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VILLANOVA UNIVERSITY SCHOOL OF LAW
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ACADEMIC AND PROFESSIONAL EXPERIENCE:

Associate Professor of Law, Villanova University School of Law, Villanova, Pennsylvania, August 2008 to present (Assistant Professor of Law from Fall 2005 to July 2008).

Courses Taught:

Business Organizations
Mergers and Acquisitions
Antitrust
Economic Analysis of Law

Committees and Service to the Law School:

Member of Academic Committee (2005-present)
Member of Legal Writing Advisory Committee (2007-present)
Academic Skills Workshop (2008-2009)
Faculty Moderator for Federalist Society (2006-present)
Faculty Moderator for St. Thomas More Society (2005-2006)

Other:

Searle Young Legal Scholar Research Fellowship (Spring 2010)

Visiting Professor of Law, University of Pennsylvania Law School, Philadelphia, Pennsylvania, Spring 2008.

Visiting Assistant Professor of Law, Benjamin N. Cardozo School of Law, Yeshiva University, New York, New York, Spring 2005.

John M. Olin, Jr. Research Fellow in Law, Columbia Law School, Columbia University, New York, New York, 2003-2004.

Columbia College Core Curriculum Preceptor (2001-2003) and Departmental Preceptor (2000), Columbia College, Columbia University, New York, New York.

Courses Taught:

Literature Humanities I
Literature Humanities II
Philosophical Classics

Associate, Wachtell, Lipton, Rosen & Katz, New York, New York, 1997-2000.

EDUCATION:

Columbia Graduate School of Arts and Sciences (Philosophy Department), Columbia University, New York, New York, M. Phil. (2000), M.A. (1994).

Mellon Fellowship in the Humanities (Woodrow Wilson National Fellowship Foundation)
Western Civilization Fellowship (Intercollegiate Studies Institute)
Columbia University Faculty Fellowship (1992-1993, 1993-1994) and Presidential Fellowship (2000-2001)
Qualifications in *Logic, Moral Philosophy, Philosophy of Science* and *Philosophy of Language*

Yale Law School, Yale University, New Haven, Connecticut, J.D., 1997.

Yale Law Journal, Senior Editor
Yale Law & Business Forum, Co-Chairman & Budget Officer
Yale Journal on Regulation (1995)
Olin Fellow in Law, Economics & Public Policy

Columbia College, Columbia University, New York, New York, B.A. (Philosophy and Mathematics), 1992.

Class Salutatorian
Summa Cum Laude
Phi Beta Kappa, New York Delta (Autumn, 1991)

PUBLICATIONS:

Articles and Book Chapters:

Morality in a Market Bubble, ___ U. Dayton L.Rev. ___ (forthcoming).

Canceling the Deal: Two Models of Material Adverse Change Clauses in Business Combination Agreements, 31 Cardozo L. Rev. 99 (2009) (http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1479946).

The Economics of Deal Risk: Allocating Risk Through MAC Clauses in Business Combination Transactions, 50 William & Mary L.Rev. 2007 (2009) (http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1375143).

Wrongful Omissions by Corporate Directors: Stone v. Ritter and Adapting the Process Model of the Delaware Business Judgment Rule, 10 Penn. J. Bus. & Emp. L. 783 (2008) (http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1157169).

Achilleus Now: Core Texts, the Good Life, and Democratic Society in Darcy Wudel, Scott Lee and Patrick Malcolmson, eds., *The Place of Core Texts: Selected Papers from the Ninth Annual Conference of the Association for Core Texts* (University Press of America, 2008) (http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1157171).

The Coase Theorem and the Preferential Option for the Poor, 5 J. Catholic Social Thought 65 (2008) (http://papers.ssrn.com/sol3/papers.cfm?abstract_id=1157160).

Shorter Articles, Opinion Pieces and Popular Essays:

Hexion v. Huntsman: Elaborating the Delaware MAC Standard, 10 Engage 20 (2009).

Intervention and Free Markets, CFA Magazine 8 (November/December 2008).

CEOs Are Only Human, CFA Magazine 6 (July/August 2008).

The End of the Road for Dr. Miles: Leegin Creative Leather Products, Inc. v. PSKS, Inc., 8 Engage 40 (2007).

United States v. Stein: Unconstitutionality of Prosecutorial Consideration of a Corporation's Advancing Legal Fees and Expenses to Employees in Corporate Charging Decisions, 7 Engage 49 (October 2006).

For Catholics, Abortion is the Issue (Belief.net, October 30, 2006).

Design, Science, and Philosophy: An Exchange, 164 First Things 5 (June/July 2006).

Darwin in Dover, PA, 162 First Things 9 (April 2006).

Two Bases of Morality in Catholic Theology, Dappled Things (Advent, 2005)
(<http://www.dappledthings.org/advent05/essay05.php>).

The Legal Death of Terri Schiavo, 153 First Things 49 (May 2005) (anthologized in OrthodoxyToday.org).

Religion Uniquely Disqualified, 144 First Things 8 (June/July 2004).

A Jury of One's Godless Peers, 141 First Things 11 (March 2004).

Book Reviews:

Review of Karel Kurst-Swanger, *Worship and Sin: An Exploration of Religion-Related Crime in the United States*, __ J. Cont. Rel. __ (forthcoming).

Rights in Abstraction, __ Faith & Philosophy __ (forthcoming) (reviewing Michael J. Perry, *Toward a Theory of Human Rights* (2007)).

Lawless Ends, 179 First Things 52 (January 2008) (reviewing Brian Z. Tamanaha's *Law as a Means to an End* (2006)).

Servants of One Sovereign Master, 134 First Things 51 (June/July 2003) (reviewing Jeremy Waldron's *God, Locke and Equality* (2002)).

Posner's Laws of Pragmatism, 118 First Things 54 (December 2001) (reviewing Richard Posner, *Frontiers of Legal Theory* (2001)).

Good Intentions, 112 First Things 41 (April 2001) (reviewing John E. Coons and Patrick M. Brennan, *By Nature Equal* (1999)) (Anthologized by MagPortal.com).

An Equal Division of Property, 110 First Things 49 (February 2001) (reviewing Ronald Dworkin, *Sovereign Virtue* (2000)) .

Translations:

Thomas Aquinas: On Being and Essence, in James C. Swindal and Harry J. Gensler, *The Sheed & Ward Anthology of Catholic Philosophy 192-200* (2005) (partial translation of St. Thomas Aquinas, *De Ente et Essentia*).

On Being and Essence, Internet Medieval Sourcebook <<http://www.fordham.edu/halsall/basis/aquinas-esse.html>> (1997) (translation of St. Thomas Aquinas, *De Ente et Essentia*).

On the Eternity of the World, Internet Medieval Sourcebook <<http://www.fordham.edu/halsall/basis/aquinas-eternity.html>> (1997) (translation of St. Thomas Aquinas, *De Aeternitate Mundi*).

Published Correspondence:

Darwin's Designs, 162 First Things 2 (April 2006).

Schiavo Under the Law, 156 First Things 6 (October 2005).

Godless Juries, 144 First Things 5 (June/July 2004).

Scandal Time III, 128 First Things 7 (2002).

Aristotle's World View, New York Times Book Review (August 2, 1998).

Blogging:

Regular contributor to *On the Square*, the blog of *First Things* (www.firstthings.com)

Member of Truth on the Market (www.truthonthemarket.com)

SELECTED PRESENTATIONS, MEDIA APPEARANCES AND EXPERT TESTIMONY:

Ethics in a Market Bubble, Symposium Presentation at The Fallout from the Bailout: The Impact of the 2008 Bailout on Lending Regulation, Securities Regulation, and Business Ethics, University of Dayton School of Law, Dayton, Ohio (March 20, 2009).

Ethical and Religious Perspectives on the Financial Crisis of 2008, Presentation at the Lumen Christi/Christian Legal Fellowship Conference, San Diego, California (January 10, 2009).

The Financial Crisis of 2008: Causes and Cures, Presentation to Villanova Law School Alumni, Boston, Massachusetts (December 4, 2008).

The Financial Crisis, Collective Action Problems and Government Intervention in the Market, Panel Discussion for Villanova Law School Alumni, Philadelphia, Pennsylvania (November 17, 2008).

Financial Crisis of 2008, Panel Discussion at the Villanova University School of Law (September 22, 2008).

Delaware Tonight, WHYY Television (discussing the Catholic vote in the upcoming presidential election) (October 10, 2008).

Testimony Before the Pennsylvania Senate Appropriations Committee on S.B. 1250, Harrisburg, Pennsylvania (April 29, 2008) (available online at <http://www.firstthings.com/onthesquare/?p=1091>).

Foundations of Virtue Ethics (Guest Lecture in Christopher R. Roberts, *Seminar on Natural Law*, Villanova University, March 13, 2008).

Wrongful Omissions by Corporate Directors: Adapting the Process Model of the Delaware Business Judgment Rule, (Faculty Exchange Workshop, Loyola University/Chicago, March 11, 2008; Cincinnati University, February 8, 2008; Hofstra University School of Law, April 23, 2007).

Institute for Law and Economics Chancery Court Program: Say on Pay—A Positive Contribution to Corporate Effectiveness or an Unprincipled and Costly Incursion into Director Authority? (University of Pennsylvania, March 4, 2008) (Invited Participant).

MACs, Big MACs and Whoppers: The Economics of Deal Risk (Federalist Society Faculty Conference, New York, NY, January 4, 2008).

Institute for Law and Economics Corporate Roundtable (University of Pennsylvania, December 14, 2007) (Invited Participant).

Philosophical Liberalism and Pragmatic Liberalism (Society for the Scientific Study of Religion, Tampa, FL, November 4, 2007).

Eugene P. and Delia S. Murphy Conference on Corporate Law (Fordham University School of Law, October 17-18, 2007) (Invited Participant).

Ten Theses Even Milton Friedman Doesn't Believe (Responding to Daniel K. Finn, *Ten Libertarian Heresies That Tempt Neo-Conservative Catholics to Stray from Catholic Social Thought*, Symposium on Catholic Social Thought and the Law, September 21, 2007).

Conference on Science, Philosophy and Theology, University of Chicago/Lumen Christi Institute (University of Chicago, May 24-25, 2007) (Invited Participant).

The Theological Notes and Catholic Teaching on the Death Penalty (Theology on Tap, St. Mary's Parish, Annapolis, Maryland, March 6, 2007).

Foundations of Christian Ethics (Invited Lecture, Newman Club of the University of Pennsylvania, February 28, 2007).

Why Be Moral? (Invited Lecture, The Serra Club of Philadelphia, January 16, 2007).

The Coase Theorem Does Not Presuppose That Parties Have 'Adequate Resources' to Negotiate: Comment's on Peter T. Wendell's The Coase Theorem and the Preferential Option for the Poor: Strange Bedfellows (Responding to Professor Peter Wendell, Symposium on Catholic Social Thought and the Law, October 26, 2006).

Maximizing Shareholder Value in the Good Company (Invited Panelist, The Good Company: Catholic Social Thought and Corporate Social Responsibility in Dialogue, Sixth International Conference on Catholic Social Thought and Management Education, Pontifical University of St. Thomas (Angelicum), Rome, Italy, October 5-7, 2006).

The Interpersonal Nature of the Good and the Principle of Church Autonomy (responding to Professor Richard W. Garnett, Scarpa Conference on Catholic Legal Studies, Villanova University, September 15, 2006).

Human Beings, Human Persons and the Basis of Morality (University Faculty for Life, Life and Learning Conference XVI, Villanova University, June 2-4, 2006).

Hemispheric Trade Conference (Invited Panelist, Panel on Corporate Governance, Paul M. Hebert Law Center, Louisiana State University, April 25-27, 2006).

Intelligent Design After Kitzmiller v. Dover Area School District (Panel Discussion at Villanova University School of Law, April 11, 2006).

Directors as Advisors, Faculty Exchange Workshop (Stetson University College of Law, April 4, 2006).

Human Beings and Human Persons: Legal Implications of Debates About the Soul (Thomistic Studies: On the Soul, Institute of the Incarnate Word, Bishop Sheen Residence and House of Formation, March 17, 2006).

The Miers-Alito Nomination to the US Supreme Court (Federalist Society and American Constitution Society, Villanova University School of Law, November 2, 2005).

The Depopulation of Hell (Theology on Tap, St. Mary's Parish, Annapolis, Maryland, November 8, 2005).

Kant and Christian Ethics (Invited Lecture, Legatus of Manhattan, November 11, 2004).

Resistance Against Modernity: Eric Voegelin and The New Science of Politics (Invited Participant, Intercollegiate Studies Institute, June 11-13, 2004).

Liberty and Liberal Education (Invited Participant, Intercollegiate Studies Institute, April 22-25, 2004).

Achilleus Now: Core Texts, the Good Life and Democratic Society (Invited Panelist, Association for Core Texts and Courses, April 3-6, 2003).

The Death Penalty and Christian Justice (Invited Lecture, Augustine Club of Columbia University, February 25, 2003).

Towards a Virtuous and Free Society (Invited Participant, Acton Institute, August 16-19, 2001).

Foundations of Virtue Ethics (Invited Lecture, Aquinas Institute, Princeton University, May 2, 2001).

PROFESSIONAL AND SERVICE ORGANIZATIONS:

St. Thomas More Society of Philadelphia, Board of Governors (2005 to present), Vice President (2007 to present)
Federalist Society for Law and Public Policy Studies, Member (1992 to present), Executive Committee of Corporations, Securities and Antitrust Practice Group (2006 to present)

MEMBER OF THE BAR:

New York
Pennsylvania

PERSONAL:

Born September 9, 1970
Married to Jennifer L. Miller