

STEPHEN F. DIAMOND

Santa Clara University School of Law
Santa Clara, CA 95053
(408) 554-4813
sdiamond@scu.edu

EDUCATION

Yale Law School, J.D. (1994)

Symposium Editor, *Yale Law Journal*

University of London, Birkbeck College, M.Phil. (1989); Ph.D. (1991) Politics

Dissertation: *Class and Power in Revolutionary Nicaragua*

Overseas Research Award

MacArthur Fellowship in International Peace and Security

University of California at Berkeley, B.A., Development Studies (1977)

Phi Beta Kappa

Member and Chair, ASUC Judicial Branch

Founding Editor, International News Page, *The Daily Californian*

Rugby Club

ACADEMIC APPOINTMENTS

Santa Clara University School of Law, Santa Clara, CA

Associate Professor of Law (with tenure), 2005-Present

Assistant Professor of Law, 1999-2005

Cornell Law School, Ithaca, New York

Assistant Professor of Law, 2003-2004 (one-year visit)

Santa Clara University, Markkula Center for Applied Ethics, Santa Clara, CA

Ethics Scholar, 2009-2013

Stanford University, Center for Latin American Studies, Palo Alto, CA

Visiting Scholar, 1996-1997

Harvard University, Center for International Affairs, Cambridge, MA

MacArthur Fellow in International Peace and Security, 1989-1990

University of California at San Diego, Graduate School of International Relations and Pacific Studies and Center for U.S.-Mexican Studies, La Jolla, CA

MacArthur Fellow in International Peace and Security, 1990-1991

Visiting Scholar, USMEX, 1993

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LEGAL EMPLOYMENT (see Transactional Experience below)

Wilson Sonsini Goodrich & Rosati, Palo Alto, CA 1995-1999
Associate

Latham & Watkins, New York, NY 1994-1995
Associate

PUBLICATIONS

Books

- 2014 *Hidden History of the Equal Rights Amendment* (co-author with Hal Draper). Center for Socialist History.
- 2013 *Rights and Revolution: The Rise and Decline of Nicaragua's Sandinista Movement*. Vandeplas.
- 2009 *From "Cbe" to China: Labor and Authoritarianism in the New Global Economy*. Vandeplas.

Edited volumes

- 2003 (paperback); 1996 (cloth) *Human Rights, Labor Rights and International Trade: Law and Policy Perspectives*, (co-editor with Lance A. Compa). University of Pennsylvania Press.

Book chapters

- 2013 The Facebook Effect: Insider Trading and Secondary Markets in the Startup Environment, In *Research Handbook on Insider Trading*, Stephen Bainbridge, ed., Elgar.
- 2011 Beyond the Berle-Means Paradigm: Private equity and the new capitalist order, In *The Embedded Firm*, Cynthia Williams and Peer Zumbansen, eds., Cambridge University Press.
- 2008 Ringing the Bell on the NYSE: Might a Nonprofit Stock Exchange have been efficient? In *Global Stock Exchanges: The Dawn of a New Era*, Arindam Banerjee, ed., ICFAI University Press, India.
- 2001 Beyond the Core: Re-Thinking the International Labor Rights Strategy after the Battle of Seattle. In *Trade and Agriculture: Negotiating a New Agreement*, Joe McMahon, ed., Cameron May, London.
- 1996, 2003 Labor Rights in the Global Economy: A Case Study of the North American Free Trade Agreement. In *Human Rights, Labor Rights and International Trade*, Lance A. Compa and Stephen F. Diamond, eds., Univ. of Penn. Press.
- Introduction. (with Compa) In *Human Rights, Labor Rights and International Trade*, Lance A. Compa and Stephen F. Diamond, eds., Univ. of Penn. Press.
- 1993 U.S. Labor and North American Economic Integration: Towards a Constructive Critique. In *The Political Economy of North American Free Trade*, edited by Ricardo Grinspun and Maxwell Cameron. St. Martin's Press.

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Articles

- 2012 The Facebook Effect: Secondary Markets and Insider Trading in Today's Hot Startup Environment. *California Business Law Practitioner*, Winter, Vol. 27, No. 1.
- 2007 Ringing the Bell on the NYSE: Might a Nonprofit Stock Exchange have been efficient? 9 *Duquesne Business L. J.* 1, Spring (co-author: Jennifer W. Kuan).
- 2006 The Delphi "Bankruptcy," *Dissent Magazine*, Spring.
- 2003 The PetroChina Syndrome: Regulating Capital Markets in the Anti-Globalization Era. 29 *The J. of Corporation Law* 39.
- The "Race to the Bottom" Returns: China's Challenge to the International Labor Movement. 10 *U.C. Davis J. of Int'l L. and Policy* 39.
- 2002 Bridging the Divide: An Alternative Approach to International Labor Rights after the Battle of Seattle. 29 *Pepperdine L. Rev.* 115.
- 1985 No friends in labor's court, *The Nation*. Dec. 14.
- 1983 Plant Closings and Worker Health: A Nationwide Epidemic, Labor and Occupational Health Program *Monitor*, Volume II, #2, January-February, University of California, Berkeley.
- 1982 Political and Occupation Hazards to Reproductive Health, *New Labor Review*, #4, Fall.

Accepted Papers

- Are the stock markets "rigged"? An empirical analysis of regulatory change (with Jennifer W. Kuan), *International Review of Law and Economics*, forthcoming 2018.

Manuscripts in submission

- Exercising the "governance option": labor's push to reshape capitalism, *Cambridge Journal of Economics*.

Papers in progress

- High frequency capitalism
- The corporate governance myth
- Facebook's failed IPO and the era of insider capitalism
- Occupy Santa Clara? Corporate personhood reconsidered
- Fictitious capital and the framing of corporate law
- Power without responsibility: How Google and Facebook are reshaping modern capitalism

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Three-dimensional capitalism: Silicon Valley and the rise of the new global economy

Online Publications

- 2012 Facebook's Failed IPO: A Fall Worthy of Icarus. *Dissent Magazine* (online), May 29.
- Occupy Santa Clara! Corporate Personhood Reconsidered. *Dissent Magazine* (online), April 4.
- The Importance of Institutional Design: Evidence from the New York Stock Exchange IPO and Reg. NMS, *Securities Law eJournal*, Vol. 4, No. 7, Feb. 3.
- The Importance of Institutional Design: Evidence from the New York Stock Exchange IPO and Reg. NMS, *Corporate and Takeover eJournal*, Vol. 4, No. 6, Feb. 2.
- The Importance of Institutional Design: Evidence from the New York Stock Exchange IPO and Reg. NMS, *Market Microstructure eJournal*, Vol. 4, No. 7, Jan. 26.
- 2006 Avoiding Debacle in the U.S. Auto Industry. *Dissent Magazine* (online), Spring.

Book reviews

- 2014 *Human Rights and Transnational Solidarity in Cold War Latin America* ed. by Jessica Stites Mor, University of Wisconsin Press 2013 in *Human Rights Quarterly*, Vol. 36, No. 3, August.
- 2012 *Science Mart: Privatizing American Science* by Philip Mirowski, Harvard University Press, 2012 in *Contemporary Sociology*, Vol. 41, 2, March.
- 2010 *Revolution, Revival and Religious Conflict in Sandinista Nicaragua* by Calvin Smith, *Bulletin of Latin American Research*, Vol. 29, Issue 4, October.
- 2002 The "New Realism" and the Crisis of the Human Rights Movement. Review of *In Our Own Best Interest: How Defending Human Rights Benefits Us All* by William F. Schulz, 42 *Santa Clara L. Rev.* 1019.
- The Chinese Market: An Enigma Unraveled* by Joe Studwell, *Dissent*, Summer.
- 1984 Labor's War. Review of *Labor's War at Home: The CIO in World War II* by Nelson Lichtenstein, *Monthly Review*, May.

Op-eds

- 2009 New leadership could make AFL-CIO relevant again (titles varied). Appeared in *Sacramento Bee*, *Pittsburgh Post-Gazette*, *Buffalo News*, *Pittsburgh Tribune-Review*, *Bellingham Herald*, *Providence Journal-Bulletin*, *Tuscaloosa News*.
- 2002 Enron toppled by politics, law, *The Times-Union*, Albany, New York, Feb. 3.
- 2001 Terrorism Must Be Fought Through International Law, *The Record*, Bergen County, New Jersey, Oct. 4.

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Published letters

- 2015 American securities law is clear on insider trading – public or private, *Fin. Times*, Jun. 7.
- 2011 Fragile Pakistan a sacrifice to IMF? *Fin. Times*, Jan. 8.
- 2007 GM workers' healthcare fund is less secure than it seems, *Fin. Times*, Oct. 2.
Citizen investors deserve protection, *Fin. Times*, Mar. 26.
- 2006 Healthy reminder of risks of stock options, *Fin. Times*, Oct. 10.
- 2005 Everyone knew a hard rain was going to fall on Delphi, *Fin. Times*, Oct. 18.
SEC's first duty should be to investors, *Fin. Times*, Jun. 8.
When Culture and Emerging Capitalism Clash, *Wall St. J.*, Apr. 20.
- 2003 A gaping hole in China's labour laws, *Fin. Times*, Sept. 22.
Chinese workers need to feel secure, *Fin. Times*, Jan. 29.
- 1985 A Dark Day for U.S. Workers Is Dawning at Toyota-G.M. Plant, *The New York Times*, Aug. 8.

Other publications

- 2003 The PetroChina Syndrome: Regulating Capital Markets in the Anti-Globalization Era, NELLCO Working Paper Series, Cornell Law School.
The “Race to the Bottom” Returns: China’s Challenge to the International Labor Movement, NELLCO Working Paper Series, Cornell Law School.
- 1986 Hey, the Boss Just Called Me Into the Office...The Weingarten Decision and the Right to Representation on the Job. Institute of Industrial Relations, U.C. Berkeley (updated by new co-authors in 1999, 2011).
How to Cost a Union Contract. Co-authored with Paul Chown and Theresa Ghilarducci. Institute of Industrial Relations, U.C. Berkeley.
Can They Just Fire Me? Public Employees Right to Due Process. Institute of Industrial Relations, U.C. Berkeley.
- 1975 *Plea Bargaining: Structure and Process* (contributing author). U.C. Berkeley.

Research Notes

- 2010 “New Boss Same as the Old Boss”: A Look at the GM/UAW VEBA Post-IPO,

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Nov. 19.

2009 Ford and the UAW Enter the Derivatives Market.

2007 Legal Implications of Proposed GM/UAW VEBA.

Proposed GM/UAW VEBA: A House of Cards?

VEBA v. VEBA: Chrysler UAW Workers Face More Risk.

INVITED AND PEER REVIEW PRESENTATIONS

(where paper was co-authored, name of presenter(s) listed)

2018 Are the stock markets “rigged”? An empirical analysis of regulatory change (with Jennifer W. Kuan), Section on Law and Economics, American Association of Law School, San Diego, January 3. (Diamond)

2017 Institutions, Markets, and Influence Rents: Unconventional Strategies of the U.S. Stock Exchanges, Levin College of Law, University of Florida, (with Jennifer W. Kuan and Gwendolyn Lee), October 17. (Lee)

Exercising the “Governance Option”: Labor’s Push to Reshape Capitalism, Labour Law Research Network 3, University of Toronto Faculty of Law, June.

Institutions, markets and influence rents (with Jennifer W. Kuan and Gwendolyn Lee), DRUID 2017, New York University, June. (Kuan)

Institutions, markets and influence rents (with Jennifer W. Kuan and Gwendolyn Lee), Strategic Management Society, Houston, TX, October. (Kuan)

2016 Exercising the Governance Option, Business and Human Rights Conference, University of Washington School of Law, September.

“Governance Questions About the Tesla/SolarCity Merger,” Presentation to Wall Street Analysts (approx. \$1 trillion of AUM present on teleconference), Washington, D.C.

The Tesla/SolarCity Merger: Corporate Governance Challenged, Council of Institutional Investors Fall Meeting, Chicago, IL, October.

2014 Manufacturing “Orderliness” on the New York Stock Exchange, International Society for New Institutional Economics, Duke University, June. (Kuan)

Manufacturing “Orderliness” on the New York Stock Exchange, Society for the Advancement of Socio-Economics, Northwestern/University of Chicago, July. (Diamond)

2013 Manufacturing “Orderliness” on the New York Stock Exchange, Institutions and Innovations Conference, Harvard Business School, November. (Kuan)

The Surprising Consequences of Competition Between the NYSE and the Nasdaq, Department of Economics, Stanford, October. (Diamond/Kuan)

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- Did Exchange Competition Destabilize the Stock Market? Industry Studies Conference, Kauffman Foundation, Kansas City, MO., May. (Kuan)
- Did Exchange Competition Destabilize the Stock Market? Stanford Department of Economics, March. (Diamond/Kuan)
- 2011 Destabilizing “Competition”: The Case of the New York Stock Exchange, Stanford University, November 28. (Diamond/Kuan)
- Institutional Design and Market Efficiency: Evidence from the NYSE IPO, International Society for New Institutional Economics, Stanford University, June 16-18. (Diamond/Kuan)
- 2010 Can Institutional Economics Inform the Efficient Market Hypothesis? European Money and Finance Forum, Universitat Pompeu Fabra, Barcelona, Spain, December 10. (Kuan)
- Institutional Heterogeneity Among Stock Exchanges, Conference on Empirical Legal Studies, Yale Law School, November 5-6. (Kuan)
- Institutional Heterogeneity Among Stock Exchanges, Tulane Energy Institute, Tulane University School of Business, October 28. (Kuan)
- A Tale of Two Stock Exchanges: Why Governance and Institutional Design Matters, International Atlantic Economic Society, October 12. (Kuan)
- Institutional Heterogeneity Among Stock Exchanges: Implications for Market Efficiency, Stanford Law School, June 11. (Kuan)
- Can Institutional Economics Inform the Efficient Market Hypothesis? Industry Studies Conference, University of Illinois, Chicago, May 7. (Kuan)
- A Tale of Two Exchanges: Why Institutional Design Matters, New School University Conference on U.S. Corporations in the Recovery and Beyond, April 22. (Diamond)
- 2009 Reconsidering Market Efficiency: A Tale of Two Exchanges, Institutions and Innovation Conference, Harvard Business School. (Kuan)
- Reconsidering the IPO of the New York Stock Exchange, IOFest, Haas School of Business, U.C. Berkeley. (Diamond/Kuan)
- Rethinking Private Equity and “Financialization,” Society for Advancement of Socio-Economics, SciencesPo, Paris, France.
- Using Hostages to Improve the Quality of Financial Disclosure and Financial Institutions, International Society for New Institutional Economics, Haas School of Business, U.C. Berkeley. (Kuan)
- Using Hostages to Improve the Quality of Financial Disclosure and Financial Institutions, Sloan Industry Studies Conference, Chicago. (Kuan)

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- 2008 Beyond the Berle-Means Paradigm: Private Equity and the new capitalist order, Yale School of Management, New Haven, CT.
- Beyond the Berle-Means Paradigm: Private Equity and the new capitalist order, Osgoode Hall School of Law, York University, Toronto, Canada.
- 2004 Testing Convergence Theory: A case study of China's new corporate economy, Faculty Seminar, Cornell Law School.
- 2003 The "Race to the Bottom" Returns: China's Challenge to the International Labor Movement, Symposium on Workers in the Global Economy: The Role of International Economic Institutions, U.C. Davis King Hall School of Law, Davis, CA.
- Exercising the Governance Option: Labor and Legitimacy in the Modern Corporate System, Panel on Labor Rights, Corporations, and Capitalism, Feminism and Legal Theory Conference, Cornell Law School and University of Wisconsin School of Law, Madison, WI.
- 2002 The PetroChina Syndrome: Regulating Capital Markets in the Anti-Globalization Era, Feminism and Legal Theory Workshop on the Corporation and Citizenship, Osgoode Hall School of Law (York), Cornell Law School and University of British Columbia Law School, Toronto, Canada.
- 2001 The PetroChina Syndrome: Regulating Capital Markets in the Anti-Globalization Era, Social Justice Seminar, School of Law, U.C. Berkeley.
- 1995 NAFTA, Labor and the Mexican Peso Crisis, Seminar on Law and International Relations, convened by Anne Marie Slaughter and Joseph Weiler, Harvard Law School.
- 1994 The Impact of the Global Economy on Labor Rights: A Case Study of NAFTA, School of Business and Department of Sociology, University of Wisconsin at Madison.
- 1993 Law, Labor, and Legitimacy: Economic Restructuring in Poland and Mexico, Center for U.S. Mexican Studies, U.C. San Diego.
- 1992 The Rule of Law in the East European Transition: Some Comparative Lessons, SSRC/MacArthur Foundation Research Workshop, Central European University, Prague, Czech Republic.
- 1991 American Labor and North American Economic Integration, Conference on Critical Perspectives on North American Economic Integration, York University.
- Democratic Institutions and Development in the Transition of a New International Order: The Role of Trade Unions, SSRC/MacArthur Foundation Research Workshop, Graduate School of International Relations and Pacific Studies, U.C. San Diego.
- Third World Security in the Post-Cold War Era: The Role of Trade Unions, Andrew

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- Mellon Conference on Conceptual Approaches to the Third World, Center for Iberian and Latin American Studies, U.C. San Diego.
- 1990 Labor in Revolutionary Nicaragua: One Class, One Union? Center for International Affairs, Seminar on Latin America, Harvard University.
- The Rise and Decline of Neo-Stalinism: Comparative Lessons from the Nicaraguan Experience, SSRC/MacArthur Fellows Conference, Budapest, Hungary.
- Trade Unionism and Democracy: A Research Proposal, SSRC/MacArthur Fellows Conference, Morelos, Mexico.
- 1989 Revolution and Labor in Central America: Three Roads for the Trade Union Movement, Annual Meeting of the Southwest Labor Studies Association, San Francisco, California.
- An Assessment of Nicaragua's Sandinista Revolution, Department of Chicano Studies, Graduate Seminar on Central America, U.C. Berkeley.
- 1984 The Trade Unions in Sandinista Nicaragua, Department of Economics, U.C. Berkeley.

OTHER PRESENTATIONS

- 2015 Commenter, Faculty Workshop, Santa Clara University, Working paper on corporate law by David Yosifon.
- 2012 Panelist, Discussion of *Kiobel v. Royal Dutch Shell*, Santa Clara University.
- Distinguished Participant, Conference on Theory of the Firm, Adolph A. Berle Center, Seattle University School of Law.
- 2010 Institutional Heterogeneity Among Stock Exchanges, Faculty Workshop, SCU School of Law, August 30 (Diamond/Kuan).
- 2009 Panelist, Executive Compensation in the Wake of the AIG Scandal, Markkula Center for Applied Ethics, Santa Clara University.
- 2008 Labor Unrest and Digitalization in Hollywood, U.C. Berkeley School of Law.
- Anatomy of the Financial Meltdown, Santa Clara University School of Law.
- International Labor Rights, LLM Seminar, Santa Clara University School of Law.
- 2007 The NYSE IPO, Santa Clara University School of Law (Diamond/Kuan).
- 2005 Labor and Legitimacy in the Modern Corporate System, Global Conference on Business Ethics – The Accountable Corporation, Santa Clara University.
- 2004 The Perfect Storm: Facing the challenge to America's social welfare structure after the Safeway strike, Governing Work and Welfare in the EU and US: Past, Present and Future, Cornell, Florence and Catania law schools, Erice, Sicily, Italy.

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There is no free lunch: Why America's corporate managers should do the right thing and endorse the FASB proposal to expense options, Testimony on the impact of stock option expensing on small business, Committee on Small Business and Entrepreneurship, U.S. Senate, Washington, D.C.

- 2001 Alternative Capital Market Strategies for Pension Fund Trustees, AFL-CIO International Pension Fund Trustee Conference, San Francisco, California.
- Using Corporate Law to Advance the International Human Rights Agenda, Grillo Public Interest Retreat, Santa Cruz, California, Santa Clara University and University of San Francisco Schools of Law.
- 2000 The Initial Public Offering of PetroChina: Rethinking Traditional Investment Criteria in the Context of Human Rights Concerns, Office of Investment, AFL-CIO.
- 1991 Organized Labor's View of Free Trade with Mexico, World Affairs Council of San Diego.

GRANTS, AWARDS, AND FELLOWSHIPS

- 2014 Seminar Grant, Center for Social Justice and Public Service, SCU
2007 Seminar Grant, Center for Social Justice and Public Service, SCU
2004 Summer Research Grant, Santa Clara University School of Law
2003 Summer Research Grant, Cornell Law School
2002 Summer Research Grant, Santa Clara University School of Law
2001 Summer Research Grant, Santa Clara University School of Law
2000 Summer Research Grant, Santa Clara University School of Law
1991 Workshop Grant, SSRC/MacArthur Foundation Program in International Peace and Security
1989 MacArthur Foundation Fellowship in International Peace and Security
1988 Overseas Research Student Award, University of London
1977 Phi Beta Kappa
1976 Junior Fellow, Carnegie Endowment for International Peace

TEACHING

Santa Clara University School of Law

- Advanced Corporations (Fall 2005, 2007; Spring 2000-03, 2005)
Business Organizations (Fall 2008, 2010, 2011, 2013-16; Spring 2010, 2013)
Corporate Finance (Fall 2013; Spring 2011-12, 2015-17)
Globalization and the Rule of Law (Seminar, International Finance, International Labor Rights, Comparative Corporate Law, Other) (Fall 2011, 2014, 2016; Spring 2000-03, 2005, 2007)
Regulation of International Business Transactions (Trade, Finance, M&A) (Fall 2000-02, 2004, 2006; Spring 2008-09)
Securities Regulation (Fall 1999-02, 2004-06, 2008; Spring 2009-2017)
Social Justice Workshop (Fall 2007; Spring 2014)

Cornell Law School

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Business Organizations (Spring 2004)
Securities Regulation (Fall 2003)
Seminar on Comparative Corporate Law (Spring 2004)

SERVICE

School of Law

Academic Affairs Committee
High Tech Law Institute Faculty Advisory Board
Disabilities Review Panel
International Programs Advisory Committee
Faculty Affairs Committee
LAW Appointments Committee
Faculty Secretary
Joint JD/MBA Program Advisor
Technology Steering Committee
Faculty Advisor, Start-up Law Clinic
Faculty Advisor, Start-up Law Students Association

Santa Clara University

Visiting Lecturer, SCU Leavey School of Business
Advisory Board, American Association of University Professors
Chapter Vice President, AAUP, 2016-present

Conferences

- 2017 Program Chair and Organizing Committee, 3d Annual Business and Human Rights Scholars Conference, Santa Clara University, September.
- 2016 Discussant, 2d Annual Business and Human Rights Scholars Conference, University of Washington School of Law, September.
- 2008 Chair, Panel on Corporate Governance Reform: What Difference Has It Made or Could It Make for Workers? With Delaware Vice Chancellor Leo Strine, Capital Matters: Managing Labor's Capital, Harvard Law School, Cambridge, MA.
- Discussant, Panel on International Labor Rights, Southwest Labor Studies Association, California State University at Pomona, California.
- 2002 Organizer (with Professor William B. Gould IV and Professor Robert Flanagan), Conference on International Labor Standards, Stanford Law School, June, Palo Alto, CA.
- Chair, Panel on labor standards and the global economy, Conference on International Labor Standards, Stanford Law School, June, Palo Alto, CA.
- Chair, Panel on codes of conduct, Conference on International Labor Standards, Stanford Law School, June, Palo Alto, CA.

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- 1994 Organizer (with an editorial committee): The Informal Economy. A symposium sponsored by the *Yale Law Journal*.
- 1992 Organizer (with Lance A. Compa), Human Rights and Labor Rights: A New Look at Workers in the Global Economy, Orville H. Schell Center for International Human Rights, Yale Law School.
- 1991 Organizer and Chair, Democratic Institutions and Development in the Transition to a New International Order: The Role of Trade Unions, sponsored by MacArthur Foundation, SSRC, U.C. San Diego, Graduate School of International Relations and Pacific Studies.

Workshops/Seminars/Symposia

- 2014 Convener, Seminar on Law and Labor in the Fields, School of Law
- 2013 Chair, Discussion with Kenneth Feinberg, Markkula Center for Applied Ethics, Santa Clara University.
- 2003 Organizer and Panel Chair, "Beyond a Boundary": Technology's Challenge to Legal Thinking, Santa Clara University.
- 2002 Chair, Panel on New developments in Broadband, Broadband Institute, Santa Clara University School of Law.
- Chair, Panel on Death Penalty in Comparative Perspective, Symposium, *Santa Clara Law Review*.
- Moderator, Debate on free trade between Douglas Irwin and Lori Wallach, Institute on Globalization, Santa Clara University.
- 2001 Chair, Panel on Crime and Tort on the Internet, *High Tech Law Journal* Symposium on Internet Privacy, Santa Clara University School of Law.
- Moderator, Don Bradley, General Counsel, Wilson Sonsini Goodrich & Rosati, Ethics Week, Santa Clara University School of Law.
- Organized and moderated presentation by John Heileman, author of *Pride Before the Fall: The Trials of Bill Gates and the End of the Microsoft Era*, Commonwealth Club of Silicon Valley, Palo Alto, California.
- 2000 Chair, Panel on New Developments in International Law, National ILSA Conference, Santa Clara University.
- Chair, Panel on Crime and Tort on the Internet, High Tech Law Journal on Symposium on Internet Privacy.
- Invited and chaired presentation by Robert Major, Principal, Major, Hagen and Africa, to Law School faculty.
- 1999 Invited and chaired presentation of Eamonn Fingleton, author of *In Praise of Hard Industries*, Center for Science, Technology and Society, Santa Clara University.

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1989 Organizer, Revolution and Labor in Central America, Panel, Annual meeting of the Southwest Labor Studies Association, San Francisco, California.

Referee

Journal of Empirical Legal Studies
Law and Social Inquiry
Asian Politics & Policy
Bulletin of Latin American Research
Journal of Management and Governance
Santa Clara University Journal of International Law
Routledge Law
Aspen Publishers
Utrecht Journal of International and European Law

Hiring/Promotion

Tenure Committee for Professor Beth Van Schaack (tenure awarded)
Mentor Committee for Professors David Yosifon and Colleen Chien
Tenure letter for Sociology Professor, Iowa State University (tenure awarded)
Tenure letter for Law Professor, New York Law School (tenure awarded)
Tenure letter for Law Professor, New York Law School (tenure awarded)
Chair, Shadow Tenure and Promotion Committee of Senior Faculty Candidate, SCU

Other

Moot court judge, Vale Corporate Law competition.
Moot court judge, Jessup Moot court competition
Organized and hosted visit of Lori Wallach, Global Trade Watch
Faculty Organizing Committee, International Labor Studies Program, Stanford Law School
Organizer and Host, Visit of Jan Kavan, Former President of United Nations, Santa Clara University School of Law
Expert testimony in federal and state court proceedings
Advisor, CNH Co. Ltd., Seoul, Korea and Menlo Park, CA
Advisor, Office of Investment, AFL-CIO, Washington, D.C.
Advisor, CtW Investment Group, Change to Win, Washington, D.C.
Advisor, various startups, entrepreneurs, investors
Interim General Counsel, nComputing, Inc., Redwood City, CA

OTHER PROFESSIONAL EMPLOYMENT

OPTi, Inc., Palo Alto, CA,
Member, Board of Directors; Chair, Compensation Committee; Member, Audit Committee;
2003-2011.

Harvard University, Harvard Trade Union Program

Assistant Director, 1989-1990.

International Brotherhood of Electrical Workers, Local 1245, Walnut Creek, CA

Director of Public Affairs, 1986-1987, 1987-1989.

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U.C. Berkeley, Program Representative, Center for Labor Research and Education, Berkeley, California, 1980-1986.

SELECTED TRANSACTIONAL EXPERIENCE

Mergers and Acquisitions

Micron Technology's acquisition of DRAM operations of Texas Instruments.
Standard Microsystems Corporation's sale of Enterprise Networks business unit to Cabletron Systems, Inc.
OPTi, Inc.'s sale of NetMedia business unit to Creative Technology, Ltd.
State of the Art, Inc.'s cash tender offer by The Sage Group plc.
Novell's sale of its WordPerfect division to Corel.
StrataCom's acquisition by Cisco Systems.
Vodafone acquisition of Mannesmann

Financings

Cypress Semiconductor's offering of common stock by Warburg Dillon Read.
Atmel's \$150 million note offering led by Credit Suisse First Boston.
eMachines' private placement by America Online and Technology Crossover Ventures.
eMachines' IPO led by Credit Suisse First Boston.
Goldman, Sachs & Co.'s \$500 million Medium Term Note Offering of Albertson's.
IPO of PetroChina
Privatization of Chunghwa Telecom

EXPERT WITNESS ENGAGEMENTS

IRMO Warren and Ford, Superior Court, County of San Mateo, engaged by Laughlin Legal Group. (2016-current)

Kolbisen v. Madrid, Superior Court, County of San Mateo, corporate and LLC governance, engaged by Chauvel & Glatt and Laughlin Legal Group. Settled. (2016)

Bucher (Bucher Farms Inc.) v. Bucher, Superior Court, County of Sonoma, CA, Derivative action, fiduciary duties, corporate governance, special litigation committee, engaged by Hopkins & Carley, San Jose, CA. (2015-current)

Pacific Cycle Racing, LLC v. Anschutz Entertainment Group, Inc., AAA, Los Angeles, CA, LLC, company governance, fiduciary duties, engaged by Robins Kaplan, Los Angeles, CA. (2015-current)

Loritz v. Exide, US District Court, Central District of Los Angeles, securities class action, disclosure issues, environmental issues. Engaged by Federman & Sherwood, Oklahoma City, OK. Prepared expert report. Settled. (2015-16)

Lee v. Lee, Superior Court, County of Santa Clara, stock ownership, corporate structure, acquisition of private company by public company, startup company, venture capital. Engaged by Jeffrey Ryan. Affidavits and trial testimony. Verdict. (2014)

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In re Marriage: Suen and Landry, (2013-14) Case No. FAM 0116177, Superior Court, County of San Mateo, intellectual property, merger of public company and startup, stock, stock options. Engaged by Edward Suen. Verdict. Report and trial testimony.

Global BTG v. NAC, (2012) U.S. District Court, Central District of California, Case No. 2:11-cv-01657-RSWL-JCGx. Engaged by Jenner & Block (Jeff Atteberry, Los Angeles); issues related to LLC's and corporation by estoppel; prepared expert report; deposed by Perkins Coie.

Konchitsky, et al v. Real Dice, (2012) AAA Case No. 74 117 Y 00008 12. Engaged by DLA Piper (Rajiv Dharnidharka, Palo Alto). Matter settled.

Abbey v. Sheputis, (2012) Superior Court, County of San Mateo, Case No. CIV 480548. Engaged by Jorgenson Siegel (John Flegel, Menlo Park) and Kerr Wagstaffe (Daniel Zaheer, San Francisco); issues include LLC structure and governance (Delaware), fiduciary duties; deposed by Smith Lillis Pitha. Verdict.

Quest v. Centrifj, (2011) U.S. District Court, District of Utah, Central Division, Case No. 2:10-CV-00859-TS. Engaged by SidleyAustin (Edward Anderson (currently with Sheppard Mullin), Palo Alto); issues included fiduciary duties, startup companies, and venture capital funds; prepared expert report; deposed by Cooley Godward.

STMicro v. SanDisk and Eli Harari, (2009) Superior Court, County of Alameda, Case No. HG 05237216. Engaged by SidleyAustin (Edward Anderson and Teague Donahey, San Francisco); issues included fiduciary duties, corporate governance, startup companies, directors and officers, intellectual property; prepared expert report; deposed by Alan Ruby. Matter settled.

XET, LLC v. XS Holding B.V. (2008) Superior Court, County of Santa Clara, Case No. 107CV092388. Engaged by Sedgwick Detert Moran Arnold (Paul Riehle and Gregory Read, San Francisco); issues included LLC's (Nevada), corporate governance, corporate formalities, and fiduciary duties; deposed by Silicon Valley Law Group. Matter settled.

PERSONAL

Admitted to practice law in New York (1997) and California (1997)

Proficient in Spanish and German

Dual citizen of European Union and United States

Married to Minh T. Ngo, one child