THOMAS LEE HAZEN
Cary C. Boshamer Distinguished Professor of Law
University of North Carolina at Chapel Hill
School of Law
CB# 3380 Van Hecke-Wettach Hall
Chapel Hill, N.C. 27599-3380
(919) 962-8504

CURRICULUM VITAE

PROFESSIONAL HISTORY

- 1980 - present:
  Cary C. Boshamer Distinguished Professor (1991-present), Professor (1980-1991)
  School of Law, The University of North Carolina at Chapel Hill

- 1974-1980:
  Professor, University of Nebraska College of Law (1979-1980),
  Associate Professor (1977-1979), Assistant Professor (1974-1977)

- 1972-1974:
  Associate, Kaye, Scholer, Fierman, Hays & Handler, New York, N.Y.

PUBLICATIONS

Books

Treatises

- **TREATISE ON THE LAW OF SECURITIES REGULATION** (West 6th ed. 2009) (seven volume practitioner edition), updated annually; previous editions -- (5th ed. 2005 -- six volumes) (4th ed. 2002 – four volumes) (3rd ed. 1995 - three volumes); (2nd ed. 1990-- two volumes); (1st ed. 1985).

- **DERIVATIVES REGULATION** [co-authored with Philip McBride Johnson] (2004, Aspen Law & Business) (three volumes) (updated annually); successor to **COMMODITIES REGULATION** (3rd ed. 1998, Aspen Law & Business (now Wolters Kluwer Law & Business); 2nd ed. 1989 Little, Brown & Co.).

- **TREATISE ON THE LAW OF CORPORATIONS** [co-authored with James D. Cox] (West 3d ed. 2010) (four volumes) formerly published by Aspen Law & Business (2d ed. 2003), (1st ed. 1995) (winner of Association of American Publishers' award for best new legal book of 1995), updated annually; (one volume student edition1997, 2d edition 2003, 3d edition fall 2010).

- **BROKER DEALER OPERATIONS AND REGULATION UNDER SECURITIES AND COMMODITIES LAW: FINANCIAL RESPONSIBILITIES, CREDIT REGULATION, AND CUSTOMER PROTECTION** [co-authored with Jerry Markham] (Thomson-West 2d ed. 2002) (1st ed. 1995) (two volumes) (updated annually).

Casebooks

- **BROKER-DEALER REGULATION: CASES AND MATERIALS** [co-authored with David Ratner] (Thomson-West 2003).

- **CORPORATE FINANCE: DEBT, EQUITY, AND DERIVATIVE MARKETS AND THEIR INTERMEDIARIES** [co-authored with Jose Gabilondo and Jerry Markham] (West 3d ed. 2011, 2d ed. 2008, 1st ed. 2004)

- **CORPORATIONS AND OTHER BUSINESS ENTERPRISES CASES AND MATERIALS** [co-authored with Jerry Markham] (3d ed. West 2009) (1st ed. 2003; 2d ed. 2006).

- **MERGERS, ACQUISITIONS, AND OTHER CORPORATE COMBINATIONS CASES AND MATERIALS** [co-authored with Jerry Markham] (Thomson-West 2003).

- **SECURITIES REGULATION: CASES AND MATERIALS** (West, 8th ed. 2009) (4th ed. 1991; 5th ed. 1996; 6th ed. 2002; 7th ed. 2006).

Student Texts

- **LAW OF SECURITIES REGULATION** (Hornbook series) (West 6th ed. 2009).

- **PRINCIPLES OF SECURITIES REGULATION** (West 3d ed. 2009) (1st ed. 2005, 2d ed. 2006)

- **BUSINESS ORGANIZATIONS LAW** (Hornbook series) [coauthored with James D. Cox] (West 3d ed. 2011) (formerly published as Cox & Hazen on Corporations by Aspen Law & Business 1st ed. 1995, 2d ed. 2003).

- **BROKER-DEALER REGULATION IN A NUTSHELL** (West 2d ed. 2011, 1st ed. 2003).

- **SECURITIES REGULATION IN A NUTSHELL** (West 10th ed. 2009).

Other Texts

- **FEDERAL SECURITIES LAW** (monograph for federal judges) (Federal Judicial Center 2d ed. 2003) (1st ed. 1993); (3d 2011).

- **CORPORATION LAW** (American Bar Association Corporate Counsel Guide Series; 2012).

- **SECURITIES REGULATION** (American Bar Association Corporate Counsel Guide Series ;2011).

Compilations

- **CORPORATIONS, OTHER LIMITED LIABILITY ENTITIES, AND PARTNERSHIPS SELECTED STATUTES** (with J. Markham) (West; published annually).

- **SECURITIES REGULATION, SELECTED STATUTES, RULES AND FORMS** (West; published annually).

Articles

- *Duties of Nonprofit Corporate Directors – Emphasizing Oversight Responsibilities*, 90 N.C.L. REV. 1845 (2012) (coauthored with Lisa Hazen).

- *Crowdfunding or Fraudfunding? Social Networks and the Securities Laws – Why any Specially Tailored Exemption Must be Conditioned on Meaningful Disclosure*, 90 N.C.L. REV. 1735 (2012).

- *Punctilios and Nonprofit Corporate Governance - A Comprehensive Look at Nonprofit Directors' Fiduciary Duties*, 14 U. PA. J. BUS. L. 347 (2012) (coauthored with Lisa Hazen).

- *Board Diversity and Proxy Disclosure*, 37 U. DAYTON L. REV. 39 (2011) (coauthored with Lissa Broome).

- *Stock Broker Fiduciary Duties and the Impact of the Dodd-Frank Act*, 15 N.C. BANKING INST. 47 (2011).

- *Diversity on Corporate Boards – Limits to the Business Rationale and the Connection Between Supporting Rationales and the Appropriate Response of the Law*, 89 N.C.L.REV. 887 (2011).

- *Are Existing Stock Broker Standards Sufficient? – Principles, Rules and Fiduciary Duties*, 2010 COLUM. BUS. L., REV. 700 (2010)

- *Identifying the Duty Prohibiting Outsider Trading on Material Non-Public Information*, 61 HASTINGS L.J. 881 (2010)

- *Filling a Regulatory Gap: It Is Time To Regulate Over-The-Counter Derivatives*, 13 N.C. BANKING INST. 123 (2009); reprinted on COMPLINET, at http://www.complinet.com/news/article/articleTeaser/?articleId=125109 (Sept. 25, 2009).

- *Regulatory Gaps for Over-the-Counter Derivatives: Regulation of Derivatives, Insurance, Securities and Gambling,* 34 ADMIN. & REG. L. NEWS 3 (Issue no. 2 Winter 2009).

- *Derivatives, Unintended Consequences and the Securities Laws – Some Recent Developments,* 28 FUTURES & DERIVATIVES LAW REPORT 1 (Issue 9, October 2008).

- *Disparate Regulatory Schemes for Parallel Activities: Securities Regulation, Derivatives Regulation, Gambling, and Insurance,* 24 ANNUAL REVIEW OF BANKING & FINANCIAL LAW 375 (2005).

- *Administrative Law Controls on Attorney Practice Before the Securities and Exchange Commission,* 55 ADMIN. L. REV. 323 (2003).

- *Silencing the Shareholders' Voice,* 80 N.C.L. REV. 1897 (2002), reprinted in 45 Corporate Practice Commentator153 (2003).

- *The Myth of Full Disclosure: A Look at Organizational Communications During Crises* (with Jeffrey B. Kaufmann and Idalene F. Kesner), 37 BUSINESS HORIZONS 29-39 (Issue 4 1994)

- *Defining Illegal Insider Trading -- Lessons From the European Community Directive on Insider Trading,* 55 J. L. & CONTEMP. PROB. 231-239 (1992).

- *Rational Investment, Speculation, or Gambling? -- Derivative Securities and Financial Futures and Their Effects on the Underlying Capital Markets,* 86 NW U. L. REV. 987-1037 (1992).

- *United States v. Chestman -- Trading in Securities on the Basis of Nonpublic Information in Advance of a Tender Offer,* 45 BROOKLYN L. REV. 595-617 (1991).

- *The Short Term--Long Term Dichotomy and Investment Theory: Implications for Securities Market Regulation and For Corporate Law,* 70 N.C.L. REV. 137-207 (1991), reprinted in 1993 SECURITIES L. REV. 509-579.

- *The Corporate Persona, Contract Failure, and Moral Values***,** 69 N.C.L. REV. 273-318 (1991).

- *Management Buyouts and Corporate Governance Paradigms,* 25 WAKE FOREST L. REV. 1-13 (1990).

- *State Antitakeover Legislation -- The Second and Third Generations,* 23 WAKE FOREST U.L. REV. 77-120 (1988), reprinted in II, ABA SELECTED ARTICLES ON FEDERAL SECURITIES LAW .

- *Volatility and Market Inefficiency: A Commentary on the Effects of Options, Futures and Risk Arbitrage on the Stock Market*, 44 WASH. & LEE L. REV. 789-805 (1987), reprinted in 21 SECURITIES LAW REV. 411 (1989).

- *Corporate Directors' Accountability: The Race to the Bottom -- The Second Lap*, 66 N.C.L. REV. 171-182 (1987).

- *Rumor Control and Disclosure of Merger Negotiations or Other Control Related Transactions: Full Disclosure or "No Comment" -- The Only Safe Harbors*, 46 MD. L. REV. 954-973 (1987).

- *Contract Principles As a Guide for Protecting Intellectual Property Rights in Computer Software: The Limits of Copyright Protection, The Evolving Concept of Derivative Work, and the Proper Limits of Licensing Arrangements*, 20 U.C.DAVIS L. REV. 105 (1986), *reprinted* in 4 MILGRIM ON TRADE SECRETS, app. B-7, at B7-4.

- *Capital Formation: Definition of "Security"*, 10 N.C.J. INT'L L. & COMM. REG. 209-218 (1985).

- *Simulation of Legal Analysis and Instruction on the Computer*, 59 IND. L.J. 195-222 (1984) [co-authored with M. Hazen].

- *Taking Stock of Stock and the Sale of Closely Held Corporations: When is Stock Not a Security?*, 61 N.C.L. REV. 394-418 (1983).

- *Breaches of Fiduciary Duty and the Federal Securities Laws*, 61 N.C.L. REV. 527-533 (1983).

- *Corporate Insider Trading: Reawakening the Common Law*, 39 WASH. & LEE L. REV. 845-860 (1982).

- *The Jurisdictional Provisions of the Federal Securities Acts*, 60 N.C.L. REV. 707-745 (1983), reprinted in 25 Corporate Practice Commentator 47-87 (1983).

- *The Supreme Court and the Securities Laws, Has the Pendulum Slowed?*, 30 EMORY L.J. 5-34 (1981).

- *Implied Private Remedies Under Federal Statutes: Neither a Death Knell nor a Moratorium -- Civil Rights, Securities Regulation and Beyond*, 33 VAND. L. REV. 133-186 (1980).

- *Corporate Mismanagement and the Securities Acts' Antifraud Provisions: A Familiar Path With Some New Detours*, 20 B.C.L. REV. 819-856 (1980).

- *Premiums in the Sale of Control*, 11 INST. SEC. REG. 317-330 (1980).

- *Administrative Enforcement: An Evaluation of the Securities and Exchange Commission's Use of Injunctions and Other Enforcement Methods,* 31 HASTINGS L.J. 427-472 (1979), reprinted in 1 NATIONAL L. REV. REP. 1277 (1980).

- *The Decision to Incorporate,* 58 NEB. L. REV. 627-643 (1979).

- *The Sale of Control: Towards a Three Tiered Approach,* 4 J. CORP. LAW 263-283 (1979).

- *Models of Corporate Conduct: From the Government Dominated Corporation to the Corporate Dominated Government,* 58 NEB. L. REV. 100-135 (1979) [co-authored with B. Buckley].

- *A Look Beyond the Pruning of 10b-5: Implied Remedies and Section 17(a) of the Securities Act of 1933,* 64 VA. L. REV. 641-689 (1978).

- *Corporate Chartering and the Securities Markets: Shareholder Suffrage, Corporate Responsibility and Managerial Accountability,* 1978 WIS. L. REV. 391-439, reprinted in 1979 CORPORATE COUNSELS ANNUAL.

- *Transfers of Corporate Control and Duties of Controlling Shareholders -- Common Law, Tender Offers, Investment Companies -- And a Proposal for Reform,* 125 U. PA. L. REV. 1023-1067 (1977), reprinted in 1978 CORPORATE COUNSELS ANNUAL.

- *The New Pragmatism Under Section 16(b) of the Securities Exchange Act,* 54 N.C.L. REV. 1-57 (1975).

Book Reviews

- 61 N.C.L. REV. 1256-1261 (1983).

- 54 NEB. L. REV. 435-442 (1975).

Other Publications

- Entry on *Piper v. Chris-Craft Industries* for the Encyclopedia of the Supreme Court of the United States (Macmillan/Gale 2008).

- *Reins Tighten on SEC Rulemaking,* Complinet, http://www.complinet.com/global/news/news/article.html?ref=83960# (Oct 30, 2006).

- *In Memoriam Nelson Ferebee Taylor,* 83 N.C.L. Rev. 1-4 (2004).

- Entry on "Securities Law" for the Oxford Companion to American Law (Oxford University Press 2002).

- *Beware Differential Sales Commissions on Specific Stocks,* Complinet, http://www.complinet.com/securities-na/dailynews/display.html?ref=34847 (May, 2, 2002).

- *The Securities and Exchange Commission's Market 2000 Report : Harbinger of Radical Change or Simply Fine Tuning?,* (symposium introduction) 19 J. CORP. L. 437-441 (1994).

- The Myth of Full Disclosure: A Look at Organizational Communications During Crises, 37 Business Horizons 29-39 (No. 4, July-Aug. 1994) (coauthored with J. Kaufmann & I. Kessler).

- *Tribute,* 69 N.C.L.REV. 1081-1082 (1991).

- *Commentary,* 36 CATH. U. L. REV. 987-997 (1987).

Student Articles

- *Comment, The Effect of S.E.C. Injunctions in Subsequent Private Damage Actions,* COLUM. L. REV. 1329-1344 (1971).

- *Recent Development,* 70 COLUM. L. REV. 1460-1467 (1970).

Computer Courseware

- Exercise on Corporate Acquisitions -- simulated interview between senior partner and associate; written in HyperCard for Apple Mcintosh computers; written in HyperCard for Apple Mcintosh computers (Published by the Center for Computer Assisted Legal Instruction 1989, 1990).

- Exercise on Securities Regulation -- rudimentary expert system for analyzing the availability of exemptions from registration under the Securities Act of 1933 (Published by the Center for Computer Assisted Legal Instruction 1989, 1990).

PRESENTATIONS, ETC.

- Fundamentals of Securities Law (formerly "Securities Law for Non Securities Lawyers") (ALI-ABA two-day course, offered at least once a year; from 1988-present; co-chair since 2000).

- Presenter, The JOBS Act – The Good, the Bad, and the Ugly, UNC Festival of Learning (Feb. 8, 2013).

- Co-Presenter (with Marianne K. Smythe), Advisers, Advisors, and Broker-Dealers, UNC Festival of Learning (Feb. 8, 2013).

- Presenter on Duties of Nonprofit Directors, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 10, 2012).

- Co-Presenter on Small Business Offerings, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 10, 2012) (with Lee Liebolt).

- North Carolina Law Review Symposium, presented "Crowdfunding or Fraudfunding? Social Networks and the Securities Laws – Why any Specially Tailored Exemption Should be Conditioned on Meaningful Disclosure," Chapel Hill, N.C., Nov. 2011

- 21th Annual Dan K. Moore Program in Ethics, "Whistle While You Work: Ethical Issues Associated with the Dodd-Frank Act's Whistleblower Provisions and other Whistleblower Regimes" co-chair (Chapel Hill, N.C., Oct. 14, 2011).

- Panelist, "Broadening Corporate Board Diversity: Earning a Board Seat" as part of the UNC School of Law Director Diversity Initiative (Chapel Hill, N.C., June 1, 2011).

- Panelist, Financial Reform – Highlights from the Dodd-Frank Act, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 2011).

- Co-presenter Current Federal and State Issues in Small Business Financing, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 11, 2011) (with Lee Liebolt).

- Co-presenter Fiduciary Duties of Stock Brokers, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 11, 2011) (with Marianne K. Smythe).

- 20th Annual Dan K. Moore Program in Ethics, "Ethical Issues in Troubled Times" co-chair (Chapel Hill, N.C., Oct. 15, 2010).

- Participant and commenter - Board Diversity and Corporate Performance - Filling the Gaps, sponsored by the UNC School of Law on April 16, 2010

- Panelist, "Broadening Corporate Board Diversity: Earning a Board Seat" as part of the UNC School of Law Director Diversity Initiative (Chapel Hill, N.C., June 2010).

- Panelist, Financial Reform, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 5, 2010).

- Co-presenter Current Federal and State Issues in Small Business Financing, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 5, 2010) (with Lee Liebolt).

- Co-presenter Current Federal and State Issues in Advisers and Brokers – What is the Difference?, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 5, 2010) (with Marianne K. Smythe).

- Panelist, "Broadening Corporate Board Diversity: Earning a Board Seat" as part of the UNC School of Law Director Diversity Initiative (Chapel Hill, N.C., May 2009).

- 19th Annual Dan K. Moore Program in Ethics, "Ethical Issues in Troubled Times" co-chair (Chapel Hill, N.C., Oct. 16, 2009).

- Panelist, Understanding the Financial Crisis: Government's Response, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 5, 2009).

- Panelist, Understanding the Financial Crisis: The Basics, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 5, 2009).

- Co-presenter Current Federal and State Issues in Small Business Financing, as part of the UNC Festival of Learning (Chapel Hill, NC Feb. 5, 2009) (with Lee Liebolt).

- Panelist, UNC General Alumni Association Think Fast Forum: Financial Crisis: Issues and Options (Chapel Hill, NC Oct. 23, 2008).

- Panelist, the Financial Crisis Roundtable at UNC School of Law UNC Law School Oct. 6, 2008)

- 18th Annual Dan K. Moore Program in Ethics, "Ethics Issues for In-House and Outside Corporate Lawyers," co-chair (Chapel Hill, N.C., Oct. 3, 2008).

- Panelist, "Broadening Corporate Board Diversity: Earning a Board Seat" as part of the UNC School of Law Director Diversity Initiative (Chapel Hill, N.C., May 19, 2008).

- Recent Developments in Federal Securities Regulation, as part of the UNC Law School Festival of Learning (Chapel Hill, N.C., Feb. 2, 2008).

- 17th Annual Dan L. Moore Program in Ethics, "Conflicts of Interest for Corporate Lawyers," co-chair (Chapel Hill, N.C., Nov. 9, 2007).

- Panelist, "Broadening Corporate Board Diversity: Earning a Board Seat" as part of the UNC School of Law Director Diversity Initiative (Chapel Hill, N.C., May 18, 2007).

- Recent Developments in Federal Securities Regulation, as part of the UNC Law School Festival of Learning (Chapel Hill, N.C., Feb. 2, 2007).

- 16th Annual Dan K. Moore Program in Ethics, "The Lawyer-Accountant Relationship After Sarbanes-Oxley," co-chair (Chapel Hill, N.C., Oct. 5, 2006).

- Panelist, "Broadening Corporate Board Diversity: Earning a Board Seat" as part of the UNC School of Law Director Diversity Initiative (Chapel Hill, N.C., May 15, 2006).

- "The Corporation", interdisciplinary panel discussion sponsored by the Parr Center for Ethics (Chapel Hill, N.C., April 26, 2006).

- 15th Annual Dan K. Moore Program in Ethics, "The Lawyer's Role in Responding to Enforcement Actions Against a Corporate Client," co-chair (Chapel Hill, N.C., Oct. 7, 2005).

- The North Carolina Business Corporation Act: A Retrospective (panelist and co-presenter), 2005 North Carolina Bar Association Business Law Section Annual Meeting (Pinehurst, N.C., Feb. 17, 2005).

- Developments in Broker-Dealer and Mutual Fund Sales Practices, as part of the (UNC Law School Festival of Learning (Chapel Hill, N.C., Feb. 18, 2005.).

- "Corporate and Non-Profit Boards: The Best of Both Worlds," (panelist and co-presenter), 2004 Statewide Conference of the N.C. Center for Nonprofits (Research Triangle Park, N.C., Oct. 28, 2004).

- 14th Annual Dan K. Moore Program in Ethics, "New Challenges in Ethics and Governance for Corporate Lawyers," co-chair (Chapel Hill, N.C., Oct. 8, 2004).

- 13th Annual Dan K. Moore Program in Ethics, "Regulation of Lawyer Conduct: New Federal and State Tensions," co-chair and presenter (Chapel Hill, N.C., Oct. 3, 2003).

- Broker-Dealer Sales Practices, Investment Adviser Regulation, SEC Lawyer Conduct Rules, as part of the ABA's Back to the Fundamentals Program on Financial Services (Miami Beach, Fla., Feb. 17, 2003).

- Broker-Dealer Sales Practices, as part of the UNC Law School Festival of Learning (Chapel Hill, N.C., Feb. 7, 2003).

- Administrative Law Controls on Attorney Practice Before the Securities and Exchange Commission, Symposium sponsored by the American Bar Association, American University (Washington, D.C., Jan. 31, 2003).

- The Art of Advising a High Technology Company, co-chair (Chapel Hill, N.C., Nov. 8, 2002)

- 12th Annual Dan K. Moore Program in Ethics, "Lawyer Liability and Responsibility in a Post-Enron World," co-chair (Chapel Hill, N.C., October 4, 2002).

- Broker-Dealer Sales Practices, as part of the ABA's Back to the Fundamentals Program on Financial Services (Washington DC, Nov. 9, 2001).

- Overview of Regulation D, as part of the UNC Law School Festival of Learning (Chapel Hill, N.C., Feb. 2001).

- Ethical Issues in Corporate and Securities Representation, as part of the UNC Law School Festival of Learning (Chapel Hill, N.C., Feb. 2000).

- Developments in Insider Trading, as part of the UNC Law Festival of Learning (Chapel Hill, Feb. 1998).

- The New North Carolina NonProfit Corporation Act (with Professor James D. Cox), as part of the UNC Law Festival of Learning (Chapel Hill, N.C., Feb. 1995)

- U.S. Securities Law for Canadian Lawyers, sponsored by CLE of British Columbia (Vancouver, B.C., June 1991).

- Small Issue Exemptions from Securities Registration, as part of the Nebraska Institute of Estate Planning (Lincoln, Neb., May 1991).

- Small Issue Exemptions from Securities Registration, UNC CLE program (Chapel Hill, N.C., May 1991).

- Management Buyouts, Wake Forest Law Review Business Law Symposium (Winston-Salem, N.C., March 1990).

- Foreign Corporations Under the North Carolina Business Corporation Act (North Carolina Bar Association, Winston-Salem, N.C., Nov. 17, 1989).

- Issues Relating to Director Liability and Indemnification, Wake Forest Law Review Business Law Symposium (Winston-Salem, N.C., March 31, 1989).

- Copyright Issues Relating to Videodisc Repurposing, presented to the Association for the Development of Computer Based Instructional Systems (Washington, D.C., Nov., 1988).

- State Anti-Takeover Legislation, Wake Forest Law Review Business Law Symposium (Winston-Salem, N.C., March 1988).

- "Copyright Infringement: Look and Feel" -- Implications for Software Development," presented to the Association for the Development of Computer Based Instructional Systems (San Francisco, Cal., Nov. 12, 1987).

- "The Law of Insider Trading," presented to the Sixth Annual Corporate and Banking Law Institute sponsored by the State Bar of Georgia (Oct. 24, 1987).

- "Defining Intellectual Property Rights in the Distribution of Software" (presented to the Association for the Development of Computer Based Instructional Systems, Washington, D.C., Nov. 11, 1986).

- Co-Director, First through Sixth Annual Southeastern Conferences on Corporate and Securities Law (Chapel Hill, N.C., 1982-1987).

- Acting Director, J. Nelson Young Fifth and Sixth Annual Tax Institutes (Chapel Hill, N.C., 1986-1987).

- "Corporate Mismanagement," presented at the American Law Institute-American Bar Association Annual Program on Fraud and Fiduciary Duty (Washington, D.C., April 11, 1980).

- "Sale of Corporate Control," presented at the Practising Law Institute 11th Annual Institute on Securities Regulation (New York, N.Y., Nov. 9, 1979).

- "Corporate Fiduciary Duties After Santa Fe Industries, Inc. v. Green" and "Sale of Corporate Control," presented at the American Law Institute-American Bar Association Postgraduate Course in Securities Law (Madison, Wis., June 27-28, 1979).

- Co-Director, Planning for the Purchase or Sale of a Business (Lincoln, Neb., Sept. 15-16, 1978).

- Director, Institute on Corporate Finance and Securities Distribution (Lincoln, Neb., May 12-13, 1977).

- "Securities Transactions Subject to or Exempt From Registration," presented at the Lincoln Bar Association (Lincoln, Neb., Jan. 26, 1976).

- "Selected Issues Concerning Cattle Ranchers' Standing to Sue for Downstream Price Fixing", presented at the Mid-America Red Meat Marketing Conference (Lincoln, Neb., Jan. 17, 1975).

MISCELLANEOUS

- Board of Editors, Futures and Derivatives Law Report (West LegalWorks), 2006-present

- Editorial Advisory Board, Wall Street Lawyer (West LegalWorks), 2006-present

- Faculty advisor to the North Carolina Law Review, 1987-present.

- Board of Advisors, University of North Carolina School of Law Center for Banking and Finance, 2002-present.

- North Carolina Children’s Hospital Board of Visitors, 2005-present (chair 2006-2008).

- Member, Committee on Selection of Securities Litigation Counsel, North Carolina Department of State Treasurer, 2010

- North Carolina Medical Foundation, Board of Directors, 2002-2005.
- Carolina Club, Board of Directors, 2007-2009.
- Member, Subcommittee of North Carolina Bar Authorized Practice Committee, 2005 (dealing with securities-related matter).
- Member, Drafting Committee for North Carolina's Partnership Act, 1998-2003.
- Member, Drafting Committee for North Carolina's Business Corporation Act, 1986–1989.
- Treasurer and Council Member, North Carolina Bar Association Section on Commercial, Corporate and Banking Law, 1985-1990.
- Member, Drafting Committee for North Carolina's Nonprofit Corporation Act, 1983-1985; 1989 –1991.
- Member, Board of Directors, Center for Computer Assisted Legal Instruction, 1988-1992.
- Developer of two computer assisted exercises on securities regulation, published by CALI 1989, 1990.
- Advisor to the UNC client counseling team, 1981-1987.

COURSES TAUGHT

Currently teaching: Business Associations, Securities Regulation

Previously taught: Business Planning, Client Counseling, Contracts, Mergers and Acquisitions, Torts, Unfair Competition (including: copyright, trademarks and patent law).

EDUCATION

J.D., Columbia University, 1972
Law Review
Harlan Fiske Stone Scholar 1969-70, 1970-71, 1971-72.

B.A., Columbia University, 1969.

ADMITTED TO PRACTICE

Nebraska (inactive), New York.

PERSONAL DATA

Born September 6, 1947, New York, N.Y.