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Seattle, Washington, 98109

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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 – 2008
Martin E. Kilpatrick Chair of Corporate Finance and Securities Law
- UNIVERSITY OF OREGON SCHOOL OF LAW, 1982 - 1997
Loran L. Stewart Professor of Business Law, 1993 – 1997
- UNIVERSITY OF VIRGINIA SCHOOL OF LAW (Visiting Professor), Fall 1990
- UNIVERSITY OF ALABAMA SCHOOL OF LAW, 1979 - 1982
- TULANE UNIVERSITY LAW SCHOOL, 1978 - 1979

ADMINISTRATIVE APPOINTMENTS

- Director, *ADOLF BERLE CENTER*, Seattle University School of Law, 2009-present
- Interim Dean, University of Oregon School of Law, 1994-1997
- 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**

- THE OXFORD HANDBOOK OF THE CORPORATION (Thomas Clarke, Justin O’Brien & Charles R. T. O’Kelley eds., Oxford Univ. Press, London & New York, 2019).
- CORPORATIONS AND OTHER BUSINESS ASSOCIATIONS (9th ed., Wolters Kluwer, Boston, 2022) (with Robert Thompson & Dorothy Lund) (prior editions in 1992, 1996, 1999, 2003, 2006, 2010, and 2014, with Robert Thompson).

- **Book Chapters**
 - *The Evolving Corporation: Economy, Law and Society*, in THE OXFORD HANDBOOK OF THE CORPORATION (with Thomas Clarke and Justin O'Brien) (Oxford Univ. Press, London & New York, 2019).
 - *From Berle to the Present: The Shifting Primacies of Corporation Law Theory*, in THE OXFORD HANDBOOK OF THE CORPORATION (Oxford Univ. Press, London & New York, 2019).

- **Book Supplements**
 - Corporations and Other Business Associations: Selected Statutes, Rules and Forms (1992, and 1994-2020 annual editions) (with Robert Thompson), (2021-2022 annual editions) (with Robert Thompson & Dorothy Lund).
 - Surrey, Warren, McDaniel and Ault's Federal Income Taxation, Vol. II (1987 Supp.), (1988 Supp.) (With McDaniel, Ault, and McMahan).

- **Articles**
 - *What Was the Dartmouth College Case Really About?*, 74 VAND. L. REV. 1645 (2021).
 - *Merrick Dodd and the Great Depression: A Few Historical Corrections*, 42 SEATTLE U. L. REV. 513 (2019).
 - *The Evolution of the Modern Corporation: Corporate Governance Reform in Context*, 2013 U. ILL. L. REV. 1001 (2013).
 - *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).
 - *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).
 - *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 NW. U. L. Rev. 216 (1992).
- *Opting In and Out of Fiduciary Duties in Cooperative Ventures; Refining the So-Called Coasean Contract Theory*, 70 Wash. U. L.Q. 353 (1992).
- *The Parenting Tax Penalty: A Framework for Income Tax Reform*, 64 OR. 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 S. Cal. L. Rev. 727 (1985).
- *Rawls, Justice and the Income Tax*: 16 GA. L. REV. 1 (1981).
- *Corporate Distributions and the Income Tax: A Consideration of the Inconsistency between Subchapter C and its Underlying Policy*, 34 VAND. 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 N. Eng. L. Rev. 89 (1977).

- **Forewords**
 - *Berle X: Berle and His World: An Homage to William W. Bratton*, 42 SEATTLE U. L. REV. 261 (2019).
 - *Preface* (with Thomas Clarke and Justin O'Brien), in THE OXFORD HANDBOOK OF THE CORPORATION (Oxford Univ. Press, London & New York, 2019).
 - *Berle VII: The Modern Corporation and a Theory of Fields*, 39 SEATTLE U. L. REV. 219 (2016).
 - *In Berle's Footsteps*, 33 SEATTLE U. L. REV. 777 (2010).
 - *The Many Futures of Teaching Corporations*, 34 GA. L. REV. 423 (2000).

- **Book Reviews**
 - *Corporate Origins and Corporate Rights: American Law and the Corporation*, JOTWELL (November 22, 2018) (reviewing Adam Winkler, WE THE CORPORATIONS: HOW AMERICAN BUSINESSES WON THEIR CIVIL RIGHTS (2018)), <https://corp.jotwell.com/corporate-origins-and-corporate-rights-american-law-and-the-corporation/>.
 - *Historicizing Corporations and Democracy*, JOTWELL (September 27, 2017) (reviewing CORPORATIONS AND AMERICAN DEMOCRACY (Naomi R. Lamoreaux & William J.

Novak eds., 2017)), <https://corp.jotwell.com/historicizing-corporations-and-democracy/>.

- **Academic Conferences Organized**

- **Berle XIII**, *Inclusive Corporate Leadership*, May 19-20, 2022 (Montreal, Canada) (Co-organizers Darren Rosenfeld, Afra Afsharipour, Kristin Johnson) published version 46 SEATTLE U. L. REV. (forthcoming 2023).
- **Berle XII**, *Corporate Capitalism and the City of God*, May 28-29, 2020 (Seattle, WA) (co-organizer Harwell Wells) published version 45 SEATTLE U. L. REV. (forthcoming 2022).
- **Berle XI**, *Law and Corporate Culture*, May 16-17, 2019 (Seattle, WA) (Co-organizers Claire Hill & Eugene Soltes) published version 43 SEATTLE U. L. REV. 377- 839 (2020).
- **Berle X**, *Berle and his World: An Homage to William W. Bratton*, May 17-18, 2018 (Seattle, WA), published version 42 SEATTLE U. L. REV. 261- 936 (2019).
- **Berle IX**, *Investor Time Horizons*, June 5-6, 2017 (Atlanta, GA.) (Co-organizer Anne Tucker), published version 41 SEATTLE U. L. REV. 337- 653 (2018).
- **Berle VIII**, *Benefit Corporations and the Firm Commitment Universe*, June 27-28, 2016 (Seattle, WA) (Co-organizer Rick Alexander), published version 40 SEATTLE U. L. REV. 299- 819 (2017).
- **Berle VII**, *The Modern Corporation and a Theory of Fields*, May 26-27, 2015 (Seattle, WA) (Co-organizer Miguel Padro), published version 39 SEATTLE U. L. REV. 219- 591 (2016).
- **Berle VI**, *Blair & Stout and Beyond*, June 23-24, 2014 (Seattle, WA), published version 38 SEATTLE U. L. REV. 187- 737 (2015).
- **Berle V**, *Capital Markets, the Corporation, and the Asian Century: Governance, Accountability and the Future of Corporate Law*, May 12-15, 2013 (Sydney, Australia) (Co-organizer Justin O'Brien), published version 37 SEATTLE U. L. REV. 307- 811 (2014).
- **Berle IV**, *The Future of Financial and Securities Markets*, June 14-15, 2012 (London, England) (Co-organizer Marc Moore), published version 36 SEATTLE U. L. REV. 299- 1241 (2013).
- **Berle III**, *The Theory of the Firm*, January 13-14, 2012 (Seattle, WA), published version 35 SEATTLE U. L. REV. 1009-1498 (2012).
- **Berle II**, (Untitled) January 21-22, 2011 (Seattle, WA), published version 34 SEATTLE U. L. REV. 993-1544 (2011).
- **Berle I**, *In Berle's Footsteps*, November 6-8, 2009 (Seattle, WA), published version 33 SEATTLE U. L. REV. 777- 1292 (2010).

- *Teaching Corporate Law*, October 15-16, 1999 (Athens, GA), published version 34 GA. L. REV. 423-1047 (2000).
- *Business Lawyers and Value Creation for Clients*, November 1994 (Eugene OR) (Co-organizer Richard W. Painter), published version 74 OREGON L. REV. 1-339 (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 (Georgia, 1997-2004) (Oregon, 1988-1994)

Appointments Committee (Seattle, 2009-2010) (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)
(Seattle, 2018-2019, 2021-2022)

Dean Search Committee (Alabama, 1980-1981)

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

Founding Faculty Mentor and Advisor, UGA OUTLaw (formerly Gay and Lesbian Legal Network) (student group) (Georgia, 1998-2008)

- **Washington State Bar Association**

Member, Corporation Act Revision Committee of the Business Section, 2009-Present

- **Oregon State Bar Association**

Member (currently inactive), 1990-present

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**

Member, 1977-present

- **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

