

DOUGLAS K. MOLL
Beirne, Maynard & Parsons, L.L.P. Professor of Law
University of Houston Law Center
Tel: (713) 743-2172; Email: dmoll@central.uh.edu

EDUCATION **HARVARD LAW SCHOOL, J.D., June 1994**

- *Magna cum laude* graduate
- Harvard Law Review (Developments in the Law Chairman)

UNIVERSITY OF VIRGINIA, *McIntire School of Commerce*
B.S. in Finance and Management Information Systems, May 1991

- Ranked first in Commerce School class
- *Beta Gamma Sigma National Honor Society* (academic honor society for business students in the top 10% of their class)

EXPERIENCE **UNIVERSITY OF HOUSTON LAW CENTER, Professor of Law (1997-present)**
Associate Professor of Law (1997-2005); Professor of Law (2005-present)

Named Beirne, Maynard & Parsons, L.L.P. Professor of Law (2005-present)
Named George Butler Research Professor of Law (2002-2005)

Teaching:

- Courses taught include Business Organizations, Doing Deals, Securities Regulation, Secured Financing, Sales and Leasing, and Business Torts
- Developed Business Torts and Doing Deals courses for the Law Center

Service:

- Chaired Self-Study (co-chair), Faculty Scholarship and Advancement, Library, and Teaching committees
- Served on Executive, Hiring, Strategic Planning, Curriculum, and Computer committees
- Advisor to Houston Law Review, Houston Business & Tax Law Journal, and Advocates
- Evaluated JD/MBA program at the request of the Dean
- Chosen by students as an Honor Court judge

UNIVERSITY OF TEXAS SCHOOL OF LAW, Visiting Professor of Law (Spring 2008)
Course taught: Secured Credit

UNIVERSITY OF TEXAS SCHOOL OF LAW, Visiting Professor of Law (Spring 2007)
Course taught: Secured Credit

FULBRIGHT & JAWORSKI, Litigation Associate, Houston, TX (1995-1997)
General civil litigation practice that included corporate and other business disputes

U.S. FIFTH CIRCUIT COURT OF APPEALS, Law Clerk, Houston, TX (1994-1995)
Law clerk for Judge Carolyn Dineen King

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PROFESSIONAL HONORS Teaching:

Professor of the Year, University of Houston Law Center (2013-2014)
Professor of the Year, University of Houston Law Center (2010-2011)
Professor of the Year, University of Houston Law Center (2002-2003)
Teaching Excellence Award, University of Houston (highest University-wide teaching award) (1999-2000)
Professor of the Year, University of Houston Law Center (1998-1999)
Professor of the Year, University of Houston Law Center (1997-1998)

Scholarship:

“Ten Best Corporate and Securities Articles of 2000” Selection (2000)
Research Initiation Grant (“RIG”) Recipient, University of Houston (1999)
Summer Research Grant Recipient, University of Houston Law Center (1997-present)

Other:

Fulbright Senior Specialist Program (comprised of selected U.S. scholars who are eligible for short-term Fulbright grants) (2001-present)
Law School Commencement “Hooper” (selected by Classes of 2000-2004, 2006-2014)

PUBLICATIONS Books & Book Chapters:

COLIN P. MARKS & DOUGLAS K. MOLL, *BUSINESS TORTS: CASES, MATERIALS, AND PROBLEMS* (forthcoming 2015) (West Academic Publishing) (casebook and teacher’s manual)

ROBERT W. HAMILTON, JONATHAN R. MACEY, & DOUGLAS K. MOLL, *THE LAW OF BUSINESS ORGANIZATIONS: CASES, MATERIALS, AND PROBLEMS* (12th ed. 2014) (West Academic Publishing) (casebook and teacher’s manual)

ROBERT W. HAMILTON, JONATHAN R. MACEY, & DOUGLAS K. MOLL, *STATUTORY SUPPLEMENT TO THE LAW OF BUSINESS ORGANIZATIONS: CASES, MATERIALS, AND PROBLEMS* (2014) (West Academic Publishing)

RICHARD F. FREER & DOUGLAS K. MOLL, *PRINCIPLES OF BUSINESS ORGANIZATIONS* (2013) (West Publishing) (hornbook)

DOUGLAS K. MOLL, *CORPORATIONS AND OTHER BUSINESS ASSOCIATIONS: STATUTES, RULES, AND FORMS* (2012-2014 eds.) (West Academic Publishing)

ROBERT W. HAMILTON, JONATHAN R. MACEY, & DOUGLAS K. MOLL, *CASES AND MATERIALS ON CORPORATIONS INCLUDING PARTNERSHIPS AND LIMITED LIABILITY COMPANIES* (11th ed. 2010) (West Publishing) (casebook and teacher’s manual)

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PUBLICATIONS ROBERT W. HAMILTON, JONATHAN R. MACEY, & DOUGLAS K. MOLL, STATUTORY SUPPLEMENT TO CASES AND MATERIALS ON CORPORATIONS INCLUDING PARTNERSHIPS AND LIMITED LIABILITY COMPANIES (2010) (West Publishing)

DOUGLAS K. MOLL & ROBERT A. RAGAZZO, THE LAW OF CLOSELY HELD CORPORATIONS (2009 with annual supplements) (Aspen Publishing) (treatise)

Douglas K. Moll, *Protection of Minority Shareholders in Closely Held Corporations: Donahue v. Rodd Electrotype Co., in THE ICONIC CASES IN CORPORATE LAW* (Jonathan R. Macey ed., 2008)

Douglas K. Moll, *More on 9-203 and attachment & More on 9-204 and floating liens, in STUDENTS' GUIDE TO ARTICLE 9 AND RELATED STATUTES* (David G. Epstein ed., 2008-2012)

ROBERT A. RAGAZZO & DOUGLAS K. MOLL, CLOSELY HELD BUSINESS ORGANIZATIONS: CASES, MATERIALS, AND PROBLEMS (2006) (West Publishing) (casebook and teacher's manual)

ROBERT A. RAGAZZO & DOUGLAS K. MOLL, STATUTORY SUPPLEMENT TO CLOSELY HELD BUSINESS ORGANIZATIONS: CASES, MATERIALS, AND PROBLEMS (2006) (West Publishing)

RICHARD M. ALDERMAN & DOUGLAS K. MOLL, ALDERMAN'S TEXAS COMMERCIAL LAW ANNOTATED (2d ed. 2003) (Imprimatur Press)

Articles:

Shareholder Oppression and the New Louisiana Business Corporation Act, XX LOY. L. REV. XX (forthcoming 2015) (solicited) (also published at XX HOUSTON BUSINESS & TAX LAW JOURNAL XX (2015))

Of Donahue and Fiduciary Duty: Much Ado About . . . ?, 33 WESTERN NEW ENGLAND LAW REVIEW 471 (2011) (symposium on "Fiduciary Duties in the Closely Held Corporation 35 years after *Wilkes v. Springside Nursing Home, Inc.*")

Shareholder Oppression in Texas Close Corporations: Majority Rule (Still) Isn't What it Used to Be, 9 HOUSTON BUSINESS & TAX LAW JOURNAL 33 (2008) (also published at 43 TEXAS JOURNAL OF BUSINESS LAW 21 (2009))

Minority Oppression & The Limited Liability Company: Learning (or Not) From Close Corporation History, 40 WAKE FOREST LAW REVIEW 883 (2005) (symposium on "The Future of Closely Held Business Entities") (also published at 47 CORPORATE PRACTICE COMMENTATOR 1031 (2006))

Shareholder Oppression & 'Fair Value': Of Discounts, Dates, and Dastardly Deeds in the Close Corporation, 54 DUKE LAW JOURNAL 293 (2004)

Shareholder Oppression & Dividend Policy in the Close Corporation, 60 WASHINGTON & LEE LAW REVIEW 841 (2003) (also published at 46 CORPORATE PRACTICE COMMENTATOR 355 (2005))

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PUBLICATIONS *Shareholder Oppression & Reasonable Expectations: Of Change, Gifts, and Inheritances in Close Corporation Disputes*, 86 MINNESOTA LAW REVIEW 717 (2002)

Reasonable Expectations v. Implied-in-Fact Contracts: Is the Shareholder Oppression Doctrine Needed?, 42 BOSTON COLLEGE LAW REVIEW 989 (2001)

Shareholder Oppression in Texas Close Corporations: Majority Rule Isn't What it Used to Be, 1 HOUSTON BUSINESS & TAX LAW JOURNAL 12 (2001) (also published at 63 TEXAS BAR JOURNAL 434 (2000) and 19 CORPORATE COUNSEL REVIEW 3 (2000))

Shareholder Oppression in Close Corporations: The Unanswered Question of Perspective, 53 VANDERBILT UNIVERSITY LAW REVIEW 749 (2000) (also published at 42 CORPORATE PRACTICE COMMENTATOR 201 (2000))

- *Selected as one of the "Ten Best Corporate and Securities Articles of 2000" in a poll of corporate and securities law professors conducted by the CORPORATE PRACTICE COMMENTATOR*

Shareholder Oppression v. Employment at Will in the Close Corporation: The Investment Model Solution, 1999 UNIVERSITY OF ILLINOIS LAW REVIEW 517 (1999)

Introduction to Lawyers' Responsibilities & Lawyers' Responses, 107 HARVARD LAW REVIEW 1551 (1994)

Battered Women and Child Custody Decisionmaking, 106 HARVARD LAW REVIEW 1597 (1993)

Other Publications:

TEACHING THE LAW SCHOOL CURRICULUM (Steven Friedland and Gerald F. Hess eds., 2004), at 6

"Less is More" – An Interview with Edith Hollan Jones, Judge, U.S. Court of Appeals for the Fifth Circuit, 39 HOUSTON LAWYER 42 (November/December 2001)

"Tithe Your Time" – An Interview with Carolyn Dineen King, Chief Judge, U.S. Court of Appeals for the Fifth Circuit, 39 HOUSTON LAWYER 46 (July/August 2001)

The American Inns of Court – Mentoring Professionalism Among Goals of Growing Movement, 38 HOUSTON LAWYER 46 (March/April 2001) (co-authored with James Paulsen and Deborah Wright)

LECTURES & SPEECHES

"USACafes," 2014 LLC Institute, ABA LLCs, Partnerships, and Unincorporated Entities Committee, Washington, D.C. (October 2014)

"Family Business Disputes," 2014 LLC Institute, ABA LLCs, Partnerships, and Unincorporated Entities Committee, Washington, D.C. (October 2014)

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**LECTURES &
SPEECHES**

- “Business Divorce,” ABA Section of Litigation Annual Meeting, Scottsdale, AZ (April 2014)
- “Shareholder Oppression,” 36th Annual Conference on Securities Regulation and Business Law, University of Texas School of Law Continuing Legal Education, Dallas, Texas (February 2014)
- “Critique of Benjamin Means, Nonmarket Values in Family Businesses,” Third Annual Junior Faculty Business and Financial Law Workshop, The Center for Law, Economics and Finance at the George Washington University Law School, Washington, D.C. (April 2013)
- “The Doctrine of Shareholder Oppression,” 35th Annual Conference on Securities Regulation and Business Law, University of Texas School of Law Continuing Legal Education, Austin, Texas (February 2013)
- “The Scholarship of Professor Larry Ribstein,” Section on Agency, Partnerships, LLCs, and Unincorporated Associations, Association of American Law Schools Annual Meeting, New Orleans, LA (January 2013) (served as the panel moderator)
- “Oppression of Minority Shareholders,” Tenth Annual Advanced Business Law Course, State Bar of Texas, Houston, TX (November 2012)
- “The Shareholder Oppression Doctrine: Majority Rule Isn’t What It Used to Be,” Georgia State University College of Law, Atlanta, GA (April 2012) (invited as a faculty enrichment speaker)
- “Closely Held Companies: Emerging Litigation Issues,” Texas Center for the Judiciary Winter Regional Conference, San Antonio, TX (January and February 2012)
- “Minority Equity Owner Oppression,” Ninth Annual Advanced Business Law Course, State Bar of Texas, Dallas, TX (October 2011)
- “Obtaining and Executing Casebook Contracts,” Southeastern Association of American Law Schools Annual Meeting, Palm Beach, FL (August 2010)
- “Critique of Benjamin Means, A Contractual Theory of Shareholder Oppression,” Law & Entrepreneurship Retreat, BYU Law School, Provo UT (February 2010)
- “The Shareholder Oppression Doctrine: What Texas Business Lawyers Need to Know,” 2009 Advising Businesses in a Troubled Economy program, University of Houston Law Center Continuing Legal Education, Dallas, Texas (June 2009 and January 2010)
- “Legal and Managerial ‘Cultures’ in Corporate Representation,” 13th Annual Frankel Lecture, University of Houston Law Center, Houston, Texas (November 2008) (served as the panel moderator)
- “Fiduciary Duties to Minority Interests: Does the Shareholder Oppression Rule Extend to LLCs,” 2008 Partnerships and Limited Liability Companies program, University of Texas School of Law Continuing Legal Education, Austin, Texas (July 2008)

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**LECTURES &
SPEECHES**

“Shareholder Oppression in Texas Close Corporations: Majority Rule (Still) Isn’t What It Used to Be,” State Bar of Texas Annual Meeting, Antitrust and Business Litigation Section, Houston, Texas (June 2008)

“Oppression of LLC Members,” University of Oregon School of Law, Eugene, OR (November 2006) (invited as a faculty enrichment speaker)

“Oppression of LLC Members,” University of Arizona James E. Rogers College of Law, Tucson, AZ (October 2006) (invited as a faculty enrichment speaker)

“Oppression of LLC Members,” Western New England College of Law, Springfield, MA (March 2006) (invited as part of a speaker series by the Law and Business Center for Advancing Entrepreneurship)

“The Creation of the AALS New Law Professors Section,” Section on New Law Professors, Association of American Law Schools Annual Meeting, Washington, D.C. (January 2006) (invited to speak as part of a panel on “Getting Involved: The Law Professor and Service to the Community and the Profession”)

“Minority Oppression & The Limited Liability Company: Learning (or Not) From Close Corporation History,” Inaugural Lecture of the Beirne, Maynard & Parsons, L.L.P. Professorship, Houston, TX (November 2005)

“Minority Oppression & The Limited Liability Company: Learning (or Not) From Close Corporation History,” Wake Forest University School of Law, Winston-Salem, NC (April 2005) (invited as part of a symposium on “The Future of Business Structures”)

“Shareholder Oppression in Texas Close Corporations,” Meeting of the Securities Litigation & Arbitration Section of the Houston Bar Association, Houston, TX (April 2004)

“Ten Things that You Need to Know as a New Law Professor that No One Ever Tells You,” Section on New Law Professors, Association of American Law Schools Annual Meeting, Atlanta, GA (January 2004) (served as the panel moderator)

“Law as a Safety Net: The Doctrine of Shareholder Oppression and the Wisdom of Protecting Shareholders Who Could Have Protected Themselves,” University of North Carolina School of Law, Chapel Hill, NC (November 2003) (invited to speak at a law and public policy seminar)

“Developing a Scholarship Agenda,” Section on New Law Professors, Association of American Law Schools Annual Meeting, Washington, D.C. (January 2003) (served as the panel moderator)

“The Crisis in Corporate Governance: 2002 Style,” 7th Annual Frankel Lecture, University of Houston Law Center, Houston, Texas (November 2002) (served as the panel moderator)

“Shareholder Oppression & Reasonable Expectations: Of Change, Gifts, and Inheritances in Close Corporation Disputes,” Florida State University School of Law, Tallahassee, FL (November 2001) (invited as a faculty enrichment speaker)

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**LECTURES &
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“Shareholder Oppression in Texas Close Corporations,” Advanced Business Litigation Seminar, Houston, TX (September 2001)

“Shareholder Oppression in Texas Close Corporations,” Advanced Civil Litigation Seminar, Dallas, TX and Houston, TX (March 2001)

“Shareholder Oppression in Texas Close Corporations,” Meeting of the Litigation Section of the Houston Bar Association, Houston, TX (December 2000)

“Shareholder Oppression in Texas Close Corporations,” Meeting of the Corporate Counsel Section of the Houston Bar Association, Houston, TX (November 2000)

“Reasonable Expectations v. Implied-in-Fact Contracts: Is the Shareholder Oppression Doctrine Needed?” Law and Entrepreneurship Research Conference, Portland, OR (October 2000) (selected as a speaker by a panel of corporate law professors)

“Shareholder Oppression in Close Corporations: The Unanswered Question of Perspective,” New Scholars Workshop, Southeastern Association of American Law Schools Annual Meeting, Hilton Head, SC (July 1999)

“Consumer Rights under the Texas Business and Commerce Code,” Tenth Annual Conference on the Texas Deceptive Trade Practices Act, San Antonio, TX (December 1998)

“Buyer’s Rights under Chapter 2 of the Texas Business and Commerce Code,” Ninth Annual Conference on the Texas Deceptive Trade Practices Act, San Antonio, TX (December 1997)

**PROFESSIONAL
ACTIVITIES**

Chair of the AALS Section on Agency and Unincorporated Business Associations (2012-2013)

Executive Committee Member of the AALS Section on Agency and Unincorporated Business Associations (2007-present)

Teacher of “Basic Business Law” at the People’s Law School (a free two-day workshop where basic consumer law is taught to members of the community) (1997-present)

Commentator in national and local press (KUHF (radio), Fox News (television), NBC News (television), Dallas Morning News, Houston Chronicle, Houston Press, Montgomery County Courier, National Jurist, Wall Street Journal)

Member of the Garland Walker American Inn of Court (an organization of lawyers, judges, law professors, and students devoted to ethics and professionalism in the practice of law) (2004-2008)

Drafting Committee Observer for the Revised Uniform LLC Act (a product of the National Conference of Commissioners on Uniform State Laws) (2005-2006)

Founder and Executive Committee Member of the AALS Section on New Law Professors (2002-2005)

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PROFESSIONAL ACTIVITIES *Board of Directors, Lone Star Legal Aid* (provides legal services to indigent members of the community) (2001-2003)

Treasurer of the A.A. White American Inn of Court (an organization of lawyers, judges, law professors, and students devoted to ethics and professionalism in the practice of law) (1999-2002)

Articles Committee Member of the Houston Lawyer (a Houston Bar Association publication) (2000-2002)

Member of the American Bar Association (Business Law Section)

Member of the Texas Bar