

DIANE LOURDES DICK
SEATTLE UNIVERSITY SCHOOL OF LAW
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ACADEMIC APPOINTMENT

SEATTLE UNIVERSITY SCHOOL OF LAW, Seattle, Washington
William C. Oltman Professor of Teaching Excellence, July 2021–Present
Faculty Fellow, Initiative in Ethics and Transformative Technologies, August 2021–Present
Professor of Law, August 2019–Present
Associate Professor, August 2015–July 2019 (tenured 2017)
Assistant Professor, June 2011–July 2015

Courses: Individual Income Taxation; Corporate and Partnership Taxation; Business Entities; Secured Transactions; Bankruptcy; Corporate Finance; Drafting for Corporate Finance; Entrepreneurship and Innovation Law.

Service: Member, Law School Dean Search Committee (2021–Present); Co-Chair, Law School Diversity, Equity, and Inclusion Committee (2021–Present); Member, Seattle University Institutional Review Board (2014–Present); Member, Law School Personnel Review Committee (2019–Present); Chair, Law School Curriculum Committee (2018-2019); Chair and Co-Founder, Transactional Community of Practice (2016-18); Member, Seattle University JD/MBA Working Group (2013–2014).

EDUCATION

UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
LL.M. in Taxation, May 2011
Graduate Tax Fellowship

UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
J.D., *magna cum laude*, May 2005
Florida Law Review, Articles Editor

FLORIDA INTERNATIONAL UNIVERSITY
M.A., *highest honors*, Political Science, April 1999
Research and Teaching Fellowship

FLORIDA INTERNATIONAL UNIVERSITY
B.A., *highest honors*, Political Science and Honors College, December 1997 (age 19)
Florida Undergraduate Scholar
Honors College Graduating Student of the Year

LAW REVIEW ARTICLES

Hostile Restructurings, forthcoming in **WASH. L. REV.** (2021).

Equitable Powers and Judicial Discretion: A Survey of U.S. Bankruptcy Judges, 94 **AM. BANKR. L.J.** 265

(2020) (peer-reviewed journal; invited submission).

Reevaluating Risk and Return in Chapter 11 Secured Creditor Cramdown Plans, 93 **AM. BANKR. L.J.** 175 (2019) (peer-reviewed journal; co-authored with Brian Hulse & Kevin Badgley).

The Bearish Bankruptcy, 52 **GA. L. REV.** 437 (2018).

Bondholders vs. Retirees in Municipal Bankruptcies: The Political Economy of Chapter 9, 92 **AM. BANKR. L. J.** 73 (2018) (peer-reviewed journal).

- Selected from a competitive call for submissions for presentation at the **6th Annual Municipal Finance Conference**, Hutchins Center on Fiscal & Monetary Policy, The Brookings Institution, Washington, D.C. (July 17-18, 2017).

Valuation in Chapter 11 Bankruptcy: The Dangers of an Implicit Market Test, 2017 **ILL. L. REV.** 1487 (2017).

Recognizing Taxpayers as Stakeholders in Municipal Bankruptcies, 14 **J.L. ECON. & POL'Y** 91 (2017) (invited submission).

U.S. Tax Imperialism in Puerto Rico, 65 **AM. UNIV. L. REV.** 1 (2015).

- Spotlighted in Joseph Thorndike, *Tax History: Tax Imperialism, American Style*, **TAX NOTES** (August 30, 2021).
- Spotlighted in Shu-Yi Oei, *U.S. Tax Policy and Puerto Rico's Fiscal History*, **JOTWELL** (July 5, 2016).
- Selected via blind review from a competitive call for submissions for presentation at the **16th Annual Yale/Stanford/Harvard Junior Faculty Forum**, Hosted by Harvard Law School, Cambridge, Massachusetts (June 16-17, 2015).

Grassroots Shareholder Activism in Large Commercial Bankruptcies, 40 **J. CORP. L.** 1 (2014).

- Profiled in *Speaking Out for Shareholders in Corporate Bankruptcies*, **THE NEW YORK TIMES**, May 15, 2015.
- Selected via blind review from a competitive call for submissions for presentation at the **Emerging Scholars in Commercial and Consumer Law Panel**, Hosted by the Section on Commercial and Related Consumer Law, American Association of Law Schools Annual Meeting, Washington, D.C. (January 4, 2015).

Bankruptcy's Corporate Tax Loophole, 82 **FORDHAM L. REV.** 2273 (2014).

- Spotlighted in the **Harvard Law School Bankruptcy Roundtable**, June 2014.
- Spotlighted in **The CLS Blue Sky Blog**, Columbia Law School's Blog on Corporations and the Capital Markets, April 2014.

The Chapter 11 Efficiency Fallacy, 2013 **B.Y.U. L. REV.** 759 (2013).

- Selected via blind review from a competitive call for submissions for presentation at the **Third Annual Center for Law, Economics & Finance (C-Leaf) Junior Faculty Business and Financial Law Workshop**, George Washington University Law School (April 5-6, 2013).

Confronting the Certainty Imperative in Corporate Finance Jurisprudence, 2011 **UTAH L. REV.** 1461 (2011).

Tax and Economic Policy Responses to the Medicaid Long-Term Care Financing Crisis: A Behavioral Economics Approach, 5 **CARDOZO PUB. L. POL'Y & ETHICS J.** 379 (2007).

OTHER ACADEMIC PUBLICATIONS

The Bankruptcy Playbook for Dealing with Valuable Data Assets, 42 No. 1 **BANKR. L. LETTER** (2022) (invited submission).

Classifying Tax Expenditures in Bankruptcy: The Case of the Federal First-Time Homebuyer Credit, 41 No. 8 **BANKR. L. LETTER** (2021) (invited submission).

The Case for a Bankruptcy Shareholder Ombudsman, 41 No. 1 **BANKR. L. LETTER** 1 (2021) (invited submission).

Bankruptcy, Bailout, or Bust: Early Corporate Responses to the Business and Financial Challenges of Covid-19, 40 No. 7 **BANKR. L. LETTER** 1 (2020) (invited submission).

- Spotlighted in **The FinReg Blog**, sponsored by Duke University School of Law's Global Financial Markets Center, March 2021.
- Spotlighted in the **Harvard Law School Bankruptcy Roundtable**, March 2021.

Windstream Holdings: It's a Wonderful Case, 39 No. 12 **BANKR. L. LETTER** 1 (2019) (invited submission).

Public Hospital Bankruptcies and an Evolving Functional Interpretation of the Bankruptcy Code, 39 No. 8 **BANKR. L. LETTER** 1 (2019) (invited submission).

SPEAKING ENGAGEMENTS

U.S. Tax Imperialism in Puerto Rico, First Fridays: Academic Chat on Global Tax Policy (Virtual, hosted by Allison Christians & Steven Dean) (September 3, 2021).

Hostile Restructurings, Corporate Restructuring & Insolvency Seminar (Virtual) (August 11, 2021).

Hostile Restructurings, National Business Law Scholars Conference, University of Tennessee, Knoxville, Tennessee (June 18, 2021).

Hostile Restructurings, Law & Society Association Annual Meeting, Chicago, Illinois (May 28, 2021).

Online Teaching Innovations, Faculty Colloquium, Seattle University School of Law (January 14, 2021).

Washington Board Diversity Statute, Webinar hosted by the Society for Corporate Governance, Pacific NW Chapter (June 4, 2020).

Equitable Powers and Judicial Discretion: A Survey of U.S. Bankruptcy Judges, National Conference of Bankruptcy Judges, Washington, D.C. (October 31, 2019).

Initiatives to Promote Gender Diversity on Corporate Boards, Corporate Group Meeting, K&L Gates, Seattle, Washington (October 16, 2019).

Cramdown Interest Rates in Chapter 11 Cases, 32nd Annual Northwest Bankruptcy Institute, Washington State Bar Association Creditor Debtor Rights Section and the Oregon State Bar

Debtor-Creditor Section, Portland, Oregon (April 5, 2019).

How Safe Are Safe Harbors?, Webinar hosted by the National Conference of Bankruptcy Judges (March 14, 2019).

The Bearish Bankruptcy, Faculty Colloquium, University of Washington School of Law (February 1, 2018).

The Bearish Bankruptcy, Faculty Colloquium, Seattle University School of Law (August 29, 2017).

Bondholders vs. Retirees in Municipal Bankruptcies: The Political Economy of Chapter 9, 6th Annual Municipal Finance Conference, Hutchins Center on Fiscal & Monetary Policy, The Brookings Institution, Washington, D.C. (July 17-18, 2017) (*selected from a competitive call for papers*).

Recent Corporate Tax Reform Proposals, Seattle Tax Group, Seattle, Washington (April 17, 2017).

Bondholders vs. Retirees in Municipal Bankruptcies: The Political Economy of Chapter 9, Guest Lecture, Business & Government Seminar Series, Harvard Kennedy School (March 30, 2017).

Bondholders vs. Retirees in Municipal Bankruptcies: The Political Economy of Chapter 9, Solving the Public Pension Crisis, Law & Economics Center of the George Mason University Antonin Scalia Law School (December 2, 2016).

Bankruptcy Overview, 8th Annual Supreme Court Watch: Preview of a Critical Year in Law and Politics, Seattle University School of Law (October 21, 2016).

Bondholders vs. Retirees in Municipal Bankruptcies: The Political Economy of Chapter 9, Roundtable on Solving the Public Pension Crisis, Law & Economics Center of the George Mason University Antonin Scalia Law School (September 29, 2016).

Balancing Risk and Power in Chapter 11: An Examination of Postpetition Financing Arrangements in Large Commercial Bankruptcies, University of Wisconsin Law School Faculty Speaker Series, Madison, Wisconsin (virtual) (April 27, 2016).

Balancing Risk and Power in Chapter 11: An Examination of Postpetition Financing Arrangements in Large Commercial Bankruptcies, Young Bankruptcy Scholars Work-in-Progress Workshop, Brooklyn Law School, Brooklyn, New York (November 20, 2015).

U.S. Tax Imperialism in Puerto Rico, Graduate Tax Colloquium, The University of Florida Levin College of Law, Gainesville, Florida (November 13, 2015).

U.S. Tax Imperialism in Puerto Rico, 2015 Tax Symposium, The University of Washington School of Law, Seattle, Washington (October 9, 2015).

U.S. Tax Imperialism in Puerto Rico, 16th Annual Yale/Stanford/Harvard Junior Faculty Forum, Harvard Law School, Cambridge, Massachusetts (June 16-17, 2015) (*selected from a competitive call for papers*).

U.S. Tax Imperialism in Puerto Rico, Law & Society Association Annual Meeting, Seattle, Washington (May 28, 2015).

U.S. Tax Imperialism in Puerto Rico, Faculty Colloquium, The University of Utah S.J. Quinney College of Law, Salt Lake City, Utah (April 1, 2015).

U.S. Tax Imperialism in Puerto Rico, Northwest Junior Faculty Forum, Seattle University School of Law (March 27, 2015).

U.S. Tax Imperialism in Puerto Rico, Faculty Colloquium, Seattle University School of Law (March 9, 2015).

Regulating Capital in 21st Century, Seattle University Winter Quarter Alumni Seminar: How Can We Overcome the Growing Gap between Rich and Poor? Thomas Piketty and his Critics, Seattle University (March 4, 2015).

Grassroots Shareholder Activism in Large Commercial Bankruptcies, Emerging Scholars in Commercial and Consumer Law Panel, Hosted by the Section on Commercial and Related Consumer Law, American Association of Law Schools Annual Meeting, Washington, D.C. (January 4, 2015) (*selected from a competitive call for papers*).

Overview of Commercial Law, Tax and Bankruptcy Cases on the SCOTUS Docket, Annual U.S. Supreme Court Watch 2014, Seattle University School of Law (October 10, 2014).

Grassroots Shareholder Activism in Large Commercial Bankruptcies, National Business Law Scholars Conference, The Loyola Law School, Los Angeles, California (June 19-20, 2014).

Recent Developments in Legal Opinion Practice in the State of Washington, Washington State Bar Association Real Property, Probate & Trust Section Mid-Year Meeting, Tulalip, Washington (June 6-8, 2014) (*with Keith Trefry of Paine Hamblen LLP*).

Grassroots Shareholder Activism in Large Commercial Bankruptcies, Law & Society Association Annual Meeting, Minneapolis, Minnesota (May 30, 2014).

Grassroots Shareholder Activism in Large Commercial Bankruptcies, Faculty Speaker Series, Gonzaga University School of Law, Spokane, Washington (March 27, 2014).

Updates to Legal Opinion Practice in the State of Washington, Washington State Bar Association Real Property, Probate & Trust Section 20th Annual Fall Real Estate CLE, Seattle, Washington (December 4, 2013).

Overview of Commercial Law, Tax and Bankruptcy Cases on the SCOTUS Docket, Annual U.S. Supreme Court Watch 2013, Seattle University School of Law (October 11, 2013).

Bankruptcy's Corporate Tax Loophole, Pacific West Business Law Scholars Colloquium, University of Oregon School of Law (October 4, 2013).

Bankruptcy's Corporate Tax Loophole, American Bankruptcy Institute (via Podcast) (September 5, 2013).

Bankruptcy's Corporate Tax Loophole, The Southeastern Association of Law Schools, Palm Beach, Florida (August 4-10, 2013) (*nominated to participate in emerging scholars panel*).

Bankruptcy's Corporate Tax Loophole, National Business Law Scholars Conference, The Ohio State University Michael E. Moritz College of Law (June 12-13, 2013).

Third-Party Legal Opinion Practice in the State of Washington, Washington State Bar Association Real Property, Probate & Trust Section Mid-Year Meeting, Pasco, Washington (June 7-9, 2013).

The Top Ten Things Every Business Lawyer Must Know About Legal Opinions, Washington State Bar Association Business Law Section, Seattle, Washington (May 17, 2013) (*with Keith Trefry of Paine Hamblen LLP*).

The Chapter 11 Efficiency Fallacy, Third Annual Center for Law, Economics & Finance (C-Leaf) Junior Faculty Business and Financial Law Workshop, George Washington University Law School (April 5-6, 2013) (*selected from a competitive call for papers*).

Legal Ethics, Commercial Practice, and the Certainty Imperative: A Cautionary Note, Legal Ethics for the Transactional Lawyer, NKU Law Review Fall Symposium, Park Hills, Kentucky (October 20, 2012) (*invited symposium*).

Deconstructing Corporate Financial Distress, Canadian Law & Economics Association Annual Meeting, University of Toronto Faculty of Law (September 28-29, 2012).

Deconstructing Corporate Financial Distress, National Business Law Scholars Conference, University of Cincinnati College of Law (June 27-28, 2012).

Deconstructing Corporate Financial Distress, Faculty Colloquium, Seattle University School of Law (November 7, 2011).

Confronting the Certainty Imperative in Corporate Finance Jurisprudence, Midwestern Corporate Law Scholars Conference, The Ohio State University Michael E. Moritz College of Law (June 15, 2011).

Confronting the Certainty Imperative in Corporate Finance Jurisprudence, Law and Society Association Annual Meeting, San Francisco, California (June 4, 2011).

SELECTED MEDIA APPEARANCES & INTERVIEWS

J.C. Penney Heads to Sale Hearing as Shareholders Dispute Value, **YAHOO! FINANCE**, Nov. 6, 2020.

How Goldman Could Recoup the Money It Sank Into Gymboree, **THE WALL STREET JOURNAL**, Aug. 7, 2020.

Municipal Bankruptcy in the Time of COVID-19, **PUBLIC MANAGEMENT (PM) MAGAZINE**, August 2020.

Conflicts of Interest in Corporate Restructuring Cases, **BLOOMBERG: BALANCE OF POWER** (hosted by David Westin), Feb. 6, 2020.

A West Coast union faces bankruptcy. Here's why unions nationwide are unnerved, **LOS ANGELES TIMES**, Jan. 28, 2020.

How Bankrupt Is Horsehead Holding? Its Investors Want to Know, **THE NEW YORK TIMES**, Aug. 26, 2016.

Speaking Out for Shareholders in Corporate Bankruptcies, **THE NEW YORK TIMES**, May 15, 2015.

Here comes the judge, **REUTERS BREAKINGVIEWS**, Dec. 5, 2011.

PROFESSIONAL PUBLICATIONS AND OTHER WORKS

Message from the Chair, BUSINESS LAW, published by the Business Law Section of the Washington

State Bar Association (Fall 2021).

AOUSC Submits Dodd-Frank Act Report to Congress: Act Imposes Various Reporting Requirements Under §5382(e), AM. BANKR. INST. J., December 2020 (co-authored with Hon. Michelle M. Harner, Dana Yankowitz Elliott, and Dr. Elizabeth C. Wiggins).

Summary of Legal Opinions Committee's Report on Third-Party Legal Opinion Practice, BUSINESS LAW, published by the Business Law Section of the Washington State Bar Association (Summer 2020).

Washington State Legal Opinions Committee Issues New Comprehensive Report, OPINIONS MATTERS, published by the American Bar Association Real Property, Trust and Estate Law Section's Legal Opinions in Real Estate Transactions Committee (November 2018) (co-authored with fellow committee members).

Legal Opinion Committee Update, BUSINESS LAW, published by the Business Law Section of the Washington State Bar Association (Fall 2016) (co-authored with fellow committee members).

Article 7 Meets Chapter 11: Exploring the Debtor's Request to Pay Prepetition Claims of Shippers and Warehouses, COMMERCIAL LAW WORLD (2017) (invited submission).

Legal Ethics, Commercial Practice, and the Certainty Imperative: A Cautionary Note, 40 N. Ky. L. Rev. 279 (2012) (invited submission).

Guest Blogger, www.TheConglomerate.org (2011).

Making Real Estate Joint Venture Marriages Last: Lessons Learned From a Downturned Economy, FLA. REAL ESTATE J. (2009) (co-authored with Steven D. Lear of Bilzin Sumberg).

Note, *The Impact of Medicaid Estate Recovery on Nontraditional Families*, 15 U. FLA. J.L. & PUB. POL'Y 525 (2005).

Note, *The Case of the Little Yellow Cuban Biplane: Can Interest Analysis Reconcile Conflicting Provisions in Federal Statutes and International Treaties?*, 57 FLA. L. REV. 91 (2005).

Comment, *Reaffirming Every Floridian's Entitlement to a Broad and Fundamental Right to Privacy*, 56 FLA. L. REV. 447 (2004).

SERVICE TO THE PUBLIC AND TO THE PROFESSION

American Bankruptcy Law Journal

- Appointed to the Editorial Advisory Board (2021-present); selected to serve on a working group exploring new strategic opportunities for the journal.

Dodd-Frank Study Group for the Administrative Office of the U.S. Courts

- Selected to serve as the Academic Reporter (2019-present) for a study group comprised of federal judges, court administrators, and agency officials.
- Served as lead author for the group's most recent report to Congress on the resolution of distressed financial institutions: *Fifth Report Pursuant to Section 202(e) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010* (2020).
- Served as co-author on a brief article promoting the working group and our most recent report.

Washington Citizen Commission for Performance Measurement of Tax Preferences

- Appointed by the Senate Democratic Caucus (2016–present) to a five-member commission to evaluate state tax incentives; the commission meets four times per year at the state capital to review economic impact reports and make recommendations to the legislature.

Washington State Bar Association

- Chair of the Business Law Section, 2020-21; previously served as Chair-Elect, 2019-20, and Treasurer, 2018-19.
 - Spearheaded the formation of a Young Business Lawyers Committee and a Privacy Law Committee; hosted an inaugural panel presentation on privacy law.
- Member, Washington State Bar Corporate Act Revisions Committee (2017–Present).
 - Provide expert commentary and leadership in the development of the state’s corporate laws, primarily by recommending updates and amendments to the Washington Business Corporation Act.
 - Helped research and draft proposals to modify the state’s business corporations statute with respect to, among other things, asset dispositions and board diversity.
 - Appeared before the Washington State Bar Association Board of Governors on multiple occasions to request that the bar association adopt our legislative proposals.
 - Testified before the Washington State Senate Law & Justice Committee, on behalf of the committee, regarding revisions to the uniform business organizations code.
- Member, Washington State Bar MentorLink Curriculum Development Team (2016).
 - Drafted sections of the curriculum pertaining to civility and professionalism.
- Member, Washington State Bar Legal Opinions Committee (2012–Present).
 - Worked for over five years with approximately ten other committee members to draft a comprehensive *Report on Third-Party Legal Opinion Practice in the State of Washington*, published in 2018.
 - Appeared before the Washington State Bar Association Board of Governors, on behalf of the committee, to request approval of the report.

Florida Bar Association

- Member, Legal Opinions Committee (2007–2011).
 - Worked with approximately twenty other committee members to draft the *Report on Standards for Third-Party Legal Opinions of Florida Counsel*, published in 2010.

Consumer Education and Training Services (CENTS)

- Member, Board of Directors (2021-Present).

BAR ADMISSIONS

Washington (2013–Present)
District of Columbia (2011–Present)
Florida (2005–Present)

CONSULTING AND LEGAL PRACTICE EXPERIENCE

Legal and Business Consultant, 2011–Present

Engage in one-time and ongoing consulting projects of various scopes and sizes for companies, private equity funds, financial institutions, governmental agencies, think tanks, and sophisticated investors from around the world on topics relating to my areas of expertise.

BILZIN SUMBERG, Miami, Florida (www.Bilzin.com)

Associate Attorney, 2005–2010

Engaged in a diverse commercial practice at a premier, full-service law firm of over 100 attorneys. Specialized in corporate and commercial finance transactions, including mergers and acquisitions, securitizations, bankruptcy, insolvency, and debt restructurings.