

**DALE ARTHUR OESTERLE**

Gilbert Reese Chair

Moritz School of Law, Ohio State University

213 Drinko Hall, 55 West 12<sup>th</sup> Ave.,

Columbus, Ohio 43210-1391

Tel.: (614) 292-7172; FAX: (614) 688-4202

E-mail: Oesterle.4@osu.edu

**PERSONAL INFORMATION**

Home: 281 S. Parkview Ave., Bexley, Ohio 43209

Family: Married to Patricia Marie, an attorney; father of Helen Maiene, born in 1979, Ann Dora, born in 1985 and William Arthur, born in 1992.

Date of Birth: Born on October 25, 1950 in Lafayette, Indiana

**EDUCATION**

Legal: University of Michigan Law School, Ann Arbor, Michigan. J.D.: 1975

Honors: Executive Editor, University of Michigan Law Review, 1974-75  
Associate Editor, University of Michigan Law Review, 1973-74  
Order of the Coif  
Henry M. Bates Memorial Scholarship

Post-Graduate: Institute of Public Policy Studies, Rackham Graduate School, University of Michigan, Ann Arbor, Michigan. Masters of Public Policy: 1974

Undergraduate: University of Michigan, Ann Arbor, Michigan. B.A. (with distinction) in Philosophy: 1972

**WORK EXPERIENCE**

Reese Chair, Moritz School of Law, The Ohio State University, Columbus Ohio, 2003 to present

Monfort Professor & Director of the Center for Entrepreneurial Law, School of Law, University of Colorado at Boulder, 1992 to 2003

Professor of Law, Cornell Law School, June 1985-1992; Associate Professor, Cornell Law School, 1983-1985; Assistant Professor, Cornell Law School, 1979-83

Associate (Litigation Section), Hunton & Williams, Richmond, VA, Sept. 1976- June 1979

Law Clerk, Honorable Robert R. Merhige, Jr., United States District Court for the Eastern District of Virginia, Richmond, VA, Aug. 1975-Aug. 1976

**OTHER TEACHING POSITIONS**

Visiting Lecturer, Masters Program, University of Auckland, New Zealand. Taught course entitled "Comparative Company Law and Securities Regulation," summer 2003.

Visiting Lecturer, Masters Program, University of Melbourne, Australia. Taught course entitled "U.S. Securities Law," summer 2002.

Visiting Lecturer, Masters Program, University of Auckland, New Zealand. Taught course entitled "Mergers and Acquisitions," summer 2002.

Faculty, Semester at Sea University, Institute for Shipboard Education, University of Pittsburgh, fall 1998. Taught courses entitled "International Finance," "International Investment" and "International Trade."

Scholar in Residence, Benjamin N. Cardozo School of Law, Yeshiva University, New York, New York, spring 1998. Taught seminar on the Regulation of the Securities Secondary Trading Markets.

Visiting Professor, Faculty of Law, University of Melbourne, Australia, "Bedrock Issues in Corporate Law: A Comparison of Russia, United States, Australia and New Zealand Corporate Codes," spring 1998.

Sir William Henry Cooper Foundation Fellow, Visiting Professor of Company Law, University of Auckland, New Zealand, summer of 1992.

Lecturer, University of Virginia Law School, Charlottesville, VA, "Landlord-Tenant Law: A Policy Analysis," winter 1976.

Teaching Fellow, University of Michigan, College of Literature, Science & Arts, Ann Arbor, Michigan, "A History of the Development of the First Amendment," winter 1975.

**PUBLICATIONS****Books & Chapters in Books**

MERGERS AND ACQUISITIONS IN A NUT SHELL, SECOND EDITION (WEST GROUP 2006)

THE LAW OF MERGERS AND ACQUISITIONS, THIRD EDITION (WEST GROUP 2005) WITH A  
TEACHING MANUAL

THE LAW OF MERGERS AND ACQUISITIONS, SECOND EDITION (WEST GROUP 2002) WITH A  
TEACHING MANUAL

MERGERS AND ACQUISITIONS IN A NUT SHELL (WEST GROUP 2001)

THE COLORADO STATE CONSTITUTION: A REFERENCE GUIDE (2002) (co-authored with Professor  
Richard Collins) [REVIEWED BY JUSTICE GREGORY J. HOBBS, JR., 31 COLO.  
LAWYER AT 39 (DEC. 2002)]

THE LAW OF MERGERS AND ACQUISITIONS (West 1999), A Teaching Manual also published in 1999 and Pamphlet Supplements published in 2000 and 2001

THE LAW OF MERGERS, ACQUISITIONS AND REORGANIZATIONS (West Publishing 1991), Pamphlet Supplements, 1992 and 1994

*Corporate Director's Personal Liability for "Insolvent Trading" in Australia, "Reckless Trading" in New Zealand and "Wrongful Trading" in England: A Recipe for Timid Directors, Hamstrung Controlling Shareholders and Skittish Lenders*, ch. 2 in INSOLVENCY TRADING, R. Ramsey, ed. (2001)

*Why Have a Companies Act?* ch. 14 in SECURITIES REGULATION IN AUSTRALIA AND NEW ZEALAND, Gordon Walker & Brent Fisse, eds. (Oxford Press, 1994)

### **Refereed Articles**

*Corporate Directors' Personal Liability for "Insolvent," "Reckless," and "Wrongful" Trading*, 7 NEW ZEALAND BUS. L.Q. 20 (2001)

*Just Say "I Don't Know": A recommendation for WTO panels dealing with environmental regulations*, 3 ENV. L. REV. (United Kingdom) 113 (2001)

*Avoiding the Creation of Income When a Partnership Assumes a Partner's Obligation*, 56 J. TAX'N 112 (Feb. 1982) (with Gunn)

### **Articles**

*Are Leveraged Buyouts a Form of Governance Arbitrage*, 3 Br. J. Corp, Fin., & Comm. L. 53 (2008)

*Regulating Hedge Funds*, 1 Ent. Bus. L. J. 1 (2006)

*Regulation NMS: Has the SEC Exceeded Its Congressional Mandate*, 1 NYU L. & Bus. 613 (2005)

*Early Observations on the Prosecutions of the Business Scandals of 2002-03*, 1 Ohio St. J. of Crim. L. 443 (2004)

*Year 2002: The Year of the Telecom Meltdown*, 2 J. Telecom. & High Tech. 413 (2003)

*Congress's 1975 Directions to the SEC for the Creation of a National Market System: Is the SEC Operating Outside the Mandate?* American Enterprise Institute Monograph (May 2003).

*Lessons on the Limits of Constitutional Language from Colorado: The Erosion of the Constitution's Ban on Business Subsidies*, 73 U. COLO. L. REV. 587 (2002)

*A Clear-Headed Look at NGOs*, 13 COLO. J. INT'L ENVTL. L. & POL'Y 129 (2002)

*The WTO Reaches Out to the Environmentalists: Is It Too Little, Too Late?* COLO. J. INT'L ENVTL. L. & POLICY 1 (1999 Yearbook)

*Securities Market Regulation: A Time to Move to a Market-Based Approach*, 374 CATO Inst. Policy Analysis (June 21, 2000)

*The Inexorable March Toward a Continuous Disclosure Obligation for Publicly-Traded Companies: Are We There Yet?* 20 CARDOZO L. REV.135 (1998)

*Revisiting the Anti-Takeover Fervor of the 80s Through the Letters of Warren Buffett: Current Acquisition Practice Is Clogged by Legal Flotsam from the Decade*, 19 CARDOZO L. REV.

- 565 (1997)
- What's in a Name? An Argument for a Small Business "Limited Liability Entity,"* 32 WAKE FOREST L. REV. 101 (1997) (with Wayne Gazur)
- Public Lands: How Much is Enough?*, 23 ECOLOGY L.Q. 521 (1996)
- Subcurrents in LLC Statutes: Limiting the Discretion of State Courts to Restructure the Internal Affairs of Small Business*, 66 COLO. L. REV. 881 (1995)
- Structuring the Ballot Initiative: Procedures That Do and Don't Work*, 66 COLO. L. REV. 49 (1995) (with Collins)
- Judicial Schizophrenia in Shareholder Voting Cases*, 79 IOWA L. REV. 485 (1994) (with Alan Palmiter) (selected by peers as one of the ten best articles in corporate law for 1994), reprinted in 37 CORP. PRAC. COMMENTATOR 1 (1995), digested in BOWNE DIG. FOR CORP. & SEC. LAW. (Feb. 1995)
- Comments on the SEC's Market 2000 Report*, 19 J. CORP. L. 483 (1994), digested in BOWNE DIG. FOR CORP. & SEC. LAW. (Jan. 1995)
- On the Business of Defending NYSE Specialists*, 18 J. CORP. L. 79 (1992)
- The New York Stock Exchange and Its Outmoded Specialist System: Can the Exchange Innovate to Survive?* J. CORP. L. 223 (1992) (with Winslow & Anderson)
- Fairness Opinions as Magic Pieces of Paper*, 70 WASH. L.Q. 541 (1992)
- Liability of Investment Bankers in LBOs*, 16 DEL. J. CORP. L. 596 (1991)
- The Formative Contributions to American Corporate Law by the Massachusetts Supreme Judicial Court from 1806 to 1810*, 300th Anniversary of the Massachusetts Supreme Judicial Court (Cornell Press, 1992)
- Viewing CERCLA as Creating an Option on the Marginal Firm: Does It Encourage Irresponsible Environmental Behavior?* 26 WAKE FOREST L. REV. 39 (1991)
- Paramount's Failed Bid for Time Inc.*, J. OF MERGERS & ACQUISITIONS 15 (1989)
- Dale A. **Oesterle**, *The Effect of Statutes Limiting Director's Due Care Liability on Hostile Takeover Defenses*, 24 **Wake Forest** L. Rev. 31 (1989).
- The Rise and Fall of Street Sweep Takeovers*, DUKE L.J. 202 (1989), reprinted in 22 SEC. L. REV. (1990)
- Delaware's Takeover Statute: Of Chills, Pills, Standstills, and Who Gets Iced*, 13 DEL. J. CORP. L. 879 (1988)
- Management Buyouts: Creating or Appropriating Shareholder Wealth*, 41 VAND. L. REV. 207 (March 1988)
- Tender Offer Defenses and the Delaware Supreme Court*, 7 CORNELL L. REV. 117 (Nov. 1985)
- Target Managers as Negotiating Agents for Target Shareholders in Tender Offers: A Reply to the Passivity Thesis*, 71 CORNELL L. REV. 53 (1985)
- A Private Litigant's Remedies for an Opponent's Inappropriate Destruction of Relevant Documents*, 61 TEX. L. REV. 201 (1983)
- Limits on a Corporation's Protection of its Directors and Officers from Personal Liability*, WIS. L. REV. 1 (1983), reprinted in 33 DEFENSE L.J. 111 (1984) and CORP. COUNSEL'S ANNUAL, 1984 at 3
- Deficiencies of the Restitutionary Right to Trace Misappropriated Property in Equity and in UCC § 9-306*, 68 CORNELL L. REV. 172 (1983)
- United Nations Conference on Restrictive Business Practices*, 14 CORNELL INT'L L.J. 1 (1981)
- A Definition of "Liabilities" in Internal Revenue Code Sections 357 and 358(d)*, 72 MICH. L.

REV. 461 (1975) (with Kahn), *digested in* MONTHLY DIG. OF TAX ARTICLES 16 (Dec. 1975)

Note, *The Sale of Human Body Parts*, 72 MICH. L. REV. 1182 (1974)

### **Book Reviews**

Review of *Legal Harmonization and the Business Enterprise: Corporate and Capital Market Law Harmonization Policy in Europe and the U.S.A.* by R. Buxbaum & K. Hopt, 22 CORNELL INT'L LAW J. 269 (1989)

Review of *Grenville Clarke* by G. Dunne, 5 L. & HIST. REV. 584 (Oct. 1986)

Review of *Law and Order in the New Guinea Highlands* by R. Gordon & M. Maggit, 4 L. & HIST. REV. 209 (1986)

Review of *Dispute Resolution* by S. Goldberg, E. Green & F. Sander, 35 J. LEGAL EDUC. 602 (1985)

Review of *Justice Without Law* by Jerold S. Auerbach, 34 J. EDUC. 125 (1984)

*Restitution and Reform*, review of THE LAW OF RESTITUTION by George Palmer, 4 vols. (1978), 79 MICH. L. REV. 336 (1981)

### **Short Pieces, Editorials and Monographs**

*Comment on Scientific Atlanta*, Lawcasts (Oct. 5, 2007)

*The South Dakota Referendum on Abortion: Lessons from a Popular Vote on a Controversial Right*, Pocket Part, Yale L. J. (Nov. 1, 2006)

*Should Hedge Funds Be Regulated?*, Legal Affairs (Nov. 8, 2005)

*Government as Shareholder*, 2/6/06, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Pricey Payouts for CEO's*, 1/9/06, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*New SEC Rules Fall Short*, 12/12/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Fomenting Fear of Hedge Funds*, 11/14/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Shareholder Voting*, 10/16/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Ellison's \$122M Settlement*, 9/19/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Disney Board's Hollow Victory*, 8/22/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Block China's Bid for Unocal*, 7/18/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*The Hidden Costs of Regulation*, 6/20/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Regulating Hedge Funds*, 5/16/05, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*At Long Last*, 4/18/05, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*New Rules Ease Restrictions*, 3/21/05, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Telecom Mergers Could Have a ‘French’ Connection*, 2/21/05, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Subsidies for Local Businesses*, 1/17/05, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*IPO’s and Takeovers*, 12/20/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Voters Define Marriage*, 11/15/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Venture Capitalist Living on the Edge*, 9/20/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Why Buy Google?*, 8/16/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*New Mutual Funds Rules Are a Jumbled Mess*, 7/19/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Corporate Crooks, Criminal Intent*, 6/21/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Jury is Out on Corporate Fraud*, 4/19/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*How Prosecutors Got Martha*, 3/15/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Can We Escape Double Tax on Corporate Income?*, 2/16/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Gauging Investment Value in Private Funds*, 1/15/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Proposed Rules for IPOs Fail to Impress*, 12/15/04, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Mutual Fund Scandal Should Awaken Watchers*, 11/16/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Small Business Forms Proliferate*, 10/19/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Microsoft’s About Face on Stock Options*, 8/16/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Rethinking Lockups*, 7/23/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Martha’s Murky Waters: Insiders Trading Privately*, 6/23/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Government Accountants Follow Private Examples*, 5/26/ 03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Minority Shareholders’ Revenge In a Cramdown*, 4/21/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Cram Downs*, 3/17/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Sarbanes-Oxley Deals Another Blow to IPOs*, 2/17/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine  
*Does Bush’s Economic Plan Help Venture Capital?*, 1/20/03, DAILY CAMERA (Boulder), p. 2 of the “Business Plus” Magazine

*Will the new SEC chairman restore market confidence?*, 12/16/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Can Rule Changes Restore Confidence in Markets?*, 11/18/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Pushing for a clearer view of venture capital funds*, 10/21/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*'Reverse merger' push on the legal borderline*, 9/16/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*The view from Down Under on U.S. corporate governance*, 8/19/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Qwest could have been good pickings for corporate raid*, 7/15/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Incorporating your new company in Delaware*, 6/24/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*A crisis of confidence in the markets*, 6/3/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Illusions of board reform*, 5/6/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Accounting debate resumes for compensatory options*, 4/15/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Employment agreements are not only for sissies*, 2/18/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Investor cash turns toxic*, 1/14/02, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Airlines offer a lesson in bailouts and bankruptcy*, 12/24/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*When entrepreneurs speak, to whom should we listen?*, 11/19/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Your lawyer as your investor*, 10/22/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Tax breaks for venture capital funds*, 9/3/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Saving taxes on gains in founder's stock*, 8/20/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Legal forms of founder vesting arrangements*, 7/23/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*A primer on stock grants for entrepreneurs*, 6/4/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Angels and the common mistake*, 5/7/01, DAILY CAMERA (Boulder), p. 2 of the "Business Plus" Magazine

*Getting squeezed*, 4/16/01, DAILY CAMERA (Boulder), p. 5 of the "Business Plus" Magazine

*Startups find it hard to attract funding*, 3/19/01, DAILY CAMERA (Boulder), p. 5 of the "Business Plus" Magazine

*Raising capital presents challenge*, 2/26/01, DAILY CAMERA (Boulder), p. 4 of the "Business Plus" Magazine

- The SEC's Assault on Electronic Trading*, REGULATION: THE CATO REVIEW OF BUSINESS & GOVERNMENT at 17 (Summer 1998)
- The National Monument Fairness Act: The Political Fallout from the Grand Staircase-Escalante National Monument Designation*, REGULATION: THE CATO REVIEW OF BUSINESS & GOVERNMENT at 12 (Fall 1997)
- Method in the Merger Madness*, REGULATION: THE CATO REVIEW OF BUSINESS & GOVERNMENT at 27 (Spring 1997)
- "The Companies Bill of 1993: New Tools," Company Law Conference, Institute of Directors in New Zealand (April 1997)
- "Comments" on the Law Commission Consultation Paper No 142 on Shareholder Remedies (see Appendix J) (1996)
- "Director and Executive Remuneration," CCH NZ COMPANY LAW & PRACTICE ¶ 200-065 (1995)
- "Old Habits are Hard to Break: Curtailing Sharp Business Practices in New Zealand," Endowed Lecture, Center for Business Law, University of Auckland School of Law (July 1993)
- Growing Pains of Law Reform*, BOARDROOM, JOURNAL OF THE INSTITUTE OF DIRECTORS IN NEW ZEALAND at 1 (June 1993)
- "Company Law Reform—The International Perspective," Conference for the Institute of Directors in New Zealand (July 30-31, Aug. 2-3, 1993)
- The Mischief in Amendment One*, Op-Ed in the DAILY CAMERA (Boulder), Nov. 28, 1992, and in the DENVER POST, Dec. 5, 1992
- Crying Wolf on the New Companies Bill*, INDEPENDENT (Sept. 1992)
- Comments on the Companies Bill, Report to the Justice and Law Reform Select Committee of the House of Representatives, New Zealand Parliament, July 1, 1992. See also *Visiting American Professor of Law, Comments on New Zealand Companies Bill*, PHILLIPS FOX CORPORATE LAW BULLETIN (Sept. 1992)
- "Limited Liability, Development Of," in THE NEW PALGRAVE DICTIONARY OF MONEY AND FINANCE (Macmillan 1992)
- "Sources of Law Regulating Negotiated Mergers and Acquisitions," Johnson School of Management Executive Education Program (June 1990)
- "Should the American Law Institute Publish a Second Edition of the Restatement of Restitution," Prepared for the American Law Institute (Feb. 1989)
- Proposed Rule 68 on Offers of Settlement*, 10 CORNELL L. FORUM 11 (1984)
- Dangers of Judge-Imposed Settlements*, 9 LITIGATION 29 (Sp. 1982)
- Trial Judges in Settlement Discussions: Mediators or Hagglers?* 9 CORNELL L. FORUM 7 (1982)
- United States v. United States Gypsum Co.—Two Laws Where One Grew Before*, 6 CORNELL L. FORUM 11 (1980)

## **OTHER**

Contributions as Member, Panel of Experts, *The Future of the SEC*, for the  
WallStreetJournal.com, (Nov. 2002 to 2003)  
Business Law Professor, Blog (2005-2010)

## **COURSES TAUGHT**

### **University of Colorado School of Law**

Bankruptcy Reorganizations, Contracts (two semester course), Corporate Finance, Corporations, Entrepreneurial Law Clinic (Founder), International Business Transactions, Law & Finance for Entrepreneurs, Mergers & Acquisitions, Regulation of the National Securities Markets, Securities Regulation

### **Cornell Law School**

Agency and Partnership, Antitrust, Business Torts (also known as Unfair Trade Practices), Civil Procedure, Contracts, Corporate Deleveraging: Workouts and Bankruptcy, Corporate Finance, Copyright, Patents & Trademarks, Corporations, Enterprise Organization, Legal Writing, Mergers & Acquisitions, Negotiations for Lawyers, Securities Regulation

### **Johnson School of Management** (Cornell University)

Law of Mergers and Acquisitions, Negotiation for Managers. Lectured on the Law of Mergers and Acquisitions in the Management School Executive Training Programs at Chicago, New York and San Francisco. Routinely guest-lectured on Insider Trading to Management School alumni organizations and in the Investment Banking class.

## **PUBLIC PRESENTATIONS (SELECTED)**

Main Paper, American Enterprise Institute Conference on the National Market System,  
Washington. D.C., May 7, 2003.

Presenter, Small Entity Rationalization, Corporate Counsel Association, Jan. 30, 2003.

Presenter, Sarbanes-Oxley Act of 2002, Boulder County Bar Association, Two Occasions, Nov.  
and Dec. 2002.

Featured Presenter, "Assessing the Competitive Position of the New Zealand Stock Exchange,"  
Northern Club, Auckland, New Zealand, June 26, 2002

Presenter, GMO's and World Trade, 2001

Moderator, Panel on Direct Democracy, Univ. of Colo. School of Law, 2001

Lecture, Article XV of the Colorado State Constitution: "The Delegates Had it Right and We Blew It", Colorado Assoc. of Corp. Counsel, 2000

Presenter, Wake Forest Conference on LLCs, 1997

Presenter, Symposium on Warren Buffett, Cardozo School of Law, 1996  
Presenter, Colorado Bar Association Annual Meeting at Vail, 1996, “The New Private Securities Litigation Reform Act of 1995”  
Presenter, Program on Negotiation Ethics, Inns of Court, Boulder, Colorado, 1996  
Faculty Symposium on Public Lands, University of Colorado School of Law, 1996  
Presenter, “The Companies Bill of 1993, Three Years Later, Auckland and Wellington, New Zealand, 1995  
Presenter and Panelist, two conferences on Western Lands, Center for Natural Resources, University of Colorado Law School, 1995  
Presenter and Organizer, Conference on LLCs, University of Colorado School of Law, 1995  
Presenter, Session on Colorado LLCs, Colorado Bar Association Annual Meeting, 1994  
Panelist, Conference on Initiatives, University of Colorado Law School, 1994  
Main Presenter, Programs on the New Zealand Companies Bill in eight talks in Auckland, Wellington, and Christ Church, New Zealand, 1993  
Panelist, Hodge O’Neil Conference at Wash. University Law School, 1991  
Panelist, New York Conference on Investment Banker Liability, 1990  
Panelist, Wake Forest Law School Conference on Corporations, 1989 and 1991  
Panelist, Corporate Governance Symposium, Cornell Law School, 1988  
Panelist, Symposium on Biotechnology Patents, Cornell School of Agriculture, 1988  
Faculty Seminars at the University of Canterbury (New Zealand) in 1992, the University of Colorado in 1991, and University of Illinois Law School 1988

### **PROFESSIONAL ORGANIZATIONS**

Boulder Inn of Court, 1994-1996  
Reporter, American Bar Association Committee on Negotiated Acquisitions, 1991-1995  
American Association of Law Professors, Chairman, Section on Remedies, 1991-92; Member, Executive Committee of the Section 1989-1992; Chair-Elect, 1992  
American Law Institute 1989-present  
Admitted to Bars of Colorado, New York State, and the Commonwealth of Virginia

### **PERSONAL INTERESTS**

Amateur Race Driver.