



S O U T H E R N
M E T H O D I S T
U N I V E R S I T Y

Marc I. Steinberg
Rupert and Lillian Radford Professor of Law

August 5, 2019

Ms. Vanessa A. Countryman
Acting Secretary
U.S. Securities and Exchange Commission

*Re: Concept Release on Harmonization of Securities Offering Exemptions—
File Number S7-08-19*

Dear Ms. Countryman:

The Commission has requested public comment regarding ways to harmonize, simplify and enhance the exemption framework under the Securities Act of 1933. This letter provides such public comment.

By way of background, I served as an attorney at the SEC from 1978 to 1982—in the Division of Enforcement and in the Office of General Counsel. Thereafter, I became a full-time academician and now am a chaired professor at the SMU Dedman School of Law. I have authored approximately 38 books and 150 law journal articles in the corporate and securities law fields. Please see one of my recent books—Marc I. Steinberg, *The Federalization of Corporate Governance* (Oxford Univ. Press 2018). In addition, I have served as an expert witness in numerous high profile cases—and been retained as a prospective expert witness on behalf of plaintiffs, defendants, and the government (e.g., the U.S. Department of Justice and the SEC). My most recent book—*Securities and Exchange Commission v. Cuban: A Trial of Insider Trading* focuses on the Commission's enforcement action against Mark Cuban on whose behalf I served as an expert witness.

The objective of this letter is to emphasize that the SEC's primary role is that of *investor protection*—not enhancing capital formation. Undoubtedly, while reducing undue impediments to the formation of capital should be an important Commission objective—the focus should be on providing sufficient investor safeguards. Unfortunately, the SEC has failed repeatedly in this task since the promulgation of Regulation D in the early 1980s. There, the Commission unilaterally overruled established appellate case law (see, e.g., *Lawler v. Gilliam*, 569 F.2d 1283 (4th Cir. 1978)) to dismantle the mandatory disclosure framework when an eligible offering is made solely to so-called wealthy individual “accredited investors.” Unfortunately, with respect to individuals, this “financial” sophistication is based on wealth alone—and was set at the amount of \$1 million of one's net worth. The result was that unsophisticated individuals invested in these offerings—all too frequently without adequate disclosure. Although misrepresentation/fraud claims may be brought after the fact, the likelihood of

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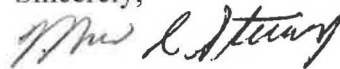
satisfactory recovery plus the uncertainty and costs of litigation are unacceptable ramifications. Nearly thirty years ago, I wrote a law review article in which I criticized the SEC for this short-sighted approach. See Steinberg, *The Securities and Exchange Commission's Administrative, Enforcement, and Legislative Programs and Policies—Their Influence on Corporate Internal Affairs*, 58 Notre Dame L. Rev. 173 (1982).

Through the decades, the Commission has declined to increase this \$1 million net worth standard—even after the scandals of the 1990s. It took Congress in the Dodd-Frank Act of 2010 to enact legislation directing that this \$1 million amount is exclusive of one's primary residence. That legislation also called for the SEC to revisit this monetary amount and increase such amount if deemed appropriate. The Commission has not done so—again, favoring capital formation over its primary mission of investor protection. In one of my prior articles, I criticized the Commission for this failure. See Steinberg, *The "Accredited" Individual Purchaser Under SEC Regulation D: Time to Up the Ante*, 29 Sec. Reg. L.J. 93 (2001). As of today, my understanding is that \$1 million in 1982 dollars is now the equivalent of approximately \$2,650,000. In seeking to fulfill its statutory mandate, the SEC needs to remedy this situation. Thus, any revision of the Commission's exemptive framework impacting individual accredited investors should include an increased amount for both the net worth and individual/joint income criteria.

The Commission stresses frequently its calling to enhance protection for the ordinary investor. Yet, as the SEC seeks to foster capital formation, it should recall the recent past that resulted in the enactment of the Sarbanes-Oxley Act and the Dodd-Frank Act. Another major financial crisis may not be weathered as kindly. Accordingly, while unnecessary impediments to capital formation are appropriate subjects for revision by the Commission, the SEC should be mindful of the tenuous confidence that investors have in the U.S. private equity and debt markets—particularly in the case of individual investors. Hence, while seeking to promote capital formation is a laudable goal of the Commission, its principal objective always should be—in actuality and not simply by use of rhetoric—that of *investor protection*.

For background purpose, I have attached my CV and biographical statement. With my appreciation for this opportunity to comment and with my regards

Sincerely,



Marc I. Steinberg
Rupert and Lillian Radford Professor of Law

MIS/cy
Enclosures: 2

Marc I. Steinberg, Rupert and Lillian Radford Chair in Law and Professor of Law at the Southern Methodist University (SMU) Dedman School of Law. He is the Director of the SMU Corporate Counsel Externship Program, the former Director of SMU's Corporate Directors' Institute, the former Senior Associate Dean for Academics, and the former Senior Associate Dean for Research at the Law School. Prior to becoming the Radford Professor, Professor Steinberg taught at the University of Maryland School of Law, the Wharton School of the University of Pennsylvania, the National Law Center of the George Washington University, and the Georgetown University Law Center. His experience includes appointments as a Visiting Professor, Scholar and Fellow at law schools outside of the United States, including at Universities in Argentina, Australia, China, England, Finland, Germany, Israel, Italy, Japan, New Zealand, Scotland, South Africa, and Sweden. In addition, he has been retained as an expert witness in several significant matters, including Enron, Martha Stewart, Belnick (Tyco), and Mark Cuban.

In addition to his University appointments, Professor Steinberg has lectured extensively both in the United States and abroad, including at the Lauterpacht Centre of International Law at the University of Cambridge, the Aresty Institute of Executive Education at the University of Pennsylvania, The American Bar Association's Annual Meeting, the PLI Annual Institute on Securities Regulation, the University of Texas Annual Securities Law Conference, the International Development Law Institute in Rome, the Hong Kong Securities and Futures Commission, the Taiwan "SEC" in Taipei, the New Zealand Securities Commission, the Australian Law Council Section on International Law in Melbourne, the David Hume Institute in Edinburgh, the German-American Lawyers' Association in Munich, the International Law Society of South Africa, the Buenos Aires Stock Exchange, the Finnish Banking Lawyers Association in Helsinki, the Swedish Banking Lawyers Association in Stockholm, and the Ministry of Internal Affairs, Economic Crimes Department of the Russian Federation in Moscow. He also has served as a member of the FINRA National Adjudicatory Council (NAC).

Professor Steinberg received his undergraduate degree at the University of Michigan and his law degrees at the University of California, Los Angeles (J.D.) and Yale University (LL.M.). He clerked for Judge Stanley N. Barnes of the U.S. Court of Appeals for the Ninth Circuit, extern clerked for Judge Anthony J. Celebrezze of the Sixth Circuit, was legislative counsel to U.S. Senator Robert P. Griffin and served as the adviser to former U.S. Supreme Court Justice Arthur J. Goldberg for the Federal Advisory Committee Report on Tender Offers.

Professor Steinberg was an enforcement attorney at the U.S. Securities and Exchange Commission, and thereafter became special projects counsel. In that position, he directly assisted the SEC's General Counsel in a wide variety of projects and cases and served as the General Counsel's confidential legal adviser.

Professor Steinberg has authored approximately 40 books and 150 law review articles, is editor-in-chief of *The International Lawyer*, editor-in-chief of *The Securities Regulation Law Journal*, and is an adviser to *The Journal of Corporation Law*. Professor Steinberg is a member of the American Law Institute.

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PRESENT POSITION

Rupert and Lillian Radford Chair in Law and Professor of Law
Dedman School of Law
Southern Methodist University

SELECTED PROFESSIONAL EXPERIENCE

- 1989-Present: Radford Chair in Law and Professor of Law
Dedman School of Law
Southern Methodist University
- 2013-Present: Director, Corporate Counsel
Externship Program
Dedman School of Law
Southern Methodist University
- March 2018: Distinguished Visiting Scholar
University of New South Wales
(Sydney)
- March 2017: Visiting Professor
Bocconi University (Italy)
- November 2016: Visiting Academic Fellow
Lauterpacht Centre of International Law
University of Cambridge

2006-2012: Senior Associate Dean for Research
Dedman School of Law
Southern Methodist University

1998-2003: Senior Associate Dean for Academics
Dedman School of Law
Southern Methodist University

2003-Present: Founding Director
SMU Corporate Directors' Institute

2012-2013: Visiting Professor
Bar Ilan University
Israel

2012-2013: Visiting Professor
University of London

June 2010: Visiting Professor
Bar Ilan University
Israel

June 2007: Visiting Professor
University of Heidelberg
Germany

May-June 2005: Visiting Professor
University of Gothenburg
Sweden

October 2004: Paul Hastings Visiting Professor in
Corporate and Financial Law
The University of Hong Kong

1994-2004: Visiting Professorial Fellow (in
International Securities Regulation)
Banking and Finance Law Unit
Centre for Commercial Law Studies
University of London

1997-2000: President
Institute of International Banking
and Finance
Dedman School of Law
Southern Methodist University

Feb.- March 1998: Parsons Visiting Scholar, University
of Sydney; Visiting Professor, University of
Western Australia

1989-1997: Of Counsel
Winstead, Sechrest, & Minick, P.C.
Dallas, Texas

October 1997: Visiting Professor, Meiji Gakuin
University, Tokyo

March 1996: Visiting Scholar: University of
Buenos Aires, University of Belgrano

March 1995: Visiting Scholar: University of Cape Town,
Rand Afrikaans University,
University of Stellenbosch,
University of Witwatersrand

June 1994: Distinguished Lecturer
Centre of Commercial Law Studies
University of London

March 1993: Inaugural Visiting Charles F. Hartsock
Chair Professor of Law
College of Law
University of Cincinnati

Feb.-June 1991: Visiting Professor: University of Konstanz
(Germany); Parsons Visiting Scholar:
University of Sydney; Visiting Scholar:
University of Canterbury, Victoria
University of Wellington (New Zealand),

University of Melbourne, Hong Kong
Polytechnic School of Law; Lecturer:
Ministry of Finance Course on International
Taxation, Taipei Taiwan

1985-1989:

Professor of Law
School of Law
University of Maryland

Fall 1988:

Visiting Radford Professor of Law
School of Law
Southern Methodist University

1986-1989:

Of Counsel
Melnicove, Kaufman, Weiner,
Smouse & Garbis, P.A.
Baltimore, Maryland

Spring 1988:

Visiting Professor
The Wharton School
The University of Pennsylvania

November 1986:

Visiting Fellow: Universities of Stockholm,
Gothenburg, Lund, and Uppsala

1983-1985:

Associate Professor
School of Law
University of Maryland

1983:

Adviser to former U.S. Supreme Court
Justice Arthur J. Goldberg for the Federal
Advisory Committee Report on Tender
Offers

1982-1983:

Visiting Associate Professor
The National Law Center
George Washington University

1979-1982: Special Projects Counsel
(Confidential Legal Adviser
to the General Counsel)
Office of the General Counsel
Securities and Exchange Commission

1978-1979: Attorney
Division of Enforcement
Securities and Exchange Commission

Spring 1979: Adjunct Professor
School of Law
Georgetown University

1977-1978: Legislative Counsel
U.S. Senator Robert P. Griffin

1975-1976: Law Clerk
U.S. Court of Appeal Judge Stanley N.
Barnes (Ninth Circuit)

Spring 1974: Extern Law Clerk
U.S. Court of Appeal Judge Anthony J.
Celebrezze (Sixth Circuit)

Summer 1971-1973: Tennis Professional
Ramblewood Swim & Tennis Club
Northville, Michigan

SELECTED TEACHING EXPERIENCE

1989-Present: Dedman School of Law
Southern Methodist University
(Business Enterprises, Securities Regulation,
Securities Litigation and Enforcement,
Lawyering and Ethics for the Business
Attorney, Corporate Counsel Externship
Program)

March 2017: School of Law
Bocconi University (Italy)
(Financial Institutions and Markets Law)

March 2013: School of Law
Bar Ilan University (Israel)
(Securities Law)

October 2012: Centre for Commercial Law Studies
University of London
(Securities Law)

June 2010: School of Law
Bar Ilan University (Israel)
(Securities Law)

June 2007: School of Law
University of Heidelberg
(Company and Securities Law)

May-June 2005: Gothenburg University Department of Law
(Company and Securities Law)

October 2004: School of Law
The University of Hong Kong
(Company and Securities Law)

1994-2004: Centre for Commercial Law Studies
University of London
(International Securities Regulation,
Corporate Finance)

March 1998: School of Law
The University of Western Australia
(Corporate Finance and Securities
Regulation)

- June 1991: School of Law
The University of Konstanz (Germany)
(Transnational Securities Transactions:
The American Perspective)
- 1983-1989: School of Law
University of Maryland
(Business Associations, Securities
Regulation, Securities Regulation Seminar,
SEC Student Observer Program, National
Securities Moot Court Competition)
- Spring 1988: The Wharton School
University of Pennsylvania
(Securities Regulation)
- November 1986: School of Law
Universities of Stockholm, Gothenburg,
Lund, Uppsala, and Helsinki
(U.S., Swedish, and Finnish Stock Exchange
Regulation)
- 1982-1983: The National Law Center
George Washington University
(Corporations, Securities Regulation,
Regulation of the Securities Markets)
- Spring 1979: Georgetown University Law Center
(Professional Responsibility)

EDUCATION

- 1976-1977: LL.M., Yale University (Graduate Fellow; Full Tuition Scholarship)
- 1972-1975: J.D., University of California, Los Angeles (Board of Editors,
UCLA-Alaska Law Review)
- 1968-1972: A.B., University of Michigan (Magna Cum Laude; Honors in History
with High Distinction)

PROFESSIONAL AFFILIATIONS AND HONORS

- Member: The American Law Institute (1987-Present) (Life Member, 2011-Present)
- Executive Committee, American Association of Law Schools (AALS), Section of Professional Responsibility (2014 – Present)
- Working Group of the Enforcement Gallery, Securities and Exchange Commission Historical Society (2018-present)
- Financial Industry Regulatory Authority (FINRA), National Adjudicatory Council (NAC) (2012 – 2014)
- Securities Law Committee, State Bar of Texas (2002-Present)
- Board of
Int'l Scholars: Banking and Finance Law Unit at the Centre for Commercial Law Studies, University of London (1994-2004)
- Fellow: London Institute on International Banking, Finance and Development Law, Centre for Commercial Law Studies, University of London (1995-2004)
- Maguire Teaching Fellow, Cary M. Maguire Center for Ethics and Public Responsibility, Southern Methodist University (2002-2003)
- President: President, SMU Law School Institute of International Banking and Finance (1997-2000)
- Editor: Editor-in-Chief, The International Lawyer (2001-Present)
- Editor-in-Chief, The Securities Regulation Law Journal (1987-Present)
- Editor, Southern Methodist University Dedman School of Law SSRN Legal Studies Research Paper Series (2007-2013)

Council Member: Member of the Council, Section of International Law, American Bar Association (2001-Present)

Scholarship: The Marc I. Steinberg Securities Law Scholarship at the SMU School of Law (Donated and Sponsored by The Securities Law Section of The Dallas Bar Association) (1999 - Present)

Recipient: SMU Author's Award for International Securities Law: A Contemporary and Comparative Analysis (Presented by Dedman College, Godbey Lecture Series April 2000)

Advisory Boards: Academic Advisory Board:

The University of Hong Kong Faculty of Law, Asian Institute of International Financial Law (1999-Present)

Panel of Academic Contributors - Black's Law Dictionary (8th ed. 2004) (9th ed. 2009) (10th ed. 2014) (11th ed. 2019)

SMU Dedman School of Law, Rowling Center for Business Law Faculty Advisory Board (2018-present)

SEC Historical Society Museum Committee (2010)

Corporate Compliance Center, South Texas College of Law (2004-2010)

Board of Contributing Editors and Advisers:

The International Lawyer
(1991-1996, 1999-Present)

The Journal of Corporation Law
(1981-Present)

Law and Business Review of
the Americas (1995-2018)

Studies in International Financial Economic
and Technology Law, British Institute of
International and Comparative Law (2006-
2012)
South Texas College of Law Corporate
Compliance Center (2004-2010)
Broker-Dealer Dispute Report
(1999-2001)
IOSCO Advisory Group on Emerging
Markets (1997-2000)
Kluwer Yearbook of International Financial and
Economic Law (1997-2000)
The Delaware Journal of Corporate Law
(1981-1996)
Business Information and Privacy Reporter (1987-
1990)
The Corporation Law Review (1981-1985)
The Securities Regulation Law Journal (1981-
1987)
University of Maryland Journal of International
Law and Trade (1984-1989)

Teaching Fellow: SMU Maguire Center for Ethics and Public
Responsibility (2002-2003)

External Examiner: The University of Hong Kong (in Comparative
Securities Law) (1999-Present)

The University of London (LL.M. Examinations)
(1999-2004)

Founding Director: SMU Corporate Directors' Institute (2003-2018)

Adviser: Members' Consultative Group, ALI Restatement of
the Law Governing Lawyers (1991-2000)
Members' Consultative Group, ALI Restatement of
the Law Governing Agency (2001-2006)
SMU Law Review Corporate Counsel Annual
Symposium (1993-2018)

Adviser, SMU Business Law Society (2001-Present)
Adviser to the Mead Data Central/Lexis
Federal Securities Law Library (1989-1995)
Adviser, Bloomberg L.P. (2000-2002)
Consultant, A Handbook of Business Law
Terms (West 1999)

Executive Committee: Section of International Law, American Bar
Association (2001-Present)

Mediator: Completed Basic Mediation Training Course

Recipient: Outstanding Young Men of America (1979)

Bar Memberships: Texas, Maryland, California (inactive), District of
Columbia (inactive), United States Supreme Court
Bars

FELLOWSHIPS AND LECTURES

William Marshall Bullitt Memorial Lectureship, Louis D. Brandeis School of Law,
University of Louisville (February 28, 2019)

Distinguished Visiting Scholar, University of New South Wales, School of Law,
Sydney (March 2018)

Visiting Professor, Bocconi University, Milan, Italy (March 2017)

Visiting Academic Fellow, Lauterpacht Centre of International Law, University of
Cambridge (November 2016)

Visiting Professor, University of London (2012-2013)

Visiting Professor, Bar Ilan University, Israel (2012-2013, June 2010)

Presentation, Moscow State University Criminal Law Faculty, Moscow (May 28,
2009)

Presentation, Federal Anti-Monopoly Service and Federal Service for the Regulation of Financial Markets of the Russian Federation, Moscow (May 27, 2009)

Presentation, Ministry of Internal Affairs, Economic Crimes Department of the Russian Federation, Moscow (May 26, 2009)

Visiting Professor, University of Heidelberg, Heidelberg, Germany (June 2007)

Foulston Siefkin Distinguished Lecturer, Washburn University School of Law (Feb. 23-24, 2006)

Presentation, University of Stockholm Centre for Commercial Law, Stockholm (May 30, 2005)

Visiting Professor, University of Gothenburg, Gothenburg (May - June 2005)

The Paul Hastings Visiting Professorship in Corporate and Financial Law, University of Hong Kong Faculty of Law (October 2004)

Visiting Professorial Fellow in International Securities Regulations, Banking and Finance Law Unit, Centre for Commercial Law Studies, University of London (1994-2004)

Associate Fellow, London Institute on International Banking, Finance and Development Law, Centre for Commercial Law Studies, University of London (1995-2004)

Winston S. Howard Distinguished Lecturer, University of Wyoming College of Law (April 11-12, 2003)

Symposium on International Securities Law, The University of Pennsylvania Law School (Jan. 19, 2001)

Presentation, University of Peking 100th Anniversary Conference, Beijing (May 1-3, 1998)

Visiting Professor, The University of Western Australia, Perth (March 1998)

Parsons Visiting Scholar, The University of Sydney (February 1998)

Visiting Professor, Meiji-Gakuin University, Tokyo (October 1997)

Visiting Scholar, Asia University, Tokyo (October 1997)

Visiting Scholar, University of Buenos Aires, University of Belgrano (March 1996)

Lecturer, International Development Law Institute, Rome (June 1994) (June 1996)

Visiting Scholar, University of Cape Town, Rand Afrikaans University, University of Stellenbosch, University of Witwatersrand (March 1995)

Distinguished Lecturer, Banking and Finance Law, Centre of Commercial Law Studies, University of London (June 1994)

The David Hume Institute and the University of Edinburgh (June 1994)

Inaugural Visiting Charles F. Hartsock Professor of Law, University of Cincinnati College of Law (March 11-15, 1993)

Keynote Speaker, Australian Corporate Law Professors Conference, Brisbane (February 1-2, 1993)

German Marshall Fund Recipient, University of Konstanz School of Law (June 1991)

Visiting Scholar in Corporate and Securities Law (Law Schools of University of Sydney, University of Melbourne, Victoria University of Wellington, University of Canterbury (February-April 1991)

Faculty Seminars Presented at Law Schools of University of Sydney, University of Melbourne, Monash University, Murdoch University, Hong Kong Polytechnic University (March-May 1991)

The Swedish Institute, Lecture and Consult Regarding American and Swedish Securities Regulation (University of Stockholm, Gothenburg University, University of Lund, Uppsala University, University of Helsinki, Swedish

Banking Lawyers Association, Swedish Stock Exchange, Swedish Stock Market Board (November 1986)

The Lauder Institute, The Wharton School of the University of Pennsylvania (February 7, 1986)

Baron de Hirsch Meyer Endowed Lectures, American Law Institute (ALI) Draft Restatement on Corporate Governance, University of Miami School of Law (March 4, 1983)

SELECTED EXPERT WITNESS AND RELATED ENGAGEMENTS

“Professor Marc Steinberg, whose résumé is attached in Appendix F [of this book], is an outstanding example of an expert qualified by his specialized knowledge of securities law and practice to offer admissible opinions in securities fraud cases. Professor Steinberg has been qualified to offer expert opinion testimony in numerous securities fraud cases on issues such as the role of attorneys in securities transactions, the industry standards for practices that are in compliance with securities regulations, the materiality of misstatements and omissions, and the illicit strategies employed to evade the securities laws.” (Kaufman, *Expert Witnesses: Securities Cases*, § 6:2, at 197 (Thomson/West 2011).

Abdula v. Canadian Solar, Inc., No. C-710-10 (Ontario Canada Superior Court)

Belo Holdings, Inc., et al., v. AHN Holdings, Inc., et al., No. DV98-07579 (Dallas County Texas)

BFA Liquidation Trust v. Arthur Andersen LLP, No. CV2000-015849 (Superior Court Maricopa County Arizona)

Canadian Imperial Bank of Commerce and Her Majesty the Queen, No. 2010-2864 (IT) G (Tax Court of Canada)

In re Elk Corporation (Wetzel v. Karol), No. CC-06-18652-B (Dallas County Texas)

In re Enron Corporation Securities Litigation, Civ. No. H-01-3624 (S.D. Texas)

Facciola v. Greenberg Traurig LLP, et al. (“Radical Bunny”), No. 2:10-cv-01025
(D. Arizona)

Great Rivers Cooperative of Southeastern Iowa v. Farmland Industries, Inc., Civil
Action No. 4-95-CV-70529 (S.D. Iowa)

Optek L.P. et al. v. Lucent Technologies, Inc., et al., No. 1-01-226 (Rockwall
County Texas)

The People of the State of New York v. Mark Belnick (Tyco), Indictment # 143-03
(N.Y. Cty. Sup. Ct. 2004)

In the Matter of Piper Capital Management, Admin. Proc. File No. 3-9657 (SEC
Minneapolis, Minnesota)

Securities and Exchange Commission v. Mark Cuban, No. 08-cv-2050 (N.D.
Texas)

Stenovich et al. v. Eccles et al., No. 000907870 (Salt Lake County, Utah)

United States v. Martha Stewart, (51 03 Cr. 717) (S.D.N.Y.)

In the Matter of Theodore W. Urban, Admin. Proc. File No. 3-13655 (SEC
Washington D.C.)

In re White Nile Software, Inc., Civil Cause No. 06-03319-A (Dallas County
Texas) (Appointment as Temporary Receiver)

PUBLICATIONS

BOOKS

The Federalization of Corporate Governance (Oxford University Press) (2018)
(328 pp.)

Corporate Internal Affairs — A Corporate and Securities Law Perspective (Quorum
Press) (1983) (294 pp.)

Tender Offers — Developments and Commentaries (Quorum Press) (1985)
(editor) (384 pp.)

Securities Regulation: Liabilities and Remedies (Law Journal Press) (2018) (first
published 1984) (including updates 1-60) (two volumes, app. 1,300 pp.)

Securities Practice: Federal and State Enforcement (West, Clark Boardman
Callaghan) (1985) (including annual Supplements 1987- 2001) (lead coauthor)
(two volumes, app. 1,200 pp.)

Securities Practice: Federal and State Enforcement (West) (2d edition 2001)
(including annual Supplements 2002-2019) (lead coauthor) (two volumes, app.
2,000 pp.)

Contemporary Issues in Securities Regulation (Butterworth Legal Publishers)
(1988) (editor) (508 pp.)

Textbook on Business Enterprises: Legal Structures, Governance and Policy
(Lexis/Nexis) (coauthored) (2009) (731 pp.) and Professor's Manual

Textbook on Business Enterprises: Legal Structures, Governance and Policy
(Lexis/Nexis) (coauthored) (2d edition 2012) (940 pp.) and Professor's Manual

Textbook on Business Enterprises: Legal Structures, Governance and Policy
(Carolina Academic Press) (coauthored) (3d edition 2016) (974 pages) and
Professor's Manual

Textbook on Securities Regulation (Matthew Bender & Co.) (1986) (1,032 pp.)
(including 1988, 1989, 1990, 1991, 1992 Supplements) and Professor's Manual

Textbook on Securities Regulation (Matthew Bender & Co.) (2d edition 1993)
(1,486 pp.) (including 1994, 1995, 1996, 1997 Supplements) and Professor's
Manual

Textbook on Securities Regulation (Matthew Bender & Co.) (3d edition 1998)
(1,231 pp.) (including 1999, 2000, 2001, 2002 Supplements) and Professor's
Manual

Textbook on Securities Regulation (Lexis/Nexis) (4th edition 2004) (1,297 pp.)
(including 2005, 2006, 2007 Supplements) and Professor's Manual

Textbook on Securities Regulation (Lexis/Nexis) (5th edition 2008) (1,010 pp.) and
Professor's Manual

Textbook on Securities Regulation (Lexis/Nexis) (revised 5th edition 2009) (1,010
pp.) (including 2010, 2011, 2012 Supplements)

Textbook on Securities Regulation (Lexis/Nexis) (6th edition 2013) (1,164 pp.) and
Professor's Manual (including 2014, 2015, 2016 Supplements)

Textbook on Securities Regulation (Carolina Academic Press) (7th edition 2017)
(1,292 pp.) and Professor's Manual (including 2018, 2019 Supplements)

Textbook on Securities Litigation: Law, Policy, and Practice (Carolina Academic
Press) (coauthored) (2016) (955 pp.) and Professor's Manual (including 2018,
2019 Supplements)

Reference Text on Understanding Securities Law (Matthew Bender & Co.) (1989)
(289 pp.)

Reference Text on Understanding Securities Law (Matthew Bender & Co.) (2d
edition 1996) (416 pp.)

Reference Text on Understanding Securities Law (LEXIS Publishing) (3rd edition
2001) (431 pp.)

Reference Text on Understanding Securities Law (LEXIS Publishing) (4th edition
2007) (481 pp.)

Reference Text on Understanding Securities Law (Lexis/Nexis) (5th edition 2009)
(502 pp.)

Reference Text on Understanding Securities Law (Lexis/Nexis) (6th edition 2014)
(520 pp.)

Reference Text on Understanding Securities Law (Carolina Academic Press) (7th
ed. 2018) (552 pp.)

Insider Trading (Little Brown & Co.) (coauthored) (1996) (1,237 pp.) (including 1998, 1999, 2000, 2001, 2002 Supplements)

Insider Trading (Practising Law Institute) (coauthored) (2d edition 2005) (two volumes) (1,940 pp.) (including 2006, 2008 Supplements)

Insider Trading (Oxford University Press) (3d edition 2010) (coauthored) (1,147 pp.)

Corporate and Securities Malpractice (Practising Law Institute) (1992) (470 pp.)

Lawyering and Ethics for the Business Attorney (Thomson/West) (2002) (175 pp.) and Professor's Manual

Lawyering and Ethics for the Business Attorney (Thomson/West) (2d edition 2007) (205 pp.) and Professor's Manual

Lawyering and Ethics for the Business Attorney (Thomson/West) (3d edition 2011) (210 pp.) and Professor's Manual

Lawyering and Ethics for the Business Attorney (West) (4th edition 2016) (240 pp.) and Professor's Manual

Attorney Liability After Sarbanes-Oxley (Law Journal Press) (2018) (first published 2005) (including annual Upkeeps 1-13) (app. 550 pp.)

Developments in Business Law and Policy (Cognella) (2012) (469 pp.)

International Securities Law: A Contemporary and Comparative Analysis (Kluwer Law International) (1999) (340 pp.)

Global Issues in Securities Law (West) (coauthored) (2013) (191 pp.)

Inside Counsel – Practices, Strategies and Insights (West) (coauthored) (2015) (328 pp.)

Securities and Exchange Commission v. Cuban — A Trial of Insider Trading (Twelve Tables Press) (2019) (334 pp.)

LAW REVIEW ARTICLES AND BOOK CHAPTERS ON CORPORATE/SECURITIES/BUSINESS LAW

1. Waiver of Venue Under the National Bank Act: Preferential Treatment for National Banks, 62 Iowa Law Review 129 (1976)
2. The 1974 Amendments to the Freedom of Information Act: The Safety Valve Provision Excusing Agency Compliance with Statutory Time Periods, 52 Notre Dame Lawyer 235 (1976)
3. Attorney Fee Schedules and Legal Advertising: The Implications of Goldfarb, 24 U.C.L.A. Law Review 475 (1977) (coauthored)
4. Citizens & Southern National Bank v. Bougas — Achieving Justice Under the Venue Provision of the National Bank Act, 12 Georgia Law Review 161 (1978)
5. The Legitimacy of Defensive Tactics in Tender Offers, 64 Cornell Law Review 901 (1979) [republished in 12 Securities Law Review 595 (1981)] (coauthored)
6. Section 17(a) of the Securities Act of 1933 After Naftalin and Redington, 68 Georgetown Law Journal 163 (1979)
7. Section 29(b) of the Securities Exchange Act of 1934 — A Viable Remedy Awakened, 48 George Washington Law Review 1 (1979) [republished in 13 Securities Law Review 153 (1981)] (coauthored)
8. Implied Private Rights of Action Under Federal Law, 55 Notre Dame Lawyer 33 (1979) [republished in 12 Securities Law Review 433 (1980)]
9. SEC and Other Permanent Injunctions — Standards for Their Imposition, Modification, and Dissolution, 66 Cornell Law Review 27 (1980) [republished in 13 Securities Law Review 263 (1981)]
10. Accountants' Liability and Responsibility: Securities, Criminal and Common Law, 13 Loyola University (L.A.) Law Review 247 (1980) [republished in 13 Securities Law Review 427 (1981)] (coauthored)

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12. A Reappraisal of Santa Fe: Rule 10b-5 and the New Federalism, 129 University of Pennsylvania Law Review 263 (1980) [republished in 13 Securities Law Review 25 (1981)] (coauthored)
13. Variations of "Recklessness" After Hochfelder and Aaron, 8 Securities Regulation Law Journal 179 (1980) (coauthored)
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15. Municipal Bonds Subject to SEC Regulations, New York Law Journal 19 (Nov. 17, 1980)
16. Rule 10b-5 and the New Federalism, 53 Wisconsin Bar Bulletin 16 (Nov. 1980) (coauthored)
17. The Role of Inside Counsel in the Corporate Accountability Process, 4 Corporation Law Review 3 (1981) [republished in 13 Securities Law Review 495 (1981)] (coauthored)
18. Steadman v. SEC — Its Implications and Significance, 6 Delaware Journal of Corporate Law 1 (1981)
19. Fiduciary Duties and Disclosure Obligations in Proxy and Tender Contests for Corporate Control, 30 Emory Law Journal 169 (1981) [republished in 14 Securities Law Review 263 (1982); Corporate Counsel's Annual 413 (1982)]
20. Municipal Issuer Liability Under the Federal Securities Laws, 6 Journal of Corporation Law 277 (1981)
21. Disclosure of Information Bearing on Management Integrity and Competency, 76 Northwestern University Law Review 555 (1981) (coauthored)

22. Application of the Business Judgment Rule and Related Judicial Principles — Reflections From a Corporate Accountability Perspective, 56 Notre Dame Lawyer 903 (1981)
23. Aaron's Unanswered Questions, 4 Corporation Law Review 166 (1981) [column]
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26. The SEC's Administrative and Legislative Programs Aimed at Regulating Corporate Internal Affairs, published in Standards for Regulating Corporate Internal Affairs at 317, The Ray Garrett, Jr., Corporate and Securities Law Institute (Sponsored by Northwestern University School of Law) (1981) (coauthored)
27. The Liability of Tax Practitioners: Tax Shelters — An SEC Staff Perspective, Major Tax Planning — 1981, Chapter 21, USC Tax Institute (Matthew Bender & Co.) (coauthored)
28. The Propriety and Scope of Cumulative Remedies Under the Federal Securities Laws, 67 Cornell Law Review 557 (1982) [republished in 15 Securities Law Review 233 (1983); Corporate Counsel's Annual 373 (1983)]
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33. Corporate/Securities Counsel — Conflicts of Interest, 8 Journal of Corporation Law 577 (1983) [republished in 16 Securities Law Review 677 (1984); Corporate Counsel's Annual 335 (1984)]
34. The ALI Draft Restatement on Corporate Governance — The Business Judgment Rule, Related Principles and Some General Observations, 37 University of Miami Law Review 295 (1983) (Presented at the Baron de Hirsch Meyer Lectures)
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36. Cumulative Remedies Under Sections 9 and 10(b) of the Securities Exchange Act — A Response to Chemetron, 6 Corporation Law Review 165 (1983) [column]
37. Some Thoughts on Regulation of Tender Offers, 43 Maryland Law Review 240 (1984)
38. The New Law of Squeeze-Out Mergers, 62 Washington University Law Quarterly 351 (1984) (coauthored)
39. The Pennsylvania Antitakeover Legislation, 12 Securities Regulation Law Journal 184 (1984) [column]
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41. The Duty Owed to Minority Shareholders by an Investment Banker in Rendering a Fairness Opinion, 13 Securities Regulation Law Journal 80 (1985) (coauthored) [column]
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44. SEC Disclosure Policy — Who Speaks for the Investor?, 14 *Securities Regulation Law Journal* 122 (1986)
45. Duty to Disclose Negotiations, 14 *Securities Regulation Law Journal* 76 (1986) [column]
46. Recommendations for Reform of Swedish Stock Exchange and Corporation Law, 53 *Advokaten* 29 (No. 1 1987) (*The Swedish Bar Journal*); 11 *Maryland Journal of International Law and Trade* 185 (1987)
47. Issuer Affirmative Disclosure Obligations — An Analytical Framework for Merger Negotiations, Soft Information, and Bad News, 46 *Maryland Law Review* 923 (1987) (coauthored)
48. Definition of "Security": The "Context" Clause, Investment Contract Analysis and Their Ramifications, 40 *Vanderbilt Law Review* 489 (1987) (coauthored) [republished in 20 *Securities Law Review* 3 (1988)]
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50. Stock Exchange Exception to Appraisal and its Ramifications for the Constitutionality of State Takeover Statutes, 15 *Securities Regulation Law Journal* 105 (1987) [column]
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55. The Application and Effectiveness of SEC Rule 144, 49 Ohio State Law Journal 473 (1988) (coauthored)
56. The Evisceration of the Duty of Care, 42 Southwestern Law Journal 919 (1988) (Commentary)
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58. Federal Preemption of State Antitakeover Statutes: The Time for Congressional Action Is Now, 16 Securities Regulation Law Journal 80 (1988) [column]
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61. Attorney Conflicts of Interest: The Need for a Coherent Framework, 66 Notre Dame Law Review 1 (1990) (coauthored)
62. Notes as Securities: Reves and Its Implications, 51 Ohio State Law Journal 675 (1990)
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68. The Joint Defense Doctrine in Federal Securities Litigation, 18 Securities Regulation Law Journal 339 (1991) (coauthored)
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79. The Supreme Court, Implied Rights of Action, and Proxy Regulation, 54 Ohio State Law Journal 67 (1993) (coauthored)
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130. Disney Goes Goofy: Agency, Delegation & Corporate Governance, 60 Hastings Law Journal 201 (2008) (coauthored)
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2. The 1972 Amendments to the Longshoremen's and Harbor Workers' Compensation Act: Negligence Actions by Longshoremen Against Shipowners — A Proposed Solution, 37 Ohio State Law Journal 767 (1976)
3. The California Natural Death Act — A Failure to Provide for Adequate Patient Safeguards and Individual Autonomy, 9 Connecticut Law Review 203 (1977)
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5. Federalism, the Tenth Amendment and the Legal Profession, 56 Nebraska Law Review 783 (1977) (coauthored)
6. Antenuptial Agreements Under California Law, 11 University of San Francisco Law Review 317 (1977) (coauthored)
7. Lawyers' Advertising and Warranties: Caveat Advocatus, 64 American Bar Association Journal 867 (1978) (coauthored)
8. Summary Commitment of Defendants Incompetent to Stand Trial, 22 St. Louis University Law Journal 1 (1978)
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10. Second Opinion for Lawyers — The 'Consultative Attorney,' New York Law Journal 1 (Jan. 3, 1983) [editorial commending article, National Law Journal 12 (Jan. 10, 1983)] (coauthored)
11. Acknowledgments from the Co-Editors-in-Chief for “The Rule of Law Papers,” 43 International Lawyer 1 (2009) (coauthored)

SELECTED CLE AND RELATED PUBLICATIONS

1. Civil Liabilities, Implied Remedies, Special Litigation Committees and Related Issues, Conference on Securities Regulation and the Capital Raising Process for the Small Issuer (Federal Bar Association 1981) (coauthored)
2. Developments in Professional Responsibilities, Conference on Securities Regulation and the Capital Raising Process for the Small Issuer (Federal Bar Association 1981) (coauthored)
3. Developments Under the Federal Securities Laws: States of Mind, Burdens of Proof, Rule 14e-3, and Recent Supreme Court Decisions and Their Progeny, Conference on Fraud and Fiduciary Duty Under the Federal Securities Laws (ALI-ABA 1981) (coauthored)
4. Proxy Litigation and Contests — An Overview of Applicable Statutes, Rules and Selected Legal Issues, Conference on Proxy Litigation and Contests (New York Law Journal Seminars-Press 1981) (coauthored)
5. Disclosure Trends Under the Securities Acts, National Institute on Securities Regulation, University of Colorado School of Law (1982)
6. The Supreme Court and Securities Law: An Update and A Look Ahead, University of California Securities Regulation Institute (1982) (coauthored)
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10. Developments in Proxy Disclosure, Litigation and Contests, National Institute on Securities Regulation, University of Colorado School of Law (1985)
11. Application of the Federal Securities Laws to Foreign Companies Seeking to Raise or Invest Capital in the United States, Stockholm, Sweden and Helsinki, Finland (1986) (coauthored)
12. Selected Developments in Securities Litigation, MICPEL (Maryland) Securities Law Course (1986)
13. Notes as Securities, 23rd Annual Securities Regulation Conference of the Los Angeles County Bar (1990)
14. Law Compliance Programs, Law Council of Australia, Melbourne and Perth, Australia (1991)
15. Securities Counsel in the 1990s: Are We Moving Targets?, Twenty-Fifth Annual Institute on Securities Regulation (Practising Law Institute 1993)
16. Capital and Securities Markets, International Development Law Institute, Enterprise and Investment Lawyers Course, Rome, Italy (1994)
17. Selected Federal and State Securities Litigation Developments, SMU Law Review Corporate Counsel Symposium (1994)
18. The Ramifications of Central Bank of Denver on Federal and State Securities Litigation, Twenty-Sixth Annual Institute on Securities Regulation (Practising Law Institute 1994)
19. Capital and Securities Markets in Southern Africa, International Law Association of South Africa Seminar (1995)
20. The Private Securities Litigation Reform Act of 1995, Dallas Bar Association (1996)
21. Emerging Capital Markets, Buenos Aires and Rome (1996)

22. Statutes of Limitations in SEC Enforcement Actions, ABA Section of Business Law (Spring Meeting) (1997) (coauthored)
23. The U.S. Corporate Attorney — Ethical and Legal Issues, Tokyo (1997)
24. Insider Trading and Government Enforcement, Perth Australia (1998)
25. Capital Markets Reform in Emerging Markets: Selective Lessons from the United States Models, 100th Anniversary of the University of Peking, Beijing (1998)
26. Emerging Capital Markets: Proposals for Consideration, ABA Annual Meeting, Section of Business Law, Toronto (1998)
27. Ethical and Legal Issues Facing Securities Lawyers, Thirty-First Annual Institute on Securities Regulation (Practising Law Institute 1999)
28. Closely-Held Corporation Disputes: Key Litigation Issues, Business Litigation Section, Dallas Bar Association (2001)
29. Ethical and Legal Challenges Facing Securities Lawyers, The Association of the Bar of the City of New York (2001)
30. Corporate/Securities Attorneys: Ethical and Liability Concerns, Program Sponsored by the Practising Law Institute and Vanderbilt University School of Law, Nashville (2002)
31. Sarbanes-Oxley Act: An Overview of the Act and SEC Rulemaking, SMU Corporate Directors' Institute, Supported by the New York Stock Exchange Foundation (2003)
32. Insider Trading Regulation — A Comparative Perspective, ABA Annual Meeting, Section of Business Law, San Francisco (2003)
33. Contributing Author, Employee Benefits Law, ABA Section of Labor and Employment Law (2d ed. 2004 Supp.)

34. The Corporate/Securities Attorney as a “Moving” Target: Ethical and Liability Dilemmas, University of Texas Conference on Securities Regulation and Business Law Problems (2006)
35. Internal Investigations from Counsel’s Perspective, Second Annual National Institute on Securities Fraud, American Bar Association, Section of Business Law, Washington (2007)
36. Insider Trading Regulation: A View of the United States Regimen, Roundtable with Ministry of Internal Affairs, Economic Crimes Department, Russian Federation, Moscow (2009)
37. The Focus on Emerging Capital Markets: Proposals for Consideration, Roundtable with Federal Anti-Monopoly Service and Federal Service for the Regulation of Financial Markets, Russian Federation, Moscow (2009)
38. Attorney Liability After Sarbanes-Oxley, Corporate Governance — A Master Class 2011, Practising Law Institute, New York City (2011)
39. Insider Trading and Timely Disclosure under the U.S. Securities Laws — Fifty Years After the Seminal Case of Texas Gulf Sulphur, University of New South Wales, Sydney (2018)

BLOGS

1. How the SEC Neglects to Enforce Control Person Liability, CLS Blue Sky Blog, Columbia University Law School’s Blog on Corporations and the Capital Markets (August 22, 2017) (coauthored)
2. Corporate Governance From a Federal Law Perspective, Oxford University Press (OUP) Blog (March 26, 2018)
3. The Federalization of Corporate Governance, Harvard Law School Forum on Corporate Governance and Financial Regulation (June 21, 2018)
4. The SEC v. Mark Cuban, Harvard Law School Forum on Corporate Governance and Financial Regulation (April 11, 2019)

PRESENTATIONS FOR SELECTED EDUCATIONAL AND PROFESSIONAL PROGRAMS AND SEMINARS

Speaker, Ethics & Compliance Certification Program, SMU Edwin L. Cox School of Business (Dallas February 27, 2019)

Speaker, Workshop in Business Law and Economics, Corporate Governance, University of Texas School of Law (Austin October 15, 2018)

Speaker, Luncheon Presentation, The Federalization of Corporate Governance, UCLA School of Law (Los Angeles October 4, 2018)

Speaker, Lehman 10 Years Later: Lessons Learned?, Loyola University Chicago School of Law Annual Institute for Investor Protection (Chicago September 14, 2018)

Lecture, Insider Trading — A View from the U.S., University of New South Wales Faculty of Law (Sydney March 13, 2018)

Lecture, Insider Trading in Australia and the United States, Corporate Governance Discussion Group of the Australian Club (Sydney March 12, 2018)

Lecture, U.S. Insider Trading Law — A Study in Arbitrary and Uncertain Application, University of Bocconi, Department of Legal Studies (Milan Italy March 15, 2017)

Planning Committee, Innovation in Financial Law and Systems — A Conference in Honour of Professor Joseph J. Norton (London May 6, 2016, and Dallas May 5, 2017)

Lecture, Expanding Liability of Corporate Counsel in the U.S., University of Cambridge Centre for Corporate and Commercial Law (Cambridge England November 24, 2016)

Speaker, The New Normal of Financial Fraud: The Role of Lawyers, Regulation and Litigation, Annual Institute for Investor Protection Conference, Loyola University Chicago School of Law (Chicago October 7, 2016)

Panelist, Litigation and Enforcement in the C-Suite, University of Texas Annual Conference on Securities and Business Law (Dallas Feb. 11-12, 2016)

Planning Committee, University of Texas Annual Conference on Securities Regulation (1997-2015)

Speaker, Teaching Law School, Association of Corporate Counsel Annual Meeting (Boston October 19, 2015)

Speaker, Corporate Hot Issues, Advanced In-House Counsel Conference, Texas State Bar (San Antonio August 13-14, 2015)

Panelist, The Legal Landscape After *Ritchie v. Rupe*, University of Texas Annual Conference on Securities Regulation and Business Law (Dallas Feb. 12, 2015)

Panelist, The New Landscape of Securities Fraud Class Actions, Annual Institute for Investor Protection Conference, Loyola University Chicago School of Law (Chicago October 24, 2014)

Luncheon Speaker, Ethics and Professionalism for the M&A Lawyer, University of Texas Mergers and Acquisitions Conference (Dallas October 16, 2014)

Panelist, Close Corporation Developments, University of Texas Annual Conference on Securities Regulation and Business Law (Dallas Feb. 13-14, 2014)

Speaker, Effective and Ethical Pre-Filing Strategies for Investigating and Pleading Securities Fraud Claims, Annual Institute for Investor Protection Conference, Loyola University Chicago School of Law (Chicago October 25, 2013)

Speaker, Transnational Securities and Regulatory Litigation in the Aftermath of *Morrison v. National Australia Bank*, Max-Planck Institute Luxembourg for International, European and Regulatory Procedural Law, McGeorge School of Law, University of the Pacific (Sacramento March 1, 2013)

Speaker, Competition and Financial Regulation — Contemporary and Comparative Issues, Session on Takeover Regulations, National Law School of India University (Bangalore India May 1, 2012) (by skype)

Panelist, U.S. Supreme Court Decisions Involving Securities Law — The Landscape Reshaped, University of Texas Annual Conference on Securities Regulation and Business Law (Dallas Feb. 9-10, 2012)

Speaker, Corporate Governance — A Master Class 2011, Practising Law Institute (New York City Feb. 16, 2011)

Panelist, Federal and State Securities Litigation Developments, University of Texas Annual Conference on Securities Regulation and Business Law (Dallas Feb. 10-11, 2011)

Panelist, The Role of State Regulators in the New Financial Services Regulatory Landscape (North American Securities Administrators Association) (Denver September 13, 2009)

Participant, Roundtable on “Corporate Raiding, Insider Trading and the World Financial Crisis” (Moscow State University May 28, 2009)

Participant, Roundtable with Russian Federation Anti-Monopoly Service on “Preventing Anti-Competition Practices and Securities Violations” (Moscow May 27, 2009)

Participant, Roundtable with Russian Federation Ministry of Internal Affairs, Economic Crimes Department on “Corporate Raiding and Securities Fraud” (Moscow May 26, 2009)

Speaker, Legal and Ethical Concerns for the Corporate/Securities Attorney, University of Texas Annual Conference on Securities Regulation and Business Law (Dallas Feb. 12-13, 2009)

Speaker, Raising Money in Today’s Capital Markets, Society of International Business Fellows (Dallas May 5, 2008)

Speaker, Gambling with Selective Waiver of the Attorney-Client and Work Product Doctrine Privileges, American Bar Association, Section of Business Law (Spring Meeting) (Dallas April 11, 2008)

Planning Committee, American Bar Association, Business Law Section, 2008 Spring Meeting (Dallas April 10-13, 2008)

Moderator, University of Texas Annual Conference on Securities Regulation and Business Law (Dallas Feb. 7-8, 2008)

Speaker, The Second Annual National Institute on Securities Fraud, American Bar Association, Section of Business Law (Washington Oct. 26, 2007)

Speaker, Ethics and Business Litigation, State Bar of Texas Annual Meeting, Antitrust and Business Litigation Section (San Antonio June 21, 2007)

Speaker, How Boards of Directors Can Oversee Strategic Decisions & Get Investigations Right, Directors' Roundtable (Dallas Feb. 6, 2007)

Speaker, Texas State Securities Board Training Program (Austin Dec. 13, 2006)

Speaker, Inside Counsel — Ethical and Liability Concerns, Texas General Counsel Forum (Dallas May, 3, 2006)

Training Seminar, Securities and Futures Commission (SFC), Hong Kong (Oct. 8, 2004)

Public Lecture, Recent Developments in U.S. and European Securities Regulation, University of Hong Kong (Oct. 5, 2004)

Speaker, Responding to Corporate Wrongdoing: The Ethical and Legal Responsibilities of Attorneys and Audit Committees (Corporate Compliance Center, South Texas College of Law (Houston Nov. 12, 2004))

Speaker, University of Texas Annual Conference on Securities Regulation and Business Law Problems (Dallas Feb. 19-20, 2004)

Chair, FindLaw Corporate Counsel Program on Securities Update & Litigation Defense (Las Colinas Texas Nov. 21, 2003)

Speaker, Criminal Securities Enforcement in the New Era, American Bar Association Annual Meeting, Section of Business Law (San Francisco August 8, 2003)

Speaker, In the Aftermath of Enron and Andersen: Lessons to be Learned (Pulaski County Bar Association) (Little Rock May 22, 2003)

Speaker, Program on Nuts and Bolts of Securities Law (Vanderbilt University School of Law and The Practising Law Institute) (Nashville May 15-16, 2003)

Speaker, Evolving Role of Corporate Counsel in the New Business Environment (The Texas Center for Legal Ethics and Professionalism) (Plano Texas Jan. 16, 2003)

Speaker, Current Developments in Monetary and Financial Law (International Monetary Fund Institute) (Washington D.C. May 16, 2002)

Speaker, Program on Nuts and Bolts of Securities Law (Vanderbilt University School of Law and the Practising Law Institute) (Nashville May 16-17, 2002)

Chair and Speaker, Ethical and Legal Challenges Facing Securities Lawyers (Association of the Bar of the City of New York) (New York City May 8, 2002)

Speaker, University of Texas Annual Conference on Securities Regulation and Business Law Problems (Galveston Feb. 21-22, 2002)

Speaker, Conference on Terrorism's Burden on Globalization (ABA Section of International Law and Practice) (Dallas Feb. 7, 2002)

Speaker, American Bar Association Annual Meeting, Section of Business Law (Chicago August 4, 2001)

Speaker, Symposium on International Monetary and Financial Law in the New Millennium (British Institute of International and Corporate Law) (London June 1-2, 2001)

Speaker, Program on Nuts and Bolts of Securities Law (Vanderbilt University School of Law and The Practising Law Institute) (Nashville May 17-18, 2001)

Chair and Speaker, Ethical and Legal Challenges Facing Securities Lawyers
(Association of the Bar of the City of New York) (New York City April 16,
2001)

Speaker, Topical Comparative Securities Law Issues in the Americas, Multilaw
Multinational Association of Independent Law Firms, 2001 Americas Regional
Conference (Dallas Feb. 9, 2001)

Speaker, Program on Nuts and Bolts of Securities Law (Vanderbilt University
School of Law and The Practising Law Institute) (Nashville May 18-19, 2000)

Speaker, University of Texas Annual Conference on Securities Regulation and
Business Law Problems (Dallas Feb. 17-18, 2000)

Speaker, Thirty-First Annual Institute on Securities Regulation (Practising Law
Institute) (New York City Nov. 4-6, 1999)

Speaker, University of Texas Annual Conference on Securities Regulation and
Business Law Problems (Dallas Feb. 18-19, 1999)

Speaker, American Bar Association Annual Meeting, Section of Business Law
(Toronto August 3, 1998)

Presentation, 100th Anniversary of the University of Peking (Beijing May 3, 1998)

Speaker, Seminar on Insider Trading and Government Enforcement Sponsored by
The University of Western Australia (Perth March 5, 1998)

Symposium on Securities Arbitration: A Decade After McMahon, Brooklyn Law
School (October 25, 1996)

Address Before the Buenos Aires Lawyers Association and the Bank of Boston
(Buenos Aires March 20, 1996)

Address Before the Buenos Aires Stock Exchange (Buenos Aires March 18, 1996)

Address Before the Argentine Securities and Exchange Commission (Buenos Aires March 15, 1996)

Speaker, Dallas Bar Association, The Private Securities Litigation Reform Act of 1995 (Dallas Feb. 26, 1996)

Speaker, Conference on Emerging Financial Markets and International Financial Institutions, Sponsored by the European Bank for Reconstruction and Development (London May 25-26, 1995)

Speaker, Seminar on International Economic Law, Sponsored by the International Law Association of South Africa (Johannesburg March 14, 1995)

Faculty, International Lawyering in the Americas, Sponsored by SMU School of Law (Dallas Jan. 26-27, 1995)

Speaker, Twenty-Sixth Annual Institute on Securities Regulation (Practising Law Institute) (New York City Nov. 3-5, 1994)

Speaker, Securities Arbitration: Training the Litigant, Sponsored by The American Arbitration Association (Dallas April 22, 1994)

Speaker, University of Texas Annual Conference on Securities Regulation and Business Law Problems (Dallas March 10-11, 1994)

Speaker, Twenty-Fifth Annual Institute on Securities Regulation (Practising Law Institute) (New York City Nov. 4-6, 1993)

Symposium on Contemporary Issues in Securities Regulation and Corporate Law Sponsored by University of Cincinnati College of Law (Cincinnati March 12, 1993)

Keynote Speaker for the Fifth Annual Midwest Securities Law Institute (Detroit Dec. 10, 1992)

Symposium on Current Issues in Securities Regulation Sponsored by Pepperdine University School of Law (Malibu Feb. 22, 1992)

Speech Before the Board of Directors Conference, Texas Legal Services Center
(Fort Worth Sept. 14, 1991)

Address Before the German-American Lawyers' Association (Munich June 6, 1991)

Address Before the Securities Commission and Securities Market Institute of
Taiwan (Taipei May 24, 1991)

Address Before the Business Law Section of the Law Council of Australia (Perth
May 9, 1991)

Address Before the International Law Section of the Law Council of Australia
(Melbourne April 24, 1991)

Address Before the Law Institute of Victoria (Melbourne April 23, 1991)

Address Before the Australian Trade Practices Commission (Canberra April 17,
1991)

Presentation Before the Securities Commission and Law Council of New Zealand
(Wellington Feb. 27, 1991)

Presentation of Seminar before University of Hawaii Law Alumni (Honolulu Feb.
9, 1991)

Participant for the 23rd Annual Securities Regulation Conference of the Los
Angeles County Bar (Oct. 24, 1990)

Course on Securities Regulation, The Southwestern Legal Foundation (Dallas Dec.
12-13, 1989)

Lecturer for FDIC Training Conference (San Antonio Oct. 26, 1989)

Course on Securities Regulation, The Southwestern Legal Foundation (Dallas Dec.
6-7, 1988)

Participant for the Aresty Institute of Executive Education, The Wharton School of
the University of Pennsylvania (April 28, 1988)

Symposium on Tender Offer Regulation, Wake Forest University School of Law
(April 1, 1988)

Addresses Before the Swedish and Finnish Banking Lawyers Associations
(Stockholm, Nov. 12, 1986 and Helsinki, Nov. 20, 1986)

Speaker, Shareholder Meetings: Dealing with Management and Shareholder
Proposals (PLI & American Society of Corporate Secretaries) (New York City
Sept. 20-21, 1984)

Speaker, National Institute on Securities Regulation (Boulder, Colorado May
30-31, June 1, 1984)

Speaker, National Institute on Securities Regulation (Boulder, Colorado June 1-3,
1983)

Speaker, National Institute on Securities Regulation (Boulder, Colorado June 1-4,
1982)

Speaker, Securities Regulation and the Capital Raising Process for the Small Issuer
(FBA Midyear Meeting) (Dallas March 25-26, 1982) (Conference Co-Chairman)

Speaker, Fraud and Fiduciary Duty Under the Federal Securities Laws (ALI-ABA)
(Washington April 30, 1981)

Speaker, North American Securities Administrators Association (NASAA) —
Panel on Securities Law Developments (Washington April 27, 1981) [Reviewed
in Securities Regulation & Law Report (BNA) No. 604, F-4 (May 20, 1981)]

Speaker, Proxy Contests and Battles for Corporate Control (PLI) (Los Angeles Feb.
23-24, 1981)

Speaker, National Institute of Municipal Law Officers (NIMLO) — Panel on
Municipal Finance and Municipal Securities Disclosure Requirements (New
York City Nov. 17, 1980) [Reviewed in 22 Municipal Attorney 4 (Jan. 1981)]

Speaker, The Investor, the Corporation and the Commission — New Developments
and Tactics in Stockholder Litigation (PLI) (San Francisco April 17-18, 1980)

Panelist for Other Professional Conferences in Baltimore, Charlotte, Cincinnati, Cleveland, Dallas, Dayton, Detroit, Houston, Minneapolis, New Orleans, Oklahoma City, and Washington, D.C.

Luncheon Speaker for Bar Association Meetings in Cleveland, Dallas and Richmond, for Institute of Internal Auditors in Washington, D.C.

Lecturer for Rule of Law Conferences

Lecturer for American Arbitration Association Programs

Lecturer for Law Firm and Corporate Counsel In-House CLE Programs

Lecturer for SEC and Texas State Securities Board Training Programs and Seminars

Commentator for various Television, Radio, Newspaper, and Other Mass Media Services

SELECTED MARYLAND LAW SCHOOL ACTIVITIES (1983-1989)

Coordinator, SEC Student Observer Program, 1983-1989

Faculty Adviser, Maryland Journal of International Law and Trade, 1984-1989

Faculty Adviser, Maryland Team for the National Securities Moot Court Competition, 1985-1989

Faculty Adviser, Maryland Business Law Society, 1988-1989

Procured Articles on Behalf of The Maryland Law Review [e.g., Justice Arthur J. Goldberg's article in 43 Maryland Law Review 225 (1984)]

Coordinator, Maryland Law School Program on "Regulation of Tender Offers" (September 22, 1983)

Coordinator, Maryland Law School Program on "Corporate/Securities Law Developments" (November 1, 1984)

Secretary, Order of the Coif (Maryland Chapter), 1984-1988

University of Maryland Representative, Proxy Voting Committee, 1985-1986

Law School Representative, Middle States' Self Study Task Force on Research, 1985

Member, Appointments Committee, 1989

Member, Curriculum Committee, 1987-1988

Chairman, Research Committee, 1985-1986

Member, Teaching and Student Evaluation Committee, 1984-1985

Member, Tenure and Promotions Committee, 1985-1989
Resident Agent, Maryland Softball Team, 1984 Season
Member, Research Committee, 1983-1984
Faculty Secretary, 1983-1984

SELECTED SMU ACTIVITIES (1989-Present)

Senior Associate Dean for Research, 2006-2012
Senior Associate Dean for Academics, 1998-2003
Board of Directors, SMU Willis M. Tate Distinguished Lecture Series, 1992-1995
Founding Director, SMU Corporate Directors' Institute, 2003-Present
Faculty Adviser, SMU Law Review Corporate Counsel Annual Symposium, 1993-2018
Director, SMU Corporate Counsel Externship Program, 2013-Present
Faculty Advisor, Business Law Society, 2001-Present
Editor, SMU Dedman School of Law SSRN Legal Studies Research Paper Series, 2007-2013
Faculty Member, Barristers, 1993-Present
Faculty Adviser, SEC Student Observer Program, 1992-2014
Chair, University Review Committee for Women's Studies Program, 1999-2000
Law School Representative, University Senate, 1991-1993
Chair, Law Review Committee, 2017-2018
Chair, Curriculum Committee, 2003-2004, 2005-2006
Chair, Appointments Committee, 1992-1993
Member, Appointments Committee, 1993-1994
Member (ex officio), Appointments Committee (1998-2004, 2007-2012)
Member, Executive Committee, 1994-1995
Member, Law Review Committee, 2018-2019
Chair, Endowed Lecturers Committee, 1990, 1991-1996
Chair, Chair Search Committee, 1989-1990, 2018-2019
Chair, Mentoring Group, 2008-2012
Member, Judicial Clerkship Committee, 2016-2017
Member, Library Committee, 2008-2012
Member, Reputation Committee, 2009-2010
Member, Chair Search Committee, 1991-1992, 1993-1996
Member, Self Study Committee, 1995-1996
Member, Minority Student Relations Committee, 1989-1990
Member, Financial Aid Committee, 1990
Member, Graduate Committee, 1995-1996
Member, Institutional Effectiveness Committee, 1999-2003

COMMUNITY SERVICE

Executive Committee, Southwest Region, Anti-Defamation League, 1997-Present

Fellow, Dallas Bar Foundation, 2005-Present

Member, Tennis Court Committee, Town of Highland Park, 2018

Member, Highland Park Independent School District (Texas), Steering Committee
for a More Inclusive and Respectful Environment, 2017

Board of Directors, Dallas Hebrew Free Loan Association, 2010-2012

Board of Directors, Dallas Chapter, American Red Cross, 1992-1995

Board of Trustees, National Kidney Foundation of Texas, 1995-1997

Executive Committee, Southwest Region, American Jewish Committee, 1997-2002

Executive Committee, Southwest Region, American Jewish Congress, 1997-2007

Co-Chair, 2002 SMU United Way Campaign

REFERENCES

Furnished on request