-Line E-Course presented to public and private sector participants throughout the world, United Nations Institute for Training and Research (UNITAR) (2009-present)

Workshop Director, Joint UNITAR/MEFMI Seminar on Financial Sector Reform (Swaziland 2006)

Workshop Director, Joint UNITAR/MEFMI Retreat for Heads of Financial & Capital Markets in the MEFMI Region (Namibia, 2004)

Workshop Director, Capital Market Development (Kampala, Uganda) (1997,1999, 2001) (International Law Institute)

Workshop Director, Capital Market Development in Vietnam (Haiphong, Vietnam) (2001) (United Nations Institute for Training and Research)

Workshop Director, Capital Market Development in West Africa (Accra, Ghana) (2000) (United Nations Institute for Training and Research)

Workshop Director, UNITAR/MEFMI Workshop on Development and Regulation of Capital Markets for East and Southern African Government Officials, Central Bankers and Parliamentarians (Harare, Zimbabwe) (2002)

Warsaw University, American Law Program, Warsaw Poland (1999-2010)

Pontifical Catholic University of Rio de Janeiro (Exchange Professor) (2004)

Montpellier University, Ecole de Droit Summer Program, Montpellier, France (1999, 2008)

Lecturer, Tel Aviv University Faculty of Law (1987)

Lecturer, International Law Institute, Washington, D.C.

COURSES TAUGHT IN LAW SCHOOL:

Corporations, Corporate Finance, Business Organizations, Securities Regulation, Jurisprudence, Franchise Enterprise, Business Document Drafting

ADDITIONAL LAW SCHOOL RESPONSIBILITIES:

- a) *Associate Dean for International Studies: Responsible for supervision and development of international law programs, including summer study programs, faculty*

exchanges, student exchanges, foreign enrichment courses, and symposiums on international law subjects.

- b) *Faculty Advisor to International Law Society (student group)*
- c) *Faculty Advisor to Association of Business Law (student group)*

EDUCATIONAL BACKGROUND:

B.A., University of Illinois (1962), with highest honors

B.A., Honours Schools of Jurisprudence, Oxford University (1964)

LL.B., Yale Law School (1966)

PRINCIPAL EDUCATIONAL AWARDS AND HONORS:

- a) *Marshall Scholar, 1962-1964 (Oxford University)*
- b) *Phi Beta Kappa*
- c) *Phi Kappa Phi*
- d) *Benjamin Cardozo Prize for Outstanding Brief (Yale Law School)*
- e) *Director, Yale Law School Legal Aid Society*
- f) *Maier Chair of Law, West Virginia University College of Law (1990)*
- g) *University of Florida Teaching Improvement Program Award Winner*
- h) *German Marshall Fund Grant (1996)*
- i) *Gerald A. Sohn Research Scholar, Levin College of Law, University of Florida (2000-2008)*
- j) *Senior Fellow, United Nations Institute for Training and Research (2001-current)*
- k) *Black Law Student Association Appreciation Award (2002)*
- l) *Distinguished Lifetime Services Award, The Business Law Section of The Florida Bar (2004)*
- m) *John H. And Mary Lou Dasburg Professorship of Law, Levin College of Law, University of Florida (2008-current)*

- (n) *Certificate of Appreciation, The National Peace Foundation (2008)*

PRIVATE PRACTICE:

- a) *Associate: Devoe, Shadur Mikva & Plotkin, Chicago, Illinois, 1966-1971 (includes 2 years in Army)*
- b) *Partner: Devoe, Shadur & Krupp, Chicago, Illinois, 1971-1977*

Principal areas of responsibility:

Corporate and partnership counseling, securities regulations, real estate transactions, and other aspects of commercial law.

- c) *Commissioner, Illinois Supreme Court, Committee on Character & Fitness, 1974-1977*
- d) *Director, Chicago Council of Lawyers, 1976-1977*
- e) *General Counsel, Independent Voters of Illinois, 1974-1976*
- f) *Admitted to Bar, State of Illinois; United States District Court, N.D. of Illinois; Seventh Circuit Court of Appeals.*
- h) *Affiliate Member, State of Florida Bar.*

PUBLICATIONS:

Books:

- 1) *Securities Counseling for Small and Emerging Companies (Thomson/West) (annually supplemented) (1240 pages)*
- 2) *Florida Business Laws Annotated, Commentary, Cases and Forms (Thomson/West (co-authored) (annually supplemented) (1006 pages)*
- 3) *Capital Market Development in Uganda (International Law Institute, 1999) (co-authored) (443 pages)*

Articles:

- 1) The Sitting Ducks of Securities Class Action Litigation: Bio-Pharmas and the Need for Improved Evaluation of Scientific Data, *Delaware Journal of Corporate Law* (to be published Fall, 2010) (co-authored)
- 2) Dover Judicata: How Much Should Florida Courts Be Influenced By Delaware Corporate Law Decisions?, 83 *Florida Bar J.* 20 (2009)
- 3) Comparative United States and Polish Regulation of Corporate Freeze-Outs and Squeeze-Outs, *Warsaw University Law Journal* (Spring 2008) (co-authored)
- 4) Capital Offense: The SEC's Continuing Failure to Address Small Business Financing Concerns, 4 *New York University J Law & Bus.* 1 (2007) (co-authored)
- 5) Good Corporate Governance in Developing Nations: Idealism and Realism, *Best Practice Series #12*, United Nations Institute for Training and Research (2006)
- 6) The Non-Merger Virtual Merger: Is Corporate Law Ready for Virtual Reality?, 29 *Delaware Journal of Corporate Law* 1 (2004), reprinted in Corporate Mergers: Modern Approaches (Icfai University Press, India, 2008)
- 7) Poland and United States Business Laws: A Commentary on Differing Historical and Doctrinal Bases, 3 *Warsaw University Law Review* 20 (2004)
- 8) The Development of Micro-Cap Securities Markets in Sub-Saharan Africa: New Approaches to Fostering Enterprise Growth, *United Nations Programmes in the Legal Aspects of Debt and Financial Management* (2002).
- 9) Confidence Building in Sub-Saharan Stock Markets. Capital Market Development: The Road Ahead (*United Nations Programmes in the Legal Aspects of Debt and Financial Management*) (2000)
- 10) The Impact of Securities Laws on Developing Companies: Would the Wright Brothers Have Gotten Off the Ground?, 3 *Journal of Small & Emerging Business Law*, Northwestern School of Lewis and Clark College 315 (1999).
- 11) Teaching in a Developing Country: Mistakes Made and Lessons Learned in Uganda, 48 *Journal of Legal Education* 101 (1998).
- 12) Deception Condoned: Pre-Contract Misrepresentations and the Parole Evidence Rule, *Society of Franchising* (1998).

- 13) Corporate Natural Law: the Dominance of Justice in A Codified World, 48 U. Florida Law Review 551 (1996).
- 14) Corporate Statute Modified, VI Quarterly Report of Florida Bar Business Law Section 7 (1994) (co-authored).
- 15) Federal and State Regulation of Mergers in the United States, 2 Leiden Journal of International Law 137 (1988).
- 16) The Securities Industry Standards Act of 1986: Taking the Offensive Against Securities Fraud, 61 Florida Bar Journal 47 (1987) (co-authored).
- 17) Securities Markets for Small Issuers: The Barrier of Federal Solicitation and Advertising Prohibitions, 38 U. Florida Law Review 1 (1986).
- 18) Demise of the Director's Duty of Care: Judicial Avoidance of Standards and Sanctions Through the Business Judgment Rule, 62 Texas Law Review 591 (1983).
- 19) Restraints on Defensive Measures by Target Management, Fourth Annual Securities Update - 1982 (Law Journal Seminar - Press), p. 441.
- 20) Corporate Capital Structure, Dividends and Redemptions-Proposed Changes to the Florida Corporation Code, 56 Florida Bar Journal 574 (1982).
- 21) Tender Offers and the Sale of Control: An Analogue to Determine the Validity of Target Management Defensive Measures, 66 Iowa Law Review 475 (1981).
- 22) Stock Appreciation Rights and the SEC: A Case of Questionable Rulemaking, 79 Columbia Law Review 66 (1979); reprinted in Securities Law Review - 1979 by Clark Boardman Company, Ltd.

Book Chapters and Other Publications:

- 1) Capital Market Development and Regulation, On-Line E-Courses, United Nations Institute for Training and Research (2003-present).
- 2) What's a UF Law Professor Doing in Uganda?, UF Lawyer, Spring/Summer 45 (2001)
- 3) Limited Liability Company Management and Operational Issues, Florida Bar (1998) (CLE Program)
- 4) Counseling The Capital-Seeking Client, Florida Bar (1996) (CLE Program)

- 5) Partnership Investments - Is There A Lurking Security?, Florida Bar (1996) (CLE Program)
- 6) Securities Fraud in the State of Florida, Florida Prosecuting Attorneys Association, White Collar Crime Seminar (1993).
- 7) Negotiating Acquisition Transactions: Beyond the Basics, Florida Bar (1993) (Ch. 2 -- "Use of Securities in Acquisition Transactions, Including Demand and Piggyback Rights").
- 8) Florida Franchise Law and Practice, Florida Bar (1984) (Ch. 2 -- "The Franchise Relationship" -- and Editorial Steering Committee).
- 9) Florida Corporate Practice, Florida Bar (1990) (Ch. 5 -- "Capitalization, Shares, and Distributions") (co-authored).
- 10) Franchise Law: A Primer for the General Petitioner or Corporate Staff Attorney, Hampton Publishers (1982) (co-authored).
- 11) Book Note on the Attack on Corporate America, 32 Rutgers Law Review 413 (1979).
- 12) Report on Disciplinary Procedures for Professional Misconduct, Chicago Council of Lawyers (1972).
- 13) Report on Investigation of the Operation of the Attorney Registration and Disciplinary Commission, Chicago Council of Lawyers (1978) -- (co-authored).

NON-PUBLISHED MATERIALS:

Professional:

- a) Critical Analysis of African Stock Exchanges, United Nations Forum on African Stock Exchanges (April 2003).
- b) Report of Comptroller's Task Force on Securities Regulation (1986) (Member of Task Force and Drafting Committee).
- c) Member, Florida Bar Association Committee on Revision of Florida Corporate Code (1988) (Drafted Article Six) (enacted 1989).
- d) The Florida Bar Association Committee on Revision of Florida Limited Liability Company Act (1998-1999) (Member of Drafting Committee).

- e) *The Florida Bar Association Committee on Revision of Corporate Laws (Reporter) (2001-current)*
- f) *The Florida Bar Association Committee on Revision of Florida Not for Profit Act (Chair) (2005-2009)*

Teaching Materials:

- a) *Franchise Enterprise, College of Law, University of Florida (477 pages).*
- b) *Jurisprudence, College of Law, University of Florida (525 pages).*
- c) *Regulation of Capital Markets in the United States and Europe, University of Konstanz, Germany (111 pages).*
- d) *Development and Regulation of Capital Markets (Kampala, Uganda, 1997) (1999, 2000).*
- e) *Regulation of the American Enterprise, Warsaw University, Poland (2001) (153 pages)*
- f) *Capital Market Development in West Africa (Accra, Ghana, 2000) (250 pages).*
- g) *Capital Market Development in Vietnam (Haiphong, Vietnam) (210 pages).*
- h) *Doing Business in the United States: Legal Regulation and Issues, Central University of Finance and Economics (Beijing, China 2010) (180 pages)*

PUBLIC SERVICE:

- a) *American Bar Association Committee on Federal Regulation of Securities.*
- b) *American Bar Association Subcommittee on Proxy Regulation and Tender Offers.*
- c) *Executive Council, The Florida Bar Business Law Section (1990-present).*
- d) *Chairman, The Florida Bar, Committee on Corporations and Securities (1995-1997).*
- e) *Chairman, Florida Bar Subcommittee on Judicial Dissolution of Corporations (1993).*

- f) Faculty Educational Policy Group (Advisory Committee to the University President) 1989-1992.*
- g) Past Chairman, Academic Support Committee, Appointments Committee, Promotion & Tenure Committee, University of Florida College of Law.*
- h) Past Chairman, Gainesville Jewish Appeal (1997-1998); Board Member (1993-current).*
- i) University Faculty Senate Committee on Honorary Degrees, Distinguished Alumnus Awards, and Memorials*
- j) University Faculty Senate Committee on the Senate Constitution*
- k) University of Florida American Civilization Society*
- l) Numerous presentations at programs for lawyers, students, and civic organizations.*
- m) Past President and current board member of Jewish Council of North Central Florida*