

University of Florida Levin College of Law
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ACADEMIC APPOINTMENTS

UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW	Gainesville, FL
John H. and Mary Lou Dasburg Professor of Law	2014–present
• School Faculty Page	• SSRN Author Page
• Google Scholar Page	• Bepress Author Page
UNIVERSITY OF MARYLAND CAREY SCHOOL OF LAW	Baltimore, MD
Professor of Law	2010–2014
Associate Professor of Law	2007–2010
WASHBURN UNIVERSITY SCHOOL OF LAW	Topeka, KS
Associate Professor of Law	2004–2007

VISITING AND COURTESY APPOINTMENTS

YONSEI UNIVERSITY LAW SCHOOL	Seoul, Republic of Korea
Distinguished Lecturer, Fulbright U.S. Scholar	Sept. 2017– June 2018
JOHNS HOPKINS CAREY BUSINESS SCHOOL	Baltimore, MD
Professor (courtesy)	2013–2015
GEORGETOWN UNIVERSITY LAW CENTER	Washington, DC
Visiting Professor	Fall 2013
UNIVERSITY OF MARYLAND SMITH SCHOOL OF BUSINESS	College Park, MD
Visiting Associate Professor	2010-2012 (spring semesters)
KOREA UNIVERSITY COLLEGE OF LAW	Seoul, Republic of Korea
Visiting Scholar	Summer 2010

AUTHORED BOOKS

LLCS, PARTNERSHIPS, AND CORPORATIONS (West Academic, 2021)

CORPORATE FINANCE (Aspen Publishing, 2d ed. 2023; 1st ed. 2016)

ACCOUNTING AND FINANCIAL DISCLOSURE FOR LAWYERS (Aspen Publishing, forthcoming 2026)

BUSINESS ORGANIZATIONS: LAW AND POLICY (West Academic, 10th ed., 2022, with Russell Stevenson; 9th ed., 2017, with Jeffry Bauman and Russell Stevenson)

LIMITED LIABILITY ENTITIES: STATE BY STATE GUIDE TO LLCs, LPs AND LLPs, vols. 1-10 (Wolters Kluwer) (with Bradley Borden)

ESSENTIAL CONCEPTS OF BUSINESS FOR LAWYERS (Aspen Publishing, 3d ed. 2020; 2d ed. 2016; 1st ed. 2012)

DEVELOPING PROFESSIONAL SKILLS: BUSINESS ASSOCIATIONS (West Academic, 2d ed., 2018)

LEGAL NEGOTIATIONS: THEORY AND PRACTICE (West Academic, 3d ed., 2017, with Donald Gifford)

FULL LENGTH LAW REVIEW ARTICLES

Do A.I.s Dream of Electric Boards?, __ NORTHWESTERN UNIVERSITY LAW REVIEW __ (accepted for publication, forthcoming 2024–2025)

On Entityness and Takeover Premiums: Acquisition Valuation, Theory of the Firm, and Coase's Error, __ VANDERBILT LAW REVIEW __ (accepted for publication, forthcoming 2024–2025)

A Liberal Theory of Fiduciary Law, 25 UNIVERSITY OF PENNSYLVANIA JOURNAL OF BUSINESS LAW 451-503 (2023) (exclusively placed, nonsymposium) (53 pages)

The Neoliberal Corporate Purpose of Dodge v. Ford and Shareholder Primacy: A Historical Context 1919-2019, 28 STANFORD JOURNAL OF LAW, BUSINESS & FINANCE 202-253 (2023) (exclusively placed, nonsymposium) (52 pages)

The Irrelevance of Delaware Corporate Law, 48 JOURNAL OF CORPORATION LAW 295-352 (2023) (58 pages)

The Political Economy of Corporate Law and Governance: American and Korean Rules Under Different Endogenous Conditions and Forms of Capitalism, 55 WAKE FOREST LAW REVIEW 649-716 (2020) (67 pages)

Corporate Short-Termism and Intertemporal Choice, 96 WASHINGTON UNIVERSITY LAW REVIEW 496-558 (2018) (63 pages)

A Legal Theory of Shareholder Primacy, 102 MINNESOTA LAW REVIEW 1951-2017 (2018) (67 pages)

Intra-Firm Monitoring of Executive Compensation, 69 VANDERBILT LAW REVIEW 695-759 (2016) (66 pages)

On Duopoly and Compensation Games in the Credit Rating Industry, 108 NORTHWESTERN UNIVERSITY LAW REVIEW 85-137 (2013) (53 pages), reprinted in 46 SECURITIES LAW REVIEW (2014)

The Tort Foundation of Duty of Care and Business Judgment, 88 NOTRE DAME LAW REVIEW 1139-1198 (2013) (60 pages)

A Financial Economic Theory of Punitive Damages, 111 MICHIGAN LAW REVIEW 33-87 (2012) (55 pages)

A Production Theory of Pure Economic Loss, 104 NORTHWESTERN UNIVERSITY LAW REVIEW 49-104 (2010) (56 pages)

Bonding Limited Liability, 51 WILLIAM & MARY LAW REVIEW 1417-1488 (2010) (72 pages)

Fiduciary Exemption for Public Necessity: Shareholder Profit, Public Good, and the Hobson's Choice during a National Crisis, 17 GEORGE MASON LAW REVIEW 661-736 (2010) (76 pages)

Toward Procedural Optionality: Private Ordering of Public Adjudication, 84 NEW YORK UNIVERSITY LAW REVIEW 514-571 (2009) (58 pages)

Tort Arbitrage, 60 FLORIDA LAW REVIEW 125-182 (2008) (58 pages)

The Effect of Risk on Legal Valuation, 78 UNIVERSITY OF COLORADO LAW REVIEW 193-255 (2007) (63 pages) (exclusively placed, nonsymposium)

A Price Theory of Legal Bargaining: An Inquiry into the Selection of Settlement and Litigation under Uncertainty, 56 EMORY LAW JOURNAL 619-692 (2006) (74 pages)

Terrorism Risk in a Post-9/11 Economy: The Convergence of Capital Markets, Insurance and Government Action, 37 ARIZONA STATE LAW JOURNAL 435-533 (2005) (99 pages) (solicited by journal, nonsymposium)

A Principled Solution for Negligent Infliction of Emotional Distress Claims, 36 ARIZONA STATE LAW JOURNAL 805-884 (2004) (80 pages)

The Application of Finance Theory to Increased Risk Harm in Toxic Tort Litigation, 23 VIRGINIA ENVIRONMENTAL LAW JOURNAL 111-202 (2004) (92 pages)

**SYMPOSIA, CONFERENCES, ESSAYS, BOOK CHAPTERS,
SOLICITED RESPONSES, AND OTHER SHORTER PAPERS**

Uncontractual Corporate Finance, in RESEARCH HANDBOOK ON CORPORATE FINANCE, Chapter __, at __ (eds. Daniele D’Alvia & Rosa M. Lastra, Edward Elgar Publishing, forthcoming 2025)

Corporate Tortious Liability, in RESEARCH HANDBOOK ON CORPORATE LIABILITY, Chapter 7, at 116-135 (eds. Martin Petrin & Christian Witting, Edward Elgar Publishing, 2023) (20 pages)

Probabilistic Causation in the Loss of Chance Doctrine: A Comment on Efficiency and Error, 55 SUFFOLK UNIVERSITY LAW REVIEW 513-529 (2022) (17 pages) (exclusively placed with journal, nonsymposium)

A Response to Professor Laby’s ‘Advisors as Fiduciaries’: Private Power, Critical Interest, and Fiduciary Relationship, 72 FLORIDA LAW REVIEW FORUM 137 (2022) (solicited by journal) (8 pages)

A Response to Professor Reilly’s ‘Incentivizing Corporate America to Eradicate Transnational Bribery Worldwide’: What Is the Role of Disclosure in Non-Compliance?, 67 FLORIDA LAW REVIEW FORUM 138 (2016) (solicited by journal) (5 pages)

A Response to Professor Rose’s ‘Shareholder Proposals in the Market for Corporate Influence’, 66 FLORIDA LAW REVIEW FORUM 65 (2015) (solicited by journal) (7 pages)

Why Credit Rating Agencies Exist, 44 ECONOMIC NOTES: REVIEW OF BANKING, FINANCE AND MONETARY ECONOMICS 161-176 (Issue 2, July 2015) (peer review economic journal) (solicited article for special issue on “The Economics of Rating Agencies”) (15 pages)

Teaching LLCs Through a Problem-Based Approach, 71 WASHINGTON & LEE LAW REVIEW 489-523 (2014) (with Michelle Harner) (paper written for the 2014 American Association of Law Schools annual conference) (35 pages)

Deal Deconstruction, Case Studies, and Case Simulations: Toward Practice Readiness with New Pedagogies in Teaching Business and Transactional Law, 3 AMERICAN UNIVERSITY BUSINESS LAW REVIEW 81-97 (2014) (with Michelle Harner) (symposium) (17 pages)

Incentivizing Credit Rating Agencies under the Issuer Pay Model: A Proposal for a Mandatory Compensation Competition, 33 BANKING AND FINANCIAL SERVICES POLICY REPORT 11-22 (No. 4, April 2014) (solicited by journal) (12 pages)

Reflections on Team Production in Professional Schools and the Workplace, in LAW AND LEADERSHIP: INTEGRATING LEADERSHIP STUDIES INTO THE LAW SCHOOL CURRICULUM, chapter 13, at 213-222 (Paula Monopoli & Susan McCarty, eds., Ashgate Press 2013) (10 pages)

Foreword – Teaching Business Law in a New Economic Environment, 8 JOURNAL OF BUSINESS & TECHNOLOGY LAW 157-161 (2013) (5 pages)

Specialization in Law and Business: A Proposal for a J.D./"M.B.L." Curriculum, 17 CHAPMAN LAW REVIEW 37-72 (2013) (symposium) (36 pages)

Terrorism Risk Insurance Act: Time to End the Corporate Welfare, POLICY ANALYSIS, No. 736 (Sept. 10, 2013, The Cato Institute) (solicited policy analysis) (20 pages)

A Critique of Reform Proposals for the Credit Rating Industry (with a Comment on Future Reform), 32 BANKING AND FINANCIAL SERVICES POLICY REPORT 14-24 (No. 3, March 2013) (solicited by journal) (10 pages)

Loss of Chance, Probabilistic Causation, and Damage Calculations: The Error in Matsuyama v. Birnbaum and the Majority Rule in Many Other Jurisdictions More Generally, 1 SUFFOLK UNIVERSITY LAW REVIEW ONLINE 39-46 (2013) (exclusively placed, nonsymposium) (8 pages)

The Law School Firm, 63 SOUTH CAROLINA LAW REVIEW 1 (2011) (with Bradley Borden) (12 pages)

The Stand Alone Course Approach to Teaching Business Ethics, 12 TRANSACTIONS: THE TENNESSEE JOURNAL OF BUSINESS LAW 39-44 (2011) (6 pages)

The Decline of Investment Banking: Preliminary Thoughts on the Evolution of the Industry 1996–2008, 5 JOURNAL OF BUSINESS & TECHNOLOGY LAW 75-98 (2010) (invited conference paper) (24 pages)

Crisis, Rescue, and Corporate Social Responsibility under American Corporate Law, in REFRAMING CORPORATE SOCIAL RESPONSIBILITY: LESSONS FROM THE GLOBAL FINANCIAL CRISIS, at 127-144 (William Sun et al. eds., Emerald Group Publishing, UK, 2010) (18 pages)

On Legal Education and Reform: One View Formed from Diverse Perspectives, 70 MARYLAND LAW REVIEW 310-340 (2010) (30 pages) (symposium)

The Madoff Scandal, Market Regulatory Failure, and the Business Education of Lawyers, 35 JOURNAL OF CORPORATION LAW 363-392 (2009) (30 pages)

Corporate Ethics, Agency, and the Theory of the Firm, 3 JOURNAL OF BUSINESS & TECHNOLOGY LAW 309-332 (2008) (24 pages) (invited conference paper)

Insurance for Acts of Terrorism, 32 APPLEMAN ON INSURANCE 2D, volume 32, chapter 191, at 363-433 (Matthew Bender 2008) (71 pages)

Participation and Disintermediation in a Risk Society, in LAW AND RECOVERY AFTER DISASTER: HURRICANE KATRINA, chapter 7 at 103-126 (Robin Paul Malloy ed., Ashgate Press, 2008) (24 pages) (invited conference paper)

The Socratic Method and the Mathematical Heuristic of George Pólya, 81 ST. JOHN'S LAW REVIEW 881-898 (2007) (18 pages)

Probability, Policy and the Problem of Reference Class, 11 INTERNATIONAL JOURNAL OF EVIDENCE AND PROOF 286-291 (2007) (6 pages) (symposium)

Catastrophic Risks and Governance after Hurricane Katrina: A Postscript to Terrorism Risk in a Post-9/11 Economy, 38 ARIZONA STATE LAW JOURNAL 581-615 (2006) (35 pages) (exclusively placed, nonsymposium)

SELECTED MISCELLANEOUS WRITINGS

The Irrelevance of Delaware Corporate Law, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (Sept. 30, 2022), invited contribution summarizing *The Irrelevance of Delaware Corporate Law*, 48 JOURNAL OF CORPORATION LAW 295 (2022)

A Legal Theory of Shareholder Primacy, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (April 11, 2017), invited contribution summarizing *A Legal Theory of Shareholder Primacy*, 102 MINNESOTA LAW REVIEW 101 (2018)

Connecting Accounting to Finance to Practice (with a Comment on Curriculum), 14 TRANSACTIONS: THE TENNESSEE JOURNAL OF BUSINESS LAW 353-359 (2013) (transcript of conference presentation) (7 pages)

Case Study: Bank of America and Merrill Lynch Merger, available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1579397 (business law case study substantially derived from 17 GEORGE MASON LAW REVIEW 661-736 (2010))

The AIG Bailout: Who Assumes Risk?, NATIONAL LAW JOURNAL (March 23, 2009)

Instructor's Manual, FRANK FABOZZI & FRANCO MODIGLIANI, CAPITAL MARKETS: INSTITUTIONS AND INSTRUMENTS (4th ed. Prentice Hall 2008)

Instructor's Manual and PowerPoint Presentations, FRANK FABOZZI, FRANCO MODIGLIANI & FRANK JONES, FOUNDATIONS OF FINANCIAL MARKETS AND INSTITUTIONS (4th ed. Prentice Hall 2008)

Terrorism Insurance: Subsidy is Corporate Welfare, NATIONAL LAW JOURNAL (Dec. 3, 2007)

Follow the M.B.A. Model, NATIONAL LAW JOURNAL (May 28, 2007)

ACADEMIC PAPER PRESENTATIONS

- *On Entityness and Takeovers: Acquisition Valuation, Theory of the Firm, and Coase's Error*, 21st Asian Law Institute Conference, Chulalongkorn University, May 29-30, 2024 (forthcoming)
- *A Theory of Entityness: Coasean Transaction Costs and Acquisition Premiums*, Canadian Law & Economics Association conference, University of Toronto Faculty of Law, Oct. 21, 2023
- *A Theory of the Acquisition Premium*, Business, Economics, and Law Interdisciplinary Colloquium, University of Florida, Sept. 20, 2023
- *A Normative Theory of Corporate Purpose from a Contractual Foundation*, 20th Asian Law Institute Conference (conference on "Inclusivity and Diversity in the Context of Asian Law"), National University of Singapore Faculty of Law, Singapore, June 1, 2023
- *The Irrelevance of Delaware Corporation Law*, Midwestern Law & Economics Association conference, University of Chicago Law School, Chicago, Illinois, Oct. 14, 2022
- *The Irrelevance of Delaware Corporation Law*, University of Florida Levin College of Law, Business Law Conference, Nov. 20, 2020
- *The Political Economy of Corporate Law: A Comparative Analysis of U.S. and Korean Rules Under Different Forms of Capitalism*, Annual Conference of American Association of Law Schools, Section on East Asian Law and Society, Washington, DC, Jan. 4, 2020
- *The Political Economy of Corporate Law: A Comparative Analysis of U.S. and Korean Rules Under Different Forms of Capitalism*, 16th Asian Law Institute Conference (conference on "The Rule of Law and the Role of Law in Asia"), National University of Singapore Faculty of Law, Singapore, June 12, 2019
- *How Importable Are Fundamental U.S. Rules and Principles of Business Organizations to the Korean Economy?*, 15th Asian Law Institute Conference (conference on "Law into the Future: Perspectives from Asia"), Seoul National University School of Law, Seoul, Republic of Korea, May 10, 2018

- *How Importable Are Fundamental U.S. Rules and Principles of Business Organizations to the Korean Economy?*, Yonsei Institute for Legal Studies, Yonsei University Law School, Seoul, Republic of Korea, April 4, 2018
- *Corporate Short-Termism and Intertemporal Choice*, Fulbright Forums, Seoul, Republic of Korea, January 19, 2018
- *A Legal Theory of Shareholder Primacy*, University of Florida Levin College of Law, February 7, 2017
- *The Law of Shareholder Primacy*, Boston University School of Law, Jan. 27, 2016
- *Intra-Firm Monitoring of Executive Compensation*, Midwestern Law & Economics Association conference, University of Kansas School of Law, Lawrence, Kansas, Oct. 2, 2015
- *Monitoring and Legitimizing Executive Compensation*, University of Florida Levin College of Law, Feb. 5, 2014
- *On Duopoly and Compensation Games in the Credit Rating Industry*, Italian Society of Law & Economics conference, Rome, Italy, Dec. 14, 2012
- *On Duopoly and Compensation Games in the Credit Rating Industry*, University of Minnesota Law School, Minneapolis, Minnesota, Oct. 22, 2012
- *On Duopoly and Compensation Games in the Credit Rating Industry*, Midwestern Law & Economics Association conference, Washington University School of Law, St. Louis, Missouri, Oct. 13, 2012
- *The Tort Foundation of Duty of Care and Business Judgment*, Rutgers University School of Law, Camden, New Jersey, Aug. 27, 2012
- *Of Duopoly and Compensation Games in Credit Ratings*, Law & Society conference, Honolulu, Hawaii, June 8, 2012
- *The Tort Foundation of Duty of Care and Business Judgment*, University of Florida Frederic G. Levin College of Law, Apr. 11, 2012
- *The Tort Foundation of Duty of Care and Business Judgment*, Florida State University College of Law, Apr. 10, 2012
- *The Tort Foundation of Duty of Care and Business Judgment*, Arizona State Sandra Day O'Connor College of Law, Mar. 17, 2012
- *Preliminary Thoughts on Causation and Risk Classification*, Annual AALS conference, Section on Insurance Law, Washington, DC, Jan. 7, 2012
- *Risk Arbitrage in Punitive Damages*, Italian Society of Law & Economics conference, Turin, Italy, Dec. 16, 2011
- *A Financial Economic Analysis of Punitive Damages*, Canadian Law & Economics Association conference, University of Toronto Faculty of Law, Sept. 25, 2011
- *A Financial Economic Analysis of Punitive Damages*, Midwestern Law & Economics Association conference, Indiana University School of Law, Bloomington, Indiana, Sept. 17, 2011
- *The Tort Foundation of the Duty of Care and Business Judgment*, St. Louis University School of Law, Feb. 9, 2011
- *Duty of Care, Business Judgment, and the Tort Analogy*, Law & Society conference, Chicago, Illinois, May 29, 2010

- *Fiduciary Exemption for Public Necessity: Shareholder Profit, Public Good, and the Hobson's Choice during a National Crisis*, University of Maryland Robert H. Smith School of Business, Mar. 31, 2010
- *Bonding Limited Liability*, Midwestern Law & Economics Association conference, University of Notre Dame School of Law, Oct. 9, 2009
- *A Production Theory of Pure Economic Loss*, Law & Society conference, Denver, Colorado, May 31, 2009
- *A Production Theory of Pure Economic Loss*, Faculty Colloquium, University of Georgia School of Law, Apr. 13, 2009
- *A Production Theory of Pure Economic Loss*, Junior Faculty Development Workshop, University of Maryland School of Law, Feb. 24, 2009
- *Towards Procedural Optionality*, Junior Faculty Workshop, University of Maryland School of Law, Nov. 10, 2008
- *Towards Procedural Optionality*, Midwestern Law & Economics Association conference, Northwestern University School of Law, Oct. 4, 2008
- *An Economic Argument against Shareholder Primacy*, Mid-Atlantic People of Color Legal Scholarship Conference, Baltimore, Maryland, January 26, 2008
- *Shareholder Primacy, Agency Cost, and the Role of Equity*, Junior Faculty Development Workshop, University of Maryland School of Law, Nov. 26, 2007
- *Conceptualizing the Value of a Lawsuit: What is the Price of Settlement?*, Saltman Center for Conflict Resolution, University of Nevada Williams S. Boyd School of Law, Las Vegas, Nevada, Feb. 1, 2007
- *Tort Arbitrage*, Faculty Colloquium, Stetson College of Law, Jan. 19, 2007
- *Catastrophic Risk and Compensation: Towards Efficient Participation in a Risk Society*, Third Annual Property, Citizenship and Social Entrepreneurialism Workshop, Center for Advanced Property Studies at Burton Blatt Institute, Syracuse University, Washington, D.C., Nov. 10-11, 2006
- *Measuring the Effect of Risk on the Value of a Lawsuit: Is a Lawsuit a Financial Option or a Capital Asset?*, Midwestern Law & Economics Association conference, University of Kansas School of Law, Oct. 20-21, 2006
- *Measuring the Effect of Risk on Legal Valuation: Is a Lawsuit a Financial Option or a Capital Asset?*, Canadian Law & Economics Association conference, University of Toronto, Faculty of Law, Sept. 29-30, 2006
- *A Price Theory of Legal Bargaining: An Inquiry into the Selection of Settlement and Trial under Uncertainty*, Conference of Asian and Pacific American Law Faculty, Wayne State University School of Law, Apr. 7, 2006
- *A Price Theory of Legal Bargaining: The Selection of Settlement or Litigation Under Uncertainty*, Midwestern Law & Economics Association conference, Northwestern University School of Law, Oct. 14, 2005
- *Securitization of Terrorism Risk: A Proposal for a Government Enhanced Market Solution to a New Insurance Problem*, Conference of the Asian Pacific American Law Faculty, Michigan State University, Sept. 25, 2004

PUBLIC INTEREST TESTIMONIES, PRESENTATIONS, AND INTERVIEWS

- Congressional Testimony, *Bond Rating Agencies: Examining the “Nationally Recognized” Statistical Rating Organizations*, Subcommittee on Investor Protection, Entrepreneurship and Capital Markets, U.S. House Committee on Financial Services, United States Congress, July 21, 2021
- Presentation, *Lessons Learned in Teaching U.S. Law and Studying Korean Law as a Fulbright Scholar*, K-Law Forum, “Current Issues in Korean Legal Studies and Education,” Korea Legislation Research Institute (Korean government research institute), July 8, 2021
- Policy Interview, interviewed by U.S. Government Accountability Office, Financial Markets and Community Investment, April 22, 2014, subject related to federal terrorism reinsurance program
- Panelist (with insurance industry expert and member of Congress), *Terrorism Risk Insurance Act Summit*, sponsored by the National Journal at The Newseum, Washington, DC, Nov. 19, 2013
- Policy Interview, interviewed by President’s Working Group on Financial Markets and U.S. Treasury Department, Terrorism Risk Insurance Act, U.S. President’s Working Group on Financial Markets, Nov. 7, 2013, subject related to federal terrorism reinsurance program
- Presentation, *Lessons from Recent Financial Fraud and Malfeasance*, Financial Industry Regulatory Authority (FINRA), Rockville, MD, Mar. 8, 2012

SELECTED OTHER PRESENTATIONS AND PANELS

- Keynote Address (with two others), *Institutional and Faculty Resilience During and After the Pandemic: Asynchronous Online Accounting and Finance Course as an Example of Opportunity in Crisis*, Emerging from the Crisis: The Future of Transactional Law and Skills Education, 7th Biennial Conference on Transactional Law and Practice, Emory University School of Law, online via Zoom, June 4, 2021
- Presentation, *Incorporating Finance and Accounting into a Business Law Curriculum*, Annual Conference of American Association of Law Schools, Section on Transactional Law and Skills, New Orleans, LA, Jan. 4, 2019
- Discussant, *Asia-Pacific Interests in the Emerging Arctic* (paper by Christopher R. Rossi), Yonsei University Institute for Legal Studies (conference on “Stability and Integration: Legal Developments in Asia”), Seoul, Korea, January 25, 2018
- Podcast Interview, *Fiduciary Exemption for Public Necessity*, hosted by Markkula Center for Applied Ethics, Santa Clara University, Jan. 17, 2014, available at <https://itunes.apple.com/us/podcast/corporate-social-reponsibility/id807976212>
- Presentation, *Teaching LLCs Through a Problem-Based Approach*, Annual Conference of American Association of Law Schools, Section on Agency, Partnerships, LLCs and Unincorporated Associations, New York, NY, Jan. 4, 2014

- Presentation, *Teaching Business in Legal Education: Why? What? How?*, Southeastern Association of Law Schools conference, West Palm Beach, FL, Aug. 8, 2013
- Presentation, *Deconstructing the Deal, Post-Mortems, and Case Studies*, symposium on “Transactional Lawyering,” American University, Washington College of Law, Apr. 5, 2013 (with Michelle Harner)
- Presentation, *A Blueprint for Preparing Students for Corporate Needs*, symposium “The Future of Law, Business, and Legal Education: How to Prepare Students to Meet Corporate Needs,” Chapman University School of Law, Jan. 31, 2013
- Presentation, *From Accounting to Financial Analysis to Practice*, 3rd Conference on Transactional Education, Emory University School of Law, Nov. 2, 2012
- Moderator, *The Case Study Method: From Business School to Law School*, University of Maryland Francis King Carey School of Law, Oct. 10, 2012
- Panelist, *Law School Law Firm*, Business Law Society, University of Maryland Francis King Carey School of Law, Oct. 17, 2011
- Panelist, *The Curriculum and the Bar: Preparing Students for Practice*, University of Maryland Francis King Carey School of Law, Sept. 21, 2011
- Presentation, *Business Law Program: Now and Forward Possibilities*, Leadership Forum Working Group, University of Maryland School of Law, May 27, 2011
- Presentation, *Securitization after the Financial Crisis*, The Federalist Society, The Templeton Debate and Lecture Series on Freedom 2010-2011, University of Maryland School of Law, Mar. 28, 2011
- Panelist, *The Future of Law & Economics*, Faculty Workshop, University of Maryland School of Law, Oct. 21, 2010
- Presentation, *Teaching Corporate Ethics as a Stand Alone Course*, part of a panel on *Ethical Issues in Business and the Lawyer’s Role*, Conference on “Transactional Education: What’s Next?,” Emory University School of Law, June 4, 2010
- Panelist, *How Should Legal Educators and Law Schools Respond to These Changes?*, Conference on “The Profession and the Academy: Addressing Major Changes in Law Practice,” University of Maryland School of Law, Apr. 28, 2010
- Panelist, *Roundtable on Corporate Governance and Securities Law Responses to the Financial Crisis*, University of Maryland School of Law, Apr. 17, 2009
- Panelist, *Mortgage and Credit Crisis and the Federal Bailout*, University of Maryland School of Law, Oct. 13, 2008
- Podcast, *Insurance for Acts of Terrorism and the Terrorism Risk Insurance Act of 2002*, Lexis/Nexis Insurance Law Center, Apr. 4, 2008
- Conference on *Sarbanes-Oxley: Five Years Later*, University of Maryland School of Law: (1) Panelist, *Roundtable on Corporate Ethics* (Oct. 18, 2007), (2) Moderator, *SOX and Regulation of Accounting Industry* (Oct. 19, 2007)
- Panelist, *Is the Sky Really Falling? Financial Markets, Large Investment Houses, and Central Banks in Daily Turmoil over Widespread Mortgage Defaults*, University of Maryland School of Law, Aug. 27, 2007
- Moderator, *Smith v. Van Gorkam: 20 Years Later*, Continuing Legal Education, Washburn University School of Law, Sept. 30, 2005

- Presentation, *Definition of “Family” Within the Doctrines of Intentional and Negligent Infliction of Emotional Distress*, 18th Annual Family Law Institute, Washburn University School of Law, Sept. 16, 2005
- Presentation, *Terrorism and the International Insurance Market*, Phi Beta Delta International Lecture Series, Washburn University, Mar. 2, 2005

EDUCATION

M.B.A., Finance, UNIVERSITY OF PENNSYLVANIA (THE WHARTON SCHOOL) 1997

J.D., GEORGE WASHINGTON UNIVERSITY 1991

B.A., UNIVERSITY OF CHICAGO 1988

LEGAL WORK

CHOI RHEE & FABIAN Phoenix, AZ
Partner (General Litigation) 2002–2004

U.S. DEPARTMENT OF JUSTICE Washington, DC
Trial Attorney, Civil Division (Honors Program) 1993–1995

U.S. COURT OF APPEALS FOR THE THIRD CIRCUIT Erie, PA
Law Clerk (Judge Richard L. Nygaard) 1991–1993

INVESTMENT BANKING WORK

FOX-PITT, KELTON (DIVISION OF SWISS RE) New York, NY
Vice President, Investment Banking, Financial Institutions 1999–2001

DEUTSCHEBANC ALEX BROWN Baltimore, MD
Associate, Investment Banking, Real Estate 1998–1999

UBS WARBURG London, UK
Associate, Investment Banking, Mergers & Acquisitions 1997–1998

EXPERT WITNESS AND CONSULTING WORK

Lockton Companies, LLC – Pacific Series v. Kaufman, Case No. 4:22-cv-462 (United States District Court, Western District of Missouri) (2023)

- Engaged as expert witness for plaintiff on issues related to determination of membership and equity in a limited liability company

Woo Signatures v. Daramzad, Case No. 2022 CACE 22-007727 (Circuit Court of 17th Judicial Circuit, Broward County, Florida) (2023)

- Engaged as expert witness for defendant on issues related to fiduciary duties and breach

Consultant (2023)

- Consulted in structuring of business venture

Pearce v. Basecrete Technologies LLC, Case No. 2022 CA 002027 NC (Circuit Court of 12th Judicial Circuit, Sarasota County, Florida) (2023)

- Engaged as expert witness for defendant on issues related to management of a limited liability company and fiduciary duties owed by managers

Hawkins v. Taylor, Case No. CJ 2022-00748 (District Court of Tulsa County, State of Oklahoma) (2022)

- Engaged as expert witness for plaintiff on issues related to management of a limited liability company and fiduciary duties owed by managers

Power Investments, LLC v. Cardinals Preferred, LLC, Case No. 4:21-cv-01022-SEP (United States District Court of Eastern District of Missouri) (2022)

- Engaged as expert witness for defendant on issues related to operating agreement in limited liability company; wrote expert witness report

Gonzalez v. Rothman, Case No. 17-CA-001440 (Circuit Court of 13th Judicial Circuit, Hillsborough County, Florida) (2021)

- Engaged as expert witness for plaintiff on issues related to direct and derivative suits and fiduciary duty to disclose; wrote expert witness report; testified at deposition

Griffin v. Letschert, Case No. 2012-10131NC (Circuit Court of 12th Judicial Circuit, Sarasota County, Florida) (2021)

- Engaged as expert witness for defendant on issues related to fiduciary duty and corporate governance in the context of corporations

United States of America v. Cory, Case No. 3:20-CR-99-34JRK (U.S. District Court, Middle District of Florida) (2020)

- Engaged as expert witness for defendant on issues related to corporate governance and legal authority of director, officer, and shareholder

Maguire et al. v. Aileron Holdings, LLC et al., Before the American Arbitration Association, Case No. 01-18-0002-9404 (2020)

- Engaged as expert witness for claimant on issues related to fiduciary duty in the context of limited liability companies; wrote expert witness report; testified at deposition and arbitration hearing

Dombrowski v. Massachusetts Avenue Surgery Center, LLC, et al., Case No. 347865-V (Circuit Court for Montgomery County, Maryland) (2012)

- Engaged as expert witness for defendant and provided expert opinion on governance and fiduciary duty; wrote expert report; provided deposition testimony related to opinion and report

PROFESSIONAL TRAINING WORK

Business and Financial Skills for Lawyers, Wolters Kluwer Law and Business (2015)

- Multi-media turn-key online training package in core business, accounting, and financial knowledge including 13 lectures, spanning 13 hours, with accompanying 378 PowerPoint slides, e-book, and assessments

Associate Training Session, DLA Piper, Washington, DC, March 8, 2013

- Wrote 40-page simulation involving financing and contribution to LLCs; provided 2-hour transactional and negotiation training to junior associates; upon invitation by law firm

ADDITIONAL INFORMATION

SCHOOL SERVICE

University of Florida and Levin College of Law (academic years)

- Promotion & Tenure (2023, 2020, 2019, 2015); Appointments (2021, 2018, co-chair 2015); Dean Search (co-chair 2014) (successful appointment of new dean); University Fulbright (2023, 2022, 2021, 2020, 2019, 2018); Future of Teaching Workgroup/Strategic Planning (2020); Admission (2016); Semesters in Practice Modifications (2022); Strategic Planning (2020, 2014); Ad Hoc Committee on "Semester Away" Program (2014); Faculty Adviser, Asian/Pacific Islander Law Students Association (2018, 2016)

University of Maryland Carey School of Law (academic years)

- Promotion & Tenure (2013, 2012, 2011, 2010); Appointments (chair 2010, 2009, 2008, 2007); Curriculum (2013, 2012); Co-Director, Business Law Program (fall 2013, 2012, 2011, 2010); Professionalism & Diversity (2011); Strategic Planning (2009); Steering Committee, Fetzer Project, LEAD Initiative (2011, 2010, 2009, 2008); Liaison, Maryland State Bar Association, Business Law Section (2008, 2007)

Washburn University School of Law (academic years)

- Curriculum (chair spring 2007, 2006, 2005, 2004); Ad Hoc Committee to Study Externships (chair spring 2006); Business Camp, Business and

Transactional Law Center (summer 2005); Faculty Adviser, Business and Transaction Law Center (2006, 2005, 2004)

OTHER SERVICE ACTIVITIES

- External scholarship reviewer for Promotion & Tenure committees of other schools upon request
- Referee reviewer (upon request by journal): *Law, Probability, and Risk* (peer review journal), *Yale Law Journal*, *Journal of Financial Regulation*, *Stanford Journal of Complex Litigation*, *Maryland Law Review*, *Florida Law Review*
- Other reviewing activities: chapter submission for *Public Economics: The Government's Role in American Economics* (Steven Payson, ed., Praeger Publishers); book proposal reviewer upon request from Aspen Publishers, Lexis, Routledge
- Other activities: Steering Committee, 3rd Transactional Law Conference, "Preparing the Transactional Lawyer," Emory University School of Law, Nov. 2-3, 2012; Executive Committee, Insurance Section, American Association of Law Schools (2007-2008)

COURSES TAUGHT

- *Courses at University of Florida Levin College of Law*: Business Associations; Corporate Finance; Mergers & Acquisitions; Accounting for Lawyers (asynchronous 3-credit online course); Contracts (spring 2025); Securities Regulation; Corporation Law; Unincorporated Business Entities; Creditor Remedies & Bankruptcy; Essential Concepts of Business for Lawyers (condensed 1-credit); Business Documents: Entity Charters and Reporting (condensed 1-credit)
- *Courses at Other Law Schools*: Corporate Finance (Yonsei University, University of Maryland, Washburn University, Georgetown University); Corporation Law (Yonsei University); Unincorporated Business Entities (Yonsei University); Securities Regulation (Yonsei University); Business Associations (University of Maryland, Washburn University); Corporate Ethics (University of Maryland); Business 101 (University of Maryland); Business Law Boot Camp (University of Maryland); Negotiations (University of Maryland, Washburn University); Insurance Law (University of Maryland); Torts (University of Maryland, Washburn University); Torts II (University of Maryland); Analytical Methods for Lawyers (University of Maryland); Civil Procedure II (Washburn University)
- *Courses at Business Schools*: Corporate Governance and Regulation (Johns Hopkins Carey Business School, Executive MBA program, January 2014);

Corporate Social Responsibility and Ethics (University of Maryland Robert H. Smith School of Business, MBA program, spring semesters 2010–2012)

GRANTS, AWARDS, HONORS

- Fulbright Distinguished Chair Award, Award #7526, (September 2017 to June 2018) (ten-month grant to serve as Distinguished Lecturer at Yonsei University Law School, Seoul, Republic of Korea)
- Henry C. Welcome Fellowship Grant (Maryland 2007–2010)
- Marbury Research Professor (Maryland 2011–2013)
- George Washington Journal of International Law & Economics, student editor (1989–1991)

PROFESSIONAL LICENSES AND MEMBERSHIP

- Arizona, Bar Member (Dec. 2002 to present, inactive)
- Illinois, Bar Member (Aug. 1991 to present, inactive)
- Florida, Affiliated Bar Member, affiliation only and not licensed to practice law (July 1, 2015 to present)
- U.S. Court of Appeals for the Third Circuit (1993)
- U.S. District Court, District of Arizona (2003)
- Securities Broker, Series 7 & 63 (New York), then National Association of Securities Dealers (NASD) (now Financial Industry Regulatory Authority (FINRA)), issued upon written examination Aug. 1999, retired
- United Kingdom Securities and Derivatives Representative, Security and Futures Authority (SFA), issued upon written examination Nov. 1997, retired

MISCELLANEOUS SUMMER WORK

- University of Maryland Francis King Carey School of Law, University of Baltimore School of Law, and University of Aberdeen Summer Program, co-taught “Comparative Business Entities” with Patrick Masiyakurima (Aberdeen, Scotland, U.K., summer 2012)
- Korea University College of Law, taught “American Corporate Law” (Seoul, Republic of Korea, 2010)
- Washburn-Utrecht Summer Law Program, co-taught with Dr. Bald de Vries “Comparative Civil Systems” at University of Utrecht (Utrecht, Netherlands, 2005)
- Citicorp International Securities Ltd, Corporate Finance Group, Summer Associate (Seoul, Republic of Korea, 1996)
- O’Melveny & Myers, Summer Associate (New York, 1990)
- Honam Oil Refinery Co., Legal Department, Intern (Seoul, Republic of Korea, 1989)

SIGNIFICANT INTERNATIONAL TRAVEL

- United Kingdom: investment banking work in years 1997-1998
- United Kingdom: law teaching in summer 2012
- Netherlands: investment banking work in spring 1998
- Netherlands: law teaching in summer 2005
- Spain: investment banking work in summer 1998
- Republic of Korea: corporate work and language study in summer 1989
- Republic of Korea: investment banking work in summer 1996
- Republic of Korea: personal travel in summers 2002, 2006, 2023
- Republic of Korea: law teaching in summer 2010
- Republic of Korea: law teaching in years 2017-2018