

MOHSEN MANESH

Associate Professor | Portland Program Faculty Director
University of Oregon School of Law
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ACADEMIC & PROFESSIONAL EXPERIENCE

University of Oregon School of Law, Eugene & Portland, OR

Associate Professor (with tenure) (2015 - present)

Assistant Professor (2010 - 2015)

Portland Program Faculty Director (2013 - present)

Courses: Business Associations | Mergers & Acquisitions | Contracts
Transactional Lab | Sales (UCC Article 2) | Corporate Governance
In-House Counsel Externship Program Supervisor

Davis Wright Tremaine LLP, Seattle, WA

Associate Attorney (2006 - 2010)

Practice: Mergers & Acquisitions | Corporate Law | Securities Regulation
FCC-Licensed Wireless Spectrum Acquisition & Leasing

PUBLICATIONS & PAPERS

Articles and Book Chapters

16. *Introducing the Totally Unnecessary Benefit LLC*, 97 N.C. L. REV. (forthcoming 2019) [[SSRN](#)].
15. *Fiduciary Principles in Unincorporated Entity Law*, in THE OXFORD HANDBOOK OF FIDUCIARY LAW (Evan J. Criddle, Paul B. Miller, and Robert H. Sitkoff, eds., forthcoming 2018).
14. *Creatures of Contract: A Half-Truth about LLCs*, 42 DEL. J. CORP. L. 391 (2018). [[SSRN](#)]
13. *The Case Against Fiduciary Entity Veil Piercing*, 72 BUS. LAW. 61 (2017) (peer reviewed). [[SSRN](#)]

12. *Equity in LLC Law?*, 44 FLA. ST. U. L. REV. 93 (2016). [[SSRN](#)]
 - *Excerpted in* THERESE H. MAYNARD, ET AL., BUSINESS PLANNING: FINANCING THE START-UP BUSINESS AND VENTURE CAPITAL FINANCING (3rd ed. 2018).
11. *Dictum in Alternative Entity Jurisprudence and the Expansion of Judicial Power in Delaware, in* RESEARCH HANDBOOK ON PARTNERSHIPS, LLCs AND ALTERNATIVE FORMS OF BUSINESS ORGANIZATIONS 336 (Robert W. Hillman & Mark J. Loewenstein eds., 2015). [[SSRN](#)]
10. *Nearing 30, Is Revlon Showing its Age?*, 71 WASH. & LEE L. REV. ONLINE 107 (2014). [[SSRN](#)]
9. *Defined by Dictum: The Geography of Revlon-Land in Cash and Mixed Consideration Transactions*, 59 VILL. L. REV. 1 (2014). [[SSRN](#)]
8. *Damning Dictum: The Default Duty Debate in Delaware*, 39 J. CORP. L. 35 (2013). [[SSRN](#)]
 - *Cited in* Miller v. FiberLight, LLC, 2017 WL 4924648, at *4 (Ga. App. Oct. 31, 2017).
 - *Cited in* In re Appraisal of Dell, Inc., 2015 WL 4313206, *11 (Del. Ch. July 13, 2015).
7. *Express Contract Terms and the Implied Contractual Covenant of Delaware Law*, 38 DEL. J. CORP. L. 1 (2013). [[SSRN](#)]
 - *Cited in* MHS Capital LLC v. Goggin, 2018 WL 2149718, at *1 (Del.Ch., May 10, 2018).
 - *Quoted in* In re Oxbow Carbon LLC Unitholder Litig., 2018 WL 818760, *58 (Del. Ch. Feb. 12, 2018).
 - *Cited in* Miller v. HCP & Co., 2018 WL 656378 (Del. Ch. Feb. 1, 2018).
 - *Cited in* Koloni Reklam, Sanayi, Ticaret, LTD/STI v. Bellator Sport Worldwide LLC, 2017 WL 5172397, *5 (D. Del. Nov. 8, 2017).
 - *Quoted in* NAMA Holdings, Inc. v. Related WMC LLC, 2014 WL 6436647, *16 (Del. Ch. Nov. 17, 2014).

- *Quoted in* Allen v. El Paso Pipeline GP Co., 113 A.3d 167, 183-84 (Del. Ch. 2014).
 - *Quoted in* In re El Paso Pipeline Partners, L.P. Deriv. Litig., 2014 WL 2768782, *16-*18 (Del. Ch. June 12, 2014).
6. *Contractual Freedom under Delaware Alternative Entity Law: Evidence from Publicly Traded LPs and LLCs*, 37 J. CORP. L. 555 (2012). [[SSRN](#)]
 - *Cited In* re El Paso Pipeline Partners, L.P. Deriv. Litig., 132 A.3d 67, 101 (Del. Ch. 2015).
 - *Cited in* Allen v. El Paso Pipeline GP Co., 113 A.3d 167, 193 (Del. Ch. 2014).
 - *Reprinted in* 54 CORP. PRAC. COMMENTATOR 509 (2012).
 5. *Delaware and the Market for LLC Law: A Theory of Contractibility and Legal Indeterminacy*, 52 B.C. L. REV. 189 (2011). [[SSRN](#)]
 - *Quoted in* D. GORDON SMITH & CYNTHIA A. WILLIAMS, BUSINESS ORGANIZATIONS: CASES, PROBLEMS AND CASE STUDIES 97 (3rd Ed. 2012).
 4. *Legal Asymmetry and the End of Corporate Law*, 34 DEL. J. CORP. L. 465 (2009). [[SSRN](#)]
 - *Cited in* Litwin v. Blackstone Group, L.P., 634 F.3d 706, 719 (2d Cir. 2011).
 3. *The Immorality of Theft, The Amoralty of Infringement*, 2006 STAN. TECH. L. REV. 5.
 2. *Indeterminacy and Self Enforcement: A Defense of Delaware's Approach to Director Independence in Derivative Litigation* 6 J. BUS. & SEC. L. 177 (2006).

1. Note, *The New Class Action Rule: Procedural Reforms in an Ethical Vacuum*, 18 GEO. J. LEGAL ETHICS 923 (2005).
 - Cited in *Mix v. Asurion Ins. Servs. Inc.*, 2016 WL 7229140, at *12 (D. Ariz. Dec. 14, 2016).
 - Cited in JACK H. FRIEDENTHAL, ET. AL, CIVIL PROCEDURE: CASES AND MATERIALS 772 (10th ed. 2009).

Shorter Works & Blog Posts

8. *Creatures of Contract: A Half-Truth About LLCs*, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (Oct. 31, 2017). [[LINK](#)]
7. *The Case Against Fiduciary Entity Veil Piercing*, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (Dec. 3, 2016). [[LINK](#)]
6. *Equity in LLC Law?*, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (May 22, 2016). [[LINK](#)]
5. *Delaware's Financial Commitment to Unlimited Freedom of Contract*, contributed for Contract Is King, But Can It Govern Its Realm? Online Micro-Symposium, BUSINESS LAW PROF BLOG (Nov. 17, 2015). [[LINK](#)]
4. *Strine & Laster's 'Modest' Proposal to Limit Contract's Realm*, contributed for Contract Is King, But Can It Govern Its Realm? Online Micro-Symposium, BUSINESS LAW PROF BLOG (Nov. 16, 2015). [[LINK](#)]
3. *Nearing 30, Is Revlon Showing its Age?*, THE COLUMBIA LAW SCHOOL BLUE SKY BLOG (Nov. 11, 2014). [[LINK](#)]
 - *Republished at* LAW360 (Nov. 14, 2014). [[LINK](#)]
2. *The Geography of Revlon-Land in Cash and Mixed Consideration Transactions: A Response to Bainbridge*, THE COLUMBIA LAW SCHOOL BLUE SKY BLOG (Aug. 19, 2013). [[LINK](#)]
1. *What is the Practical Importance of Default Rules under Delaware LLC and LP Law?*, 2 HARV. BUS. L. REV. ONLINE 121 (2012). [[SSRN](#)]

- *Reprinted in* PRACTISING LAW INSTITUTE, 44TH ANNUAL INSTITUTE ON SECURITIES REGULATION, CORPORATE LAW AND PRACTICE COURSE HANDBOOK SERIES (2012).

PRESENTATIONS, SYMPOSIA, & MEDIA APPEARANCES

Select Paper Presentations

17. “The Case Against Fiduciary Entity Veil Piercing,” presented at American Bar Association Business Law Section 2017 LLC Institute, Washington, DC (Nov. 2, 2017).
16. “The Case Against Fiduciary Entity Veil Piercing,” presented at Davis Wright Tremaine LLP, Portland, OR (Oct. 5, 2017).
15. “Creatures of Contract: A Half-Truth about LLCs,” presented at Delaware Corporate Law Anniversary Symposium, Wilmington, DE (Sep. 27, 2017).
14. “The Case Against Fiduciary Entity Veil Piercing,” presented at Schwabe Williamson & Wyatt PC, Portland, OR (Aug. 15, 2017).
13. “The Case Against Fiduciary Entity Veil Piercing,” presented at Markowitz Herbold PC, Portland, OR (June 26, 2017).
12. “Fiduciary Entity Veil Piercing,” presented at National Business Law Scholars Conference, at University of Utah School of Law, Salt Lake City, UT (June 9, 2017).
11. “The Case Against Fiduciary Entity Veil Piercing,” presented at Tonkon Torp LLP, Portland, OR (Apr. 20, 2017).
10. “Equity in LLC Law?,” presented at National Business Law Scholars Conference, University of Chicago Law School, Chicago, IL (June 23, 2016).
9. “Defined by Dictum: The Geography of *Revlon*-Land in Cash and Mixed Consideration Transactions,” presented at Workshop for Corporate and Securities Litigation, sponsored by University of Illinois College of Law and University of Richmond School of Law, Chicago, IL (Nov. 8, 2013) (*selected from a call for papers*).
8. “Defined by Dictum: The Geography of *Revlon*-Land in Cash and Mixed Consideration Transactions,” presented at Pacific West Business Law Scholars Colloquium, Portland, OR (Oct. 4, 2013).

7. “Express Contract Terms and the Implied Contractual Covenant of Delaware Law,” presented at The Wilmington Club and at Widener University School of Law, Wilmington, DE (Sep. 20, 2012).
6. “Express Contract Terms and the Implied Contractual Covenant of Delaware Law,” presented at University of California, Davis, School of Law Faculty Workshop, Davis, CA (Sep. 11, 2012).
5. “Contractual Freedom under Delaware Alternative Entity Law,” presented at Center for Law, Economics and Finance (C-LEAF) Junior Faculty Workshop, George Washington University School of Law, Washington, DC (Feb. 10, 2012) (*selected from a call for papers*).
4. “Contractual Freedom under Delaware Alternative Entity Law,” presented at New Voices in Contracts Scholarship, American Association of Law Schools 2012 Annual Meeting, Section on Contracts, Washington, DC (Jan. 7, 2012) (*selected from a call for papers*).
3. “Contractual Freedom under Delaware Alternative Entity Law,” presented at University of Arkansas School of Law Faculty Workshop, Fayetteville, AR (Sep. 29, 2011).
2. “Delaware’s Pricing in the Market for LLC Law,” presented at Variation and Competition in the Law Governing Unincorporated Entities, American Association of Law Schools 2011 Annual Meeting, Section on Agency, Partnership, LLC and Unincorporated Associations, San Francisco, CA (Jan. 7, 2011) (*selected from a call for papers*).
1. “Delaware and the Market for LLC Law,” at Conglomerate Junior Scholars Workshop, Conglomerate Blog (Aug. 18, 2010) (*selected from a call for papers*).

Select Symposia & Panels

10. “Technological Advancement and Business Opportunities,” panel moderator at Green Business Initiative Student Association Conference, University of Oregon School of Law, Portland, OR (Apr. 13, 2018).
9. “Fiduciary Duties owed to LLC Creditors,” presented at American Bar Association Business Law Section 2017 LLC Institute, Washington, DC (Nov. 3, 2017).

8. “LLCs, New Charitable Forms, and the Rise of Philanthrocapitalism,” panel organizer and moderator at American Association of Law Schools 2017 Annual Meeting, Joint Program of the Sections on Agency, Partnerships LLCs, and Unincorporated Associations & Nonprofit and Philanthropy Law, San Francisco, CA (Jan. 6, 2017).
7. “Contract Is King, But Can It Govern Its Realm?,” panel presentation at American Association of Law Schools 2016 Annual Meeting, Section on Agency, Partnership, LLC and Unincorporated Associations, New York, NY (Jan. 7, 2016).
6. “Oregon Benefit Corporations - Merging Profit and Public Benefit,” panel moderator at joint Symposium of Green Business Initiative Student Association, *Journal of Environmental Law and Litigation*, and *Oregon Review of International Law*, University of Oregon, Eugene, OR (Feb. 6, 2015).
5. “The Delaware Courts and Business Law,” panel moderator at National Business Law Scholars Conference, Loyola Law School, Los Angeles, CA (June 20, 2014).
4. “Alternative Entities from Start to Finish: What Business Lawyers Need to Know about Formation, Governance, Litigation and Dissolution,” panel presentation at ABA Business Law Section 2013 Annual Meeting, Washington, DC (Apr. 4, 2013).
3. “What is the Practical Importance of Default Rules under Delaware LP and LLC Law?,” contributed for Default Fiduciary Duties in LLCs and LPs On-Line Symposium, Institute of Delaware Corporate and Business Law, Widener University School of Law (Dec. 14, 2011).
2. “The Market as a Form of Transnational Governance,” panel moderator at Third World Approaches to International Law Conference, *Oregon Review of International Law* and Wayne Morse Center for Law and Politics, University of Oregon, Eugene, OR (Oct. 22, 2011).
1. “The New Economy: Moving the Agenda,” panel discussant at Wayne Morse Center for Law and Politics, University of Oregon, Eugene, OR (Oct. 6, 2011).

Media Appearances

2. “Redmond Gun-Maker sues YouTube Video Channel,” *Bend Bulletin* (Apr. 12, 2018).

1. “Oregon Company's Bid to Raise \$100 Million from Public Silent on CEO's Felony Record,” *Oregonian* (Jan. 22, 2015).

EDUCATION

Georgetown University Law Center, Washington, DC
J.D., *magna cum laude*, 2006

Journal: *Georgetown Journal of Legal Ethics*, Notes Editor

Honors: Order of the Coif
Georgetown Journal of Legal Ethics Saint Thomas More Award (for outstanding note in legal ethics) (2006)

University of Arkansas, Fayetteville, AR
B.S. Industrial Engineering, *summa cum laude*, 2003

Thesis: *The Need for PFC Abatement in Semiconductor Manufacturing*,
published in INQUIRY: THE UNIVERSITY OF ARKANSAS
UNDERGRADUATE RESEARCH JOURNAL (2002)

Honors: Chancellor's Scholarship (full tuition, room and board merit-based scholarship) (1999-2003)
Div. of Student Affairs Award for Excellence in Leadership (2003)
Arkansas Academy of Industrial Engineers Scholarship (2001- 2003)
Alpha Pi Mu Honor Society, President

HONORS, AWARDS & RECOGNITION

Orlando J. Hollis Faculty Teaching Award, University of Oregon School of Law (2013).

Visiting Scholar-in-Residence in Business and Corporate Law, Widener University School of Law Institute of Delaware Corporate and Business Law (2012).

First Place, *Journal of Business & Securities Law* Elliot A. Spoon Business Law Student Writing Competition (2006).

Honorable Mention, A.B.A. Business Law Section Mendes Hershman Student Writing Competition (2006).

PROFESSIONAL ASSOCIATIONS & SERVICE

American Bar Association (2007-present)

Washington State Bar Association, #38322 (inactive) (2006-present)

Iranian-American Bar Association (2008-present)

American Association of Law Schools

- Section on Business Associations, Executive Committee (2017-present)
- Section on Agency, Partnerships, LLCs & Unincorporated Business Associations, Executive Committee (2012-present), Section Chair (2016)

University of Oregon School of Law

- Dean's Faculty Advisory Committee (2012-13)
- Faculty Personnel Committee (2018-19)
- School of Law Dean Search Committee (2016-17)
- A.B.A. Self-Study Committee (2012-13)
- *Oregon Law Review* Faculty Advisor (2012-14)
- Faculty Accomplishments Newsletter Founder & Editor (2011-2015)
- Pacific West Business Law Scholars Colloquium, Organizer (2013)
- Committee on Community and Inclusion (2012-13)
- Admissions Committee (2011-12)
- Lectures & Awards Committee (2011-12)
- Academic Support Workgroup (2011-12)
- Library Committee (2010-11, 2013-14, 2016-17)
- Career & Professional Success Committee (2014-15)

- Portland Committee, *Chair* (2014-15)