

LAWRENCE E. MITCHELL
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EMPLOYMENT
LEGAL EDUCATION

THE GEORGE WASHINGTON UNIVERSITY LAW SCHOOL, Washington, D.C.

Theodore Rinehart Professor of Business Law (2006 - present)

John Theodore Fey Research Professor of Law (1995 - 2006)

Professor of Law (1993 - 1995)

Associate Professor of Law (1991 - 1993)

Administrative Responsibilities:

Founder, Chair, and Executive Director, Center for Law, Economics, and Finance (“C-LEAF”)(2009 - present): Organized 15 members of law and business school faculties in September 2009 to conceptualize, create, and launch a law-school based global think tank for interdisciplinary studies in business, economic, and financial law. Initiatives include, among other things, a GW in NY destination semester for GW law students, an international Junior Faculty Workshop and Prize Series, conferences (both in Washington, elsewhere in the U.S., and abroad), a speakers series, a working paper series, scholarly anthologies (*C-LEAF Series in Law and Finance*, published by Routledge), alumni-student seminars, and student opportunities for concentration in our areas of interest and participation in C-LEAF’s activities. The Center has become a targeted center of excellence at the Law School as well as a major fundraising focus. Responsibilities include strategic planning, programming, fundraising, selection and development of advisory board, overall management and supervision of the center, obtaining all necessary university approvals, creation and oversight of publications and website, conceptualization and management of significant programming initiatives, including conferences, and scholarly and academic long-range planning, including curriculum development.

Raised almost \$200,000 in committed funds in eight months, primarily from alumni who had not previously given to the law school. Additional funding obtained from the Ewing Marion Kauffman Foundation in September 2010. Currently working with dedicated staff member from Law School Development Office to significantly expand our annual and long-term funding, including meeting with alumni and other prospective donors in Washington, New York and other cities, and following-up in order to close deals and maintain donor contact.

More information on C-LEAF and its initiatives can be found at our website,
[://www.law.gwu.edu/Academics/research_centers/C-LEAF/Pages/default.aspx](http://www.law.gwu.edu/Academics/research_centers/C-LEAF/Pages/default.aspx).

Founding Co-Director, LL.M. Program in Business and Financial Law (2010 - present): Responsible for general oversight of program, including academic advising for all LL.M. candidates, thesis supervision, and work allocation among colleagues. This program informally comes under the auspices of C-LEAF, although it is administered directly by the Law School.

Founding Director, Institute for International Corporate Governance and Accountability (1998 - 2004):
Wrote successful grant proposal for \$500,000 from The Ford Foundation to establish and administer global program for the multi-disciplinary study of corporate law and accountability by scholars, businesspeople, and policymakers to suggest reform governance reform and to serve as a central resource for issues of corporate accountability. Activities included series of conferences and sponsored research.

Founding Director, Sloan Program for the Study of Business in Society (1998 - 2004):
Wrote two successful grant proposals for a total of \$395,000 from The Alfred P. Sloan Foundation and administered grant to establish multi-disciplinary program focused on conferences and summer retreats to bring together corporate law scholars and scholars from the social sciences and humanities. Activities included conferences and week-long summer retreats, primarily for junior faculty.

Co-Editor, SSRN Journal of Multidisciplinary Business Law (2005 -present):
Coauthored successful grant proposal with Professor James Fanto of Brooklyn Law School for \$20,000 from The Alfred P. Sloan Foundation to publish on-line journal of multidisciplinary business law, which was launched in September 2005. The Journal continues publication with joint funding from Brooklyn and GW Law Schools.

The Teaching Learning Network (2002-03). Worked in partnership to raise \$450,000 for production of half hour documentary in PBS Series, *Voices of Vision*, on subject of corporate responsibility. The script is based on LAWRENCE E. MITCHELL, CORPORATE IRRESPONSIBILITY: AMERICA'S NEWEST EXPORT (YALE 2001) and features Professor Mitchell. The segment was nominated for an Emmy Award in 2003.

Featured Interviewee in the Forthcoming Documentary Film: Heist: The Looting of Our American Dream (to be released fall 2010). Information available at <http://www.heist-themovie.com/index.html>.

Committee Service: Member, Tenure and Promotion Committee (1996 - 98, 1999 - 2001, 2002 - 04, 2006 - 07); Co-Editor, GW Journal of Public Law, SSRN (2000 - 06); Member, Planning Committee (1996 - 97); Chair, Appointments Committee (1994 - 95); Member, Curriculum Committee (1991 - 93 (Chair); 2005 - 2007); Member, Works-in Progress Committee (2001 - present); Member, Enrichment Committee (2008 - present); Member, Faculty Senate (University)(1992 - 1995); Member, Committee on Sponsored Research (University)(2002 - 2005; 2010 - present); Faculty Advisor, Jewish Law Students Association (2000 - present).

Teaching Responsibilities:

Corporations, Corporate Finance, International Finance, Jurisprudence, Corporations Seminar

PEKING UNIVERSITY LAW SCHOOL, Beijing, PRC

Affiliated Faculty Member (appointed 2010); Co-Advisor, PKU Program in Financial and Economic Law

Teaching responsibilities:

Corporate Finance (summer 2010; course taught in English to over 80 post-graduate Chinese students, including approximately 20 Chinese law professors)

GEORGETOWN UNIVERSITY LAW CENTER, Washington, D.C.

Visiting Professor of Law (Spring 1999)

Teaching responsibilities:

Corporations, Corporations in Modern Society seminar

ALBANY LAW SCHOOL OF UNION UNIVERSITY, Albany, New York

Associate Professor (1990 - 1991)

Assistant Professor (1987 - 1990)

Teaching responsibilities:

Business Organizations, Corporate Finance, Securities Regulation, Administrative Law

Recipient, "Friend of the Class of 1991" Award

Administrative responsibilities:

Faculty Advisor, ALBANY LAW REVIEW; Faculty Advisor, Kaufman Securities Moot Court Team; Member, Faculty Affairs Committee: Faculty Recruitment Subcommittee (1987 - 1991); Member, Long Range Planning Committee (1988 - 1989); Member, Self-Study Committee (1989 - 1990); Member, Dean Search Committee (1990 - 91).

PUBLICATIONS

BOOKS AND ANTHOLOGIES

THE PANIC OF 2008: CAUSES, CONSEQUENCES, AND IMPLICATIONS (edited collection, including *Introductory Essay*, with Arthur E. Wilmarth, Jr.) (Edward Elgar; forthcoming 2010)

CORPORATE GOVERNANCE (anthology; including *Introductory Essay*, Ashgate Press; 2009)

THE SPECULATION ECONOMY: HOW FINANCE TRIUMPHED OVER INDUSTRY (Berrett-Koehler Publishers; 2007; paperback edition published 2008)(winner, ForeWord Magazine's Gold Medal for Best Book of 2007 in Business and Economics; winner, 2009 "IPPY" Silver Medal in Finance/Investment/Economics)(forthcoming translation in Mandarin, Oriental Press)

CORPORATE IRRESPONSIBILITY: AMERICA'S NEWEST EXPORT (Yale University Press 2001; German edition by Random House/Wilhelm Goldmann Verlag, 2002, French edition by Editions Economica, 2003, Japanese edition by Reitaku University Press, 2005)

STACKED DECK: A STORY OF SELFISHNESS IN AMERICA (Temple University Press, 1998)

PROGRESSIVE CORPORATE LAW (edited collection; Westview Press - New Perspectives on Law, Culture and Society, 1995)

LAW REVIEW ARTICLES AND BOOK CHAPTERS

Gentleman's Agreement: The Antisemitic Origins of Restrictions on Stockholder Litigation (available on SSRN.com), __ Queen's Law Journal __ (forthcoming 2010)

Financialism: A Brief History, in THE EMBEDDED CORPORATION (Cynthia A. Williams and Peer Zumbansen, eds.: Cambridge University Press; forthcoming 2010)

Toward a New Law and Economics: The Case of the Stock Market, (in circulation; available on SSRN.com) (2010)

The Financial Determinants of Corporate Governance (with Dalia T. Mitchell), in CORPORATE GOVERNANCE (H. Kent Baker and Ronald Anderson, eds; John Wiley & Sons; forthcoming 2010)

The Legitimate Rights of Public Shareholders 66 Wash. & Lee L. Rev. 1635 (2010) (selected for republication in *Corporate Practice Commentator*, R. Thompson, ed.)

Who Needs the Stock Market?: Part I: The Empirical Evidence (in revision, forthcoming, ACCOUNTING, ECONOMICS, AND LAW – A CONVIVIUM 2010, available on SSRN.com)

The Trouble with Boards (Symposium, The New Corporate Governance) (in THE NEW CORPORATE GOVERNANCE, Troy A. Paredes and F. Scott Kieff, eds., Cambridge University Press; forthcoming 2010)

The Morals of the Marketplace: A Cautionary Essay for Our Time, 20 STANFORD LAW & POLICY REVIEW 171 (2009)(translated into Mandarin by Xiao Yu, forthcoming Peking University Financial Forum 2010)

The Innocent Shareholder: An Essay on Compensation and Damages in Securities Class Actions, 2009 WISCONSIN LAW REVIEW 243

Corporate Social Responsibility in Capital Markets in the U.S. 20 PEKING UNIVERSITY LAW JOURNAL 8 (2008) (in Mandarin)(presented in English at Beijing Forum 2007, Peking University, and Tsinghua University)

The Board as a Path to Social Responsibility (in THE NEW CORPORATE ACCOUNTABILITY: CORPORATE SOCIAL RESPONSIBILITY AND THE LAW (Doreen McBarnet, Aurora Voiculescu, and Tom Campbell, eds., Cambridge University Press; 2007) 279

On the Direct Election of CEOs (Dean's Lecture) 32 OHIO NORTHERN LAW REVIEW 261 (2006)

Structural Holes, CEOs, and Informational Monopolies: The Missing Link in Corporate Governance (Symposium: Social Science and Corporate Misbehavior) 70 BROOKLYN LAW REVIEW 1313 (2005)

Structure as an Independent Variable in Assessing Stock Market Failures 72 GEORGE WASHINGTON LAW REVIEW 547 (2004)

Sarbanes-Oxley and the Reinvention of Corporate Governance (Symposium: Enron) 48 VILL. LAW REVIEW 1189 (2003)

No Business Like No Business, in THE REHNQUIST COURT: JUDICIAL ACTIVISM ON THE RIGHT (Herman Schwartz, ed.; Hill & Wang; 2002) 227

The Importance of Being Trusted (Symposium: Trusting Relationships) 81 BOSTON UNIVERSITY LAW REVIEW 591 (2001)

Trust and Team Production in Post-Capitalist Society (Symposium: Team Production) (reprinted in William W. Bratton, ed., CORPORATE LEGAL THEORY) 24 JOURNAL OF CORPORATION LAW 869 (1999)

Understanding Norms 49 UNIVERSITY OF TORONTO LAW JOURNAL 177 (1999)

The Puzzling Paradox of Preferred Stock (And Why We Should Care About It) 51 BUSINESS LAWYER 443 (1996)

Trust. Contract. Process., in PROGRESSIVE CORPORATE LAW (L.Mitchell, ed)(WESTVIEW PRESS; 1995) 185

Corporate Nature versus Human Nature in CRITICS OF INSTITUTIONS: LAW AND ECONOMICS (Robin Paul Malloy and Christopher K. Braun, eds.; PETER LANG; 1995) 361

Cooperation and Constraint in the Modern Corporation: An Inquiry Into the Causes of Corporate Immorality 73 TEXAS LAW REVIEW 477 (1995)

Fairness and Trust in Corporate Law 43 DUKE LAW JOURNAL 425 (1993)

A Critical Look at Corporate Governance 45 VANDERBILT LAW REVIEW 1263 (1992)

A Theoretical and Practical Framework for Enforcing Corporate Constituency Statutes 70 TEXAS LAW REVIEW 579 (1992)

The Fairness Rights of Corporate Bondholders 65 NEW YORK UNIVERSITY LAW REVIEW 1165 (1990)

The Death of Fiduciary Duty in Close Corporations 138 UNIVERSITY OF PENNSYLVANIA LAW REVIEW 1675 (1990)

Close Corporations and Professional Responsibility: Toward a Realistic Ethic (selected for reprinting in *Corporate Practice Commentator* (R. Thompson, ed.)) 74 CORNELL LAW REVIEW 466 (1989)

Close Corporations Reconsidered 63 TULANE LAW REVIEW 1143 (1989)

The Jurisprudence of the Misappropriation Theory and the New Insider Trading Legislation: From Fairness to Efficiency and Back (Symposium: Securities Fraud) 52 ALBANY LAW REVIEW 775 (1989)

The Ninth Amendment and the "Jurisprudence of Original Intention" 74 GEORGETOWN LAW JOURNAL 1719 (1986)

ESSAYS

The Partner Manager: Some Thoughts on Bebchuk and Fried, 159 UNIVERSITY OF PENNSYLVANIA LAW REVIEW PENNUMBRA (forthcoming 2010).

Financialism: A Lecture Delivered at Creighton University School of Law, 43 Creighton L. Rev. 323 (2010)

The Relevance of Corporate Theory to Corporate and Economic Development: Comment, on Ron Harris, *The Transplantation of the Legal Discourse on Corporate Personality Theories* (Symposium: Understanding Corporate Law Through History) 63 WASHINGTON & LEE LAW REVIEW 1489 (2007).

Vulnerability and Efficiency (of What)? (Symposium for William Klein: *The Criteria of Corporate Law*) 2 BERKELEY BUSINESS LAW JOURNAL 153 (2006)

Roles and Incentives: The Core Problems of Corporate Social Responsibility ETHICAL CORPORATION (OCTOBER 2005) 46

The Chameleon of Corporate Social Responsibility: Changing Shapes & Challenges: Roles of Corporations and Corporate Officers 99 AMERICAN SOCIETY OF INTERNATIONAL LAW PROCEEDINGS 265 (2005)

The Age of Aquarius, or, How I (Almost) Learned to Stop Worrying and Love the Free Market (Review essay of RAJAN AND ZINGALES, *SAVING CAPITALISM FROM THE CAPITALISTS*) 88 MINNESOTA LAW REVIEW 921 (2004)

Talking with my Friends, : A Response to a Dialogue on Corporate Irresponsibility (Symposium: Corporate Irresponsibility: America's Newest Export) 70 GEORGE WASHINGTON LAW REVIEW 988 (2002)

If I Only Had a Heart: Or, How Can We Identify a Corporate Morality (Symposium)(with Theresa A. Gabaldon) 76 TULANE LAW REVIEW 1579 (2002).

How To Do The Right Thing OPTIMIZE (February 2002)

Review of Jerry L. Mashaw, *Greed, Chaos, & Governance: Using Public Choice to Improve Public Law* THE RESPONSIVE COMMUNITY (1999)

The Naked Emperor: A Corporate Lawyer Looks at RUPA's Fiduciary Provisions (Symposium: The Future of Unincorporated Associations) 54 WASHINGTON & LEE LAW REVIEW 465 (1997)

The Human Corporation: Some Thoughts on Hume, Smith, and Buffett (Symposium: Warren Buffet) 19 CARDOZO LAW REVIEW 341 (1997)

Trust and the Overlapping Consensus (Symposium: John Rawls's *Political Liberalism*) 94 COLUMBIA LAW REVIEW 1918 (1994)

Private Law, Public Interest? (Foreword to Symposium, The ALI Principles of Corporate Governance) 61 GEORGE WASHINGTON LAW REVIEW 871 (1993)

Groundwork of the Metaphysics of Corporate Law (Symposium: New Directions in Corporate Law) 50 WASHINGTON & LEE LAW REVIEW 1477 (1993)

The Cult of Efficiency, reviewing Easterbrook & Fischel, *The Economic Structure of Corporate Law* 71 TEXAS LAW REVIEW 217 (1992)

A Parable of the 1980s: Anadarko Petroleum Corp. v. Panhandle Eastern Corp. 53 ALBANY LAW REVIEW 655 (1990)

IN PROGRESS

CARTER GLASS (*biography*)

Fiduciary Work: The Stickiness of Law's Loyalty: An Essay for Tamar Frankel (conference paper)

What Rights? The Strange Case of Corporate Speech (conference paper)

The Truth About Venture Capital: An Empirical Examination

CASEBOOKS

CASES AND MATERIALS ON CORPORATIONS (with Dalia Tsuk Mitchell)(including Teachers' Manual) (Carolina Academic Press; 2006); Second Edition in Progress

CORPORATE FINANCE AND GOVERNANCE: CASES, MATERIALS AND PROBLEMS FOR AN ADVANCED COURSE IN CORPORATIONS

4TH EDITION (with Lawrence A. Cunningham, Jeffrey J. Hass, and Arthur E. Wilmarth, Jr.)(including Teachers' Manual) (forthcoming August 2011)

3RD EDITION (with Lawrence A. Cunningham and Jeffrey J. Haas) (Carolina Academic Press; 2006)

2ND EDITION (with Lawrence A. Cunningham and Lewis D. Solomon) (including Teachers' Manual) (Carolina Academic Press; 1996)

1ST EDITION (with Lewis D. Solomon) (including Teachers' Manual) (Carolina Academic Press 1992)

CASES AND MATERIALS ON CORPORATIONS: AN INTERDISCIPLINARY APPROACH (Carolina Academic Press; 2004) (with Michael Diamond)

OTHER ACTIVITIES

Member, Academic Advisory Board, Institute for Law and Economic Policy, Philadelphia, Pennsylvania Member, Editorial Advisory Board, *Accounting, Economics, and Law: A Convivium*; Contributing editor, *Jotwell: A Journal of Things we Like (A Lot)*; Member, Executive Committee, Association of American Law Schools Section on Business Law

SELECTED RECENT MEDIA APPEARANCES **(INCLUDING INTERVIEWS AND PROFILES)**

Recent media appearances on TV and radio include, among others: Philosophy Talk, NPR San Francisco, Reuters Television (U.S., Europe, Asia & Australia), Associated Press TV (Europe, Asia & Australia), Nightline, CNN Financial News, Fox News: Special report with Brit Hume, Bloomberg News, ABC Radio, NPR: All Things Considered, NPR: Talk of the Nation, Hearst TV, BBC (multiple channels, radio and TV), CBS Market Watch, ABC TV (Australia), CNBC, MSNBC, Nightly Business Report (PBS, national), YAHOO Finance Vision, WWKB A.M. (NY), Chicago Public Radio: Odyssey, Faith Middleton Show (NPR), New Hampshire Public Radio (NPR), and the Bill Masur Show. Recent appearances in print or on wire services include, among others: The Wall Street Journal, the Associated Press, Bloomberg Investor Magazine, Knight Ridder, Reuters, United Press International, US News & World Report, The Washington Post, the Chicago Tribune, The Washington Post Book World, Kiplinger's, Investor's Business Daily, Across the Board, The NY Daily News, Newsday, Toronto Globe and Mail, Newark Star Ledger, Baltimore Sun, Dallas Morning News, Bloomberg News (print), El Mundo, Estrella Economica, The American Prospect, The Street.com, The Indianapolis Star, The Cleveland Plain Dealer, Le Expansion, and Le Soir.

Featured in the forthcoming documentary movie, *Heist*, along with, among others, former American Airlines Chief Executive Officer Robert Crandall, former Federal Reserve Board Vice- Chairman, Alan Blinder, economist Robert Kuttner, and journalist David Brock (trailer available at www.heist-themovie.com).

EMPLOYMENT
LAW PRACTICE

PAUL, WEISS, RIFKIND, WHARTON & GARRISON; New York, New York

Associate, Corporate Department (April 1985 - June 1987)

Responsibility for merger and acquisition transactions (representing purchasers and sellers), general corporate counseling, securities transactions (including public offerings and private placements), loan transactions (representing lenders and borrowers), venture capital transactions, and training junior associates in all of the above. Extensive experience in structuring transactions, drafting documentation, negotiating legal and business terms of transactions, and counseling clients.

O'SULLIVAN GRAEV KARABELL & GROSS; New York, New York

Associate, Corporate Department (August 1983 - March 1985)

Responsibility for venture capital and merger and acquisition transactions (representing purchasers and sellers), general corporate counseling, and securities transactions (primarily private placements).

WHITE & CASE; New York, New York

Associate, Corporate Department (August 1981 - July 1983)

Assisted in leveraged leasing and equipment financing transactions, project financing transactions, securities transactions (including private placements and public offerings), merger and acquisition transactions, venture capital transactions, and corporate counseling.

EDUCATION

COLUMBIA UNIVERSITY SCHOOL OF LAW, New York, New York

J.D. 1981

Honors: Harlan Fiske Stone Scholar.

WILLIAMS COLLEGE, Williamstown, Massachusetts

B.A. 1978

Honors: *Magna Cum Laude* (ranked in top 5% of class); Phi Beta Kappa (Junior year).

Honors Thesis: *From Frustration to Success: The Gentleman-Scholar in Politics 1858-1901* (awarded Highest Honors); Contract Major: American Intellectual History.

References are available upon request.