

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

Introducing the Totally Unnecessary Benefit LLC, 97 N.C. L. REV. 603 (2019).

[\[SSRN\]](#)

Creatures of Contract: A Half-Truth about LLCs, 42 DEL. J. CORP. L. 391 (2018).

[\[SSRN\]](#)

- *Cited in* Godden v. Franco, 2018 WL 3998431, at *7 (Del. Ch. Aug. 21, 2018).
- *Cited in* *In re* Oxbow Carbon LLC Unitholder Litig., 2018 WL 3655257, *16 (Del. Ch. Aug. 1, 2018).
- *Excerpted in* DAVID G. EPSTEIN, ET AL., BUSINESS STRUCTURES 635, 650 (5th ed. 2019).

The Case Against Fiduciary Entity Veil Piercing, 72 BUS. LAW. 61 (2017) (peer reviewed). [\[SSRN\]](#)

- Excerpted in DAVID G. EPSTEIN, ET AL., BUSINESS STRUCTURES 585 (5th ed. 2019).

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).

Nearing 30, Is Revlon Showing its Age?, 71 WASH. & LEE L. REV. ONLINE 107 (2014). [\[SSRN\]](#)

Defined by Dictum: The Geography of Revlon-Land in Cash and Mixed Consideration Transactions, 59 VILL. L. REV. 1 (2014). [\[SSRN\]](#)

Damning Dictum: The Default Duty Debate in Delaware, 39 J. CORP. L. 35 (2013). [\[SSRN\]](#)

- Cited in *Miller v. FiberLight, LLC*, 808 S.E.2d 75, 81 (Ga. App. 2017).
- Cited in *In re Appraisal of Dell, Inc.*, 2015 WL 4313206, *11 (Del. Ch. July 13, 2015).

Express Contract Terms and the Implied Contractual Covenant of Delaware Law, 38 DEL. J. CORP. L. 1 (2013). [\[SSRN\]](#)

- Cited in *Lee v. Global Stainless Supply, Inc.*, 2018 WL 6684854, at *12, *44 (Tex. App. Dec. 20, 2018).
- 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, *11 (Del. Ch. Feb. 1, 2018).
- Cited in *Reklam 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).

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).

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).

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).

The Immorality of Theft, The Amorality of Infringement, 2006 STAN. TECH. L. REV. 5.

Indeterminacy and Self Enforcement: A Defense of Delaware's Approach to Director Independence in Derivative Litigation 6 J. BUS. & SEC. L. 177 (2006).

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).

Book Chapters

Fiduciary Principles in Unincorporated Entity Law, in THE OXFORD HANDBOOK OF FIDUCIARY LAW (Evan J. Criddle, Paul B. Miller, and Robert H. Sitkoff, eds., Oxford University Press, forthcoming 2019). [[SSRN](#)]

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](#)]

Shorter Works & Blog Posts

Introducing the Totally Unnecessary Benefit LLC, THE COLUMBIA LAW SCHOOL BLUE SKY BLOG (Aug. 28, 2018). [[LINK](#)]

Creatures of Contract: A Half-Truth About LLCs, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (Oct. 31, 2017). [[LINK](#)]

The Case Against Fiduciary Entity Veil Piercing, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (Dec. 3, 2016). [[LINK](#)]

Equity in LLC Law?, HARVARD LAW SCHOOL FORUM ON CORPORATE GOVERNANCE AND FINANCIAL REGULATION (May 22, 2016). [[LINK](#)]

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](#)]

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](#)]

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](#)]

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](#)]

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

“The Case Against Fiduciary Entity Veil Piercing,” presented at American Bar Association Business Law Section 2017 LLC Institute, Washington, DC (Nov. 2, 2017).

“The Case Against Fiduciary Entity Veil Piercing,” presented at Davis Wright Tremaine LLP, Portland, OR (Oct. 5, 2017).

“Creatures of Contract: A Half-Truth about LLCs,” presented at Delaware Corporate Law Anniversary Symposium, Wilmington, DE (Sep. 27, 2017).

“The Case Against Fiduciary Entity Veil Piercing,” presented at Schwabe Williamson & Wyatt PC, Portland, OR (Aug. 15, 2017).

“The Case Against Fiduciary Entity Veil Piercing,” presented at Markowitz Herbold PC, Portland, OR (June 26, 2017).

“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).

“The Case Against Fiduciary Entity Veil Piercing,” presented at Tonkon Torp LLP, Portland, OR (Apr. 20, 2017).

“Equity in LLC Law?,” presented at National Business Law Scholars Conference, University of Chicago Law School, Chicago, IL (June 23, 2016).

“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*).

- “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).
- “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).
- “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).
- “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*).
- “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*).
- “Contractual Freedom under Delaware Alternative Entity Law,” presented at University of Arkansas School of Law Faculty Workshop, Fayetteville, AR (Sep. 29, 2011).
- “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*).

Select Panel Presentations

- “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).
- “Fiduciary Duties owed to LLC Creditors,” presented at American Bar Association Business Law Section 2017 LLC Institute, Washington, DC (Nov. 3, 2017).
- “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).

“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).

“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).

“The Delaware Courts and Business Law,” panel moderator at National Business Law Scholars Conference, Loyola Law School, Los Angeles, CA (June 20, 2014).

“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).

“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).

“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).

“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

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

“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

Saint Thomas More Award (for outstanding note in legal ethics)

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)

Division of Student Affairs Award for Excellence in Leadership

Arkansas Academy of Industrial Engineers Scholarship

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

American Bar Association (2007-present)

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

Iranian-American Bar Association (2008-present)

SERVICE

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

- UO Portland Academics Committee (2017-present)
- UO School of Business Ph.D Dissertation Committee for Josh Cutler (2014-15).
- Search Committees:
 - UO Portland Director of Student Services (summer 2018)
 - UO Urbanism Next Program Manager (summer 2017)

University of Oregon School of Law

- Faculty Personnel Committee (2018-19)
- Non-J.D. Graduate Programs Workgroup (2018-19)
- School of Law Dean Search Committee (2016-17)
- Library Committee (2010-11, 2013-14, 2016-17)
- Career & Professional Success Committee (2014-15)

- Portland Committee, *Chair* (2014-15)
- Faculty Accomplishments Newsletter Founder & Editor (2011-2015)
- *Oregon Law Review* Faculty Advisor (2012-14)
- Pacific West Business Law Scholars Colloquium, Organizer (2013)
- Dean's Faculty Advisory Committee (2012-13)
- A.B.A. Self-Study Committee (2012-13)
- Committee on Community and Inclusion (2012-13)
- Admissions Committee (2011-12)
- Lectures & Awards Committee (2011-12)
- Academic Support Workgroup (2011-12)
- School of Law Search Committees:
 - Associate Director for Career Services (spring 2018)
 - Managing Director for Portland Program (fall 2015)
 - Associate Director for External Relations (fall 2013)
 - Assistant Director of Employer Relations and Alumni Opportunities (fall 2012)

Oregon Law Commission

- LLC Modernization Workgroup (2019-present)