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Boston University School of Law
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ACADEMIC EMPLOYMENT:

Boston University School of Law, Boston, MA
Visiting Associate Professor, 2009 – 2010

Tulane Law School, New Orleans, LA
Associate Professor, Fall 2007 – present (with tenure as of July 1, 2008)

Washington and Lee University School of Law, Lexington, VA
Visiting Professor, Spring 2007

Cornell Law School, Ithaca, NY
Visiting Associate Professor, Fall 2006

University of Richmond School of Law, Richmond, VA
Associate Professor, 2005 – 2007; Assistant Professor, 2002 – 2005

Columbia University School of Law, The Honorable Jack B. Weinstein, New York, NY
Civil Procedure Teaching Fellow

Columbia University School of Law, Professor Harold Korn, New York, NY
Civil Procedure Teaching Fellow

Courses Prepared to Teach: Corporations, Selected Topics in Corp. Law, Mergers & Acquisitions, Securities Regulation, Deals, Publicly Held Businesses, Corporate Finance, Business Associations I & II, Contracts, Commercial Law, Professional Responsibility, Civil Procedure

OTHER PRIOR LEGAL EMPLOYMENT:

Expert Witness on Corporate Governance, Disclosure, and Securities Fraud, March 2005 – Present

Sullivan & Cromwell, New York, NY, and Los Angeles, CA
Associate, 2000-2002

Securities and Exchange Commission, Office of the General Counsel, Washington, DC
Attorney, 1999-2000

The Honorable James Oakes, United States Court of Appeals for the Second Circuit, Brattleboro, VT
Law Clerk, 1998-1999

The Honorable Jack Weinstein, U.S. District Court for the Eastern District of New York, Brooklyn, NY
Law Clerk, 1997-1998

Wachtell, Lipton, Rosen, & Katz, New York, NY
Associate, Summer 1997

Columbia University School of Law, Professor Curtis Berger, New York, NY
Research Assistant (Property), 1996 – 1997

Columbia University School of Law, Professor E. Allan Farnsworth, New York, NY
Research Assistant (Contracts), 1995-1996

New York State Department of Public Service, Office of the General Counsel, Albany, NY
Legal Intern, 1995-1997

New York State Attorney General's Office, Bureau of Consumer Fraud, Albany, NY
Senior Mediator

EDUCATION:

Columbia University School of Law, New York, NY, J.D.
James Kent Scholar (highest honors)
Harlan Fiske Stone Scholar
Columbia Business Law Review, Senior Articles Editor, Executive Board Member
Winner, *Harvard Journal of Law & Technology* Writing Competition
Olin Law & Economics Junior Fellow, Columbia University Center for Law & Economics

Albany Law School, Albany, NY
J.D., GPA: 4.09
Rank: 1 of 245

Russell Sage College, Troy, NY
B.S., GPA 4.0

Cornell University, Ithaca, NY
Dean's List
Alpha Zeta Nomination for Outstanding Freshmen

PUBLICATIONS:

Economic Concerns, Beleaguered Corporations, and Women in Corporate Boardrooms, 30 Hamline J. Pub. L. & Pol'y 549 (2009) (essay)

Ensure Deal Certainty, The National Law Journal, Vol. 31, No. 8, Oct. 20, 2008 (op-ed)

Director Inattention and Director Protection Under Delaware General Corporation Law Section 102(b)(7): A Proposal for Legislative Reform, 33 Del. J. Corp. L. 695 (2008)

A Director's Good Faith, 55 Buff. L. Rev. 457 (2007)

Not In Good Faith, 60 SMU L. Rev. 4441 (2007)

A Director's Fiduciary Duties in Going Private Transactions, Going Private and Doing It Right, 1597 PLI/Corp 147 (February 2007)

A Response to Professor John Coffee: Analyst Liability Under Section 10(b) of the Securities Exchange Act of 1934, 72 Cin. L. Rev. 1305 (2004)

10(b) or Not 10(b)? Yanking the Security Blanket for Attorneys in Securities Litigation, 2004 Colum. Bus. L. Rev. 637 (2004)

Denial of Regulatory Assistance in Stranded Cost Recovery in a Deregulated Electricity Industry, 32 Loy.

L.A. L. Rev. 431 (1999)

Expanding the Judge's Power Over Jury Selection with the New Test of Inferable Bias, New York Criminal Bar Journal (1999) (co-author Judge Jack B. Weinstein)

Competition in the Local Telecommunications Market: Legislate or Litigate?, 1996 Harv. J.L. & Tech. 353 (1996)

SELECTED WORKS IN PROGRESS:

Reverse Termination Fee Provisions in Merger Agreements (draft available 11-1-2009)

Behavioral Research and Business Associations (draft available 12-30-2009)

PRESENTATIONS, PANELS, COMMENTS, & OTHER (Including Forthcoming):

The First Amendment Meets Cyber-Stalking Meets Professional Responsibility, AALS Annual Meeting, New Orleans, LA, Panel Moderator, Jan. 8, 2010

Making It Work: Women in Legal Education, AALS Annual Meeting, New Orleans, LA, Panel Moderator, Jan. 9, 2010

Director Liability and Board Behavior, Boston University School of Law, Faculty Workshop, Presentation, March 25, 2010

The Stylized Facts of Reverse Termination Fees in Merger Agreements, Tulane Law School, Faculty Workshop, Presentation, Nov. 10, 2009

Business Associations and Behavioral Research, AALS Mid-Year Conference on Business Associations, Long Beach, CA, Selected for Presentation (summary instead submitted), June 10, 2009

Good Faith After Ryan v. Lyondell, Pace Law School, Presentation, Jan. 16, 2009

Women as Corporate Directors and Women in Corporate Law, AALS Annual Meeting, San Diego, CA, Presentation, Jan. 9, 2009

Apologies and Effective Lawyering, 19th Annual Louisiana CLE By The Hour, New Orleans, LA, Presentation, Dec. 29, 2008

Reverse Termination Fee Provisions in Merger Agreements, Empirical Legal Studies Conference, Cornell Law School, Poster Presentation, Sept. 11, 2008

Board Behavior, Law & Society Annual Meeting, Montreal, Presentation, June 1, 2008

Reforming Director Protection Under Delaware General Corporation Law Section 102(b)(7), Delaware Gen. Corp. Law for the 21st Century Conference, Widener School of Law, Presentation, May 5, 2008

Private Equity Deals of 2007, The 20th Annual Corporate Law Institute, New Orleans, LA, Panelist, April 4, 2008

Protecting Investors and the Securities Markets, Eugene P. & Delia S. Murphy Conference on Corporate Law, Fordham Law School, Commentator, Oct. 18 & 19, 2007

A Survey of the Social Sciences Literature Relevant to Board Behavior, University of Missouri-Columbia, School of Law, Presentation, Sept. 28, 2007

- Board Behavior and Inaction In Action*, Tulane Law School, Faculty Workshop, Presentation, Sept. 18, 2007
- 2007 Women Corporate Law Scholars Gathering*, Seattle University School of Law, Conference Organizer and Commentator, June 16, 2007
- Adding Value Through Legal, Ethical, and Responsible Governance*, The Fifth Annual Directors Training Academy, Seattle University, Presentation, June 15, 2007
- Going Private and Doing it Right*, Practicing Law Institute, San Francisco, CA, Presentation, Feb. 26, 2007
- Victim Impact Statements*, Washington & Lee Law School Enclave, Presentation, Feb. 19, 2007
- Motivating Attorneys by Punishing Attorneys*, Symposium on Gatekeeping Today: The Professions After The Reforms, Columbia Law School's Center on Corporate Governance, Oct. 29, 2006
- Not In Good Faith*, Cornell Law School, Presentation, Sept. 22, 2006
- Reforming Director Liability*, Law & Society Association Annual Meeting, Presentation, July 8, 2006
- Director Liability and Good Faith*, University of Richmond School of Law, Faculty Workshop, Presentation, Oct. 2005
- Corporate Governance: Best Practices and Liability Exposure*, University of Richmond, Robins School of Business, Presentation, Oct. 20, 2005
- Director Liability: Current Issues*, Virginia State Circuit Judges' Conference, Richmond, VA, Presentation, March 2005
- Corporate Greed*, Second Presbyterian Church, Richmond, VA, Presentation, April 2004
- A Response to Professor John Coffee: Analyst Liability Under Section 10(b)*, Southeastern Association of Law Schools 2003 Young Scholars Conference, Presentation, July 2003
- Corporate Ethics*, University of Richmond School of Law, Marshall Scholar's Seminar, Presentation, Nov. 2002
- Ethics After Enron*, University of Richmond, Jepson School of Leadership Studies, Panelist, Nov. 2002
- Ethics After Enron*, University of Richmond Alumni Weekend Leadership Workshop, Panelist, Oct. 2002
- Competition in the Local Telecommunications Market*, Harvard Journal of Law & Technology, Symposium on Competition and High Technology, Presentation, Jan. 1996

BLOGGING:

- www.truthonthemarket.com (permanent guest blogger)
- www.concurringopinions.com (guest blogger)
- www.theconglomerate.org (participant in various on-line symposia)

LAW SCHOOL, UNIVERSITY, & OTHER SERVICE:

- Chair, AALS Section on Women in Legal Education, 2009

Chair-Elect, AALS Section on Securities Regulation, 2009
Executive Committee Member, AALS Section on Women in Legal Education, 2005-present
Executive Committee Member, AALS Section on Securities Regulation, 2007-present
Tulane University, Faculty Senate, 2007 - 2008; 2008 - 2009
Tulane Law School, Gender Issues Committee, 2008 - 2009
Tulane Law School, Library Committee, 2008 - 2009
Tulane Law School, Intellectual Life Committee, 2007 - 2008
University of Richmond, SACS Faculty Governance Workgroup, Fall 2005
University of Richmond, Faculty Council, 2003 - 2006
University of Richmond, School of Law, Library and Technology Committee, 2003 - 2006
University of Richmond, School of Law, Law School Faculty Secretary, 2002 - 2004
University of Richmond, School of Law, Appointments Committee, 2002 - 2003

SELECTED MEDIA REFERENCES, APPEARANCES, & QUOTATIONS FROM THE PAST YEAR:

Christina Rexrode, *BofA's Task: Find a New CEO, Mend Rifts*, CHARLOTTE OBSERVER, Oct. 2, 2009, available at <http://www.charlotteobserver.com/business/story/980636.html#>.

Debra Cassens Weiss, *Delaware Chancery Judge Joins Paul Weiss*, ABA JOURNAL, July 29, 2009, available at http://www.abajournal.com/news/delaware_chancery_judge_joins_paul_weiss/.

Amir Efrati, *Key Delaware Judge Goes Private*, WALL ST. J., July 29, 2009, at C3.

Maureen Milford, *Chancery Court Job Drawing Interest*, THE NEWS JOURNAL, July 5, 2009, at 1B.

Credit Suisse, Deutsche Bank Settle Huntsman Lawsuit, BRISBANE TIMES, June 24, 2009, available at <http://business.brisbanetimes.com.au/business/credit-suisse-deutsche-bank-settle-huntsman-lawsuit-20090624-cvut.html?page=-1>.

Maureen Milford, *In legal circles, all eyes on Court of Chancery*, THE NEWS JOURNAL, June 21, 2009, at 1E.

Zachary R. Mider, *PepsiCo Said to Rebuff Bottler Board in "Shot Across the Bow,"* BLOOMBERG, Thursday, May 28, 2009, available at http://www.bloomberg.com/apps/news?pid=newsarchive&sid=abXi9p_bMFoE.

Jennifer Liberto, *Sotomayor: Important business awaits*, CNN, May 26, 2009, available at http://money.cnn.com/2009/05/26/news/economy/sotomayor_and_business/index.htm?section=money_news_economy.

Maureen Milford, *Proposals target Del. after fall of Wall St.*, THE NEWS JOURNAL, May 24, 2009, at 1A.

Gillian Wee, *Cuomo Treads Where SEC Failed on "Pay-to-Play" Rules*, BLOOMBERG, May 15, 2009, available at <http://www.bloomberg.com/apps/news?pid=newsarchive&sid=aJMIbMVsndqI>.

Bertha Coombs, *Cerberus Chief Not Leading GMAC Bailout Effort: Source*, CNBC, May 8, 2009, available at <http://www.cnbc.com/id/30641739>.

Jason Kelly, *Quadrangle Fund Produces Above-Average Returns Amid U.S. Probe*, BLOOMBERG, April 23, 2009, available at <http://www.bloomberg.com/apps/news?pid=newsarchive&sid=aDFGqSTY6LLI>.

Jason Kelly, *Schwarzman's Pay Falls 99% Amid Blackstone Losses, Stock Drop*, BLOOMBERG, March 3, 2009, available at <http://www.bloomberg.com/apps/news?pid=newsarchive&sid=aBSbs77HhdSk>.

Jonathan Keehner, *ABN Threatens to Pull Out of Lyondell's DIP Loan*, BLOOMBERG, Feb. 24, 2009, available

at <http://www.bloomberg.com/apps/news?pid=newsarchive&sid=aIT00W47drVg>.

Schwarzman Promises “Wonderful Time” for Buyout Deals, BLOOMBERG, Jan. 28, 2009, available at <http://www.bloomberg.com/apps/news?pid=newsarchive&sid=aWX0tLhaasZM>.

Chen May Yee, *UnitedHealth free of charges*, STAR TRIBUNE, Dec. 23, 2008, at 2D.

Jason Kelly, *BCE Lenders May Sidestep C\$10 Billion in LBO Losses*, BLOOMBERG, Dec. 8, 2008, available at <http://www.bloomberg.com/apps/news?pid=newsarchive&sid=akpy4j.OWA3A>.

Louis Llovio, *Circuit City to announce store closings*, RICHMOND TIMES-DISPATCH, Nov. 3, 2008, at A-1.

Emily C. Dooley, *Wachovia, Wells Fargo seal deal*, RICHMOND TIMES-DISPATCH, Oct. 11, 2008, at B-7.

Kirsten Valle, *Citigroup backs out of bid, but will still be swinging*, CHARLOTTE OBSERVER, Oct. 10, 2008, available at <http://www.charlotteobserver.com/408/story/243631.html>.

Ashby Jones, *With the Citi/Wachovia Talks Done, Where Does the Fight Go From Here?*, WALL ST. J. BLOGS, Oct. 9, 2008, <http://blogs.wsj.com/law/2008/10/09/with-the-citiwachovia-talks-done-where-does-the-fight-go-from-here/>.

Citigroup, Wells Fargo agree to Wachovia truce, Chinadaily.com.cn, Oct. 8, 2008, http://www.chinadaily.com.cn/cndy/2008-10/08/content_7085661.htm.

David Glovin, *Citigroup-Wells Fargo Fight Assigned to KPMG Judge*, BLOOMBERG, Oct. 6, 2008, <http://www.bloomberg.com/apps/news?pid=20670001&sid=akX7Rd5YwE4Q>.

Dan Slater, *After Weekend of Lawyering, New Lines Drawn in Battle for Wachovia*, WALL ST. J. BLOGS, Oct. 6, 2008, <http://blogs.wsj.com/law/2008/10/06/after-weekend-of-lawyering-new-lines-drawn-in-battle-for-wachovia/>.

Karen Donovan, *Citi Slickers*, CONDE NAST PORTFOLIO, Oct. 6, 2008, available at <http://www.portfolio.com/views/blogs/daily-brief/2008/10/06/citi-slickers>.

Money for Breakfast: The Battle for Wachovia, Fox Business television broadcast, Oct. 6, 2008, available at <http://www.foxbusiness.com/search-results/m/21110384/the-battle-for-wachovia.htm>.

David Mildenberg, *Rival US banks fight to take over Wachovia*, BUSINESS DAY, Oct. 6, 2008, <http://www.businessday.co.za/Articles/Content.aspx?id=54567>.

Citi calls Wells’ Wachovia bid illegal, FINANCIAL EXPRESS, Oct. 5, 2008, <http://www.financialexpress.com/news/citi-calls-wells-wachovia-bid-illegal/369534/>.

Binyamin Applebaum, *After Change in Tax Law, Wells Fargo Swoops in*, WASH. POST, Oct. 4, 2008, at A01.

Tom Bawden, *Bank’s viability could rest on legal wrangle over signed agreement*, THE TIMES (LONDON), Oct. 4, 2008, at 65.

Heidi N. Moore, *Can Citigroup Kill the Wells Fargo-Wachovia Deal?*, WALL ST. J. BLOGS, Oct. 3, 2008, <http://blogs.wsj.com/deals/2008/10/03/can-citigroup-kill-the-wells-fargo-wachovia-deal/>.

Carol Hazard, *Perhaps \$700 billion is “too many zeros,”* RICHMOND TIMES-DISPATCH, Oct. 2, 2008, at A-1.