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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 from Fall 2005 to July 2008).

Business Organizations
Mergers and Acquisitions
Antitrust
Economic Analysis of Law

Searle Young Scholars Research Fellowship (2009-2010)

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

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

Mergers and Acquisitions

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

Corporations and Corporate Accounting
Mergers and Acquisitions

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.

Literature Humanities I
Literature Humanities II
Philosophical Classics

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

Publicis-Frankel & Co. Had primary authority for representation of Publicis, S.A. in related cash acquisitions of Frankel & Co. and its affiliate Marketing Events, Inc. in transaction valued by financial press at \$160 million; had sole responsibility for drafting and negotiating security purchase agreements and advising clients about legal and business risks.

CSX-Maersk. Acted as senior associate in representation of CSX Corporation and its subsidiary Sea Land Service, Inc. in \$800 million mixed stock and asset sale of Sea Land's international shipping business to Maersk. Had primary authority

for coordinating action by more than fifty in-house lawyers and other outside counsel to effect transactions in over ninety jurisdictions worldwide, for negotiating sections of purchase agreement, disclosure schedules and transition service agreements, for structuring transaction within debt covenants and obtaining consents from lenders, and for supervising simultaneous worldwide closings. Had primary authority to manage transaction for extended periods during preliminary negotiations.

Publicis-EvansGroup. Had primary authority for representation of Publicis, S.A. in cash acquisition of EvansGroup, Inc. in transaction valued by financial press at \$45 million; had sole responsibility for drafting and negotiating merger agreement, advising clients about legal and business risks, supervising target's shareholder meeting, and closing transaction.

Publicis-Burrell Communications Group. Had primary authority for representation of Publicis, S.A. in cash acquisition of 49% minority interest in Burrell Communications Group, Inc. in transaction valued by financial press at \$15 million; had sole responsibility for drafting and negotiating security purchase agreement and complex corporate governance agreements, for advising clients about legal and business risks, and closing transaction.

Publicis-Lobsenz-Stevens. Had primary authority for representation of Publicis, S.A. in cash acquisition of Lobsenz-Stevens, Inc. in transaction valued by financial press at \$5 million; had sole responsibility for drafting and negotiating security purchase agreement, advising clients about legal and business risks, and closing transaction.

Publicis-Gramercy Group. Had primary authority for representation of Publicis, S.A. in related cash acquisitions of Gramercy Group, Inc. and Gramercy Marketing Services, Inc. in transaction valued by financial press at \$15 million; had sole responsibility for drafting and negotiating security purchase agreement, advising clients about legal and business risks, and closing of transaction.

Cardinal Health-Allegiance. Acted as senior associate in representation of Cardinal Health, Inc. in acquisition of Allegiance Corporation in \$5.5 billion stock-for-stock, pooling of interests transaction; assisted in drafting merger agreement, drafted portions of stock option agreement, and drafted joint proxy statement/prospectus and registration statement on Form S-4 (pre-screened by SEC for no-review).

Publicis-Hal Riney & Partners. Acted as senior associate in representation of Publicis, S.A. in cash acquisition of Hal Riney & Partners, Inc. in transaction valued by financial press at \$110 million; drafted stock purchase agreement; represented acquirer at closing of transaction.

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:

The Economics of Deal Risk: Allocating Risk Through MAC Clauses in Business Combination Transactions, 50 William & Mary Law Review ___ (2009).

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).

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).

Maximizing Shareholder Value in the Good Company (Proceedings of the Sixth International Conference on Catholic Social Thought and Management Education, Pontifical University of St. Thomas, Rome, October 5-7, 2006, available at <http://www.stthomas.edu/cathstudies/cst/conferences/thegoodcompany/GoodCompanyPapers.html>).

Opinion Pieces and Popular Essays:

The Conservative Case for Government Intervention, CFA Magazine __ (forthcoming).

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

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:

Rights in Abstraction, __ Faith & Philosophy __ (forthcoming) (reviewing Michael J. Perry's *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:

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)
Metanexus Institute on Religion, Science and the Humanities, Member of Governing Board (2007 to present)

MEMBER OF THE BAR:

New York

PERSONAL:

Born September 9, 1970
Married to Jennifer L. Miller