

Lyman P.Q. Johnson
Robert O. Bentley Professor of Law
Washington and Lee University
School of Law
4010 Lewis Hall
Lexington, Virginia 24450,
and
Professor of Law
University of St. Thomas School of Law
1000 La Salle Avenue
Minneapolis, MN 55403-2015

(540) 458-8515 (office)

(540) 460-1484 (cell)

johnsonlp@wlu.edu

RESUME OF LYMAN JOHNSON

- PERSONAL:** Lyman Paul Quentin Johnson; Lexington, Virginia 24450
Birth Date: September 26, 1951; Married; Two Children
Telephone: (540) 460-1484
E-mail: johnsonlp@wlu.edu
- EDUCATION:** University of Minnesota Law School (J.D. 1978), Magna Cum Laude.
Dean's List, "A" average, 1975-76 and 1976-77.
- Carleton College (B.A. 1973). Graduated Magna Cum Laude with Distinction in Economics. Member of Phi Beta Kappa. Recipient of the Dana Award for Personal Achievement, which is given to one senior male for scholarship, leadership, and character. Received two varsity letters in basketball.
- EMPLOYMENT:** July 2008-Present. Professor of Law and, from 2008-2014, LeJeune Distinguished Chair in Law, University of St. Thomas School of Law; Fellow in the Holloran Center. Teaching Business Law courses.
- July 1985-Present. Currently Robert O. Bentley Professor of Law, Washington and Lee University School of Law. One of the two inaugural holders of endowed chairs at the Law School. Teaching Partnerships, Corporation Law, Corporate Finance, Securities Regulation, Seminars on Hostile Takeovers and Business Restructurings, Business Planning.
- January-May 2007. Distinguished Visiting Professor of Law, University of St. Thomas School of Law (Minneapolis, MN).
- Spring 1990. Academic Visitor, Oxford University, doing research on sabbatical.
- 1985-Present. Consultant or expert witness on numerous corporate and securities law issues. (See attached listing).
- July 1984-July 1985. Visiting Professor on a full-time basis at William Mitchell College of Law, St. Paul, Minnesota. Taught Corporation Finance, Business Organizations, and a seminar on Real Estate Syndications. Of Counsel to Stacker & Ravich.
- November 1978-July 1984. Attorney (as associate and then partner) with the Minneapolis-St. Paul law firm of Stacker & Ravich (merged with firm now known as Robins Kaplan LLP). Member of firm Executive Committee, 1983-84. Engaged in a general commercial practice, working with business clients in the area of corporate, securities, tax, real estate,

partnership, and business planning law. I also handled a variety of litigation matters.

Summer 1981. Language Instructor, Language Institute of Japan, Odawara, Japan. Taught English language and other cultural skills needed in conducting international trade to middle and upper management Japanese businessmen.

Summer 1974 to Summer 1975. Research Analyst with the Health Manpower Division of Interstudy. Interstudy is a policy-oriented research firm examining major issues in the delivery of human services, especially health and welfare. Responsible for the conceptual and economic analysis on major projects for HEW (HHS) and the National Science Foundation.

March 1974 to June 1974. Assistant Instructor of Economics, Carleton College. First graduate of Carleton to be appointed by the Dean to a teaching position upon graduation. This was a temporary appointment and involved teaching Principles of Economics.

TEACHING

AREAS: Agency Law, Partnerships, Corporation Law, Securities Regulation, Business Planning.

SCHOLARSHIP: See list attached; several research projects are in progress.

PRESENTATIONS: I have spoken at dozens of academic and continuing legal education conferences on business law and securities law issues. For example, I have spoken at the annual meeting of the Association of American Law Schools on several occasions, and at conferences held at, among other places, Berkeley, Cardozo, Emory, Georgetown, George Washington, Maryland, Michigan, Notre Dame, Penn, Tulane, UCLA, and Vanderbilt Law Schools.

MEMBERSHIPS: American Law Institute, American Bar Association (Section of Business Law), Virginia State Bar Association (associate status), Phi Beta Kappa

Past Chair and Executive Committee, Section of Agency, Partnerships, and LLCs, Association of American Law Schools

Founding Member of the Executive Committee, Section on Transactional Lawyering, Association of American Law Schools

American Law Institute, Consultative Group, Non-Profit Organizations

UNIVERSITY
AND
COMMUNITY
SERVICE:

Past lecturer on Corporations for Virginia bar review.

I have frequently served as a member of numerous committees, including, Law School Appointments Committee, Frances Lewis Law Center Committee, Dean Search Committees, Educational Planning and Curriculum Committee, Library Committee, tenure committees, Dean's Advisory Group, and the support and evaluation committee of untenured faculty members. I have also served on the President's Advisory Committee and Consultative Committee, and I served on the University's Strategic Planning and Consolidation Committee. I also served as the first Law School representative at the Board of Trustee meetings and initiated the Leaders in Law and Commerce Program.

I have organized and participated in major corporate law academic conferences at Washington and Lee. I have also organized and participated in conferences for members of the practicing bar at W&L.

In the Lexington community, for many years I coached baseball and basketball for the Rockbridge Area Recreation Organization, and served as a lay leader in my church.

I regularly host a Bible study for W&L Law students.

Publications
of
Lyman Johnson

Managerial Duties in Social Enterprise – the Public Benefit Corporation, in *The Cambridge Handbook of Social Enterprise Law* (B. Means & J. Yockey, eds., Cambridge University Press) (forthcoming 2018).

Dominance By Inaction: Delaware's Long Silence On Corporate Officers, in *Can Delaware Be Dethroned? Evaluating Delaware's Dominance of Corporate Law*, (S. Bainbridge, ed., Cambridge University Press) (forthcoming 2018).

Corporate Law and the History of Corporate Social Responsibility, in *Research Handbook on the History of Company and Corporate Law*, (H. Wells, ed., Edward Elgar Press) (forthcoming 2018).

Law, Agape, and the Corporation in *AGAPE AND LAW* (R. Cochran & Z. Colao, eds., Cambridge Univ. Press) (2017).

Protecting Mutual Fund Investors: An Inevitable Eclecticism, in *Research Handbook on Mutual Funds* (W. Birdthistle & J. Morley, eds., Elgar Publishing) (forthcoming 2017).

Relating Fiduciary Duties to Corporate Personhood and Corporate Purpose, in *Research Handbook on Fiduciary Law* (A. Gold & G. Smith, eds., Elgar Publishing) (forthcoming 2017).

Justice Stevens and Securities Law, 12 *Journal of Law, Economics, and Public Policy* 77 (peer reviewed) (with J. Cantone) (2016).

The Re-Configuring of *Revlon*, in *Research Handbook on Mergers and Acquisitions* (S. Davidoff Solomon & C. Hill, eds., Elgar Publishing) (forthcoming 2016).

Corporate Law After *Hobby Lobby* (with D. Millon), 70 *THE BUSINESS LAWYER* 1 (2015).

The Still-Dwindled *Revlon* (with R. Ricca), 1 *WASH. & LEE L. REV. ONLINE* (2014).

M&A As One Component Of A Business Planning Course (with Sean Leuba), 3 *AMERICAN UNIVERSITY BUSINESS LAW REVIEW* 99 (2014).

Law and the History of Corporate Responsibility: Corporate Governance, 10 *UNIVERSITY OF ST. THOMAS LAW JOURNAL* 974 (2014).

The Dwindling of *Revlon* (with R. Ricca), 71 *WASHINGTON & LEE LAW REVIEW* 167 (2014).

Dynamic, Virtuous Fiduciary Regulation, in *Festschrift in honor of Christian Kirchner* (2014).

Corporations and the Law, *WILEY ENCYCLOPEDIA OF MANAGEMENT* (3rd ed., 2014).

Unsettledness in Delaware Corporate Law: Business Judgment Rule, Corporate Purpose, 38 DELAWARE JOURNAL OF CORPORATE LAW 405 (2013).

Pluralism in Corporate Form: Corporate Law And Benefit Corps, 25 REGENT LAW REVIEW 269 (2013).

Why Register Hedge Fund Managers?, 70 WASHINGTON & LEE LAW REVIEW 713 (2013).

Rethinking How Business Purpose is Taught in Catholic Business Education, (with Michael Naughton & William Bojans), 32 JOURNAL OF CATHOLIC HIGHER EDUCATION 59 (2013).

Reforming the Third Year of Law School (book chapter with R. Danforth and D. Millon), in REFORMING LEGAL EDUCATION (D. Moss & D. Curtis, eds., 2012).

Gender in the Supreme Court: Securities Law, 33 RUTGERS WOMEN'S RIGHTS LAW REPORTER 1 (2012).

Law and Legal Theory in the History of Corporate Responsibility: Corporate Personhood, 35 SEATTLE LAW REVIEW 1521 (2012).

Debarring Faithless Corporate and Religious Fiduciaries in Bankruptcy, 19 AMERICAN BANKRUPTCY INSTITUTE LAW REVIEW 523 (2011).

Reality Check on Officer Liability (with Ricca), 67 BUSINESS LAWYER 75 (2011).

Delaware's Non-Waivable Duties, 91 BOSTON UNIVERSITY LAW REVIEW 701 (2011).

Beyond The Inevitable and Inadequate Regulation of Bankers, 8 UNIVERSITY OF ST. THOMAS LAW JOURNAL 29 (2011).

Enduring Equity in the Close Corporation, 33 WESTERN NEW ENGLAND LAW REVIEW 313 (2011).

Innovative Transactional Pedagogies, 12 TRANSACTIONAL BUSINESS LAW REVIEW 243 (2011).

Techniques to Teach Substance and Skill in Contract Drafting: In-Office Meetings and Analytical Memos, 11 TRANSACTIONS: THE TENNESSEE JOURNAL OF BUSINESS LAW ____ (2011).

Re-Enchanting Corporate Law, 1 WILLIAM AND MARY BUSINESS LAW JOURNAL 83 (2010).

Joe – A Tribute, 67 WASHINGTON & LEE LAW REVIEW 12 (2010).

Counter-Narrative In Corporate Law: Saints And Sinners, Apostles And Epistles, 2009 MICHIGAN STATE LAW REVIEW 847 (2009).

Corporate Law Professors As Gatekeepers, 6 UNIVERSITY OF ST. THOMAS LAW JOURNAL 447 (2009).

Are Corporate Officers Advised About Fiduciary Duties?, 64 THE BUSINESS LAWYER 1105 (2009).

A Role For Law and Lawyers in Educating (Christian) Business Managers, available at: <http://papers.ssrn.com/abstract=1260979>.

A Fresh Look at Director Independence in Mutual Fund Fee Litigation: *Gartenberg* at Twenty-Five, 61 VANDERBILT LAW REVIEW 497 (2008).

Having The Fiduciary Duty Talk: Model Advice for Corporate Officers (and other Senior Agents), 63 BUSINESS LAWYER 147 (2007).

(Not) Advising Corporate Officers About Fiduciary Duties, 42 WAKE FOREST LAW REVIEW 663 (2007) (with Rob Ricca).

Roger – A Tribute, 64 WASHINGTON & LEE LAW REVIEW 20 (2007).

Faith and Faithfulness in Corporate Theory, 56 CATHOLIC UNIVERSITY LAW REVIEW 1 (2006).

Recalling Why Corporate Officers Are Fiduciaries, 46 WILLIAM AND MARY LAW REVIEW 1597 (2005) (with David Millon). Reprinted in 47 Corporate Practice Commentator 785 (2005).

Corporate Officers and the Business Judgment Rule, 60 BUSINESS LAWYER 439 (2005) (selected as one of the “Top 10” corporate law articles for 2005).

The Audit Committee’s Ethical and Legal Responsibilities, 60 SOUTH TEXAS LAW JOURNAL 27 (2005).

The Sarbanes Oxley Act and Fiduciary Duties, 30 WILLIAM MITCHELL LAW REVIEW 1149 (2004) (with Mark Sides).

After Enron: Loyalty Discourse in Corporate Law, 28 DELAWARE JOURNAL OF CORPORATE LAW 27 (2003).

Reclaiming an Ethic of Corporate Responsibility, 70 GEORGE WASHINGTON LAW REVIEW 957 (2002).

The Social Responsibility of Corporate Law Professors, 76 TULANE LAW REVIEW 1483 (2002).

Annual Survey of Virginia Law – Corporate and Business Law, 35 UNIVERSITY OF RICHMOND LAW REVIEW 499 (2001).

The Modest Business Judgment Rule, 55 BUSINESS LAWYER 625 (2000).

Misunderstanding Director Duties – The Strange Case of Virginia, 56 WASHINGTON & LEE LAW REVIEW 1127 (1999).

Rethinking Judicial Review of Director Care, 24 DELAWARE JOURNAL OF CORPORATE LAW 787 (1999).

New Approaches to Corporate Law, 50 WASHINGTON & LEE LAW REVIEW 1713 (1993).

Corporate Takeovers and Corporate Law: Who's in Control?, 61 GEORGE WASHINGTON LAW REVIEW 1177 (1993) (with David Millon).

Individual and Collective Sovereignty in the Corporate Enterprise, 92 COLUMBIA LAW REVIEW 2215 (1992).

Securities Fraud and the Mirage of Repose, 1992 WISCONSIN LAW REVIEW 607 (1992). Reprinted in 1993 SECURITIES LAW REVIEW.

Making (Corporate) Law in a Skeptical World, 49 WASHINGTON & LEE LAW REVIEW 161 (1992). Reprinted in 34 Corporate Practice Commentator 367 (1992).

Sovereignty Over Corporate Stock, 16 DELAWARE JOURNAL OF CORPORATE LAW 485 (1991).

The Case Beyond *Time*, 45 BUSINESS LAWYER 2105 (1990) (with David Millon). Abstracted in 4 Bowne Digest for Corporate and Securities Lawyers 5 (October, 1990).

The Delaware Judiciary and the Meaning of Corporate Life and Corporate Law, 68 TEXAS LAW REVIEW 865 (1990).

Missing the Point About State Takeover Statutes, 87 MICHIGAN LAW REVIEW 846 (1989) (with David Millon). Reprinted in 31 Corporate Practice Commentator 581 (1990).

The Reincarnation of Rule 152: False Hope on the Integration Front, 46 WASHINGTON & LEE LAW REVIEW 539 (1989) (with Steve Patterson). Abstracted in 4 Bowne Digest for Corporate and Securities Lawyers 3 (1990).

Misreading the Williams Act, 87 MICHIGAN LAW REVIEW 1862 (1989) (with David Millon). Reprinted in 33 Corporate Practice Commentator 221 (1991). Abstracted in 3 Bowne Digest for Corporate and Securities Lawyers 3 (November 1989).

Does the Federal Williams Act Pre-empt State Common Law in Hostile Takeovers? 16 SECURITIES REGULATION AND LAW JOURNAL 336 (1989) (with David Millon). Abstracted in 3 Bowne Digest for Corporate and Securities Lawyers 6 (March 1989).

State Takeover Statutes: Constitutionality, Community, and Heresy, 45 WASHINGTON & LEE LAW REVIEW 1051 (1988).

The Eventual Clash Between Judicial and Legislative Notions of Target Management Conduct, 14 JOURNAL OF CORPORATION LAW 35 (October 1988). Abstracted in 3 Bowne Digest for Corporate and Securities Lawyers 4 (April 1989).

The Financially Distressed Real Estate Partnership (with James Frenzel) in Third Annual Mid Atlantic Institute on Bankruptcy and Reorganization Practice (1988).

State Takeover Statutes: The Race to Where? in Hostile Takeovers – 1988 Upper Midwest Update.

Corporate Takeovers and Corporations: Who Are They For? 43 WASHINGTON & LEE LAW REVIEW 781 (Summer 1986).

Minnesota's Control Share Acquisition Statute and the Need for New Judicial Analysis of State Takeover Legislation, 12 WILLIAM MITCHELL LAW REVIEW 183 (Winter 1986).

Lyman Johnson
Legal Consulting or Expert Witness Testimony (Recent)

In re Licking River Mining, LLC, et al., Phaedra Spradlin, Chapter 7 Trustee v. East Coast Miner, LLC, et al. (U. S. Bankruptcy Court, E. D. Kentucky). Consulting and testifying expert in fiduciary duty litigation under Delaware law. Working with attorneys for Defendants, Jackson Kelly, (July 2017-).

Thomas Gaughan, et al. v. NSC Global, Inc., (Arbitration before the American Arbitration Association). Consulting expert in fiduciary duty claims under New Jersey LLC law. Working with attorneys for Defendants, Zashin & Rich, (settled) (April-June, 2017).

Jacqueline Bogle Meuse, et al., v. Bruce Henry, et al., (Arbitration before the American Arbitration Association). Consulting and testifying expert witness in claims under Virginia LLC law and Delaware corporate law. Working with attorneys for Claimants, Craddock Law firm (February 2016-).

Hampton B. Luzak v. Travis Bryant and Coastal Forest Resources Company, et al., (United States District Court, E. D. Va., Alexandria Division). Consulting and testifying expert in corporate invalidating and fiduciary duty litigation under Virginia law. Working with attorneys for Plaintiff, King & Spalding (2016-).

In re MF Global Holdings LTD., et al., v. Jon S. Corzine, Bradley I. Abelow, and Henri J. Steenkamp. (United States District Court, S. D. N.Y.). Consulting and testifying expert in fiduciary duty litigation under Delaware law. Working with attorneys for Plaintiff (Nader Tavakoli, Trustee), Jones Day (Settled). (2015-2016).

Land & Buildings Capital Growth Fund, L. P., et al., v. The Macerich Company, et al. (Circuit Court, City of Baltimore, Maryland). Consulting expert in corporate litigation under Maryland law. Working with attorneys for Plaintiff, Whiteford, Taylor & Preston, and Schulte, Roth, Zabel (Settled). (2015).

Stradtman v. Republic Services, Inc., et al. (U. S. Dist. Court, E. D. Va., Alexandria Division). Consulting and testifying expert in officer fiduciary duty issue under Delaware law. Working with Seyfarth Shaw, counsel for Defendants (Summary Judgment for Defendants) (February 2015-May 20215).

In re RoomStore, Inc., Lynn L. Tavenner, Chapter 7 Trustee, v. Steven L. Gidumal (U. S. Bankruptcy Court, E. D. Va.). Consulting and testifying expert in fiduciary duty litigation under Virginia law. Working with attorneys for Plaintiff, Whiteford, Taylor & Preston (Settled) (2014-2015).

In re Medtronic, Inc. Stockholder Litigation, (County of Hennepin, MN). Consulting and testifying expert in corporate and fiduciary duty litigation under Minnesota law. Working with Dorsey & Whitney, counsel for Defendants Medtronic and Medtronic directors (Plaintiff Motion for Injunction Denied) (December 2014).

Judy Edwards, et al., v. IVC-USA, Inc. (Circuit Court, Mecklenburg County, Virginia). Consulting and testifying expert for Petitioners in corporate dissolution litigation under Virginia law. Working with Stoll Keenon Ogden, counsel for Petitioners (Settled). (2013-2014).

John P. Snyder, Individually and Derivatively, as Shareholder on Behalf of EPI Corporation and as Member on Behalf of Kentucky Centure Fund, LLC v. Max G. Baumbardner, et al. (Circuit Court, County of Jefferson, Kentucky). Consulting and testifying expert in fiduciary duty litigation under Kentucky law. Working with Fultz Maddox Hovious & Dickens, Counsel for plaintiff. (Settled). (2013-2014).

Curtis Dixon Colgate, et al., derivatively for the Disthene Group, Inc. and its Subsidiaries v. Gene Dixon, Jr., et al. (Circuit Court, Buckingham Virginia). Consulting and testifying expert in fiduciary duty litigation under Virginia law. Working with Le Clair Ryan, Counsel for plaintiff. (2012-13) (Settled).

John DeGroote Services, LLC and John DeGroote, as liquidating trustee for and on behalf of the BearingPoint, Inc. Liquidating Trust (Circuit Court, County of Fairfax, Virginia). Consulting and testifying expert in fiduciary duty litigation under Delaware law. Working with Whiteford Taylor Preston, Counsel for plaintiff. (Settled). (2011-2013).

Colgate, et al. v. The Disthene Group, Inc. (Circuit Court, County of Buckingham, Virginia). Consulting and testifying expert in corporate dissolution proceeding. Working with LeClair Ryan, attorneys for plaintiffs. (Verdict for plaintiffs). (Corporate dissolution). (2011-2012).

Mattson v. Alpert, et al. (U. S. Bkcy. Court, E. D. Va, Richmond Division). Working with Bingham McCutchen and LeClair Ryan; fiduciary duty litigation. (Settled). (2011-2012).

Chris J. Simms v. Brian M. Trudel, et al. and Carrier Vibrating Equipment, Inc. (Franklin County, Kentucky). Working with Bill Boone and David Velandar, counsel for plaintiff; fiduciary duties of controlling shareholder and directors. (Settled). (2010-2012).

In re International Textile Group, Inc. Merger Litigation, County of Greenville, South Carolina; Fiduciary duty litigation under Delaware law. Working with Jones Day law firm (Settled). (September 2010- 2013).

HealthSouth Corporation v. Ernst & Young, LLP (American Arbitration Association). Consulting and testifying expert for corporation in litigation with outside auditors. Working with Bradley, Arant, Boulton & Cummings LLP. (June 2008-2014).

John P. Snyder v. EPI Corporation (Jefferson Circuit Court, Louisville, Kentucky). Consulting and testifying expert for attorneys for plaintiff, former President, director and shareholder in employment and fiduciary duty litigation against Kentucky Corporation. Working with Reed, Weitkamp, Schell & Vice. (Verdict for plaintiff). (September 2008-April 2010).

In re Brocade Communications Systems, Inc. Derivative Litigation (United States District Court, Northern District of California). Consulting expert for attorneys for outside directors of Brocade Communications in arbitration proceeding. Working with K&L Gates and WilmerHale. (Settled). (February-May, 2009).

In re Vesta Insurance Group, Inc., Debtor, Lloyd T. Whitaker, Plan Trustee v. Gayle, et al (United States District Court, Northern District of Alabama). Consulting and testifying expert for attorneys for Plan Trustee in fiduciary duty litigation against officers of Delaware corporation. Working with KilpatrickStockton. (Settled). (February 2008-2009).

HealthSouth Corporation v. Richard Scrushy, et al (Circuit Court of Jefferson County, Alabama). Expert witness for attorneys for HealthSouth Corporation in fiduciary duty litigation against former CEO and others in Delaware Corporation. Working with Bradley, Arant, Boulton & Cummings, LLP. (Verdict for plaintiff and settlements). (June 2008-2009).

Virginia Transformers Corp. v. Thenappan, (Circuit Court, City of Roanoke). Consulting and expert witness for attorneys for minority shareholder in litigation involving fiduciary duty and other claims against corporation in conjunction with reverse stock split in Virginia Corporation. Working with Spilman, Thomas & Battle. (Settled). (October 2007-April 2008).

In re Dwight's Piano Company (formerly Baldwin Piano), (United States District Court, Southern District of Ohio). Consulting and testifying expert for attorneys for creditors committee against directors and the CEO of Delaware Corporation. Working for Strauss & Troy. (Judgment for Defendants). (July 2007-2008).

In re [Confidential Matter]. Consulting and testifying expert on behalf of legal counsel to a Virginia corporation in litigation against former legal counsel. (Settled).

In re UnitedHealth Group Shareholder Derivative Litigation (United States District Court, District of Minnesota and State of Minnesota, Hennepin County District Court). Consulting expert for attorneys for Special Litigation Committee established by the Board of Directors. Working with Kelly & Berens (Minneapolis) and Munger, Tolles & Olson (Los Angeles). (Settled). (February 2007-December 2008).

In re [Confidential Matter]. Consulting expert for attorneys for plaintiff in litigation involving fiduciary duty claims against director and officer of Minnesota corporation. Working for Anthony, Ostlund & Baer, Minneapolis, MN. (Settled). (December 2006-March 2007).

H Street Building Corporation, et al., v. Calvin Cafritz, et al. (Superior Court for the District of Columbia and in Circuit Court for the County of Fairfax, Virginia and related litigation). Testifying expert for attorneys for a Virginia corporation and a District of Columbia corporation in litigation involving several corporate governance issues. Working for Steptoe & Johnson, Washington, DC. (Settled). (August 2006-April 2007).

Charles R. Goldstein, Chapter 7 Trustee for Just For Feet, et al. v. Estate of Harold Ruttenberg, et al. (Circuit Court of Jefferson County, Alabama). Testifying expert for attorneys for plaintiff in fiduciary duty litigation against directors of Delaware corporation. Working for Whiteford, Taylor & Preston. (Settled with largest ever payments by corporate directors). (May 2006-May 2007).

In the Matter of the Janice T. Galloway Peck Revocable Trust litigation (Second Judicial District Court, Ramsey County, Minnesota). Testifying expert for attorneys for plaintiffs in family limited partnership litigation with corporate trustee. Working for Larkin Hoffman Daly & Lindgren Ltd. and Johnson & Markve. (February 2006-November 2007).

Jeffrey N. Jones, et al. v. Harris Associates L.P., (United States District Court, Northern District of Illinois – Eastern Division). Testifying expert for attorneys for plaintiffs in "excessive fees" litigation with the investment advisor to the Oakmark mutual funds under the Investment Company Act of 1940. Working for Richardson, Patrick, Westbrook & Brickman (Judgment in United States Supreme Court and remanded). (January 2006-).

In re [Confidential Matter]. Consulting and testifying expert on behalf of legal counsel to a Virginia corporation in litigation against director and officer of corporation for breach of fiduciary duty and related claims. Working for Sands, Anderson Marks & Miller. (Settled). (November 2005-November 2006).

Dorothy S. Lyddon Trust, et al., Claimants v. Martha D. Lyddon, et al., Respondents (Arbitration before the American Arbitration Association in San Francisco). Consulting expert and testifying expert witness in claim concerning management of a Virginia limited liability company. Working for attorneys for Claimant Trustees – Husch & Eppenberger. (Prevailed on all claims). (July 2005-January 2006).

Mary Flowers, et al. v. ConAgra Foods, Inc., et al., (Circuit Court, Washington County, Mississippi). Testifying expert for attorneys for defendant ConAgra Foods, Inc. Working for McGrath North Mullin & Kratz in a case where plaintiff is seeking to hold a parent company liable for alleged activities of an indirect subsidiary (Settled). (March 2005-2007).

Myra Santana, et al. v. ConAgra Foods, Inc., et al., (Circuit Court, Washington County, Mississippi). Testifying expert for attorneys for defendant ConAgra Foods, Inc. Working for McGrath North Mullin & Kratz in a case where plaintiff is seeking to hold a parent company liable for alleged activities of an indirect subsidiary (Settled). (March 2005-2007).

Olympic Holding Company LLC, et al. v. ACE Limited, et al., (Court of Common Pleas, Franklin County, Ohio). Testifying expert for attorneys for defendant ACE Limited – O’Melveny and Meyers, and Porter Wright Morris & Arthur – in a case where plaintiff was seeking personal jurisdiction over foreign parent company based on alleged activities of an indirect subsidiary. (Motion to Dismiss granted). (December 2004-June 2005).

Arvin Meritor, Inc. v. Dana Corporation, et al., (Circuit Court, City of Buena Vista, Virginia). Consulting expert for target company attorneys in hostile takeover. Working for Hunton and Williams. (Case dismissed). (2003).

In re [Confidential Matter]. Submitted expert witness report in complex business litigation involving numerous issues, including whether to disregard or “pierce” corporate existence. Expected to testify at trial. Working for attorneys for defendants DuPont and ConAgra – Dechert LLP, and McGrath North Mullin & Kratz, and McGuire Woods. (Settled). (2002-2003).

Leasing Technologies International, Inc. v. James MacIntyre, IV, *et al.* (Circuit Court for Fairfax County, Virginia). Consulting expert and expert witness on behalf of defendants in litigation concerning director and officer fiduciary duties to creditor with respect to a Virginia and a Delaware corporation. Worked for attorneys for defendants – Ross, Dixon and Bell. (Summary judgment granted for defendants). (August-October 2002).

Leasing Technologies International, Inc. v. Wendell Webster and James Kenefick, *et al.* (United States Bankruptcy Court for the District of Columbia). Testifying expert witness on behalf of certain defendants in litigation concerning director and officer fiduciary duties to creditor with respect to a Virginia and a Delaware corporation. Worked for attorneys for defendants – Ross, Dixon and Bell. (Settled). (Autumn 2002).

Frederic M. Shaw v. Jeffrey H. Fisher, Innkeepers USA Trust, et al (Circuit Court of Fifteenth Judicial Circuit, Palm Beach, Florida). Consulting expert and testifying expert on behalf of plaintiff in litigation concerning fiduciary duty and illegality claims with respect to several Virginia corporations. Worked for attorneys for plaintiff – Alayon and Associates; Brooks Hermelee Geffin. (Settled). (March 2002-January 2003).

In re [Confidential Matter]. Submitted expert analysis in corporate financing contract dispute, pre-litigation. Worked for Troutman Sanders Mays & Valentine. (November 2001).

MACMA, Inc. v. Xavier Saucedo (Chancery No. 161276, Fairfax County, Virginia). Consulting expert and expert witness opinion submitted on behalf of plaintiff, a Virginia corporation, in litigation against former President of corporation for breach of fiduciary duty and related claims. Worked for attorneys for plaintiff – Reed Smith Hazel & Thomas; Haynes and Boone. (Judgment for plaintiff after trial). (May-June 2001).

First Union Securities, Inc., Claimant v. 800-JR-CIGAR, Inc. (Arbitration before the American Arbitration Association). Consulting expert and testifying expert witness in claim for investment banking fee, concerning agency principles and fiduciary duty and investment advisor issues arising in “going private” transaction by a public Delaware corporation. Worked for attorneys for Respondent – Carrell & Rice. (Award for Claimant). (March-July 2001).

In the Matter of Carol A. Garvis, Claimant v. Barbara O’Shields and Raymond James Financial Services, Inc. (Arbitration before the National Association of Securities Dealers, Inc.) Submitted expert witness opinion by affidavit on behalf of Claimant on a securities law claim for churning a brokerage account. Worked for attorneys for Claimant – Heslep and Kearney. (Settled). (February 2001).

Susan McRales a/k/a Susan Howell v. Jarratt G. Bennett a/k/a Jarrett G. Bennett, et al. (Circuit Court of Ninth Judicial Circuit in and for Orange County, Florida). Submitted expert witness opinion by affidavit in litigation concerning, among other matters, issues under the Virginia Securities Act. Worked for attorneys for one of the defendants, Mr. Bennett – Gambrell & Stolz; McGuire Woods. (January 2001).

McCaw International (Brazil) Ltd. and Nextel International, Inc. v. Telcom Ventures, LLC (Circuit Court for the City of Alexandria, Virginia). Expert witness for plaintiffs, one of which is a Virginia corporation, in litigation concerning several fiduciary duty and contractual issues. Submitted report and deposed. Worked for attorneys for plaintiff – McGuire Woods. (Settled). (May-July 2000).

Ronald L. Willard v. Moneta Building Supply, Inc. (Twenty-fourth Judicial Circuit Court, Virginia and on appeal, Supreme Court of Virginia). Consulting expert in case dealing with director fiduciary duty, majority shareholder fiduciary duty, and corporate procedures pertaining to a sale of all assets by a Virginia corporation. Worked for attorneys for plaintiff – Woods, Rogers, Hazlegrove. (Judgment for Defendant). (March-April 1998).

In re [Confidential Matter] (mediation). Served as consulting expert in shareholder dispute involving a Virginia corporation. Worked for Osterhoudt, Ferguson, Natt, Aheron & Agee. (Settled). (November 1998-March 1999).

In re [Confidential Matter]. Served as consulting expert to special legal counsel to special committee of board of directors of public corporation in connection with investigation of alleged management wrongdoing. Worked for attorneys for special committee of the board – Wetherington, Melchionna, Terry, Day & Ammar. (Resolved). (March-May 1998).

Barbara Luken v. Henry Luken. Served as consulting expert in marital dissolution proceeding on corporate law issues pertaining to Telco Communications Group, Inc. and related Virginia corporations. Worked for attorneys for Barbara Luken – Lewis, Ruple, Hart & Temeles. (Settled). (April-May 1997).

In re [Confidential Matter]. Served as consulting expert in pre-litigation shareholder dispute involving a Virginia corporation. Worked for Osterhoudt, Ferguson, Natt, Aheron & Agee. (Settled). (June-October 1996).

In re [Confidential Matter]. Served as consulting expert in Virginia company's response to an unsolicited acquisition proposal. Worked for company's counsel – Woods, Rogers, Hazlegrove. (Resolved). (February-April 1996).

Application of Blue Cross and Blue Shield of Virginia (d/b/a Trigon) for conversion from a mutual insurance company to a stock corporation (State Corporation Commission, Virginia). Served as expert witness, submitting testimony, in company conversion proceeding. Worked for Applicant's attorneys – McGuire Woods. (Application approved by Order). (February-July 1996).

WLR Foods, Inc. v. Tyson Foods, Inc. (Western District of Virginia, Fourth Circuit Court of Appeals). Served as consulting expert and submitted expert witness affidavit in public corporation response to unsolicited corporate takeover litigation raising fiduciary duty issues, constitutional issues, and corporate takeover statute issues. Worked for attorneys for WLR Foods – Wharton, Aldhizer & Weaver; Sullivan and Cromwell. WLR Foods, Inc. prevailed on all issues; 65 F.3d 1172 (4th Cir. 1995), *cert. denied*, 516 U.S. 1117 (1996). (Mid 1994-January 1996).

Jerry B. Abbott, et al. v. Krisch Hotels, Inc., Westinghouse Credit Corp., et al. (Circuit Court for the City of Roanoke, Virginia). Consulting expert for plaintiff in litigation concerning fiduciary duty and other issues arising in a Virginia limited partnership. Worked for attorneys for plaintiffs – Natkin and Heslep. (Settled). (May-June 1993).

Involved as consultant to legal counsel in other, short-term engagements raising corporate and business law issues.