

CURRICULUM VITAE OF LARRY E. RIBSTEIN

Mildred van Voorhis Jones Chair, University of Illinois College of Law, 221 Law Building, 504 E. Pennsylvania Ave, Champaign, IL 61820, 217 244 9881, fax 244 1478, ribstein@illinois.edu www.ribstein.org www.ideoblog.org.

EDUCATION AND BAR ADMISSION

B.A. Johns Hopkins University, June, 1968; J.D. University of Chicago Law School, March, 1972. Admitted to Illinois bar, May, 1972.

EMPLOYMENT HISTORY

1972-1975 - Associate in trial department of McDermott, Will & Emery, Chicago, Illinois. General litigation with emphasis on securities fraud.

1975 - Assistant (1975-77), Associate (1977-81) and Professor (1981-87) of Law, Mercer University Law School, Macon, Georgia.

1980-1981 - Visiting Associate Professor of Law, Southern Methodist University School of Law.

1985 (summer) - Visiting Professor of Law, University of Texas School of Law.

1985-1987 - Visiting Professor of Law, Washington University School of Law.

1986 (Fall) - Visiting Professor of Law, St. Louis University School of Law

1987 - 1993 Professor of Law, George Mason University School of Law

1998 - 2001 Editor or co-editor, Supreme Court Economic Review.

1993 – 2002 George Mason University Foundation Professor of Law, George Mason University School of Law

May 2002 – 2006 Richard & Marie Corman Professor of Law, University of Illinois College of Law

August 2006 – Mildred van Voorhis Jones Chair, University of Illinois College of Law.

August 2007 – May 2008, Visiting Professor of Law, New York University Law School.

January, 2010 – Associate Dean for Research, University of Illinois College of Law.

WRITINGS

BOOKS

- Business Associations*, Lexis/Nexis, Fourth Edition (with Letsou), 2003.
- Bromberg and Ribstein on Partnership*, four volumes and semi-annual supplements, Aspen Publishing (1988-present).
- Bromberg and Ribstein on LLPs, RUPA and ULPA* (annual editions).
- The Constitution and the Corporation* (with Butler), American Enterprise Institute (1995)
- Economics of Federalism* (with Kobayashi), Edward Elgar Publishing (2007).
- Ribstein & Keatinge on Limited Liability Companies* (2d edition, 2004, semi-annual updates).
- The Sarbanes-Oxley Debacle* (2006 AEI Press) (with Butler)
- The Law Market* (with O'Hara, Oxford Univ. Press, 2009)
- Unincorporated Business Entities*, Lexis/Nexis, 4th edition 2009 (with Lipshaw).
- The Rise of the Uncorporation* (Oxford University Press, 2010).

ARTICLES IN PROCESS (ALPHABETICAL ORDER)

- Agents Prosecuting Agents* (January 10, 2011), Illinois Program in Law, Behavior and Social Science Paper No. LBSS11-01, <http://ssrn.com/abstract=1737915>, forthcoming 2011, Journal of Law, Economics and Policy.
- Are Partners Agents?* (January 18, 2008), U Illinois Law & Economics Research Paper No. LE08-004. available at <http://ssrn.com/abstract=1086745>.
- Close Corporation Remedies and the Evolution of the Closely Held Firm* (November 16, 2010), Illinois Program in Law, Behavior and Social Science Paper No. LBSS10-03, <http://ssrn.com/abstract=1710006>, forthcoming 2011, Western New England Law Review.
- Conflict of Laws and Choice of Law* (November 3, 2009) (with O'Hara), U Illinois Law & Economics Research Paper No. LE09-030; Vanderbilt Law and Economics Research Paper No. 09-34, forthcoming Elgar's Encyclopedia of Law and Economics, <http://ssrn.com/abstract=1499311>.
- Constitutional Rights of Corporations*, for Stanford Constitutional Law Center's mini-conference on the constitutional rights of corporations, March 5, 2010.

The Effect of Contract Regulation: The Case of Franchising (December 13, 2006), George Mason Law & Economics Research Paper No. 07-03 (with Klick and Kobayashi), available at http://papers.ssrn.com/sol3/papers.cfm?abstract_id=951464.

Exit and the American Illness (January 21, 2011) (with O'Connor), Illinois Program in Law, Behavior and Social Science Paper No. LBSS11-08, <http://ssrn.com/abstract=1745141>, forthcoming in *THE AMERICAN ILLNESS* (F. Buckley, ed.), Yale University Press.

Fencing Fiduciary Duties (January 10, 2011), Illinois Program in Law, Behavior and Social Science Paper No. LBSS11-02, forthcoming 2011, B. U. L. REV. <http://ssrn.com/abstract=1737948>.

Fiduciary Duties of Investment Bankers: Senate Testimony, (May 4, 2010) U Illinois Law & Economics Research Paper No. LE10-019, <http://ssrn.com/abstract=1661285>

The First Amendment and Corporate Governance (January 12, 2011), forthcoming Ga. St. L. Rev., Illinois Program in Law, Behavior and Social Science Paper No. LBSS11-05, <http://ssrn.com/abstract=1739264>, forthcoming 2011, Georgia State Law Review.

Incorporating the Hendricksons (January 19, 2010), forthcoming Washington University Journal of Law and Policy.

Law as a Byproduct: Theories of Private Lawmaking (with Kobayashi), Univ. of Cal. eScholarship, Working Paper, 2001), available at <http://escholarship.org/uc/item/9mg4g1dn>

Law's Information Revolution (with Kobayashi) (January 11, 2011), Illinois Program in Law, Behavior and Social Science Paper No. LBSS11-03, <http://ssrn.com/abstract=1738518>, forthcoming 2012, Arizona Law Review

Managerial Tort Liability (January 4, 2010), presented at Association of American Law Schools annual meeting, Agency Section, January 9, 2010.

Market for Conservation Law (May 17, 2010), U Illinois Law & Economics Research Paper No. LE10-009, <http://ssrn.com/abstract=1609793>.

A Recipe for Cookies: State Regulation of Consumer Marketing Information (with Kobayashi) (Federalism Project Roundtable Paper Series, No. 1, May 2001)

Practicing Theory: Legal Education for the 21st Century," forthcoming Iowa Law Review, Illinois Program in Law, Behavior and Social Science Paper No. LBSS11-12, <http://ssrn.com/abstract=1776043>.

Preemption and Regulatory Coordination (with O'Connor), working paper, December, 2010

A Single-License Approach to Regulating Insurance (with Henry Butler), U Illinois Law & Economics Research Paper No. LE08-015 (May 21, 2008), available at <http://ssrn.com/abstract=1134792>.

Uncorporating the Large Firm (May 27, 2008). U Illinois Law & Economics Research Paper No. LE08-016, available at <http://ssrn.com/abstract=1138092>.

Wall Street and Vine: Hollywood's View of Business, Illinois Law & Economics Working Paper LE05-010

ARTICLES (BY SUBJECT AND DATE)

Partnerships and Limited Liability Companies

Delaware for Small Fry: Jurisdictional Competition for Limited Liability Companies (with Kobayashi), 2010 Illinois Law Review 53.

The Uncorporation's Domain, 55 Villanova L. Rev. 125 (2010).

Litigating in LLCs, 64 Bus. Law. 739 (2009).

Partnership Governance of Large Firms, 76 U. Chi. L. Rev. 289 (2009).

The Uncorporation and Corporate Indeterminacy, 2009 Illinois Law Review 131.

An Analysis of the Revised Uniform Limited Liability Company Act. 3 Va. L. & Bus. Rev. 35 (2008).

Should History Lock in Lock-in, 41 Tulsa Law Review 525 (2006) (symposium article).

Important Role of Non-Organization Law, 40 Wake Forest L. Rev. 751 (2005)

Are Partners Fiduciaries? 2005 Illinois Law Review 209.

Introduction to the "Uncorporation," 2005 Illinois Law Review 1.

Reverse Limited Liability and the Design of Business Associations, 30 Del. J. Corp. L. 199 (2005).

Fiduciary Duties and Limited Partnership Agreements, 37 Suffolk U. L. Rev. 927 (2004)

Limited Liability of Professional Firms after Enron, 29 Journal of Corporation Law 427 (2004).

LLCs: Is the Future Here? Business Law Today, November/December 2003 at 11.

Making Sense of Entity Rationalization, 58 Business Lawyer 1023 (2003).

Aftermath of Enron May Test Limits on Professionals' Liability, 12 Legal Opinion Letter No. 5, Washington Legal Foundation, www.wlf.org.

The Evolving Partnership, 26 J. Corp. L. 819 (2001)

Choice of Form and Network Externalities (with Kobayashi), 43 William & Mary Law Review 79 (2001).

Law Partner Expulsion, 55 Business Lawyer 845 (2000).

Limited Liability Unlimited, 24 Delaware Journal of Corporate Law 407 (1999).

Limited Partnerships Revisited, 67 University of Cincinnati Law Review 953 (1999).

Partnership, Joint Venture (with Kobayashi) and *Choice of Law* (with Parisi) entries for New Palgrave Dictionary of Economics and the Law (1998).

The Illogic and Limits of Partners' Liability in Bankruptcy, 32 Wake Forest Law Review 31 (1997)(Symposium issue).

Partner Bankruptcy and the Federalization of Partnership Law, 33 Wake Forest Law Review 795 (1998).

Check-the-Box and Beyond: The Future of Limited Liability Entities, 52 Business Lawyer 605 (1997) (co-edited with Mark Sargent).

Fiduciary Duty Contracts In Unincorporated Firms, 54 Washington & Lee Law Review 537 (1997).

Limited Liability and the Real World (with Robert W. Hamilton), 54 Washington & Lee Law Review 687 (1997).

Changing Statutory Forms, 1 Journal of Small and Emerging Business Law 11 (1997), reprinted in 39 Corporate Practice Commentator 703 (1998).

Choice of Entity for Entrepreneurs, 26 Capital University Law Review 325 (1997).

The Loneliest Number: The Unincorporated Limited Liability Sole Proprietorship, 1 J. Asset Protection 46 (May/June 1996)

Choosing a Business Form, 1 J. Asset Protection 44 (September/October 1995) (regular column)

The Emergence of the Limited Liability Company, 51 Business Lawyer 1 (November, 1995).

A Critique of the Uniform Limited Liability Company Act, 25 Stetson Law Review 313 (1995) (symposium issue)

Uniform Laws, Model Laws and ULLCA (with Kobayashi), 66 Colorado Law Review 947 (1995) (symposium issue)

Possible Futures for Closely Held Firms, 64 U. Cin. L. Rev. 319 (1996) (symposium issue).

Linking Statutory Forms, 58 J. Law & Contemp. Prob. 187 (Spring, 1995) (symposium issue)

Statutory Forms for Closely Held Firms: Theories and Evidence from LLCs, 73 Wash. U. L. Q. 369 (1995).

Statutory and Planning Considerations for Withdrawal from an LLC, 1 J. Lim. Liab. Co. 64 (Fall, 1994) (symposium issue)

Form and Substance in the Definition of a "Security": The Case of Limited Liability Companies, 51 Washington & Lee Law Review 807 (1994) (annual securities law issue)

The Closely Held Firm: A View from the U.S. 19 Melbourne L. Rev. 950 (1995), presented in Perth, Melbourne and Canberra, Australia, November, 1994

The Revised Uniform Partnership Act, Not Ready for Prime Time, 49 Business Lawyer 45 (1993).

The Deregulation of Limited Liability and the Death of Partnership, 70 Washington Univ. Law Quarterly 417 (1992)

Limited Liability Companies: A Study of the Emerging Entity (with Keatinge and others), 47 Business Lawyer 375 (1992)

Private Ordering and the Securities Laws: The Case of General Partnerships, 42 Case West. Res. L. Rev. 1 (1991)

Unlimited Contracting in the Delaware Limited Partnership and its Implications for Corporate Law, 17 Journal of Corporation Law 299 (1991)

A Theoretical Analysis of Professional Partnership Goodwill, 70 Nebraska Law Review 36 (1991) (special partnership issue)

A Mid-Term Assessment of the Project to Revise the Uniform Partnership Act, 46 Business Lawyer 111 (1990).

An Applied Theory of Limited Partnership, 37 Emory Law Journal 837 (1988).

A Statutory Approach to Partner Dissociation, 65 Washington Univ. Law Quarterly 357 (1987).

The New Georgia Limited Partnership Act, 24 Ga. St. B.J. 168 (1988).

An Analysis of Georgia's New Partnership Law, 36 Mercer L. Rev. 443 (1985) (lead article in Symposium on Closely Held Businesses)

Official Code Comments, Georgia Uniform Partnership and Revised Uniform Partnership Acts, Title 14, Chapters 8 and 9, Official Code of Georgia Annotated.

Corporate and Securities Law

How Movies Created the Financial Crisis, 2009 Michigan State Law Review 1171

Federal Misgovernance of Mutual Funds, 2009-2010 Cato Sup. Ct. Rev. 301 (2010).

Preemption as Micromanagement (January 2010), 65 Business Lawyer 789 (May, 2010).

Where was SOX (with Butler), Forbes, December 22, 2008.

Corporations and the Market for Law (with O'Hara), 2008 Illinois Law Review 661.

Directors' Duties in Failing Firms (with Alces), 1 Journal of Business and Technology Law 529 (2007).

Imagining Wall Street, 1 Virginia Law and Business Review 165 (2006).

Outsider Trading as an Incentive Device (with Kobayashi), 40 UC-Davis Law Review 21 (2006).

Accountability and Responsibility in Corporate Governance, 81 Notre Dame Law Review 1431 (2006).

Dabit, Preemption and Choice of Law, 2006 Cato Supreme Court Review 141.

Fraud on a Noisy Market, 10 Lewis & Clark Law Review 136 (2006)

Sarbanes-Oxley after Three Years, [2005] New Zealand Law Review 365.

Why Corporations?, 1 Berk. Bus. L. J. 183 (2004).

Cross-Listing and Regulatory Competition, *Review of Law & Economics*: Vol. 1: No. 1, Article 7, <http://www.bepress.com/rle/vol1/iss1/art7> (2005), Illinois Law and Economics Working Paper LE05-009.

Investment Activist's Attack On Coca-Cola Company Stock May Leave Bitter Aftertaste, Washington Legal Foundation Legal Opinion Letter, Vol. 15 No. 2 (January 28, 2005).

Sarbox: The Road to Nirvana, 2004 Mich. St. L. Rev. 279.

Do the Mutuals Need More Law? Regulation Magazine, Spring, 2004 at 14.

International Implications of Sarbanes-Oxley: Raising the Rent on US Law, 3 Journal of Corporate Law Studies 299 (October, 2003).

Bubble Laws, 40 Houston L. Rev. 77 (2003).

High Court Cases May Shape First Amendment's Application to Federal Securities Laws, 13 Washington Legal Foundation Legal Opinion Letter No. ___ (February 14, 2003).

Market v. Regulatory Responses to Corporate Fraud, 28 J. Corp. L. 1 (2002).

Enron and Regulation FD, 5 Securities Regulation Update issue 13 at 1, July 8, 2002.

Law v. Trust, 81 Boston University Law Review 553 (2001).

SEC "Fair Disclosure" Rule is Constitutionally Suspect, 10 Washington Legal Foundation Legal Opinion Letter no. 17 (October 6, 2000).

Corporations or Business Associations? The Wisdom and Folly of an Integrated Course, 34 Georgia Law Review 973 (2000).

Federalism and Insider Trading, 6 Supreme Court Economic Review, 123 (1998).

Politics, Adaptation and Change, 8 Australian Journal of Corporate Law, 246 (1998).

Corporate Governance Speech and the First Amendment (with Butler), 43 U. Kans. L. Rev. 163 (1994)

The Constitutional Conception of the Corporation, 4 Supreme Court Economic Review 95 (Univ. of Chicago Press, 1995).

The Mandatory Rules of the ALI Code, 61 Geo. Wash. L. Rev. 984 (1993) (symposium on the American Law Institute's *Principles of Corporate Governance*)

Corporate Political Speech, 49 Wash. & Lee L. Rev. 109 (1992)

Efficiency, Regulation and Competition: A Comment on Easterbrook & Fischel, 87 Northwestern Univ. L. Rev. 254 (1992)

Limited Liability and Theories of the Corporation, 50 Md. L. Rev. 80 (1991)

An Elegy to the Barbarians, Regulation Magazine, Summer 1990, p.7.

Paramount: The Twilight of Delaware Law? 4 M & A and Corporate Governance Law Reporter 297 (April, 1990)

Opting Out of Fiduciary Duties: A Response to the Anti-Contractarians (with Butler), 65 Washington Law Review 1 (1990)

The Contract Clause and the Corporation (with Butler), 55 Brooklyn Law Review 767 (1989)(lead paper of symposium), reprinted in *Property Rights in American History*, vol. 6 (James W. Ely, Jr., ed., 1997).

Takeover Defenses and the Corporate Contract, 78 Georgetown Law Journal 71 (1989).

State Anti-Takeover Statutes and the Contract Clause (with Butler), 57 University of Cincinnati Law Review 611 (1988)

Free at Last? The Contractual Theory of the Corporation and the New Maryland Officer-Director Liability Provisions (with Butler), 18 University of Baltimore Law Review 352 (1989)(symposium paper).

The Constitutionality of Anti-Takeover Statutes, 2 Mergers & Acquisitions Law Reporter 813 (1989).

Debt, Leveraged Buyouts, and Corporate Governance (with Adler)(Cato Policy Analysis No. 120, May 2, 1989).

The Scope of Federal Securities Law Liability for Corporate Transactions, 33 Southwestern Law Journal 1129 (1980)

The Application of Section 16(b) of the Securities Exchange Act of 1934 to Tender Offers, 31 Southwestern Law Journal 503 (1977)

Book Review: *Posner and Scott, Economics of Corporation Law and Securities Regulation* (with C. Paul Rogers) 35 Vanderbilt Law Review 265 (1982).

Book Review: *Writing About and Teaching Corporate Law: Reflections on Corporate Law and Economic Analysis*, 40 Emory Law Journal 509 (1991)

Surveys: *Securities Regulation*, 36 Mercer L. Rev. 1321 (1985); *Securities Regulation*, 34 Mercer L. Rev. 1461 (1983); *Corporations*, 31 Mercer L. Rev. 43 (1979).

Edited Transcript of Emory-Business Roundtable Conference on ALL Corporate Governance Project, 71 Cornell L. Rev. 357 (1986) (editor).

Other topics: choice of law, law and economics, corporate crime, litigation, ethical rules, uniform laws and the Internet

Death of Big Law, 2010 Wisconsin Law Review 749

Legal Process and the Discovery of Better Policies for Fostering Innovation and Growth (with Butler), KAUFFMAN TASK FORCE FOR LAW, INNOVATION AND GROWTH (2011), <http://ssrn.com/abstract=1739312>.

Federalism, Variation, and State Regulation of Franchise Termination (with Klick and Kobayashi), 3 *Entrepren. Bus. L.J.* 355 (2010).

Reflections on Global Legal Centers, Best Practice: A Public Policy Journal for Hong Kong, (Autumn, 2009), Vol. 1, no. 3, at 25.

The Non-Uniformity of Uniform Laws, (with Kobayashi), 35 *J. Corp. L.* 327 (2009) (with Kobayashi).

The Single-License Solution, 31 *Regulation*, n. 4, 36 (Winter, 2008-2009)

Henry Manne: Intellectual Entrepreneur, in *Pioneers Of Law And Economics* (Lloyd R. Cohen and Joshua D. Wright, eds., Elgar Publishing, 2009).

Rules and Institutions in Developing a Law Market: Views from the United States and Europe, 82 *Tul. L. Rev.* 2147 (2008) (with O'Hara).

Law Firms, Ethics, and Equity Capital: A Conversation, 21 *Georgetown Journal of Legal Ethics* 61 (2007) (with Regan and MacEwen).

On My Mind: Lawyers Don't Make Enough, *Forbes*, October 29, 2007 at 40.

The Public Face of Scholarship, 84 *Wash. U. L. Q.* 1201 (2006).

The Hypocrisy of the Milberg Indictment: The Need for a Coherent Framework on Paying for Cooperation in Litigation (with Kobayashi), 2 *J. Business & Technology Law* 369 (2007).

The Perils of Criminalizing Agency Costs, 2 *Journal of Business and Technology Law*, no. 1 (2007).

The First Amendment and Lawyer Blogs, *Washington Legal Foundation Legal Opinion Letter*, Vol. 16 No. 31, December 8, 2006, available at <http://wlf.org/upload/120806ribstein.pdf>.

From Bricks to Pajamas: The Law and Economics of Amateur Journalism, 48 *Wm & Mary L. Rev.* 185 (2006).

A Standard Form Approach to Same-Sex Marriage, 38 *Creighton Law Review* 309 (2005).

Class Action Lawyers as Lawmakers (with Kobayashi), 46 *Arizona L. Rev.* 733 (2004).

Lawyers as Lawmakers: A Theory of Lawyer Licensing, 69 *Mo. L. Rev.* 299 (2004).

Multi-jurisdictional Regulation of the Internet (with Kobayashi), in *WHO RULES THE NET? ESSAYS IN INTERNET GOVERNANCE AND JURISDICTION* (2003).

From Efficiency to Politics in Contractual Choice of Law, 37 Ga. L. Rev. 363 (2003).

Privacy and Firms (with Kobayashi), 79 Denver U. L. Rev. 526 (2002).

State Regulation of Electronic Commerce (with Kobayashi), 51 Emory L.J. 1 (2002).

Ethical Rules, Law Firm Structure and Choice of Law, 69 U. Cin. L. Rev. 1161 (2001), reprinted in 44 Corporate Practice Commentator 405.

Calling a Truce in the Marriage Wars (with Buckley), 2001 University of Illinois Law Review 561.

From Politics to Efficiency in Choice of Law, 67 U. Chi. L. Rev. 1151 (2000) (with O'Hara).

Conflict of Laws and Choice of Law, (with O'Hara), in Encyclopedia of Law and Economics, Volume V (2000).

Organized Bar Shouldn't Shield Lawyers From New Competition, Washington Legal Foundation Legal Opinion Letter, October 15, 1999.

Uniformity, Choice of Law and Software Sales, 8 Geo. Mason Law Review 261 (1999) (with Kobayashi).

Ethical Rules, Agency Costs and Law Firm Structure, 84 Virginia Law Review 1707 (1998).

Contract and Jurisdictional Freedom, in The Fall and Rise Of Freedom Of Contract, (F.H. Buckley, ed. Duke, 1999) (with Kobayashi).

Interest Groups, Contracts and Interest Analysis, 48 Mercer Law Review 765 (1997) (with O'Hara).

Economic Analysis of Uniform State Laws (with Kobayashi), 25 Journal of Legal Studies 131 (1996).

Evolution and Uniformity (with Kobayashi), 34 Economic Inquiry 464 (July, 1996), reprinted in Uncertainty and Economic Evolution (John Lott, ed. 1997).

Delaware, Lawyers and Choice of Law, 19 Delaware Journal of Corporate Law 999 (1994), reprinted in 37 Corporate Practice Commentator 151 (1995).

First Amendment Questions Raised by FTC Enforcement Against "Invitations to Collude," Washington Legal Foundation Legal Backgrounder, vol. 8, no. 38, December 10, 1993.

Choosing Law By Contract, 18 J. Corp. L. 245 (1993) (in symposium on Coase's Nature of the Firm)

Introduction of Evidence of Post-Sale Modification, in 1981 Southern Methodist University Products Liability Institute, *The Trial of A Products Liability Case* (Matthew Bender, 1981)

The Model Uniform Product Liability Act: Pinning Down Products Law, 46 J. Air Law & Commerce 349 (1981)

Guidelines for Deciding Product Economic Loss Cases, 29 Mercer L. Rev. 493 (1979)

Tort and Contract in Georgia, 30 Mercer L. Rev. 303 (1978)

LAW SCHOOL AND UNIVERSITY SERVICE (ILLINOIS)

University of Illinois Faculty Senate, 2003-04; Academic Freedom and Tenure Committee

Associate Dean for Research, beginning spring 2010.

Admissions Committee, 2005-2007

Chair, Appointments Committee, 2003-2005.

Chair, Disciplinary Committee, 2002-2003

Member, Ad Hoc Career Services and Self-Study Committees, 2002-2003

Principal organizer, Conference on Uncorporation, April 23, 2004

SELECTED PROFESSIONAL ACTIVITIES AND AWARDS

Contributor, Truth on the Market, www.truthonthemarket.com, 2010--

Founder and owner, Ideoblog, www.ideoblog.org, 2004--

Member, Planning Committee, AALS Mid-Year Conference on Teaching Business Associations.

Chair, AALS Section on Agency, Partnership and LLCs, 2008-09.

Member, Executive Committee, AALS Section on Securities Regulation, 2009-present.

Director and co-director, Illinois Business Law and Policy Program, 2006-present.

2004 Carroll P. Hurd Excellence in Faculty Scholarship Award (for *From Efficiency to Politics in Contractual Choice of Law*).

Top 10 Corporate and Securities Articles published in 2005 (for *Are Partners Fiduciaries?*).

Member, Institute of Illinois Business Law (formerly Illinois Secretary of State's Business Laws Advisory Committee), 2002--.

American Bar Association: Member, Section on Business Law; Committee on Partnerships and Unincorporated Business Organizations, Ad Hoc Subcommittees on Revised Uniform Partnership Act and Limited Liability Companies, and Working Groups on Prototype LLC Act and Prototype Registered Limited Liability Partnership Statute.

Consultant, Federal Trade Commission, 2003.

Co-editor, Supreme Court Economic Review, University of Chicago Press, 1998 – 2001.

Recipient of 1990-91 George Mason University Distinguished Faculty Award

Official Advisor, Drafting Committee to Revise the Uniform Partnership Act, National Conference of Commissioners on Uniform State Laws.

Co-Moderator, LLC-NET Internet Listserve, August, 1994 – present

Lecturer, Law and Economics Center Law Institute for Economists, 1988, 1989, 1991, 1994.

Lecturer, Law and Economics Center Economics Institute for Law Professors, 1997.

Editor, Partnerships Corporate Law: Partnerships & Unincorporated Business Entities Abstracts, Social Science Research Network.

PRESENTATIONS (COMPLETE SINCE 1989)

Wall Street and Vine: Business in American Films, University of Illinois Center for East Asian and Pacific Studies workshop on "Film, Law and Social Change," April 22, 2011

Talk at University of Illinois College of Business at showing of film "Money Never Sleeps," April 19, 2011

Law as a Byproduct, University of California, Berkeley, Law and Economics Workshop, April 18, 2011

Legal Process for Fostering Innovation, Mason LEC Research Roundtable on Austrian Law & Economics, April 15, 2011

Legal Process and the Discovery of Better Policies for Fostering Innovation and served as roundtable leader at CIC Center's CASIC Research Summit, Oak Brook, Illinois, April 2, 2011.

Presentation at University of Illinois College of Law on the state of the US in Center for East Asia and Pacific Studies *program on Evolving Legal Practice in China*.

Law as a Byproduct, George Washington University Law School conference on "Financing Innovation: Our Economic Future," March 25, 2011

Commented on the film "Inside Job" at a *program* sponsored by the Yale Law School Center for the Study of Corporate Law and the Yale Law and Business Society, March 23, 2011.

Practicing Theory: Legal Education for the 21st Century," University of Iowa Law Review *Symposium on The Future of Legal Education*, University of Iowa College of Law.

E-Marriage and the Law Market at AALS "Hot Topic" on E-Marriage, AALS annual meeting, January 2011

Choice of Form and Forum at the AALS Section on Agency, Partnership and Unincorporated Business Entities, January 2011.

Legal Information Revolution, Hebrew University, December 20, 2010

Preemption and Regulatory Coordination, December 1, 2010, Fifth Annual Judicial symposium on Civil Justice Issues, Fairfax, Virginia.

Death of Big Law, December 7, 2010, Fifth Annual Judicial symposium on Civil Justice Issues, Fairfax, Virginia.

Exit and the American Illness, December 4, 2010, conference on the "American Illness," sponsored by George Mason University School of Law, Law and Economics Center

Death of Big Law, December 1, 2010, Sixth Annual Meeting of the American College of Business Court Judges, Fairfax, Virginia.

Preemption and Regulatory Coordination, November 18, 2010, Searle Civil Justice Institute program, George Mason University

First Amendment and Corporate Governance, November 9, 2010, Georgia State University College of Law 2010 Symposium: an Intersection of Laws: Citizens United v. FEC.

Conference on Empirical Legal Studies, comment on Barzuza & Smith, "What Happens in Nevada?" (November 6, 2010).

Shrinking Fiduciary Duties, at Role of Fiduciary Law and Trust in the 21st Century, Boston University Law School, October 29, 2010.

Agents Prosecuting Agents, October 21, 2010, at Overcriminalization 2.0 Symposium, George Mason University School of Law.

Escaping the Nursing Home, October 15, 2010, Western New England College conference on Fiduciary Duties in the Closely Held Business.

Featured speaker and panelist at Washington State Bar Association program on "Finding Our Future: Practicing Law in the 21st Century," University of Washington School of Law, October 8, 2010. Presentations based on papers "Death of Big Law" and "Owning the Law."

Owning the Law, at annual meeting of the Canadian Law & Economics Association in Toronto, October 2, 2010.

Federal Misgovernance of Mutual Funds, Cato Constitution Day program, September 17, 2010

Legal Chaos: Timely Topics, July 14, 2010, Tech Coast Angels, Los Angeles/Orange County Chapters, Long Beach, California

Legal Process and the Discovery of Better Policies for Fostering Innovation and Growth, July 9, 2010, Kauffman Summer Legal Institute, Dana Point, California

Jurisdictional competition, the unincorporation and financial law reform, Conference on International Law Reform, National Taiwan University, Taipei, Taiwan, June 2010

Law Entrepreneurs, Law and Society Annual Meeting, May 27, 2010

Testified on "Wall Street Fraud and Fiduciary Duties: Can Jail Time Serve as an Adequate Deterrent for Willful Violations?" U.S. Senate Judiciary Committee Subcommittee on Crime and Drugs, May 4, 2010.

The Death of Big Law, American Law and Economics Annual Meeting, May 7, 2010.

The Death of Big Law, at Georgetown Law Center Conference on Law Firm Evolution: Brave New World Or Business As Usual? March 22, 2010.

Incorporating the Hendricksons at Washington University Law School Roundtable Conference on Love or Money?, March 27, 2010.

Panelist in program "Do Corporations have Constitutional Rights?" Stanford Constitutional Law Center, March 5, 2010.

Death of Big Law in separate programs for law students at the Mississippi College of Law and for the Jackson, Mississippi bench and bar on February 22, 2010.

Federalist Society online debate on the Supreme Court's recent *Citizens United* case in February, 2010.

The Death of Big Law at the Mississippi College of Law and to Jackson, Mississippi lawyers on February 22.

Moderator, Bankruptcies or Bailouts, Federalist Society Faculty Conference, January 8, 2010.

Law and economics of choice of law, Association of American Law Schools Annual Meeting, Conflict of Laws Section, January 8, 2010.

Managerial Tort Liability, Association of American Law Schools Annual Meeting, Agency-Partnership Section, January 9, 2010.

Jurisdictional Competition for LLCs, Conference on Empirical Legal Studies (November 21, 2009).

Rise of the Uncorporation, presented in seminar on Theory of the Firm in Law and Economics, October 19, 2009.

Death of Big Law:

--University of Wisconsin, September 23, 2009

--University of Illinois College of Law faculty workshop

--October 1, 2009; Midwest Law & Economics annual conference, October 10, 2009.

Participant in Searle Public Policy Roundtable on Third Party Financing of Litigation, Northwestern Law School, September 24, 2009.

How movies created the financial crisis, keynote address, Conference on Business Law and Narrative, September 10, 2009.

Market for Conservation Law, Property and Environmental Research Center, Bozeman, Montana, July 29, 2009.

Participant, Federalist Society Colloquium on The Free Market and the Financial Crisis, New York, N.Y., July 9-10, 2009.

Law Firms as Firms, Conference on The Future Is Here: Globalization and the Regulation of the Legal Profession Recent Global Legal Practice Developments Impacting State Supreme Courts' Regulatory Authority Over the U.S. Legal Profession, American Bar Association Center for Professional Responsibility and Standing Committee on Professional Discipline & Georgetown Center for the Study of the Legal Profession, May 26, 2009

Jurisdictional competition, Roundtable, National University of Singapore, Singapore, May 18, 2009.

Rise of the Uncorporation, Northwestern Research Roundtable on Corporate Governance, May 1, 2009.

Beyond Wall Street: The Interplay Among Film, Business and Law, University of Illinois Program in Business Law and Policy, co-organizer and presenter, April 23-24, 2009.

Crime and the Financial Crisis, Northwestern Law Judicial Education Program, Judicial Symposium on the Criminalization of Corporate Conduct, April 20, 2009.

Corporate vs. Unincorporate Duties, Notre Dame Law School Conference on The of Fiduciary Duties in Corporate Law, March 27, 2009.

The Bailout Fallout, Duke Law School, March 18, 2009.

The Disappearing Corporation, Villanova University School of Law, March 14, 2009

The Unincorporation and Opting out of Fiduciary Duties, Northwestern University Judicial Education Program's Advanced Law and Economics Institute, March 4, 2009

The Law Market, American Enterprise Institute, January 28, 2009.

Single-License Approach to Regulating Insurance, NAMIC Public Policy Summit, Washington D.C., January 27, 2009.

Jurisdictional Competition for LLCs, University of Houston Law Center, January 22, 2009.

A Theory of the Unincorporation, AALS Annual Meeting, Section on Agency, Partnership and Unincorporated Business Entities, January 9, 2009.

Jurisdictional Competition for LLCs, Midwest Law & Economics Association Annual Meeting, October 3, 2009

The Non-Uniformity of Uniform Laws, Canadian Law & Economics Association Annual Meeting, September 27, 2008

Unincorporating the Large Firm, The Going Private Phenomenon: Causes and Implications, University of Chicago Law School, June 20-21 (2008)

Reforming Limited Liability Company Fiduciary Litigation, Suffolk Law CLE/Limited Liability Companies at 20, June 13, 2008.

Law Firms as Firms, Conference on the Future of the Global Law Firm, Georgetown Law Center, April 17, 2008.

A Jurisdictional Competition Approach to Reforming Insurance Regulation, Searle Research Symposium on Insurance Markets and Regulation, Northwestern Law School, April 14, 2008.

Corporations and the Market for Law, Columbia Law School Corporate Law Scholarship Reading Group, February 20, 2008.

Unincorporating the Large Firm, Fordham Law School Faculty Workshop, February 19, 2008.

Rules and Institutions in Developing a Law Market: Views from the US and Europe, Duke Center for European and Comparative Law, Conference on the New European Choice of Law Revolution, February 9, 2008.

Uncorporating the Large Firm, George Washington University School of Law Faculty Workshop, February 8, 2008.

Are Partners Agents, presented at AALS Section on Agency, Partnerships & LLCs, January 4, 2008.

Panel discussant, AALS Section on Business Associations, January 3, 2008.

The Uncorporation and Corporate Indeterminacy, Illinois Program in Business Law and Policy (October 19, 2007).

Participant in Brief For Former SEC Commissioners and Officials and Law and Finance Professors as Amici Curiae Supporting Respondents, Stoneridge Investment Partners, LLC Vs. Scientific-Atlanta, Inc., U.S. Supreme Court, August 14, 2007.

Sarbanes-Oxley Point-Counterpoint, AAA Annual Meeting, Chicago, August 6, 2007.

Securities & Exchange Commission Proxy Roundtable, May 7, 2006

Cross-Listing and Regulatory Competition, Zhongsan/Illinois Conference, March 7, 2007.

Investiture as Mildred Van Voorhis Jones Professor, University of Illinois College of Law, February 21, 2007.

Corporations and the Market for Law, UCLA Law School Corporate Colloquium, January 29, 2007.

The Rise of the Uncorporation, AALS Section on Unincorporated Business Associations, January 4, 2007.

The Uncorporation, AEI-Brookings Joint Center Judicial Education Program, American College of Business Court Judges, November 16, 2006.

The Sarbanes-Oxley Debacle, University of Illinois Department of Accountancy Lyceum Speaker, November 9, 2006

Contracting for Corporate Law, Duke Global Capital Markets Center and Duke Law School workshop, November 3, 2006.

What's so bad about paying plaintiffs? Maryland Conference on Federalism & Corporation Law, University of Maryland School of Law, October 13, 2006

The Sarbanes-Oxley Debacle, Luncheon Speaker, 17th University of Illinois Symposium on Auditing Research, September 29, 2006.

Dabit, Preemption and Choice of Law, Cato Constitution Day program, September 14, 2006.

Partnership Law Seminar with the National People's Congress: U.S. expert on partnership law advising the Legislative Affairs Commission (LAC) of the National People's Congress of China in connection with adoption of new partnership law for China, Beijing, China, August 7, 2006.

The Public Face of Scholarship, Conference on Bloggership: How Blogs Are Transforming *Legal Scholarship*, Harvard Law School, April 27, 2006.

Roundtable participant, Roundtable on the Criminalization of Corporate Law, University of Maryland Law School, April 21, 2006.

Commenter, Indiana University Conference on Globalization of the Legal Profession, April 6, 2006.

The Case Against SOX, Berkeley Conference on Post-Enron Corporate Regulation, March 17, 2006.

The Sarbanes-Oxley Debacle, American Enterprise Institute, March 13, 2006.

Wall Street and Vine and Outsider Trading as an Incentive Device, presented at Chapman University to law, business and film programs, February 13, 2006.

Imagining Wall Street, presented at Association of American Law Schools Annual Convention, January 4, 2006.

Choice of Form and Network Externalities, presented as the initial lecture in the law and economics program, Center for Development Studies, Trivandrum, India, December 12, 2005.

Cross-Listing and Regulatory Competition, presented at conference on The Role of Law in Economic Development—Implications for China and the World, Sun yat-Sen University, Guangzhou, China, December 6, 2005 and Miles Institute of Legal and Economic Studies, December 9, 2005, Beijing.

The Business Judgment Rule in Good and Bad Times, November 4, 2005, 2005 University of Maryland School of Law, Conference on Fiduciary Duties in the Zone of Insolvency.

Market for Law and Adjudication, George Mason LEC Institute for Judges, Economics of Contract Law, October 26-27, 2005.

Outsider Trading as an Incentive Device, October 14, 2005, Midwest Law & Economics Association Annual Meeting.

Fraud on a Noisy Market, Lewis and Clark conference on "Behavioral Finance: Instruction or Distraction," September 30, 2005.

Accountability and Responsibility in Corporate Governance and Initial Reflections on the Law and Economics of Blogging, Canadian Law and Economics Association Annual Meeting, September 25, 2005.

Wall Street and Vine, University of Missouri (St. Louis) economics department, September 19, 2005. Also guest-taught Professor Susan Feigenbaum's class on Entertainment Economics.

The Important Role of Non-Organization Law, Wake Forest Law Review 18th Annual Business Law Symposium, Wake Forest University, April 15, 2005.

Law and Economics of Blogging, Illinois Program in Law and Economics Workshop, March 29, 2005.

Wall Street and Vine, at the Federalist Society's Environmental Law Practice Group national symposium on "Does the media and movie industry treat corporations fairly in toxic tort cases?" at the University of San Diego School of Law on Saturday, February 26, 2005.

Sizing up Sox, at Corporate Governance at the Crossroads, Auckland, NZ, February 18, 2005.

Partnership Social Responsibility, at UCLA-Sloan Research Program on Business Organizations Conference on the Means and Ends of Corporations on January 28 and 29, 2005.

Film and Firms, presented at the Midwest Law and Economics Association Annual Meeting, October 9, 2004.

Cross-Listing and Regulatory Competition, presented at Canadian Law & Economics Association Annual Meeting, September 18, 2004.

Cross-Listing and Jurisdictional Competition as Keynote Address, Symposium on Legal Perspectives in a Global Business Environment, Lund University, School of Economics and Management, Sweden, August 19, 2004.

Partnership or Corporation? Choosing corporate form in the information society, at the Centre for Law, Economics and Financial Institutions at Copenhagen Business School, Copenhagen, Denmark, August 18, 2004.

A Standard Form Approach to Same Sex Marriage, at the Conference on The Implications of *Lawrence* and *Goodridge* for Recognition of Same-Sex Marriages and for the Validity of DOMA, Catholic University, May 20, 2004.

Are Partners Fiduciaries, University of Illinois Conference on Uncorporation, April 23, 2004.

Class Action Lawyers as Lawmakers, University of Wisconsin School of Law, February 20, 2004.

International Implications of Sarbanes-Oxley, January 4, 2004, at Association of American Law Schools Annual Meeting, Securities Regulation Section.

Discussant and presenter, Conference on Mutual Funds, George Mason Law & Economics Center, Alexandria, Virginia, November 25, 2003.

The Structure of the Fiduciary Relationship, October 10, 2003, Midwest Law & Economics Association annual meeting, Indianapolis, Indiana.

Sarbox: The Road to Nirvana at "In the Wake of Corporate Reform: One Year in the Life of Sarbanes-Oxley---A Critical Review," Michigan State University, September 19, 2003.

Why Corporations? at the Berkeley Business Law Journal Symposium on "The Role of Law in Promoting Long-Term Value for Shareholders," University of California at Berkeley, August 24, 2003.

Lawyer Licensing and Property Rights in State Law, at Business Economics and Public Policy Workshop, Kelley School of Business, Indiana University/Bloomington, April 25, 2003.

General Motors, Ltd., Investiture as Richard & Marie Corman Professor of Law, University of Illinois College of Law, April 9, 2003.

Limited Liability of Professional Firms after Enron at the Conference on the Evaluation and Response to Risk in Law and Accounting: a Comparison of the US and EU, University of Illinois College of Law, April 5, 2003.

Bubble Laws, Seventh Annual Houston Law Review Frankel Lecture, University of Houston Law Center, November 14, 2002.

Making Sense of Entity Rationalization, University of Maryland Law School/Business Lawyer Conference on Entity Rationalization, November 1, 2002.

From Efficiency to Politics in Contractual Choice of Law, Midwest Law & Economics Association annual meeting, October 11, 2002.

Market vs. Regulatory Responses to Corporate Fraud at the Conference on Regulatory Competition and Economic Integration within the European Union, Tilburg University, Tilburg, Netherlands, September 6, 2002.

American Legislative Exchange Council, Commerce and Economic Development Task Force, Spring Task Force Summit, Las Vegas, Nevada, April 13, 2002, Presentation on "Protecting the Freedom to Contract: From Franchises to Merchandising Agreements: A Legal Viewpoint."

The Criminalization of Corporate Governance? Enron, Andersen & Beyond, Washington Legal Foundation Media Briefing, April 9, 2002

Participant in expert conference with Federal Trade Commission on Hart-Scott-Rodino notice, January 29, 2002

Lecturer, Lund University, Lund, Sweden, October 8, 9 and 11, 2001.

The Evolution of Partnership, International Conference on Close Corporation and Partnership Law Reform in Europe and the United States, Tilburg University, May 17, 2001, and Copenhagen University, October 10, 2001.

Lawyer Licensing and State Law Efficiency, American Law & Economics Association Annual Meeting, May 11, 2001.

Ethical Rules, Law Firm Structure and Choice of Law 14th annual University of Cincinnati 2001 Corporate Law Conference, March 9, 2001.

A Recipe for Cookies: State Regulation of Consumer Marketing Information at the American Enterprise Institute Roundtable Series on Competitive Federalism, January 30, 2001.

State v. Federal Approaches to Regulating the Internet, Federalist Society Faculty Division Conference, January 4, 2001.

Testimony, Federal Trade Commission Hearings on Warranty Protection for High-Tech Products and Services, October 27, 2000, Comment No. P994413 (September 8, 2000), <http://www.ftc.gov/bcp/workshops/warranty/comments/ribstein.htm>.

Law v. Trust, Conference on Trusting Relationships, Boston University Law School, September 23, 2000.

The Fable of the B.A.'s, Canadian Law & Economics Association Annual Meeting, September 25, 1999.

Speaker, University of Georgia School of Law Conference on Teaching Corporate Law, October 16, 1999.

Limited Partnerships Revisited, Twelfth Annual Corporate Law Symposium, University of Cincinnati College of Law, March 11, 1999.

Pileggi Distinguished Lecture in Law, *Limited Liability Unlimited*, October 16, 1998, Widener University School of Law.

Ethical Rules, Agency Costs and Law Firm at the Law and Economics of Lawyering, University of Virginia School of Law on February 27-28, 1998.

Politics, Adaptation and Change at Asia Pacific Economic Law Forum, Christchurch, N.Z., December 6, 1997.

Contract and Jurisdictional Competition at Donner Conference on Freedom of Contract in Alexandria, VA., November 22, 1997.

Lecturer, George Mason University Law and Economics Center Economic for Law Professors, Hanover, N.H., July 18-19, 1997

Speaker, Fairfax Bar Association Program, Counseling the Family Owned Business, May 7, 1997

The Illogic and Limits of Partners' Liability in Bankruptcy, April 4, 1997 at Wake Forest School of Law Business Law Symposium.

Speaker on the Securities Litigation Reform Act for the ALI-ABA Course of Study on "Broker-Dealer Regulation," January 9, 1997

Choice of Entity for Entrepreneurs at Capital University Law School Symposium on Entrepreneurship and the Law, October 23, 1996.

Fiduciary Duty Contracts In Unincorporated Firms and Limited Liability And The Real World (the latter with Robert Hamilton) at Washington & Lee School of Law on November 15, 1996.

Co-moderated the ABA Real Property, Probate and Trust Law Section and Business Lawyer On-Line Symposium on the Future of Limited Liability Entities after "Check the Box," September 11-25, 1996, published in the February, 1997 issue of the Business Lawyer.

Presentations to the Fairfax Bar Association on November 13, 1996 and to the New Jersey State Bar Association Corporate and Business Law Section on November 20, 1996.

Speaker, October 4, 1996, Lewis & Clark Forum on Business Enterprises--The Next Century, Northwestern School of Law, Lewis & Clark College, Portland, Oregon

Workshop presentation, September 28, 1996, Canadian Law & Economics Association Annual Meeting, Toronto, Ontario, Canada

Speaker, May 4, 1996, George Mason University Law School Law and Economics Center Conference on *Roe, Strong Managers, Weak Owners*

Speaker, January 11, 1996, American Law Institute/American Bar Association 18th Annual Ali-Aba Course Of Study On Broker-Dealer Regulation.

Principal speaker January 6, 1996, Association of American Law Schools Annual Meeting, Section on Taxation, San Antonio, Texas

Comments on Notice 95-14, submitted to Internal Revenue Service, June 29, 1995; oral testimony July 20, 1995.

Principal speaker, February 17, 1995 at University of Colorado Law School symposium on limited liability entities, Boulder, Colorado

Principal speaker, March 10, 1995 at University of Cincinnati Law School symposium on limited liability entities, Cincinnati, Ohio

Speaker, Virginia Bar Association Winter Meeting, January 20, 1995

Speaker, Georgetown University Law School Conference on Law and Economics of Litigation Reform, October 28, 1994

Speaker, Conference on Richard Epstein's *Bargaining with the State*, George Mason University, March 30, 1994

Speaker, American Law Institute/American Bar Association program on broker-dealer regulation, Washington, D.C., January 13, 1994

Speaker, Association of American Law Schools Annual Meeting, January 7, 1994

Speaker at Cardozo/George Washington Law Review program on American Law Institute Principles of Corporate Governance, New York, October 15, 1993.

Presentation of workshop, Wharton School, University of Philadelphia, Philadelphia, October 14, 1993

Speaker, American Law & Economics Association Annual Meeting, May 1, 1993

Speaker at American Enterprise Institute program on Constitution and the Corporation, April 27, 1993

Speaker, National Conference of Law Reviews, March 17, 1993

Speaker, ABA Ad Hoc Committee on Limited Liability Companies, Program on Limited Liability Companies, Washington, D.C., November 19, 1992

Speaker, Conference on *The Economic Structure of Corporate Law*, George Mason University, May 18, 1992

Reporter, American Bar Association Ad Hoc Prototype Limited Liability Company Act Drafting Committee, 1992

Speaker, F. Hodge O'Neal Symposium on Corporate Governance, Washington University School of Law, November 9, 1991

Speaker, at ALI-ABA Course of Study on Broker-Dealer Regulation, Washington, D.C., January 10, 1991

Speaker at several continuing legal education programs in Georgia and Virginia.

Testimony before the U.S. House Committee on Ways and Means Hearings on Tax Policy Aspects of Mergers and Acquisitions, January 31, 1989

Speaker at first University of Connecticut Law School Law & Economics Institute National Conference, April 14, 1989 (with Henry Butler)

Member, Executive Council, Association of American Law Schools Section on Business Associations (1985-88)

Principal drafter, Georgia version of the Uniform Partnership Act, adopted 1984, and the Georgia Revised Uniform Limited Partnership Act, adopted 1988.

Speaker, Southern Methodist University Products Liability Institute (1981).