National Business Law Scholars Conference
June 19-20, 2014
Loyola Law School, Los Angeles
919 Albany Street
Los Angeles, CA 90015

THURSDAY, JUNE 19th

7:45 am  Shuttle bus for the law school leaves from the front of the Sheraton Hotel, 711 South Hope Street

8:00-8:45  Registration and Breakfast  *(Girardi Patio)*

8:45-9:00  Opening Remarks *(Robinson Courtroom)*

9:00-11:30  Concurrent Panels

Panel A *(Robinson Courtroom)*
Regulating Opportunistic Behavior within Business Entities
Moderator and Discussant: Megan W. Shaner (University of Oklahoma College of Law)
• Stephen M. Bainbridge (UCLA School of Law), *Must Salmon Love Meinhard? Agape and Partnership Fiduciary Duties*
• Jordan M. Barry (University of San Diego School of Law), *Long-Term Shareholders and Time-Phased Voting*
• Eric C. Chaffee (The University of Toledo College of Law), *An Interdisciplinary Analysis of the Use of Ethical Intuition in Legal Compliance Decision Making for Business Entities*
• Suren Gomtsyan (Tilburg Law School), *The Governance of Publicly Traded Limited Liability Companies*
• Geeyoung Min (University of Virginia School of Law), *The SEC and the Courts’ Cooperative Policing of Related Party Transactions*
• James C. Spindler (University of Texas School of Law), *Reputation and Corporate Fraud*

Panel B *(Courtroom of the 90s)*
Reimagining Rulemaking, Regulation, and Oversight
Moderator and Discussant: Jacob Hale Russell (Stanford Law School)
• Zachary Gubler (Arizona State University Sandra Day O’Connor College of Law), *Making Experimental Rules Work*
• Tom C.W. Lin (Temple University Beasley School of Law), *The New Investor Protection*
• Jeffrey Manns (George Washington University Law School), *The Reciprocal Oversight Problem*
Panel C (Girardi 302)

Business, Credit, Debt, Default, and Bankruptcy

Moderator and Discussant: Shruti Rana (University of Maryland Francis King Carey School of Law)
- Anthony J. Casey (The University of Chicago Law School), The New Corporate Web
- Laura Napoli Coordes (Arizona State University Sandra Day O'Connor College of Law), The Geography of Bankruptcy
- Diane Lourdes Dick (Seattle University School of Law), Grassroots Shareholder Activism in Large Commercial Bankruptcies
- Chrystin Ondersma (Rutgers School of Law - Newark), A Human Rights Framework for Debt Relief
- Emanwel J. Turnbull (University of Maryland Francis King Carey School of Law), A Failed Remedy? English and American Remedies & The Consumer Credit Litigation Explosion

11:30-11:45 Pick up Lunch (Girardi Patio)

11:45-12:45 Keynote Address (Robinson Courtroom)
Frank Partnoy (University of San Diego School of Law)

12:45-12:55 Break

12:55-2:10 Author-Meets-Readers Session (Robinson Courtroom)

INDISPENSABLE AND OTHER MYTHS: THE TRUE STORY OF CEO PAY (Univ. of Cal. Press 2014)

Author: Michael Dorff (Southwestern Law School)

Discussants: Stephen M. Bainbridge (UCLA School of Law)
Kevin Murphy (University of Southern California Gould School of Law)

2:10-2:20 Break

2:20-3:50 Concurrent Panels

Panel A (Robinson Courtroom)

The Intersection of Business Law and Ethics
Moderator and Discussant: Mehrsa Baradaran (University of Georgia School of Law)
- Michael A. Helfand (Pepperdine University School of Law), Enforcing Co-Religionist Commerce
- Geeyoung Min (University of Virginia School of Law), The SEC and the Courts' Cooperative Policing of Related Party Transactions
- Shruti Rana (University of Maryland Francis King Carey School of Law), The Emergence of New Corporate Social Responsibility Regimes in China and India
Panel B (Courtroom of the 90s)
Exploring the Role of Cost-Benefit Analyses in Making Business Law
Moderator and Discussant: David Groshoff (Western State College of Law)
- Yoon-Ho Alex Lee (University of Southern California Gould School of Law), The Efficiency Criterion for Securities Regulation: Investor Welfare or Cost-Benefit Analysis?
- Martin Petrin (UCL Faculty of Laws), Cost-Benefit Analysis and Impact Assessment in Corporate Law Making
- Brian Sawers (The Ohio State University Michael E. Moritz College of Law), Probability, Contrary Evidence, and Judicial Mistake

Panel C (Girardi 302)
Business Law and the Constitution
Moderator and Discussant: K. Sabeel Rahman (Harvard Law School)
- Sarah C. Haan (University of Idaho College of Law), Voter Primacy
- David Min (UC Irvine School of Law), Bondholders United: Corporate Debt and the First Amendment
- Elizabeth Pollman (Loyola Law School, Los Angeles), The Derivative Nature of Corporate Constitutional Rights

3:50-4:00 Break

4:00-6:00 Concurrent Panels
Panel A (Robinson Courtroom)
Mergers & Acquisitions
Moderator and Discussant: Cathy Hwang (Stanford Law School)
- Afra Afsharipour (UC Davis School of Law), Deal Advisors
- Albert H. Choi (University of Virginia School of Law), Facilitating Mergers and Acquisitions with Earnouts and Purchase Price Adjustments
- Frank Gevurtz (University of the Pacific McGeorge School of Law), Shotgun Corporate Marriages
- Jay B. Kesten (Florida State University College of Law), Adjudicating Corporate Auctions

Panel B (Courtroom of the 90s)
Investment Fund Regulation
Moderator and Discussant: Anita K. Krug (University of Washington School of Law)
- William A. Birdthistle (Chicago-Kent College of Law), Building on Default Lines: Target-Date Funds
- Cary Martin (DePaul University College of Law), Retail Investor Choices in the Face of an Expanding Private Market
- Jacob Hale Russell (Stanford Law School), The Separation of Intelligence and Control: The Retirement Savings Crisis and the Limits of Soft Paternalism
- David H. Webber (Boston University School of Law), The Use and Abuse of Labor’s Capital
Panel C (Girardi 302)

Market Making, Manipulation, and Analysis
Moderator and Discussant: George S. Georgiev (UCLA School of Law)
- Michael J. Burstein (Benjamin N. Cardozo School of Law), Secondary Markets for Patents: A Framework for Evaluation
- Kristin N. Johnson (Seton Hall University School of Law), Demystifying Complexity
- Yuliya Guseva (Rutgers School of Law - Newark), Trust and Transplanting: From Law to Efficiency and Financial Utilities
- Andrew Verstein (Wake Forest University School of Law), Manipulation with Other People’s Money

6:00-7:30 pm Reception (appetizers and drinks will be served) (Burns Plaza)

7:30 pm Shuttle bus leaves from law school to Sheraton Hotel

FRIDAY, JUNE 20th

7:45 am Shuttle bus for the law school leaves from the front of the Sheraton Hotel, 711 South Hope Street

8:00-8:30 Breakfast (Girardi Patio)

8:30-10:30 Concurrent Panels
Panel A (Robinson Courtroom)

Raising Capital in the Shadow of the JOBS Act
Moderator and Discussant: Barbara Black (The University of Cincinnati College of Law)
- Carlos Berdejo (Loyola Law School, Los Angeles), Going Public After the JOBS Act
- David Groshoff (Western State College of Law), Crowding Out Entrepreneurial Small Businesses?: The Regulation-Driven Direction of ‘Crowdfunding 5.0.’
- Joan MacLeod Heminway (The University of Tennessee College of Law), Crowdfunding “Unequity” in the United States
- Neal Newman (Texas A&M University School of Law), Regulation A+ and the Question of State Blue Sky Law Preemption under the JOBS Act

Panel B (Courtroom of the 90s)

Accountability in the Executive Suite
Moderator and Discussant: Tom C.W. Lin (Temple University Beasley School of Law)
- Brian Broughman (Indiana University Maurer School of Law), CEO Side-Payments in M&A Deals
- Andrew C. W. Lund (Pace Law School), Golden Parachutes, Severance, Firm Value, and Risk Taking
- Victoria Schwartz (Pepperdine University School of Law), Corporate Privacy Problems Start at the Top
- Megan W. Shaner (University of Oklahoma College of Law), Officer Accountability
Panel C1 (8:30-9:30) (Girardi 302)
Procedural Issues in Shareholder Litigation
Moderator and Discussant: Anthony J. Casey (The University of Chicago Law School)
  • Matthew R. Lyon (Lincoln Memorial University Duncan School of Law), The MBCA’s Universal Demand Requirement at Twenty-Five: Has it Worked as Intended?
  • David H. Webber (Boston University School of Law), Shareholder Litigation Without Class Actions

Panel C2 (9:30-10:30) (Girardi 302)
Regulating Swaps and Other Derivatives
Moderator and Discussant: Jeffrey Manns (George Washington University Law School)
  • Colleen M. Baker (University of Notre Dame Law School), What is the International Swaps and Derivatives Association?
  • Anita K. Krug (University of Washington School of Law), Investing and Pretending

10:30-10:45 Break

10:45-12:15 Plenary Panel (Robinson Courtroom)
The Securities Fraud Class Action after Halliburton
Moderator and Discussant: Margaret V. Sachs (University of Georgia School of Law)
  • Stephen M. Bainbridge (UCLA School of Law)
  • Robert P. Bartlett III (UC Berkeley School of Law)
  • Mark I. Labaton (Isaacs, Friedberg & Labaton LLP)
  • Adam C. Pritchard (University of Michigan Law School)

12:15-1:00 Lunch (Girardi Patio)

1:00-2:30 Concurrent Panels
Panel A (Robinson Courtroom)
Securities Litigation
Moderator and Discussant: Andrew C. W. Lund (Pace Law School)
  • Wendy Gerwick Couture (University of Idaho College of Law), Materiality and a Theory of Legal Circularity
  • Benjamin P. Edwards (Michigan State University College of Law), The Shattered Class: SLUSA Evasion Reveals Need for Further Reform
  • Adam C. Pritchard (University of Michigan Law School), SEC Investigations and Securities Class Actions: An Empirical Comparison
Schedule 6/18/14 – Subject to Change

Panel B (Courtroom of the 90s)
Appropriate Dispute Resolution: Determining the Best Entity to Resolve Business-Related Disputes
Moderator and Discussant: Colleen M. Baker (University of Notre Dame Law School)
  - Jason Burge (Fishman Haygood Phelps Walmsley Willis & Swanson, L.L.P.), Recent Issues in Arbitrability of Securities Claims: Customers, Venue, and Statutes of Limitation
  - Lara Richards (Fishman Haygood Phelps Walmsley Willis & Swanson, L.L.P.), Recent Issues in Arbitrability of Securities Claims: Customers, Venue, and Statutes of Limitation
  - Rob Weber (Georgia State University College of Law), Drug Courts for the Banks

Panel C (Girardi 302)
Emerging Issues in Business Finance
Moderator and Discussant: Jay B. Kesten (Florida State University College of Law)
  - John F. Coyle (University of North Carolina School of Law), Contractual Innovation in Venture Finance
  - Summer Kim (University of Illinois College of Law), Managing Regulatory Blindspots – A Case Study of Leveraged Loans
  - Jeff Schwartz (University of Utah S.J. Quinney College of Law), The Corporatization of Personhood

2:30-2:45 Break
2:45-4:15 Concurrent Panels
Panel A (Robinson Courtroom)
The Delaware Court and Business Law
Moderator and Discussant: Mohsen Manesh (University of Oregon School of Law)
  - Robert Anderson (Pepperdine University School of Law), The Delaware Delusion
  - Adam B. Badawi (Washington University School of Law), The Shareholder Wealth Effects of Delaware Litigation
  - Eric A. Chiappinelli (Texas Tech University School of Law), The Underappreciated Importance of Personal Jurisdiction in Delaware’s Success

Panel B (Courtroom of the 90s)
Banking and Lending Regulation
Moderator and Discussant: Summer Kim (University of Illinois College of Law)
  - Mehrsa Baradaran (University of Georgia School of Law), Regulation by Hypothetical
  - Brent J. Horton (Fordham University Gabelli School of Business), For the Protection of Investors and the Public: Why Fannie Mae’s Mortgage Backed Securities Should Be Subject to the Disclosure Requirements of the Securities Act of 1933
  - Nizan Geslevich Packin (City University of New York), Supersize Them? Large Banks, Taxpayers and the Subsidies that Lay Between
Panel C (Girardi 302)
Political Spending and the Corporate Form
Moderator and Discussant: Elizabeth Pollman (Loyola Law School, Los Angeles)
  • Michael D. Guttentag (Loyola Law School, Los Angeles), A New Light on Public Company Political Spending Disclosure
  • Sarah C. Haan (University of Idaho College of Law), Opaque Transparency: Outside Spending and Disclosure by Business Entities
  • Joseph K. Leahy (South Texas College of Law), Intermediate Review for Corporate Political Contributions

4:30 pm  Shuttle bus leaves from law school to Sheraton Hotel