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University of Houston Law Foundation Professor of Law  
University of Houston Law Center  
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### Employment

2005-2019: University of Houston Law Foundation Professor of Law,  
University of Houston Law Center, Houston, Texas

2000-2002: George Butler Research Professor of Law, University of  
Houston Law Center, Houston, Texas

1999-2005: Professor of Law, University of Houston Law Center  
Houston, Texas

1990-1999: Associate Professor of Law, University of Houston  
Law Center, Houston, Texas

1986-1990: Associate, Wachtell, Lipton, Rosen & Katz,  
New York, New York

1985-1986: Law Clerk to Hon. Jon O. Newman (Second Circuit)

### Education

Legal: Harvard Law School, Cambridge, Massachusetts  
J.D. June 1985 (Magna Cum Laude)

Editor: Harvard Law Review

College: Fordham College, Bronx, New York  
B.A. June 1982 (Summa Cum Laude)

Treatises: Closely Held Corporations (LexisNexis 2014-19)  
(co-author)

Texas Business Organizations (West 3d ed. 2011)  
(co-author)

Texas Business Organizations (West Supps. 2012-19)  
(co-author)

Texas Business Organizations (West 2d ed. 2004)  
(co-author)

Texas Business Organizations (West Supps. 2005-09)  
(co-author)

Choice of Form of Business Organization (West 2012-19)  
(co-author)

The Law of Closely Held Corporations (Aspen  
2009) (co-author)

- Treatises:            The Law of Closely Held Corporations (Aspen Supps. 2010-13) (co-author)
- Casebooks:        Closely Held Business Organizations: Cases, Materials, and Problems (West 2d ed. 2012) (co-author)
- Closely Held Business Organizations: Statutory Supplement (West 2d ed. 2012-14) (co-author)
- Closely Held Business Organizations: Teacher's Manual (West 2d ed. 2012) (co-author)
- Closely Held Business Organizations: Cases, Materials, and Problems (West 2006) (co-author)
- Closely Held Business Organizations: Statutory Supplement (West 2006) (co-author)
- Closely Held Business Organizations: Teacher's Manual (West 2006) (co-author)
- Articles:            The Power of a Federal Appellate Court to Direct Entry of Judgment as a Matter of Law: Reflections on Weisgram v. Marley Co., 3 J. App. Prac. & Proc. 107 (2001)
- Toward a Delaware Common Law of Closely Held Corporations, 77 Wash. U. L.Q. 1099 (1999)
- Unifying the Law of Hostile Takeovers: The Impact of QVC and Its Progeny, 32 Hous. L. Rev. 945 (1995)
- Transfer and Choice of Federal Law: The Appellate Model, 93 Mich. L. Rev. 703 (1995)
- Unifying the Law of Hostile Takeovers: Bridging the Unocal/Revlon Gap, 35 Ariz. L. Rev. 989 (1993)
- Reconsidering the Artful Pleading Doctrine, 44 Hastings L.J. 273 (1993)
- The Legitimacy of Takeover Defense in the '90s, 41 DePaul L. Rev. 689 (1992)
- Case Comment on Pulley v. Harris and Spaziano v. Florida in The Supreme Court, 1983 Term, 98 Harv. L. Rev. 97 (1984)
- Note, Protecting Shareholders Against Partial and Two-Tiered Takeovers: The "Poison Pill" Preferred, 97 Harv. L. Rev. 1964 (1984)

Teaching: Subjects: Civil Procedure  
Business Organizations  
Corporations  
Securities Regulation  
Corporate Finance  
Mergers & Acquisitions

University Teaching Excellence Award (1994, 2006)  
Order of the Barons Award (1993, 1995, 2006)  
Student Bar Association Award (1991, 2004)

Memberships: Bar of the State of New York, admitted April 22, 1987  
  
Bar of the United States District Court for the  
Southern District of New York, admitted May 5, 1987  
  
Bar of the United States District Court for the Eastern  
District of New York, admitted May 5, 1987  
  
Bar of the State of Texas, admitted December 14, 1992  
  
American Bar Association  
  
New York State Bar Association  
  
Houston Bar Association

Service

University: Promotion and Tenure Committee (2011-2019, Chair)  
Promotion and Tenure Committee (2005-2010)  
Dean Search Committee (2007-2008)  
Graduate and Professional Studies Council (2001-2004)  
Research Council (2001-2004)  
Planning and Policy Council (1995-1996)  
Dean Search Committee (1993-1995)  
Hearing Board (1991-1994)

Law School: Post-Tenure Review Committee (2017-19)  
Appointments Committee (2016-19, Chair)  
Appointments Committee (2013-2015)  
Appointments Committee (2011-2012)  
Third-Year Writing Committee (2011-2012)  
  
Curriculum Committee (2008-10)  
Student Affairs Committee (2005-2006)  
Post-Tenure Review Committee (2004-2005, Chair)  
Post-Tenure Review Committee (2002-2004)  
Curriculum Committee (2004-2005)  
  
Promotion & Tenure Committee (2001-2004, Chair)  
Admissions Committee (2000-2001)  
Trial Advocacy Committee (2000-2001)  
Student Affairs Committee (1999-2000, Chair)  
Trial Advocacy Committee (1999-2000, Chair)

Law School: Curriculum Committee (1999-2000)  
(con'd) Curriculum Committee (1997-1999, Chair)  
Faculty Development Committee (1997-1999)  
Appointments Committee (1996-1997)  
Curriculum Committee (1996-1997)

Class Size Committee (1996-1997)  
Curriculum Committee, Chair (1995-1996)  
Executive Committee (1995-1996)  
Teaching Workshop Committee (1995-1996)  
Curriculum Committee (1994-1995)

Admissions Committee (1993-1994)  
Skills Training Committee (1993-1994)  
Appointments Committee (1991-1993)  
First Year Committee (1990-1993)

Faculty Advisor to the Houston Law Review (1993-2019)

Public: Corporation Law Committee of the Business Law  
Section of the Texas Bar (1996-2009)

Council of the Mergers & Acquisitions Section of the  
Houston Bar Association (2012-2019)

Council of the Securities & Litigation Section of the  
Houston Bar Association (2014-2016)