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Education: Radcliffe College 1966 B.A. cum laude in English

University of Santa Clara School of Law 1973
J.D. summa cum laude

Editor-in-Chief, Santa Clara Law Review

Professional Experience:

1989 to date: Professor of Law, Florida State University College of Law

Courses taught: Business Associations, Corporate Finance, Agency and Partnership, Securities Regulation, Mergers & Acquisitions, Federal Securities Litigation seminar, Civil Procedure.

1987 to 1988: Harold Edward Harter Professor of Law, University of Louisville School of Law

Courses taught: Corporations, Securities Regulation, Securities Regulation for the Small Business seminar.

1984 to 1987: Professor of Law, University of San Diego School of Law.

Courses taught: Agency and Partnership, Corporations, Corporate Finance, Securities Regulation, Corporate Law and Economic Theory seminar, Securities Regulation for the Small Business seminar.

Summer, 1986 and 1987: University of San Diego Institute on International and Comparative Law, London.

Courses taught: International Corporations.

1981 to 1984 Associate Professor of Law, Rutgers, the State of New Jersey School of Law, Camden.

Courses taught: Corporations, Corporate Finance, Securities Regulation, Securities Regulation for the Small Business seminar.

1982 to 1983 Lecturer, University of Pennsylvania Law School.

Courses taught: Corporations.

- 1977 to 1981 Associate Professor of Law, University of Minnesota Law School.
 Courses taught: Business Associations, Corporations, Corporate Finance, Federal Securities Litigation seminar, Corporate Law Revision seminar.
- Fall 1980: Visiting Associate Professor, Cornell Law School.
 Courses taught: Enterprise Organization, Securities Regulation.
- 1976 to 1977 Senior Fellow in Law, Harvard Law School.
- 1975 to 1976 Staff Counsel, US Senate Select Committee on Intelligence Activities
- 1973 to 1975: Associate, Sullivan & Cromwell, New York City.
- Dec. 19 73 to Jan. 19 74: Clerk, Hon. Irving R. Kaufman, Chief Judge, Second Circuit Court of Appeals (temporary appointment).
- 1973(summer): Assistant legal advisor, Navajo Police Force, Window Rock, Arizona (Police Foundation grant).

Books and Chapters:

Japanese Securities Regulation (Little Brown & Co., 1983) (editor, with Louis Loss and Makoto Yazawa).

Law Review and Journal Articles:

Vertical Integration, Relational Contracts, and Specialized Investment: A Response to Baker & Krawiec's Incomplete Contracts in a Complete Contract World, 33 Florida State University Law Review 767 (2006).

Gatekeeper Liability Under Section 11 of the Securities Act of 1933: So Why Isn't the Grass Growing on Wall Street?, 55 Administrative Law Review 267 (2003).

Company Governance Under Florida's Limited Liability Company Act, 30 Florida State University Law Review 53 (2002).

The Regulation of Insider Trading in the United States, United Kingdom, and Japan, 9 Michigan Yearbook on International Legal Studies 145 (1988).

The Securities Commission's Takeover Proposals: A "Law and Economics' Perspective," 2 Canterbury Law Review 298 (1985).

The Class Action as a Mechanism for Enforcing the Federal Securities Law: An Empirical Study of the Burdens Imposed, 31 Wayne Law Review 1 (1984) (with Benjamin S. Duval). Reprinted by the American Bar Foundation.

Regulatory Subsidies, Efficient Markets, and Shelf Registration: An Analysis of Rule 415, 70 Virginia Law Review 135 (1984). Reprinted in Securities Regulation Review (Clark Boardman, 1985) and Corporate Counsel's Annual (Matthew Bender, 1985).

'To Surrender Political Offenders': The Political Offense Exception to Extradition in United States Law, 16 New York University Journal of International Law & Politics 169 (1984) (with Christopher Pyle). Reprinted in 1986 Immigration and Nationality Law Review (Clark Boardman).

Fraud Without Deceit: *Marshall v. AFW Fabric Corp.* and *Green v. Santa Fe Industries, Inc.*, 17 Santa Clara Law Review 1 (1977).

Other Publications:

“COINTELPRO: The FBI’s Covert Action Programs Against American Citizens,” in Final Report of the U.S. Senate Select Committee to Study Government Operations with Respect to Intelligence Activities, Book III: Supplementary Detailed Staff Reports on Intelligence Activities and the Rights of Americans. (1976).

Past Professional Activities:

Affiliated Scholar, American Bar Foundation

Referee, Journal of Law & Economics

Consultant, New Zealand Law Commission

American Bar Association, Sections of Legal Education and Business Law.