

# Michael B. Dorff

Michael & Jessica Downer Endowed Chair and  
Director of the Technology Law & Entrepreneurship Program  
Southwestern Law School  
mdorff@swlaw.edu

**COURSES TAUGHT:** Business Associations; Contracts; Mergers & Acquisitions: Law, Strategy, & Finance; Nonprofit Organizations; Representing Entrepreneurs; Securities Regulation.

**RESEARCH AREAS:** Social entrepreneurship, corporate finance, corporate governance, behavioral law & economics.

## **ACADEMIC POSITIONS**

2003-current **SOUTHWESTERN LAW SCHOOL, Los Angeles, CA**

*Kenneth and Harle Montgomery Foundation Distinguished Scholar Award* (2021)

*Director of the Technology Law & Entrepreneurship Program* (2017-current)

- Recruited alumni advisory board from first-rank technology companies and major law firms
- Created and run highly active student group (“Students for Technology Law and Entrepreneurship” or “STyLE”)
- Met with many alumni in the technology and entrepreneurship fields as a precursor to fundraising efforts
- Established new student externships in the field
- Brought in outside speakers

*Associate Dean for Research* (2006-2011)

Created and administered:

- Southern California Junior Law Faculty Workshop
- Visiting Speaker Series
- Faculty Colloquium
- Junior Faculty Colloquium
- Scholarship Reading Group

*Michael & Jessica Downer Endowed Chair* (2015-current)

*Professor of Law* (2004-current)

*Irwin R. Buchalder Professor of Law* (2008-2009)

*Associate Professor of Law* (2003-2004)

### **Teaching Honors**

Commencement Grand Marshal, 2016, 2017.

Excellence in Teaching Award, 2014.

Finalist for Excellence in Teaching Award, 2007, 2009, 2011, 2012, 2013, 2014, 2017, 2021, 2022.

### **Significant Committee Service**

Hybrid Online Program Committee (2016-current, Co-Chair, 2018-2019)

Tenure Committee (2004-current)

Subcommittee on Revising the Tenure Rules (2008-2009) (Chair, wrote entirely new tenure standards)

JD/MBA Advisory Committee (2007-2014)

Faculty Development Committee (2003—2011) (Chair)

Dean's Advisory Committee (2008-2011)  
Appointments Committee (2005-2011, 2019-20)  
Dean Search Committee (2004-2005)

2008 (Spring) **UCLA SCHOOL OF LAW, Los Angeles, CA**  
*Visiting Professor of Law*

2000-2003 **RUTGERS LAW SCHOOL, Camden, NJ**  
*Assistant Professor of Law*  
**Teaching Honors:** Graduation Hooder (2003)

### **OTHER LEGAL EXPERIENCE**

1998-2000 **Friedman Kaplan & Seiler LLP, New York, NY**  
Associate specializing in corporate litigation.

1997-1998 **Gibbs & Bruns LLP, Houston, TX**  
Associate specializing in corporate litigation. (Also Summer Associate in 1995.)

1996-1997 **U.S. Court of Appeals for the First Circuit, Boston, MA**  
Law clerk for Judge Levin H. Campbell.

### **EDUCATION**

**HARVARD LAW SCHOOL, Cambridge, MA**  
J.D., *magna cum laude*, June, 1996  
Best Brief Award, First Year Ames Competition

**HARVARD COLLEGE, Cambridge, MA**  
A.B. in Government, *cum laude general studies*, June, 1992  
John Harvard Scholarship, 1991  
Harvard College Scholarship, 1990

### **PUBLICATIONS**

#### **Books**

Responsible Profits: How Benefit Corporations Can Ameliorate Global Warming, Reduce Income Inequality, and Build a Better Economy for Us All (forthcoming Stanford University Press 2023).

Indispensable and Other Myths: Why the CEO Pay Experiment Failed and How to Fix It (University of California Press 2014).

*Reviewed in:*

*Should CEOs Really Be Paid Less?*, Economist, October 25, 2014.

*Indispensable and Other Myths: Why the CEO Pay Experiment Failed and How to Fix It*, Kirkus Review, July 2014.

(For others, please see “Media,” below.)

*Discussed at length in:*

James Surowiecki, *Why CEO Pay Reform Failed*, New Yorker, April 20, 2015.

Al Lewis, *Paying CEOs for What Performance?* Wall Street Journal, May 22, 2013.

Chris Matthews, *Your Boss is Way Better Than You at Getting a Raise*, Fortune, June 2, 2014.

(For others, please see “Media,” below.)

### **Articles & Book Chapters**

*The Future or Fancy? An Empirical Study of Public Benefit Corporations*, 11 Harvard Business Law Review 113 (2021) (with James Hicks and Steven Davidoff Solomon).

*The Odd Couple: Delaware and Public Benefit Corporations*, in Steven Davidoff Solomon & Randall S. Thomas, The Corporate Contract in Changing Times: Is the Law Keeping Up? (University of Chicago Press 2019).

*Bargaining with the CEO: The Case for “Negotiate First, Choose Second”*, 34 Negotiation Journal 347 (2018) (with Russell Korobkin).

*Why Public Benefit Corporations?*, 42 Delaware Journal of Corporate Law 77 (2017).

*Assessing the Assessment: B Lab’s Effort to Measure Corporate Benevolence*, 40 Seattle Law Review 515 (2017) (invited submission to the Berle Symposium).

*The Siren Call of Equity Crowdfunding*, 39 Journal of Corporation Law 493 (2014).

*Confident Uncertainty, Excessive Compensation, and the Obama Plan*, 85 Indiana Law Journal 491 (2010).

*Is There a Method to the Madness? Why Creative and Counterintuitive Solutions Are Counterproductive* in Mark White, Theoretical Foundations of Law & Economics (Cambridge University Press 2009) (with Kim Ferzan).

*The Perils of Forgetting Fairness*, 59 Case Western Reserve Law Review 597 (2009) (with Kim Ferzan).

*Executive Compensation in Public Corporations* in Elliot Dorff and Louis E. Newman, Jewish Voices/Jewish Choices: Power (Jewish Publication Society 2008).

*The Group Dynamics Theory of Executive Compensation*, 28 Cardozo Law Review 2025 (2007).

*Does One Hand Wash the Other: Testing the Managerial Power and Optimal Contracting Theories of Executive Compensation*, 30 Journal of Corporation Law 255 (2005).

*Softening Pharaoh's Heart: Harnessing Altruistic Theory and Behavioral Law and Economics to Rein in Executive Salaries*, 51 Buffalo Law Review 811 (2003).

*Why Welfare Depends on Fairness: A Reply to Kaplow and Shavell*, 75 Southern California Law Review 847 (2002).

*Selling the Same Asset Twice: Towards a New Exception to Corporate Successor Liability Rules*, 73 Temple Law Review 717 (2000).

*Attaching Tort Claims to Contract Actions: An Economic Analysis of Contort*, 28 Seton Hall Law Review 390 (1997).

### **Op-eds and Popular Press**

*The Future or Fancy? An Empirical Study of Public Benefit Corporations*, Harvard Law School Forum on Corporate Governance and Financial Regulation, August 21, 2019, available at <https://corpgov.law.harvard.edu/2019/08/21/the-future-or-fancy-an-empirical-study-of-public-benefit-corporations/>.

*Why Public Benefit Corporations?*, Columbia Blue Sky Blog, November 28, 2016, available at <http://clsbluesky.law.columbia.edu/2016/11/28/why-public-benefit-corporations/>.

*Can a Corporation Have a Soul?*, The Atlantic, October 20, 2016, available at <http://www.theatlantic.com/business/archive/2016/10/can-a-corporation-have-a-soul-dorff/504173/>.

*What Will It Take to Control CEO Pay?*, Politico, August 7, 2015, available at <http://www.politico.com/agenda/story/2015/08/the-sec-vs-ceos-000190>.

*Will Hillary Reverse Bill*, Politico, July 28, 2015, available at <http://www.politico.com/agenda/story/2015/07/will-hillary-reverse-bill-000175>.

*Is Performance-Related Pay for CEOs an Outmoded Idea?*, Work, December 2014, p. 7.

*Are CEO Pay and Performance Linked?*, Utne Reader, November 2014, available at <http://www.utne.com/economy/pay-and-performance-ze0z1411zcwil.aspx#axzz3IhWjJyWC>.

*Letter to the Editor re: Pay Disparities Today*, New York Times, October 11, 2014, available at [http://www.nytimes.com/2014/10/12/opinion/pay-disparities-today.html?\\_r=1](http://www.nytimes.com/2014/10/12/opinion/pay-disparities-today.html?_r=1).

*Are CEOs Really Overpaid?*, Workspan, Vol. 1, pp. 49-51 (Jan. 2014).

*Congress' Wrong-Way Approach to CEO Pay*, Los Angeles Times, October 17, 2013, available at <http://www.latimes.com/opinion/commentary/la-oe-dorff-executive-pay-20131017,0,6628468.story>.

*Dodd-Frank's Redundant Ratios*, Tell It To Al (blog of Wall Street Journal)

columnist Al Lewis), September 20, 2013, available at <http://www.tellittooal.com/dodd-franks-redundant-ratios/>.

## **INVITED LECTURES, CONFERENCES, ROUNDTABLES & WORKSHOPS**

*Permissible Purposes in PBCs*, ESG Berkeley Academic Workshop, U.C. Berkeley School of Law, Berkeley, California, November 7, 2022.

*What Counts as a Public Purpose?*, National Business Law Scholars Conference, Oklahoma University College of Law, Norman, Oklahoma, June 17, 2022.

*Corporate Purpose and the Public Benefit Corporation*, Drucker School of Management, March 23, 2022 (virtual).

*Can the Market Enforce Ethics?* (Panel discussion with former Delaware Chief Justice Leo Strine and Illinois State Treasurer Michael Frerichs), Institute for Business and Professional Ethics at DePaul University, October 22, 2021, Chicago Illinois (virtual).

*The Future or Fancy: An Empirical Study of Benefit Corporations*, Finance, Risk, and Accounting Perspectives Conference, Hanken School of Economics, Helsinki, Finland, September 23, 2019 (keynote).

*The Future or Fancy: An Empirical Study of Benefit Corporations*, Berkeley Sustainable Business & Investment Forum Academic Session, Berkeley Law School, Berkeley, California, October 10, 2019.

*Comments on the Aspen Institute's Principles on Executive Pay*, Aspen Institute Roundtable, , New York, New York, November 6, 2019.

*Who Will Fund PBCs? An Empirical Investigation of Venture Capital Financing of Public Benefit Corporations*, BlackRock CEO Letter Symposium, Berkeley Law School, Berkeley, California, November 9, 2018.

*For Profit or For Good: An Examination of Venture Capital Financing of Public Benefit Corporations*, Corporate Securities Litigation Workshop, University of Richmond School of Law, Richmond, Virginia, October 20, 2018.

*Research Update on CEO Performance Pay*, Aspen Institute, New York, New York, July 24, 2018.

*Funding the Revolution*, National Business Law Scholars Conference, University of Georgia School of Law, Athens, Georgia, June 22, 2018.

*Why Public Benefit Corporations? A Response to Professor Pollman*, Twentieth Annual Law and Business Conference, Vanderbilt University Law School, Nashville, Tennessee, November 3, 2017.

*Honigsberg & Jackson on the Many Modern Sources of Business Law: A Critique*, Twentieth Annual Law and Business Conference, Vanderbilt University Law School, Nashville, Tennessee, November 3, 2017.

*Why Public Benefit Corporations?*, Social and Sustainable Finance and Impact Investing Conference, Cambridge University, Cambridge, United Kingdom, September 25, 2017.

*Assessing the Assessment: B Lab's Efforts to Measure Companies' Benevolence*, National Business Law Scholars Conference, University of Utah S.J. Quinney College of Law, Salt Lake City, Utah, June 8, 2017.

*Why Public Benefit Corporations?*, National Business Law Scholars Conference, University of Utah S.J. Quinney College of Law, Salt Lake City, Utah, June 8, 2017.

*Assessing the Assessment: B Lab's Efforts to Measure Companies' Benevolence*, 12<sup>th</sup> Annual International Conference on Contracts, Southwestern Law School, Los Angeles, California, February 24, 2017.

*Does One Size Fit All? Conceptual Issues Surrounding Third-Party Standards for Benefit Corporations*, Berle Symposium, Seattle Law School, Seattle, Washington, June 27-28, 2016.

*Why Public Benefit Corporations?*, Symposium on The Corporate Contract in Changing Times: Is the Law Keeping Up?, Berkeley Law School, April 14-16, 2016.

*Bargaining With the CEO*, L.A. Corporate Law Workshop, Loyola Law School, Los Angeles, CA, December 9, 2015.

*Bargaining With the CEO*, UCLA School of Law, Los Angeles, CA, July 22, 2015 (with Russell Korobkin).

*How to Fix CEO Compensation*, Tapestry Networks, New York, NY, July 14, 2015 (an invited lecture to compensation committee chairs and directors of Fortune 100 corporations).

*Bargaining With the CEO*, National Business Law Scholars Conference, Seton Hall Law School, Newark, NJ, June 5, 2015.

*Why Choose a Social Enterprise Form of Business Organization?*, Southern California Business Law Workshop, University of California, Irvine School of Law, Irvine, CA, January 9, 2014.

*Indispensable and Other Myths: Why the CEO Pay Experiment Failed and How to Fix It*, Lowell Milken Institute for Business Law and Policy, UCLA School of Law, Los Angeles, CA, December 10, 2014.

*The Myths of CEO Pay*, Roosevelt Institute, Washington, D.C., November 12, 2014.

*The Problems with Performance Pay for CEOs*, SBA Research Talk, Southwestern Law School, September 16, 2014.

*How to Restructure CEO Pay*, Board of Directors meeting of Great Lakes Dredge & Dock Company, Chicago, IL, September 9, 2014.

*Meet the Author: Indispensable and Other Myths*, National Business Law Scholars Conference, Loyola Law School, Los Angeles, CA, June 19, 2014.

*The Myth of Performance Pay: How Economic Theory and the Law have Shaped CEO Pay*, Beverly Hills Barristers, Beverly Hills Bar Association In-House Counsel Section, & Beverly Hills Bar Association Business Law Section, Beverly Hills, California, June 17, 2014.

*The Trouble with Performance Pay*, Fordham Law School, New York, New York, February 4, 2014.

*The Myths and Realities of CEO Pay*, Athenaeum Lecture, Claremont McKenna College, Claremont, California, January 30, 2014.

*Early Stage Finance and Business Structure*, Claremont McKenna College, Claremont, California, January 30, 2014.

*The Trouble With CEO Pay*, Canadian Law & Economics Association, University of Toronto, Toronto, Canada, September 28, 2013.

*Performance Pay Mythology*, Munger, Tolles & Olson LLP, Los Angeles, California, July 15, 2013.

*Performance Pay Mythology*, National Business Law Scholars Conference, Ohio State University, Moritz College of Law, Columbus, Ohio, June 13, 2013.

Corporate Governance Roundtable on Corporate Social Responsibility, Institutional Investor Educational Foundation, Los Angeles, California, October 24, 2012 (roundtable participant).

*Evidence-Based CEO-Compensation*, Boise, Inc. Board of Directors Meeting, Santa Monica, California, July 24, 2012.

Corporate Law Panel Discussant, Western Empirical Legal Studies Conference, U.C.L.A. School of Law, Los Angeles, California, February 18, 2012.

*Hot Issues Surrounding Executive Compensation*, Corporate Counsel Summit, Hollywood, Florida, March 24, 2011.

*Current Trends in CEO Compensation: The Government's (Lack of?) Influence*, Southwestern Law School, February 16, 2011.

*The Challenges of Empirical Work in Law*, Association of American Law Schools Conference, San Francisco, CA, January 8, 2011 (moderator, panel discussion).

*Empowering Research Deans*, ABA Conference for Associate Deans, Minneapolis, MN, June 26, 2010 (panel discussion).

*Method to the Madness*, European Association of Law and Economics, Haifa, Israel, September 26, 2008.

*The Rational Actor Myth*, Santa Clara Law School Workshop, Santa Clara, California, April 25, 2008.

*The Selection of Critical Performers*, UCLA School of Law Workshop, Los Angeles, California, February 22, 2008.

*The Inefficiencies in Major League Baseball's Player Market*, Southwestern Law School Faculty Colloquium, Los Angeles, California, January 30, 2008.

*The Group Dynamics Theory of Executive Compensation*, Southwestern Law School Faculty Colloquium, Los Angeles, California, April 18, 2006

*Does One Hand Wash the Other: Examining the Setting of CEO Pay*, Burbank Bar Association, Burbank, California, November 17, 2004.

*Testing the Managerial Power Hypothesis of Executive Compensation*, Rutgers Faculty Colloquium, Camden, New Jersey, November 17, 2003.

*An Empirical Examination of the Managerial Power Hypothesis*, Southwestern Junior Faculty Colloquium, Los Angeles, California, November 10, 2003.

*Altruism vs. Greed: A Behavioral Economics Approach to Executive Compensation*, Villanova Faculty Colloquium, Villanova, Pennsylvania, November 20, 2002.

*On Manipulating Preferences and Measuring Social Welfare*, European Association of Law and Economics, Athens, Greece, September 21, 2002.

*Vulnerability of Social Welfare Measurements to Manipulable Preferences*, Rutgers Faculty Colloquium, Camden, New Jersey, August 26, 2002.

*A Reply to Kaplow and Shavell*, Rutgers Junior Faculty Colloquium, Camden, New Jersey, September 13, 2001.

## **MEDIA**

Alicia McElhaney, *Australia's QIC: Public Benefit Corporations Could be 'Game Changing'*, Institutional Investor, January 12, 2022, available at <https://www.institutionalinvestor.com/article/b1w987xqpxnp2l/Australia-s-QIC-Public-Benefit-Corporations-Could-Be-Game-Changing>.

Yuliya Chernova, *Lemonade to Test IPO Waters as a Public Benefit Corporation*, Wall Street Journal, June 12, 2020, available at <https://www.wsj.com/articles/lemonade-to-test-ipo-waters-as-a-public-benefit-corporation-11591995018>.

Randy Mac, *Port-a-Potty Problems: How a Fairy Tale Wedding Was Nearly Ruined*, NBC Los Angeles, January 24, 2019, available at <https://www.nbclosangeles.com/investigations/Porta-Potty-Wedding-Contract-Complaints-Venue-Help-504838772.html>.

Randy Mac, *Are Retailers Required to Honor Online Prices?*, NBC Los Angeles, January 14, 2019, available at <https://www.nbclosangeles.com/news/local/Walmart-scooter-online-price-out-of-stock-504348551.html?fbclid=IwAR3KfL2zAcw9X2lduuoupIK0UnGTW8ObA-ufRqYW-abZM5oLg0v34rPwDw>.



Russ Mitchell, *Elon Musk's \$55-billion Tesla pay plan: How much motivation does a man need?*, Los Angeles Times, March 16, 2018, available at <http://www.latimes.com/business/autos/la-fi-hy-musk-pay-plan-20180316-story.html>.

Rick Wartzman, *This Little-Noticed Section of Trump's Tax Plan Could Make Corporate America More Responsible*, Fast Company, February 20, 2018, available at <https://www.fastcompany.com/40533103/this-little-noticed-section-of-trumps-tax-plan-could-make-corporate-america-more-responsible>.

Annie Baxter, *Carrier's Parent Spends Billions on its Shareholders*, Marketplace, December 1, 2016, available at <https://www.marketplace.org/2016/12/01/economy/carrier-s-parent-spends-billions-its-shareholders> (quoted).

Andrea Rumbaugh, *New Crowdfunding Rules Expand Pool of Investors*, Houston Chronicle, May 13, 2016 (quoted).

Karen Brettell, David Gafen, & David Rohde, *The Cannibalized Company: How the Cult of Shareholder Value Has Reshaped Corporate America*, Reuters, December 10, 2015 (quoted).

Julia Greenberg, *You Too Can Now Invest in Startups! What Could Go Wrong?*, Wired, November 1, 2015 (quoted).

Judith Samuelson, *Is the SEC Against Income Inequality – or for It?*, Huffington Post, August 11, 2015 (discussing Indispensable).

Will Deener, *Two Fictitious Tales About Shareholders*, Dallas Morning News, August 9, 2015 (discussing Indispensable).

Barbara Mantel, *Executive Pay*, SAGE Business Researcher, July 20, 2015 (discussing Indispensable).

James Surowiecki, *Why CEO Pay Reform Failed*, New Yorker, April 20, 2015 (discussing Indispensable).

G. E. Kaupins, *Review: Indispensable and Other Myths: Why the CEO Pay Experiment Failed and How to Fix It*, Choice, February 2015 (reviewing Indispensable).

Dan Rodricks & Michael Dorff, Midday with Dan Rodricks, *CEO Pay* (public radio), January 6, 2015 (discussing Indispensable).

Geoffrey Riley & Michael Dorff, The Jefferson Exchange, *Finding CEOs Are Not Indispensable*, (public radio), December 18, 2014 (discussing Indispensable).

Alexandra Jardin Wall, *Los Bonos por Desempeño: ¿Motivadores o Nefastos?*, CNNExpansión, December 5, 2014 (discussing Indispensable).

*Should CEOs Really Be Paid Less?*, The Economist, October 25, 2014 (reviewing Indispensable).

Cary Cooper, *Indispensable and Other Myths: Why the CEO Pay Experiment Failed and How to Fix It*, by Michael B. Dorff, Times Higher Education, September 4, 2014 (reviewing Indispensable).

Stephen Bainbridge, *Why Pay for Performance is Fundamentally Flawed*, Agenda, July 21, 2014 (discussing Indispensable).

*Indispensable and Other Myths: Why the CEO Pay Experiment Failed and How to Fix It*, Kirkus Review, July 2014 (reviewing Indispensable).

Jim Saksa, “Kickstarter, but with Stock,” Slate, June 23, 2014 (quoted).

Stephen Bainbridge, *A Review of Michael Dorff’s Book on Executive Compensation: “Indispensable and Other Myths,”* June 19, 2014 (reviewing Indispensable).

Chris Matthews, *Your Boss is Way Better Than You at Getting a Raise*, Fortune, June 2, 2014 (discussing Indispensable).

Kent Bernhard, Jr., *Law Prof: Crowdfunding’s A Bad Bet*, Upstart Business Journal, October 30, 2013 (quoted).

Kelli Alces, *Questioning Performance Pay*, Concurring Opinions, June 18, 2013 (discussing Indispensable).

*CEO Pay & Performance*, First Business News (television), June 3, 2013 (interviewed).

Al Lewis, *Paying CEOs for What Performance?* Wall Street Journal, May 22, 2013 (discussing Indispensable).

Carol J. Williams, *Financial Crisis Boom Time for Law Firms*, Los Angeles Times 1, October 30, 2008 (quoted).

*Local Investors Point Fingers at CEOs*, Asbury Park Press A1, July 10, 2002 (quoted).

## **EXPERT WITNESS TESTIMONY/COURT APPOINTMENTS/CONSULTING**

*Coordination Proceeding Special Title: Southern California Gas Leak Cases* (2021-current). Designated as expert witness by Panish, Shea, Boyle, & Ravipudi LLP on parent-subsidary liability issues in a case involving thousands of plaintiffs. Case settled with individual plaintiffs for \$1.8 billion.

*Anodyne, Inc. v. Jet Manufacturing, Inc. et. al* (2018 to 2019). Served as an expert witness and consultant on corporate successor liability issues.

*Davtian v. Davtian et. al* (2018 to current). Served as an expert witness and consultant on issues pertaining to a controlling shareholder’s fiduciary duties in regard to a dissolution decision in a California corporation.

*Madjidi v. Sarshar, et. al* (2017). Served as an expert witness concerning the duty of loyalty owed by officers in California corporations.

*Brenner v. Kaiser* (2017). Served as consultant aiding Balisok & Associates, Inc. with legal analysis dealing with agency and partnership issues concerning corporations engaged in a joint enterprise.

*In re National Football League's "Sunday Ticket" Antitrust Litigation* (2016). Served as consultant aiding Wilkinson, Walsh, & Eskovitz LLP with legal analysis in defense of the National Football League in defense of antitrust violations.

*Kimberly Toy v. Theranos, Inc., et. al* (and related actions) (2016). Served as consultant aiding Wilkinson, Walsh, & Eskovitz LLP with legal analysis in its defense of Theranos, Inc. against claims of fraud, breach of contract, and related claims in a series of purported class actions.

*Terry Aston, et. al v. Johnson & Johnson, et. al* (2016). Served as consultant aiding Wilkinson, Walsh, & Eskovitz LLP with legal analysis in its defense of the former Commissioner of the Food & Drug Administration in a case involving RICO, fraud and other claims.

*Schwab v. Seathos, Inc.* (2015-16). Served as an expert witness in a case involving the fiduciary duties owed by officers and directors in a nonprofit corporation.

*Cubillas v. Dav-El Los Angeles, Inc.* (2016). Testified as an expert witness in a case involving a corporate successor liability dispute.

*Lumax Keiei Kaigishitsu Co. Ltd. v. Lucky Shoji (USA), Inc., et. al* (2015). Served as an expert witness in a case involving the issuance and transfer of securities under Hawai'i's version of the Model Business Corporation Act and Article 8 of the Uniform Commercial Code.

*Jones, Day* (2014). Served as consultant and potential expert witness on Sarbanes-Oxley Section 304 issue (clawback of executive compensation).

*Argon v. Semaan* (2013). Served as expert witness on corporate law fiduciary duty issues.

*Fidelity Investments* (2011-12). Served as expert witness testifying as to corporate law issues in an immigration matter.

*Cost Saver Management, LLP* (2010). Served as expert witness testifying as to corporate law issues in an immigration matter.

*Niemczycki v. Roberts*, Court-Appointed Referee (2009). Appointed by Los Angeles Superior Court Judge Bob T. Hight as a referee to determine the proper interpretation of a partnership agreement.

*Hoxie v. Carson Tahoe Hospital*, Expert Witness (2007, 2009). Hired by plaintiffs as expert witness to opine on contract interpretation issues.

## **PROFESSIONAL AFFILIATIONS**

**Hanken Centre for Accounting, Finance and Governance, Honorary Fellow, 2020-current.**

**Finance Risk and Accounting Perspectives Conference & Social and Sustainable Finance and Impact Investing Conference**, Oxford University, Scientific Committee Member, 2017-current.

**Association of American Law Schools, Section on Scholarship**

Chair, 2010, Chair-Elect, 2009, Secretary, 2008, Treasurer 2007, Executive Committee Member 2006.

Reviewed works for Aspen Publishers, Organization Studies, Journal of Legal Education, and Law & Philosophy.

**BAR ADMISSIONS:** California, New York, Texas (inactive)