

## *Curriculum Vitae*

### **THERESA A. GABALDON**

Lyle T. Alverson Professor of Law  
The George Washington University Law School

## **EMPLOYMENT**

1990-Present:

Lyle T. Alverson Professor of Law  
The George Washington University Law School Washington,  
D.C.

Tenured upon hire; promoted 1993; named Carville Dickinson Benson  
Research Professor 1995; named Lyle T. Alverson Professor of Law 2006;  
visiting at Syracuse University College of Law fall 2004; visiting at  
Georgetown University Law Center spring 2011

Regular course assignments at the law school have included contracts,  
corporations, securities regulation, law and accounting, problems in  
advanced corporate and securities law, and professional responsibility;  
short course on introduction to forms of business and regulatory overview  
offered in the Masters of Science in Finance program of The George  
Washington University's school of business (1994-2019)

1987-1990:

Associate Professor  
University of Colorado at Boulder School of Law Boulder,  
Colorado

Tenured as of 1989; visiting at Santa Clara University School of Law  
1989-1990

1984-1987:

Associate Professor  
University of Arizona  
College of Law  
Tucson, Arizona

1978-1987:

Snell & Wilmer  
Phoenix, Arizona

Experience included management of the securities and general corporate practice for several of the firm's largest clients (including corporations listed on the New York, American, and Pacific Stock Exchanges), involving primary responsibility for negotiation, documentation and various aspects of tax planning for in excess of one and one-half billion dollars of public and private offerings of common and preferred stock, mortgage bonds, eurodebentures and tax-exempt securities; creation, documentation and registration of various dividend reinvestment, customer stock purchase and qualified employee stock ownership plans; negotiation of domestic and eurodollar bank loans; preparation and filing of various periodic and other reports under the Securities Exchange Act of 1934; co-ordination of Blue-sky compliance matters; preparation of proxy statements; negotiation of corporate mergers, acquisitions and reorganizations; and practice before administrative agencies regulating financing activities of public utilities

Partner as of 1984; on leave (consulting status) 1984-1987

## **EDUCATION**

### **LEGAL:**

Harvard Law School, Cambridge, Massachusetts  
J.D. awarded May, 1978 (*cum laude*) (Teaching and research assistant to Professor Philip Heymann)

### **UNDERGRADUATE:**

University of Arizona, Tucson, Arizona  
B.S. (public management) awarded September,  
1975 (*summa cum laude*)

### **PREPARATORY:**

Flagstaff High School, Flagstaff, Arizona,  
graduated 1972 (Salutatorian and National Merit Scholar)

## **PUBLICATIONS**

### **ARTICLES:**

Unclean Hands and Self-inflicted Wounds: The Significance of Plaintiff Conduct in Actions for Misrepresentation under Rule 10b-5, 71 Minn. L. Rev. 317 (1986)

The Disclosure of Preliminary Merger Negotiations as an Imperfect Paradigm of Rule 10b-5 Analysis, 63 NYU L. Rev. 1218 (1987)

Free Riders and the Greedy Gadfly: Examining Aspects of Shareholder Litigation as an Exercise in Integrating Ethical Regulation and Laws of General Applicability, 73 Minn. L. Rev. 425 (1988)

Causation, Courts, and Congress: A Case Study of Contradiction in the Federal Securities Laws, 31 B.C.L. Rev. 1027 (1990), reprinted in 23 Sec. L. Rev. 199 (1991)

The Lemonade Stand: Feminist and Other Reflections on the Limited Liability of Corporate Shareholders, 45 Vand. L. Rev. 1387 (1992)

State Answers to Federal Questions: The Common Law of Federal Securities Regulation, 20 J. Corp. L. 155 (1994), reprinted in 28 Securities Law Review 419-478 (1996).

Feminism, Fairness, and Fiduciary Duty in Corporate and Securities Law, 5 Tex. J. Women & Law 1 (1995)

The Self-Regulation of Congressional Ethics: Substance and Structure, 48 Admin. L.J. 39 (1996)

Love and Money: An Affinity-Based Model for the Regulation of Capital Formation by Small Businesses, 2 J. Small Bus. Law 259 (1998)

A Sense of a Security, 25 J. Corp. Law 307 (1999)

John Law, with a Tulip, in the South Sea: Gambling and the Regulation of Euphoric Market Transactions, 26 J. Corp. Law 225 (2001)

Reflections of Relationships in the Federal Securities Laws, 17 Wisc. Women's L.J. 215 (2002)

If I Only Had A Heart Or, How Can We Identify a Corporate Morality?,

76 Tulane L. Rev.1645 (2002) (with Lawrence Mitchell)

Corporate Responsibility and the White Man's Burden, 70 Geo. Wash. L. Rev. 944 (2002)

The Story of Pinocchio: Now I'm a *Real* Boy, 45 B.C. L. Rev. 829 (2004)

Like a Fish Needs a Bicycle: Public Corporations and Their Shareholders, 65 U. Md. L. Rev.538 (2006)

Joe Camel Explains It to the Board: Corporations and the Exploitation of Childish Preference, 13 Duke J. Gender L. & Pol.203 (2006)

Milberg Weiss: Of Studied Indifference and Dying of Shame, 2 Md. J. L. & Tech. 207 (2007)

Virtual Virtuous Living: How Can the iGeneration Best Love and Serve?, 34 Val. U. L. Rev. 1045 (2009)

Financial Federalism and the Short, Happy Life of Municipal Securities Regulation, 34 J. Corp. L. 739 (2009)

Half-A-Cup Better than None: A Pragmatic Approach to Preventing the Abuse of Financial Consumers, 81 Geo. Wash. L. Rev. 929 (2013)

Doing the Numbers: The Numerate Lawyer and Transactional Law, 3 American U. Bus. L. Rev. 63 (2013)

The Role of Competitive Disclosure in Preventing the Abuse of Financial Consumers, 32 Banking & Financial Services Pol'y Report 17 (Nov. 2013)

Strength in Numbers: Teaching Business Associations and the Need for Numeracy 59 St. Louis U. L. J. 701 (2015)

Exploitation and Antidotes: A Corporate Law-Based Approach to Overmarketing and Overpricing by Big Pharma, 2 Bus. & Fin. L. Rev. 32 (2018)

In Her Own Words: What Corporate Women May – and May Not – Teach

Us about Law and Legal Theory, 87 Geo. Wash. Univ. L. Rev. 1173 (2019)

Equity, Punishment, and the Company You Keep: Discerning a Disgorgement Remedy Under the Federal Securities Laws 105 Cornell L. Rev. 101 (2020)

The Insidious Effect of Soundbites: Why Fences Aren't Punishment, 72 Am. U. L. Rev. 1 (2022)

Party Games: The Supreme Court's 21st Century Jurisprudence by Telephone, 75 Rutgers U.L. Rev. 1 (2022).

A Charter for Justice: Reforming Corporate Criminal Liability 59 U.C. Davis L. Rev. \_ (forthcoming 2025) (with Donald Braman)

Reconstituting Corporate Power and Accountability \_ U. Texas Law Rev. Online \_ (forthcoming 2025) (with Donald Braman and Cindy Cho)

#### CHAPTERS:

Experiencing Limited Liability: On Insularity and Inbreeding in Corporate Law, chapter in Corporate Law: Issues for a New Century (Lawrence Mitchell, ed., 1995)

The Sewers of Jefferson County, chapter in The Panic of 2008 (Lawrence Mitchell & Arthur Wilmarth, eds., 2010)

*In Loco Parentis*: Directorial Duties toward Consumers, chapter in Director's Handbook (Alfredo Paolini, ed., Edward Elgar 2014)

Judgment, SEC v. W. J. Howey Co. et al., 328 U.S. 293 (1946), in Feminist Judgments: Corporate Law Rewritten 386 (Anne M. Choike et al. eds., Cambridge University Press, 2023).

#### ESSAYS:

Symposium Introduction, The Relationship of Law and Relationships, 24 U. Tol. L. Rev. 511 (1993)

#### BOOK REVIEWS:

Miles from Home and Not Where We Thought We'd Be: A Map Through the Forest and A Light Through the Trees (Reviewing Robert W. Hillman, Hillman on Lawyer Mobility: The Law and Ethics of Partner Withdrawals and Law Firm Breakups), 9 Geo. J. Legal Ethics 195 (1995)

Books of Virtue (Reviewing Daniel R. Coquillette, Lawyers and Fundamental Moral Responsibility), 9 Geo. J. Legal Ethics 1221 (1996)

From Sea to Shining Sea (Reviewing Jacob A. Stein, The Law of Law Firms), 11 Geo. J. Legal Ethics 61 (1997)

The Role of Law in Managing Market Moods: The Whole Story of Jason, Who Bought High (Reviewing Robert J. Shiller, Irrational Exuberance), 69 Geo. Wash. L. Rev. 111 (2000)

#### BOOKS AND SUPPLEMENTS:

Securities Law (Foundation Press, 1998) (with Larry D. Soderquist)

Professional Responsibility (Emanuel's Publishing, 1998)

Securities Regulation (Foundation Press, 4<sup>th</sup> Ed. 1999)  
(with Larry D. Soderquist)

Teacher's Manual to Securities Regulation (Foundation Press, 4<sup>th</sup> Ed. 1999) (with Larry D. Soderquist)

Securities Regulation, 2001 Supplement (Foundation Press, 2001)  
(with Larry D. Soderquist)

Securities Regulation, 2002 Supplement (Foundation Press, 2002)  
(with Larry D. Soderquist)

The Sarbanes-Oxley Act of 2002 (Foundation Press, 2002) (with Larry D. Soderquist) (pamphlet)

Securities Regulation (Foundation Press, 5<sup>th</sup> Ed. 2003)  
(with Larry D. Soderquist)

Teacher's Manual to Securities Regulation (Foundation Press, 5<sup>th</sup> Ed. 2003) (with Larry D. Soderquist)

Securities Law (Foundation Press, 2d Ed. 2004) (with Larry D. Soderquist)

Securities Regulation, 2005 Supplement (Foundation Press, 2005) (with Larry D. Soderquist, deceased)

Siegel's on Corporations (Aspen 2005) (editor)

Securities Regulation (Foundation Press, 6<sup>th</sup> Ed. 2006) (with Larry D. Soderquist, deceased)

Teacher's Manual to Securities Regulation (Foundation Press, 6<sup>th</sup> Ed. 2006) (with Larry D. Soderquist, deceased)

Securities Law (Foundation Press, 3d Ed. 2006) (with Larry D. Soderquist, deceased)

Securities Regulation, 2008 Supplement (Foundation Press, 2008)

Securities Regulation, 2009 Supplement (Foundation Press, 2009)

Siegel's on Corporations and Other Business Entities (Aspen 2009) (editor)

Securities Regulation (Foundation Press, 7<sup>th</sup> Ed. 2010) (With Larry D. Soderquist, deceased)

Securities Law (Foundation Press, 4<sup>th</sup> Ed. 2010) (with Larry D. Soderquist, deceased)

Teacher's Manual to Securities Regulation (Foundation Press, 7<sup>th</sup> Ed. 2010) (with Larry D. Soderquist, deceased)

Update for Users of Securities Regulation (Foundation Press, 2011)

Siegel's on Corporations and Other Business Entities (Aspen 2012)  
(editor)

Update for Users of Securities Regulation (Foundation Press, 2012)

Securities Regulation (Foundation Press, 8<sup>th</sup> Ed. 2014) (with  
Larry D. Soderquist, deceased)

Teacher's Manual to Securities Regulation (Foundation Press, 8<sup>th</sup> Ed.  
2014) (with Larry D. Soderquist, deceased)

Securities Law (Foundation Press, 5<sup>th</sup> Ed. 2014) (with Larry  
D. Soderquist, deceased)

Business Organizations (Aspen Press, 2016) (with Christopher L. Sagers)

Teacher's Manual to Business Associations (Aspen Press, 2016)  
(with Christopher L. Sagers)

Solving for X and Other Friends from High School (Aspen, 2017) (with  
Christopher L. Sagers) (instructional module)

Securities Regulation (Foundation Press, 9<sup>th</sup> Ed. 2018) (with Larry D.  
Soderquist, deceased)

Teacher's Manual to Securities Regulation (Foundation Press, 9<sup>th</sup> Ed.  
2018) (with Larry D. Soderquist, deceased)

Securities Law (Foundation Press, 6<sup>th</sup> Ed. 2019) (with Larry D.  
Soderquist, deceased)

Business Organizations (Aspen Press, 2<sup>nd</sup> Ed. 2019) (with Christopher L.  
Sagers)

Teacher's Manual to Business Organizations (Aspen Press, 2<sup>nd</sup> Ed. 2019)  
(with Christopher L. Sagers)

Business Organizations (Aspen Press, 3<sup>rd</sup> Ed. 2023) (with Christopher L.  
Sagers)



Teacher's Manual to Business Organizations (Aspen Press, 3<sup>rd</sup> Ed. 2023)  
(with Christopher L. Sagers)

Teacher's Manual to Business Organizations (Aspen Press, 3<sup>rd</sup> Ed. 2023)  
(with Christopher L. Sagers)

**BLOGS:**

SCOTUSblog contributor (2017- present)

ON THE DOCKET (Geo. Wash. Univ. L. Rev. Online) contributor (2017  
– present)

**OTHER:**

Law in a Flash: Corporations (Aspen 2007) (editor)

Law in a Flash: Corporations and Other Business Entities (Aspen,  
2010) (editor)

Law in a Flash: Corporations and Other Business Entities (Aspen,  
2013) (editor)

**SELECTED PROFESSIONAL ACTIVITIES**

Reporter, Congressional Process Committee of the American Bar Association Section on Administrative Law and Regulatory Practices (1993-1995); Association of American Law Schools Committee on the Professional Responsibilities of Law Professors (1988-89); Association of American Law Schools Committee on Bar Admission and Lawyer Performance (1995-1997); Association of American Law Schools Committee for Workshop on Professional Responsibility (1997-1998); Association of American Law Schools Scholarly Papers Comm. (1999-2000); Latino Law Professors (1984-present); Colorado Supreme Court Task Force on Gender Bias (1988-89); George Washington University Security Council (1993-1995); George Washington University Advisory Council on Research (1994-96; 2011-present); GWU Dispute Resolution Committee (1996-1998); GWU Task Force on Maternity Leave (2004); GWU Law School Appointments Committee (1990-91, 2006-07, 2008-09); GW University Law School Admissions Committee (1991-92); George Washington University Law School Tenure and Promotion Committee (1994-1998; 1999-2001; 2002-2004; 2005-2006, 2009-2012, 2015- 2016, 2018-2025) (chair 1997-98, 1999-2001, 2002-2004 , 2009-

2012, 2015-2016, 2018-present); GWU Law School Dean Search Committee (1998); George Washington University Law School Long-Term Planning Committee (1998-99); George Washington University Law School Self-Study Committee (1999-2001); George Washington University Law School Integrity Hearing Panel (1993 and 2003; chair 2003); George Washington University Law School Peer Review Board (2005; 2023-present); Board of Advisors, Ford International Institute for Corporate Governance and Accountability (2000-2009); Host, Securities Exchange Commission Historical Society Fireside Chats (2005-2009); Co-Director George Washington University Law School Merit Scholars Program (2005-2015); George Washington University Academic Integrity Counselor (Fall 2007); George Washington University Law School Center for Law, Economics and Finance, Board of Directors and Director, Academic Programs and Administration (2010-present); Co-Director, GWU Law School LL.M. in Business and Finance (2010-2017); George Washington University Senate Finance and Budget Committee (2014-2019); George Washington University Law School *Ad Hoc* Rules Committee (2016-2018); George Washington University Law School Standing Rules Committee (2023-present) (chair 2025-2026)

## **SELECTED DEPOSITIONS , REPORTS, AND TESTIMONY**

*Newby et al v. Enron Corp. et al*, consolidated with other matters as *In re Enron Corporate Securities Litigation*, Civil Action No. H-01-3624 (S.D. TX.) (2006) (reported and deposed with respect to professional conduct of securities lawyers)

*Freeland et al v. Iridium World Communications, Ltd. et al*, Case 99-CV-002 (D.D.C.) (2007) (reported and deposed with respect to disclosure obligations of publicly traded companies)

*Alaska Fur Gallery et al v. First National Bank Alaska*, Case No. 3AN-06-6120 CI (2010) (reported and testified with respect to various requirements of state and federal regulation of private securities placements)

*Roger Ashkenazi et al v. Greenberg Traurig, LLP et al*, Case No. CV2010-020851 (reporting with respect to professional conduct of securities lawyers)

*Legislative Proposals to Enhance Capital Formation and Reduce*

*Regulatory Burdens*, Congressional Testimony, Subcommittee on Capital Markets and Government Sponsored Entities of the Committee on Financial Services of the United States House of Representatives (Apr. 29, 2015)

*In re Gibraltar Global Securities Litig.* (Summer 2025) (Reporting for DOJ on the subject of disgorgement of ill-gotten gains)