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EDUCATION

- LL.M., Harvard University, 1977
- J.D., University of Texas at Austin, 1972
- B.A., University of the South, 1970

FACULTY APPOINTMENTS

- Seattle University School of Law, 2008 - Present
Professor and Director, Adolf A. Berle, Jr., Center on Corporations, Law and Society
- University of Georgia School of Law, 1997 - 2009
Martin E. Kilpatrick Chair of Corporate Law (emeritus, 2009-present)
- University of Oregon School of Law, 1982 - 1997
Loran L. Stewart Professor of Business Law, 1993 - 1997
- University of Virginia, Visiting Professor, Fall 1990
- University of Alabama School of Law, 1979 - 1982
- Tulane University School of Law, 1978 - 1979

ADMINISTRATIVE APPOINTMENTS

- Interim Dean, University of Oregon School of Law, 1994-1997
 - Established Law and Entrepreneurship Center
 - Established Appropriate Dispute Resolution Program
 - Implemented Building Renovation and Expansion Program
 - Obtained legislative approval for \$9.4 million project (phase I of \$18 million project)
 - Obtained legislative approval for \$4.7 million in state funding, conditional on private match
 - Converted Renovation Project to New Building Project
 - Obtained University approval of \$25,000,000 new building
 - Traded current building to University for \$5,700,000.

- Organized and participated in successful solicitation of \$10,000,000 gift to name new Law School building.
 - Obtained two \$500,000 lead gifts for new building project
- Associate Dean, University of Oregon School of Law, 1993-1994
 - Director, Law and Entrepreneurship Center, University of Oregon School of Law, 1994-1997

PUBLICATIONS AND OTHER ACADEMIC SCHOLARSHIP

- **Books**

- Corporations and Other Business Associations (1992) (2d ed. 1996) (3rd ed. 1999)(4th ed. 2003)(5th ed. 2006)(6th ed. 2010)(with Robert Thompson).
- Corporations and Other Business Associations: Selected Statutes, Rules and Forms (1992. 1994-2012) (annually edited) (with Robert Thompson).
- Surrey, Warren, McDaniel and Ault's Federal Income Taxation, Vol. II (1987 Supp.), (1988 Supp.)(With McDaniel, Ault, and McMahan)

- **Articles**

- *Coase, Knight, and the Nexus-of-Contracts Theory of the Firm: A Reflection on Reification, Reality, and the Corporation as Entrepreneur Surrogate*, 35 Seattle U. L. Rev. 1247 (2012).
- *The Theory of the Firm: The Corporation as Sole-Proprietor-Surrogate* (June 6, 2011) (working paper series). Available at SSRN: <http://ssrn.com/abstract=1858936> or doi:10.2139/ssrn.1858936.
- *Berle and Veblen; An Intellectual Connection*, 34 Seattle U. L. Rev. 1317 (2011).
- *Berle and the Entrepreneur*, 33 Seattle U. L. Rev. 1141 (2010).
- *In Berle's Footsteps*, 33 Seattle U. L. Rev. 777 (2010).
- *The Entrepreneur and the Theory of the Modern Corporation*, 31 J. Corp. Law 753 (2006)
- *Delaware Law and Transaction-Cost Engineering*, 34 GA. L. REV. 929 (2000).
- *Foreword, The Many Futures of Teaching Corporations*, 34 GA. L. REV. 423 (2000).
- *Understanding the Place of Limited Liability Companies in the Spectrum of Business Forms*, 73 OR. L. REV. 1 (1994).
- *Filling Gaps in the Close Corporation Contract: A Transaction Cost Analysis*, 87 NORTHWESTERN UNIV. L. REV. 216 (1992).
- *Opting In and Out of Fiduciary Duties in Cooperative Ventures: Refining the So-Called*

- Coasean Contract Theory*, 70 WASHINGTON UNIV. L.Q. 353 (1992).
- *The Parenting Tax Penalty: A Framework for Income Tax Reform*, 64 OREGON. L. REV. 375 (1986).
 - *Tax Policy for Post-Liberal Society: A Flat Tax Inspired Redefinition of the Purpose and Ideal Structure of a Progressive Income Tax*, 58 SOUTHERN CALIFORNIA L. REV. 727 (1985).
 - *Rawls, Justice, and the Income Tax*, 16 GEORGIA L. REV. 1 (1981).
 - *Corporate Distributions and the Income Tax: A Consideration of the Inconsistency Between Subchapter C and Its Underlying Policy*, 34 VANDERBILT L. REV. 1 (1981). Republished as lead article in THE MONTHLY DIGEST OF TAX ARTICLES (November 1981).
 - *A Different Look at the Taxation of Corporate Distribution and Shareholder Gain*, 13 NEW ENGLAND L. REV. 89 (1977).

ACADEMIC CONFERENCES ORGANIZED

- *Berle IV*, London, June, 2013. Seattle Law Review (forthcoming) (Fall, 2012).
- *Berle III*, Seattle, January, 2012. Seattle Law Review (Spring 2012).
- *Berle II*, Seattle, January, 2011. Seattle Law Review (Spring 2011).
- *In Berle' Footsteps*, Seattle, November, 2009. Seattle Law Review (Spring 2010).
- *Teaching Corporate Law*, Athens, Georgia, October 1999, Georgia Law Review (Spring 2000).
- *Value-Creation and Business Lawyering*, Eugene, Oregon, November 1994, Oregon Law Review (Spring 1995).

SERVICE

- **Faculty Leadership**

Chair, Faculty Appointments Committee (Oregon, 1986-1987; Seattle, 2010-2011)

Chair, Admissions Committee (Georgia, 1998-2003)

Entering class GPA median increased from 3.51 to 3.65

Entering class LSAT median increased from 160 to 163

African-American student enrollment increased substantially

Chair, Admissions Committee (Oregon, 1989-1994)

Entering class GPA median increased from 3.11 to 3.51

African-American student enrollment increased from 2 to 18 students

Female student enrollment in entering class increased from 29% to 51%

Chair, Curriculum Committee (Oregon, 1987-1988)

Chair, Academic Standing Committee (Oregon, 1986-1987)

Chair, Library Committee (Alabama, 1981-1982)

Chair, Honor Code Revision Committee (Tulane, 1978-1979)

- **University-Wide Service**

Vice Chair, Living Wage Assessment Committee (2006-2007)

University Council (Georgia, 1999-2005) (Statutes and By-Laws, 2003-2004)

University Council Executive Committee (Georgia, 1999-2005)

Continuing Education Task Force (Oregon, 1994-1997)

Chair, Wayne Morse Chair Committee (Oregon, 1994-1997)

Council of Deans (Oregon, 1994-1997)

Graduate Council (Oregon, 1993-1994)

Provost's Budget Committee (Oregon, 1992-1994)

Institutional Animal Care and Use Committee (Oregon, 1988-1990)

Research Grants Committee (Oregon, 1986-1987)

Law School Representative, University Senate (Oregon, 1984-1986)

Parliamentarian (Oregon, 1985-1986)

- **Law School Service**

Placement Committee (Georgia, 2001-2002)

Strategic Planning Committee (Georgia, 1999-2000)

Admissions Committee (Seattle, 2009-present)(Georgia, 1997-2004) (Oregon, 1988-1994)

Appointments Committee (Seattle, 2009-present) (Georgia, 1997-2001) (Oregon, 1992-1994)

(Alabama, 1979-1982) (Tulane, 1978-1979)

Dean's Advisory Committee (Georgia, 1998-1999, 2000-2001) (Oregon, 1986-1987, 1992-1994)

Tenure Committee (Oregon, 1984-1985)

Curriculum Committee (Oregon, 1983-1984) (Alabama, 1980-1981) (Georgia, 2003-2005)

Dean Search Committee (Alabama, 1980-1981)

Honor Code Revisions Committee, (Tulane, 1978-1979)

Founding Faculty Mentor OutLaws (formerly Gay and Lesbian Legal Network) (student group)
(Georgia, 1998-2009)

- **Washington State Bar Association**

Member, Corporation Act Revision Committee, 2009-Present

- **Oregon State Bar Association**

Member, Executive Committee, Business Law Section, 1990-93

Member, Model Business Corporation Task Force, 1990-96

Member, Oregon Senate Judiciary Committee Joint Task Force on the Professional
Corporation Act, 1992-93

Member, Uniform Partnership Act Task Force, 1995-96

- **Georgia State Bar Association**

Member (currently inactive), 1973-present

- **American Law Institute**

Member, 2000-present

- **American Bar Association**

Corporation Banking and Business Law Section

Legal Education Section

Committee on Closely-Held Corporations, 1977-1982

Committee on Corporate-Shareholder Relations, 1977-1979

Subcommittee on Integration, 1977-1978

Liaison between Oregon State Bar and Committee on Corporate Law, 1994-1998

- **Association of American Law Schools**

Executive Council, Section on Business Associations, 1994-1998

Community

Member, Advisory Board, Northwest Chapter, NACD, 2009-2011.

Director, Tuscaloosa Montessori, Inc., 1979-81

Director, Druid City Historic District Association, 1979-81

Director, Kidsports, Inc., 1987-1994

Director, Town Club of Eugene, Inc., 1994-96.

Co-plaintiff, O'Kelley v. Cox and O'Kelley v. Perdue (Lawsuits by ACLU/ Lambda Legal seeking to overturn Georgia's so-called "marriage amendment").

Director, Georgia Chapter, ACLU, 2007-2008

Member, Clarke County Democratic Committee, 2005-2008(Executive Committee member and Chair, fund-raising, 2007-2008).

COURSES

- Business Courses: Corporations; Corporate Law Appellate Litigation; Mergers and Acquisitions; Corporate Governance; Business Planning; Non-Publicly-Traded Business Associations; Securities Regulation; International Business Transactions (in Verona, Italy); Corporations, Law and Society.
- Tax Courses: Federal Income Taxation (Individual and Corporate); Tax Policy.

SEMINARS

- Economics Institute for Law Professors, Summer 1985, Hanover, New Hampshire.
- NEH Summer Humanities Seminar, "Liberty, Equality and Justice," Summer 1980.

LAW PRACTICE

- Dodd, Driver, Connell and Hughes, Atlanta, Georgia
Associate Attorney, 1977-1978
- Jones, Bird and Howell, Atlanta, Georgia
Associate Attorney, 1973-1977