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Professor of Law
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Academic and Professional Experience:

Professor of Law, Villanova University School of Law, Villanova, Pennsylvania, May 2011 to present (Associate Professor of Law, August 2008 to May 2011; Assistant Professor of Law, August 2005 to July 2008).

Courses Taught and Most Recent Student Evaluations:

Business Organizations	3.89/4.00
Mergers and Acquisitions	3.73/4.00
Antitrust	3.84/4.00
Economic Analysis of Law	3.81/4.00
Contracts	3.74/4.00

Committees and Service to the Law School:

Member of Academic Committee
Member of Legal Writing Advisory Committee
Member of Bar Passage Task Force
Member of Law School Rankings Task Force
Academic Skills Workshop

Associate Director, Matthew J. Ryan Center for the Study of Free Institutions and the Public Good, Villanova University, January 2010 to June 2011 (Acting Executive Director, August 2010 to June 2011).

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 Philosophy Department Preceptor (2000), Columbia College, Columbia University, New York, New York.

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.

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

Columbia College, Columbia University, New York, New York, B.A. (Philosophy and Mathematics), *summa cum laude* and Class Salutatorian, 1992.

Fellowships, Awards and Honors:

Searle Young Legal Scholar Research Fellowship (2010).
John M. Olin, Jr., Research Fellowship in Law (2003-2004).
Columbia University Presidential Fellowship (2000-2001).
Western Civilization Fellowship (Intercollegiate Studies Institute, 2002-2003).
Yale Law Journal, Senior Editor (1996-1997), Editor (1995-1996).
Yale Law & Business Forum, Co-Chairman and Budget Officer (1995-1997).
Yale Journal on Regulation, Member (1994-1995).
Olin Fellow in Law, Economics and Public Policy (1994-1997).
Mellon Fellowship in the Humanities (Woodrow Wilson National Fellowship Foundation, 1992).
Columbia University Faculty Fellowship (1992-1994).
Columbia College Class Salutatorian for Class of 1992.
Phi Beta Kappa, New York Delta (1991).

Publications:

Articles:

Negligence and the Business Judgment Rule: Economics and Finance (in progress).

Absolute Lock-Ups, Fiduciary Outs, and Directors as Advisors: Why Omnicare Was Right and Monty is Wrong (in progress).

What Really Happened in Smith v. Van Gorkom (in progress).

[*Oversight Liability for Risk Management Failures at Financial Firms*](#), 84 So. Cal. L. Rev. 47 (2011).

[*Canceling the Deal: Two Models of Material Adverse Change Clauses in Business Combination Agreements*](#), 31 Cardozo L. Rev. 99 (2009).

[*The Economics of Deal Risk: Allocating Risk Through MAC Clauses in Business Combination Transactions*](#), 50 William & Mary L. Rev. 2007 (2009), reprinted in 51 Corp. Pract. Comm. 481 (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).

Symposium Pieces:

[*The Board's Duty to Monitor Risk After Citigroup*](#), 12 Penn. J. Bus. L. 1153 (2010).

[*Morals in a Market Bubble*](#), 35 U. Dayton L. Rev. 113 (2009).

[*The Coase Theorem and the Preferential Option for the Poor*](#), 5 J. Catholic Social Thought 65 (2008).

[*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), republished in 5.4 *Dappled Things* 37 (2010).

Shorter Articles, Opinion Pieces and Popular Essays:

[*On Aristotle's Wide Applicability*](#), Public Discourse (March 15, 2011).

[*Waiting for St. Vladimir*](#), 210 *First Things* 37 (February 2011).

[*NOL Pill Reloaded: Selectica, Inc. v. Versata Enterprises, Inc.*](#), 11.2 *Engage* 15 (2010).

[*Lyondell Chemical Co. v. Ryan: Good Faith Comes to Revlon-land*](#), 11.1 *Engage* 14 (March 2010).

[*Hexion v. Huntsman: Elaborating the Delaware MAC Standard*](#), 10.1 *Engage* 20 (February 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.*](#), 8.4 *Engage* 40 (October 2007).

[*United States v. Stein: Unconstitutionality of Prosecutorial Consideration of a Corporation's Advancing Legal Fees and Expenses to Employees in Corporate Charging Decisions*](#), 7.2 *Engage* 49 (October 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).

The Legal Death of Terri Schiavo, 153 *First Things* 49 (May 2005).

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 Thomas G. Kirsch and Bertram Turner](#), *Permutations of Order: Religion and Law as Contested Sovereignties*, 23.3 *J. Cont. Rel.* 471 (2010).

[Review of Karel Kurst-Swanger](#), *Worship and Sin: An Exploration of Religion-Related Crime in the United States*, 24 *J. Cont. Rel.* 393 (2009).

[*Rights in Abstraction*](#), 26 *Faith & Philosophy* 472 (2009) (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)).

[*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* (1997) (translation of St. Thomas Aquinas, *De Ente et Essentia*).

[On the Eternity of the World](#), Internet Medieval Sourcebook (1997) (translation of St. Thomas Aquinas, *De Aeternitate Mundi*).

Selected Presentations, Media Appearances and Expert Testimony:

Defending the Corporation Against Activist Shareholders: Private-Ordering Responses to Federally-Mandated Shareholder Access to the Corporate Ballot, Invited Panelist at Corporate Governance and Business Ethics in a Post-Crisis World, Notre Dame Law School (March 31, 2011-April 1, 2011).

Oversight Liability for Risk-Management Failures at Financial Firms, Faculty Exchange Workshop, Boston College Law School (October 1, 2010); Temple University Beasley School of Law (January 31, 2011).

Defending the Corporation Against Activist Shareholders After Dodd-Frank, Invited Panelist at Navigating the Dodd-Frank Financial Reform Bill: Policies, Practices and Implementation, Villanova Law School (December 1, 2010).

The Extent and Causes of Moral Disagreement—Reflections on Alasdair MacIntyre’s “Intractable Moral Disagreements,” Invited Panelist at Catholic Legal Theory Conference, Loyola University of Chicago School of Law (May 26, 2010).

A Board’s Duty to Monitor Risk After Citigroup, Invited Panelist at Navigating the Storm: The Regulatory Response and Reform Agenda in the Wake of a Financial Crisis, University of Pennsylvania Law School (February 15, 2010).

The Free Market and the Financial Crisis, Invited Participant at Federalist Society for Law and Public Policy Studies Faculty Division Colloquium (New York, July 9-10, 2009).

Morals 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).

The 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).

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 of Chicago School of Law (March 11, 2008); Cincinnati University Law School (February 8, 2008); Hofstra University School of Law (April 23, 2007).

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

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

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

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, Villanova University (September 21, 2007).

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

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

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, Invited Panelist at Villanova University School of Law (April 11, 2006).

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

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

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

Bar Admissions:

New York (1998)

Pennsylvania (2008)

Personal:

Born September 9, 1970

Married to Jennifer L. Miller