Widener Law
Institute of Delaware Corporate and Business Law

2011-2012 REPORT
Our Law School
Delaware’s corporate law is the nation’s corporate law. Almost one million businesses are organized in Delaware, including more than half of the Fortune 500. Widener University’s School of Law, the only law school in the state, offers unparalleled proximity and access to the legal system that governs a multitude of the nation’s corporations. Delaware state judges often teach for the Institute and students in the program have a vast range of externship, clerkship, and fellowship opportunities offering hands-on experience.

Our Mission
The Widener Institute of Delaware Corporate and Business Law serves as a forum for interaction between business law scholarship and business law practice. The law governing both corporations and other business entities profits from active engagement among the lawyers, judges, legislators, and scholars who practice, study, and define it. Involving today’s students in this process promotes the development of tomorrow’s business law practitioners. The governing credo of the institute is “corporate and business law scholarship in service of practice.”

Our Faculty
Lawrence A. Hamermesh, Director
D. Benjamin Barros
Paul L. Regan, Associate Director
Michael J. Hussey
Christine D. Allie
Juliet M. Moringiello
Sonia Baldia
Luke M. Scheuer
Larry D. Barnett
Andre L. Smith

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Highlights: 2011—2012

SCCE Compliance Award
September 12, 2011: Widener University School of Law received the Society of Corporate Compliance and Ethics 7th Annual International Compliance award for exceptional work to strengthen the compliance and ethics profession. Widener Law School’s Master of Jurisprudence in Corporate and Business Law program is the only Masters degree corporate program in the United States associated with an an ABA accredited law school and accredited by the Compliance Certification Board and the Society for Corporate Compliance and Ethics.

2011 Regulatory Compliance One Day Boot Camp
November 17, 2011: This CLE program focused on corporate compliance issues over the past decade and addressed corporate ethics and compliance program organization and implementation.

On-Line Symposium: Default Fiduciary Duties in LLCs and LPs December 7, 2011 - mid-January 2012: Well-known commentators on the law of non-corporate entities weighed in on this controversy in an online forum to generate and inform policymakers in Delaware and elsewhere on a subject of substantial interest and public importance.

2012 Regulatory Compliance Program
March 5-6 and 8-9, 2012: This 4-day program provided a broad spectrum of examination topics and covered a myriad of issues in regulatory compliance. Workshops included preparation for Compliance Certification Board Examination.

Ruby R. Vale Corporate Moot Court Competition
March 15-18, 2012: Twenty-two law schools from throughout the country participated in this year’s Competition and the judges of the final oral arguments included Delaware Supreme Court Justices Jack B. Jacobs and Henry duPont Ridgely, along with Vice Chancellors John Noble and Sam Glasscock. Semi-finals judges included former Chief Justice E. Norman Veasey and Skadden Arps partner Edward Welch. Our distinguished visitor was Richard Climan of Weil, Gotshal & Manges in Silicon Valley, who delivered the Ruby R. Vale Distinguished Scholar Lecture.

Fiduciary Duties at the Intersection of Federal Bankruptcy and State Corporate Law
April 16, 2012: This well-received CLE program focused on jurisdictional issues relating to breach of fiduciary duty claims arising in connection with bankruptcy cases. Distinguished speakers from the Delaware Supreme Court, Bankruptcy Court for the District of Delaware, Delaware Court of Chancery, and eminent scholars and practitioners discussed the intricacies of fiduciary duties.

International Intellectual Property CLE
April 19, 2012: Seminar topics included protecting, commercializing and funding to provide an invaluable IP law primer for entrepreneurs, artists, inventors and lawyers who represent clients who need intellectual property protection.

Upcoming Events

2012 Summer Corporate International Program

Guest Lectures on Bankruptcy
September 6, 2012 Prof. Juliet Moringiello, Widener University School of Law, Harrisburg, Pennsylvania.

September 12, 2012 Prof. Keith Sharfman, Associate Director of Bankruptcy Studies, St. John’s University School of Law, Queens, New York.

Visiting Scholar in Residence in Corporate and Business Law
September 20-21, 2012 Prof. Mohsen Manesh, University of Oregon, Portland, Oregon.

28th Annual Francis G. Pileggi Distinguished Lecture in Law

The Delaware Tax Institute
Delaware November 16, 2012 The Calm Before the Storm: Expiring Tax Cuts and Tax Reform

Master Class Series in Corporate and Business Law
Spring 2013 In the first offering of this instructional series taught by leading practitioners, classes will focus on whistleblowers in various contexts, including lawyer professional responsibility, SEC procedures, and *qui tam.*

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Recent Faculty Publications and Presentations

Lawrence A. Hamermesh
• Keynote address: September 7, 2011, Practising Law Institute, Ninth Annual Directors’ Institute on Corporate Governance, New York, New York
• Who Let You Into the House?, 2012 Wisconsin Law Review 359
• Keynote address: March 23, 2012 ABA Business Law Section Federal Securities Law Committee Luncheon, Las Vegas, Nevada
• Villanova University School of Law First Annual Corporate Law Society CLE, April 12, 2012, Regulating Terms of Investment Securities
• Seminar: Recent Developments in Delaware Corporate and Alternative Entity Law, Delaware State Bar Association, May 22, 2012, Enhanced Legal Ethics Panel

Paul L. Regan
• August 2012: Presented a forthcoming article on Human Rights Accountability of Multinational Corporations at an international conference in Reykjavik, Iceland entitled Trust and Social Change hosted by the Nordic Sociological Association.
• July 2011: Presented a working draft of this same article at an international conference on the Social Economy and Corporate Responsibility hosted by the Onati Institute for the Sociology of Law in Onati, Spain.
• July 2011: Panelist, Delaware: The First State for Corporate Law at the annual meeting of the American Association of Law Librarians in Philadelphia, PA (with Justice Randy J. Holland of the Supreme Court of Delaware; Robert Saunders of Skadden, Arps, Slate, Meagher & Flom; Andrea Unterberger of Corporation Service Company; and Leslie Leach, law librarian for Skadden, Arps, Slate, Meagher & Flom).

Christine D. Allie

Sonia Baldia
• Enhancing efficiency of international IP exchanges, presentation at the 19th Annual CLE Conference – Update for Feminist Law Professors, January 2012.
• Planner - IP Conference, April 19, 2012

Larry D. Barnett
• August, 2012: Chaired a session on the sociology of law, and presented a paper, at the 2012 Nordic Sociological Association conference, held at the University of Iceland in Reykjavik.
• December 2011: Visiting Professor, International Institute for the Sociology of Law, Onati, Spain. Taught a two-week course on law-related quantitative research methods and data, one of thirteen one- and two-week courses that were taught by visiting professors from ten countries and that comprised the curriculum for a Master of Arts degree conferred by the University of Milan (Italy) and the University of the Basque Country (Spain).

D. Benjamin Barros
• The Complexities of Judicial Takings, 45 U. Richmond Law Review 903 (2011)

Juliet M. Moringiello
• (Mis)use of State Law in Bankruptcy: The Hanging Paragraph Story, Wisconsin Law Review (forthcoming 2012)
• & William L. Reynolds, From Lord Coke to Internet Privacy: The Past, Present and Future of the Law of
The Work of the Institute

Continuing Programs

The Delaware Journal of Corporate Law

Since 1975, the Journal has published articles, student comments, unreported opinions of the Delaware Court of Chancery and other material addressing issues in corporate and business law. Its contributors have included judges and professors from a wide range of institutions, whose stature has contributed to the Journal’s current ranking as 12th out of 434 specialized student-edited law reviews, and 1st among such journals specializing in “Corporations and Associations” and “Commercial Law,” based upon citations in federal and state court opinions over the course of the most recent eight years.

Because the Journal is situated in Delaware, the heart of American corporate activity, it is in a unique position to maintain a corporate law focus. Its scope, however, is extremely broad. Articles considered for publication fall within the scope of the American Bar Association’s Section of Business Law. Future members of the Journal can expect to develop a range of knowledge extending far beyond corporate law.

Journal articles have been cited in publications such as the Harvard Law Review, Yale Law Journal, the Michigan Law Review, and the Stanford Law Review. The Delaware Supreme Court and Delaware Court of Chancery have also cited Journal articles.

Electronic Contracting, MARYLAND LAW REVIEW (forthcoming 2012)
• Mortgage Modification, Equitable Subordination, and the Honest But Unfortunate Creditor, 79 FORHAM LAW REVIEW 1599 (2011)

Luke M. Scheuer

Andre L. Smith
• Taxes and the NonDelegation Doctrine: May Congress Delegate Authority to Set the Income Tax Rates to the President?, VIRGINIA TAX REVIEW (Spring 2012).

• Race, Law and the Free Market: Asymmetrical Market Failures as a Proxy for Racism (or Group Subordination), GEORGETOWN JOURNAL OF MODERN CRITICAL RACE PERSPECTIVES (Spring 2012).
• The Redistribution of Black Wealth Via Taxation, presented at Emory University, Atlanta, Georgia, The Critical Tax Scholarship Conference, September 2011.
• If HipHop is Dead, Did the Law Kill It?: How Overzealous Enforcement of Property Laws Promotes Sex and Violence in HipHop, guest lecturer at Drexel University, Philadelphia, Pennsylvania, (video simulcast to West Virginia University), HipHop and the American Constitution, April 2012.
The Francis G. Pileggi Distinguished Lecture in Law

One of the Journal’s notable activities is the annual Francis G. Pileggi lecture on corporate law. This program has brought to Delaware scholars of international repute, such as Professors John Coffee Jr., Donald Langevoort, Lynn Stout, Joseph Grundfest, Joel Seligman, Louis Loss, and Larry Ribstein. The lecture is presented both at the Law School and in downtown Wilmington, and affords a prime opportunity for continuing education for both the bench and bar of Delaware.

Symposia

The Institute contributes to the Law School’s tradition of hosting symposia on topics of current interest. In 2010 the Institute hosted a path-breaking conference on the intersection of corporate and bankruptcy law, bringing together judges from the Delaware Supreme Court and Court of Chancery and the Bankruptcy Court for the District of Delaware, as well as Delaware and national practitioners in both corporate and bankruptcy law, to discuss legal issues common to both fields of practice. In April 2012, the Institute presented a similar conference, focusing on jurisdictional issues relating to breach of fiduciary duty claims arising in connection with bankruptcy cases, and featuring distinguished speakers from the Delaware Supreme Court, Bankruptcy Court for the District of Delaware, Delaware Court of Chancery, and eminent scholars and practitioners in the fields.

In 2011 the Institute, together with the Delaware Journal of Corporate Law, sponsored a symposium entitled Irreconcilable Differences: Director, Manager, and Shareholder Conflicts in Takeover Transactions. The symposium featured a keynote address by then Chancellor William B. Chandler, III, as well as presentations by current Chancellor Leo E. Strine, Jr. and other authorities in the mergers and acquisitions field.

Last year the Institute also arranged an on-line symposium addressing an emerging issue in the law governing limited liability companies: namely, whether members and managers of LLCs have fiduciary duties the management of LLCs, in the absence of any provision for such duties in the entity’s governing documents. The symposium generated a lively debate, with commentators including practitioners and professors from throughout the United States.
The Business Organizations Law Certificate Program

The Business Organizations Law Certificate Program offers JD candidates the opportunity to develop a fundamental knowledge of business law. Students who complete course requirements gain legal knowledge that is a predicate to advanced practice in business law. To complete the program, students must also distinguish themselves by achieving strong grades and completing a major research paper, through either work on Delaware Journal of Corporate Law or directed research with a member of the Institute’s full-time faculty.

Externships

Second- and third-year externships provide opportunities to work with law firms and governmental agencies. Judicial externs get a look at the inner workings of the court system which conducting legal research and drafting documents for judges.

Fellowships

The Josiah Oliver Wolcott Fellowship offers five students each year the opportunity to serve as a clerk for the justices of the Supreme Court of Delaware and for the Delaware Court of Chancery while receiving academic credit and a scholarship grant.

The 2012-2013 Wolcott fellows, all expected to graduate from the school’s Delaware campus in May 2013, are:

Nathan E. Barnett - Merion, PA
Brian S. Eng - Wilmington, DE
Brian L. McCarthy - West Chester, PA
Selena E. Schnauffer - Drexel Hill, PA
Peter I. Tsolias - Lititz, PA

The John F. Schmutz Corporate and Business Law Institute Fellowship Award is a scholarship awarded each year to a current law student who is either a member of the Delaware Journal of Corporate Law or enrolled in the Business Organizations Law Certificate Program. This year, Widener was pleased to honor Benjamin Chapple, class of 2013, with this award.

The ABA Model Business Corporation Act Fellow is selected annually by the Institute’s Director. The student selected to serve in this capacity conducts research, funded by the American Bar Association Business Law Section, to update the Model Business Corporation Act Annotated with recent changes to corporate statutes and with recent court decisions relevant to the Model Act. This year’s Fellow is Harrison S. Carpenter.

Master Class Series

The Institute of Delaware Corporate and Business Law is pleased to announce the inaugural series of Master Classes in Spring 2013. This course is designed to provide students and members of the community the opportunity to learn from a distinguished group of masters, each of whom specializes in a select area of corporate and business law. The series will focus on whistleblowing in various contexts, including professional responsibility, compliance, SEC fraud and qui tam. In each class, students will be introduced to a new master practitioner who will offer personal insight, challenges and experiences while sharing lessons learning in their practice within a unique topic.

The Ruby R. Vale Interschool Corporate Moot Court Competition

The Law School’s Moot Court Honor Society every year hosts the Ruby R. Vale Interschool Corporate Moot Court Competition. Teams from all over the nation come to the Delaware campus to compete in an exercise in appellate advocacy focusing specifically on current issues of corporate law. The cases argued are generated by Law School faculty, and provide an excellent opportunity for both students and Delaware corporate practitioners and judges to explore current legal issues in an academic setting. Judges of the final round of the competition have included members of the Delaware Supreme Court and the Delaware Court of Chancery.

The Ruby R. Vale Distinguished Scholar Lecture Series

Every year, in connection with the Ruby R. Vale Inter-school Corporate Moot Court Competition, the Law School is visited by a distinguished scholar who delivers a lecture on a current topic in corporate law. Past Distinguished Scholars have included: the Honorable Frank Easterbrook, Judge of the United States Court of Appeals for the Seventh Circuit and author of a seminal book on economics and corporate law; former Securities and Exchange Commissioner Joseph Grundfest, now professor at Stanford Law School; and the late Dean Bayless Manning, former Dean of the Stanford Law School.
Advanced Legal Education

Master of Laws in Corporate Law and Finance (LLM)
The Master of Laws (LLM) in corporate law and finance is geared to practicing attorneys wishing to become experts in business law. The program attracts students from across the country and around the world. It has a special curriculum designed to meet the needs of our international students, who received their legal training abroad, and for American residents who already have a JD degree. Attorneys from all corners of the globe have benefited from our unique program, whether they work in private practice, government or academia.

LLM Degree Requirements
Students may complete all of their coursework on the Delaware campus, or credit may also be earned in the Law School’s international summer programs located in Lausanne, Switzerland and Venice, Italy. Students may choose from an extensive list of advanced courses in areas related to corporate and business law.

International LLM students
Widener welcomes international students to the Corporate Law and Finance LLM program, and has conferred degrees upon students from nations including Albania, Colombia, Germany, Kenya, India, Nigeria, Russia, South Africa, Tanzania, and Venezuela. International students must have obtained the academic degree necessary to practice law in their home countries. A special course, Introduction to United States Law and Legal Institutions, is required for all international students. Eligible international students may also customize their curricula to qualify for a state bar examination while completing the LLM program, which might include taking courses beyond those required for the LLM degree. Students planning to take a state bar exam are solely responsible for ensuring their eligibility to sit for the exam.

U.S. Corporate Law Summer Program
Widener Law’s summer program in Wilmington, Delaware, is designed for foreign-trained lawyers and law students wishing to study U.S. corporate law at its source. The three-week program provides a broad based background in corporate law for foreign law students and an in-depth analysis of the workings of Delaware corporate law for practicing attorneys and LLM students.

Masters of Jurisprudence (MJ)
The MJ in Corporate and Business Law is Widener’s response to a growing demand for graduate programs that provide skills based education. Students may choose a program of study in either corporate and business law or regulatory compliance and legal analysis. Commencing in July 2012, the MJ program is offered in an online format. Widener Law’s MJ in Corporate and Business Law is the only corporate program in the United States accredited by the Compliance Certification Board and the Society for Corporate Compliance and Ethics. Widener Law received the 2011 Annual International Compliance Award from the Society of Corporate Compliance and Ethics for achievements in academic development promoting the profession of compliance and ethics.
2010-2011 Academic Year Faculty Accomplishments

Lawrence A. Hamermesh
Ruby R. Vale Professor of Corporate and Business Law
Professor Hamermesh joined the Widener faculty in 1994, and teaches and writes in the areas of corporate finance, mergers and acquisitions, securities regulation, business organizations, and professional responsibility. From January 2010 to June 2011, Professor Hamermesh served as senior special counsel in the Office of Chief Counsel of the Division of Corporation Finance of the U.S. Securities and Exchange Commission in Washington, D.C., advising the Staff of the Commission on matters of state corporate law pertinent to the regulatory functions of the Commission. Most recently, Professor Hamermesh published “Who Let You Into the House,” 2012 WISCONSIN LAW REVIEW 359 (2012). Professor Hamermesh was also featured as a keynote speaker and panelist in programs for the Practising Law Institute, the American Bar Association Business Law Section, and Delaware State Bar Association.

During the 2011-2012 academic year, Professor Hamermesh continued to serve as a member of the Council of the Corporation Law Section of the Delaware State Bar Association, the group responsible for continuing review and drafting of proposed amendments to the Delaware General Corporation Law. He also concluded his term as a member of the Council of the American Bar Association Business Law Section, but he continues to serve as a member of the board of editors of The Business Lawyer, the Business Law Section’s flagship publication. Professor Hamermesh was also named Associate Reporter for the Business Law Section’s Corporate Laws Committee, which is responsible for revisions to the influential Model Business Corporation Act.

Professor Hamermesh also undertook the representation of the members of the Delaware Court of Chancery in federal litigation challenging the validity of the Delaware statute that permits members of that court to act as arbitrators in certain business disputes involving one or more Delaware business entities.

Paul L. Regan
Associate Professor of Law
Professor Regan, who teaches and writes in the areas of business organizations, advanced corporation law, corporate finance, and contracts, is Associate Director of the Institute of Delaware Corporate and Business Law and faculty advisor for the JD/MBA joint degree program. Professor Regan also has served as Director of Widener Law’s International Institute for Study Abroad in Venice, Italy during the summer of 2007 and in Geneva, Switzerland during the summers of 2001 and 2003. He has twice received the Law School’s Outstanding Faculty Award as voted by the graduating classes of 2002 and 2008 and he also serves as a faculty advisor to the Delaware Journal of Corporate Law.

He is regular commentator on mergers and acquisitions developments, including the hostile bid by Air Products and Chemicals, Ind. for Airgas, Inc., the $18.5 billion hostile bid by French drug manufacturer Sanofi S.A. for U.S. based biopharmaceutical company Genzyme, and the negotiated acquisition by 3M Company of control of Cogent Inc.

Professor Regan helped organize the symposium held at Widener in April 2011 entitled “Irreconcilable Differences: Director, Manager and Shareholder Conflicts in Takeover Transactions.” During the symposium he presented a forthcoming paper on Transactional Justification addressing the availability of preliminary injunctive relief in corporate sale of control transactions. He also moderated another panel during the symposium.
in which prominent Delaware corporate practitioners commented on recent developments in change of control transactions.

In two cases — *In re Del Monte Foods Co. Shareholders Litig.*, 25 A.3d 813 (Del. Ch. 2011) and in *ACE Ltd. v. Capital Re Corp.*, 747 A.2d 95 (Del. Ch. 1999) — the Delaware Court of Chancery adopted and applied the legal analysis proposed by Professor Regan for preclusive deal protection measures in his law review article entitled *Great Expectations? A Contract Law Analysis for Preclusive Corporate Lock-Ups*, 21 Cardozo L. Rev. 1 (1999).

**Christine D. Allie**  
*Assistant Professor of Law*

Professor Allie joined the faculty at Widener in July 2012. She comes to Widener from the University of Florida where she was a Florida Graduate Tax Scholar and a Doctor of Juridical Science, Taxation candidate, researching the valuation of intangibles for international taxation transfer pricing purposes. She holds a Juris Doctor from the University of Washington School of Law and a Master of Laws degree from Trinity College in Dublin, Ireland.

Before teaching, she served as the Comparative Federalism Program Fellow to the Institut d’Etudes européennes at the Université libre de Bruxelles in Belgium, worked with the Competition and EU Regulatory Law groups at Van Bael & Bellis, also in Brussels, and served as the Senior Law Clerk to the Honorable Thomas J. Aquilino, Jr. at the US Court of International Trade in New York.


**Larry D. Barnett**  
*Professor of Law*

Professor Barnett is a leading exponent of the thesis that, in a structurally complex and democratically governed jurisdiction, the doctrines and concepts of law are attributable to the properties of the society in which the law exists. A review of his recent book *The Place of Law: The Role and Limits of Law in Society* (published in 2011) states that the book “should be required reading in all law schools” because it “offers a framework for the study of law that convincingly demonstrates that only when we consider law’s social context can we then explain and predict its content.” Professor Barnett has continued to develop his macrosociological thesis in further scholarship, and during academic year 2012–13, he will submit two articles to law reviews. One of the articles uses data on seventeen Western European nations to ascertain whether country-level characteristics affect the odds that a

![Larry D. Barnett](image_url)
Barnett presented a paper in Reykjavik, Iceland at the conference of the Nordic Sociological Association. In the business-law curriculum at the law school, Professor Barnett teaches a course on securities regulation and a course on mutual fund regulation. He has been a faculty advisor to the Delaware Journal of Corporate Law since 2005.

D. Benjamin Barros  
Associate Dean of Faculty Research and Development and Associate Professor of Law  
Professor Barros teaches Property, Real Estate Transactions, Business Organizations, and seminars in advanced property topics at Widener’s Harrisburg campus. His scholarship focuses on property law and theory, property law reform, and takings issues. Prior to joining Widener, Professor Barros practiced in the New York offices of Latham & Watkins and Debevoise & Plimpton, and was a clerk to the Honorable Milton Pollack of the United States District Court for the Southern District of New York. He is also a Ph.D. candidate (ABD) in Philosophy at the University of Maryland, College Park, where his work focuses on Philosophy of Science.

Professor Barros is currently working on a textbook for the first-year Property course. This book, co-authored by Widener colleague Anna Hemingway, will be published by Wolters Kluwer in 2014. As part of this project, Professor Barros has a strong current research interest in effective methods of teaching transactional subjects and skills to students. Some of Professor Barros’s recent publications include:

*Toward a Model Law of Estates and Future Interests, 66 Washington & Lee L. Rev. 3 (2009)*  
*Property and Freedom, 4 NYU J. L. & Liberty 36 (2009)*  

Sonia Baldia  
Associate Professor of Law  
Professor Baldia’s teaching, research and scholarship focus on intellectual property law, technology transfer, international transactions and corporate law. In April 2012, Professor Baldia, along with DuPont’s sponsorship and support, organized and moderated a one-day IP law program at the Widener law school focusing on relevant IP issues in creating, funding and commercializing ideas for the benefit of entrepreneurs, artists, inventors and innovative small businesses in the Delaware Valley. The program featured a dozen speakers from the legal, public and private sectors. In June, Professor Baldia taught international IP law & policy at Widener’s summer program at the University of Lausanne in Switzerland.

Professor Baldia joined the Widener faculty in summer of 2010. Before joining the Widener faculty, Professor Baldia was a partner in the Washington, D.C. office of Mayer Brown LLP’s Corporate and Intellectual Property Practices and co-chair of the firm’s global India Practice. She has been a visiting scholar at the Max Planck Institute in Munich, the Research Center for Advanced Science and Technology in Tokyo, and the International Development Law Institute in Rome. In private practice, she focused on international technology, outsourcing, and licensing transactions, cross-border intellectual property matters, and India-related transactions and corporate matters.

Andre L. Smith  
Associate Professor of Law  
Professor Smith teaches courses in taxation, administrative law, sports and entertainment, and critical race theory. He joined the Widener faculty in July
2011 after several successful years at Florida International University School of Law as well as the Pennsylvania State University’s Dickinson School of Law. He graduated from the Howard University School of Law with honors, the Georgetown University Law Center with an LL.M. in taxation, and clerked thereafter for the Honorable Maurice B. Foley of the United States Tax Court. Associate Professor Smith publishes in several areas, including tax jurisprudence, critical tax theory, sports and entertainment, and the intersection of race, economics and law. He has twice published the lead article in the ABA-Georgetown publication, *The Tax Lawyer*.

Other works of Professor Smith can be found in the *University of Houston Business and Tax Law Journal*, the *Pittsburgh Tax Review*, the *Howard Law Journal*, the *University of Virginia Sports and Entertainment Law Journal*, and the *Seton Hall Sports and Entertainment Law Journal*. Professor Smith is also a faculty editor of the *Widener Journal of Race, Economics and Law*.

In September 2010, Professor Smith participated on a panel honoring the scholarship of Derrick Bell at the Third National People of Color Conference at Seton Hall University. In his remarks, Professor Smith continued to push for a melding of critical race theory and neoclassic economic theory. In March 2011, Professor Smith presented a paper entitled “The Demise of Racist Taxation in the United States” at the Southeast/Southwest People of Color Law Conference in Ft. Lauderdale, hosted by NOVA Southeastern Law School. And in August 2011, Professor Smith discussed the tax implications of church-sponsored reparations advocacy at the 2011 National Bar Association Convention in Baltimore, Maryland.


**Luke M. Scheuer**  
*Assistant Professor of Law*  
Professor Scheuer joined Widener Law School in July 2011. He teaches business organizations, bankruptcy and business planning.

Professor Scheuer has previously taught contract drafting at Boston College Law School and Boston University School of Law. He co-authored the lead article in *Catholic University Law Review*’s winter 2011 edition with Professor Judith McMorrow from Boston College Law School. The article, entitled “The Moral Responsibility of the Corporate Lawyer,” dealt with the issue of lawyer accountability for corporate client actions. In 2010, he authored a chapter of the treatise *Financing a Massachusetts Business* published by MCLE New England. This chapter dealt with leveraged buyouts and going-private transactions. He also published a short article entitled “Duty to Report Attorney Misconduct” for the American Bankruptcy Institute’s 2010 Northeast Conference. Prior to teaching, he worked as a corporate associate with the Boston office of Goodwin Procter, LLP and as a professional ballet dancer in Canada.

**Michael J. Hussey**  
*Associate Professor of Law*  
Professor Hussey teaches Federal Income Tax, Wills and Trusts, Business Organizations, Tax Policy, and Estate Planning, on Widener’s Harrisburg Campus. He writes in the areas of taxation, executive compensation, and estate planning. His most recent article, “Avoiding Misuse of Donor Advised Funds,” published in the *Cleveland State Law Review*, explores the disconnect between the charitable contribution deduction for contributions to donor advised funds and the expenditure of those funds for active charitable purposes.
Professor Hussey is the faculty director of the Volunteer Income Tax Assistance (VITA) program. In this role he recruits student and alumni volunteers, trains and organizes them into a team of about 30 professionals who prepare tax returns for retirees, the working poor, and others who meet income-eligibility guidelines. Professor Hussey also volunteers with the Money in Your Pocket Campaign that coordinates and organizes VITA sites in the greater Harrisburg area. These sites utilize 245 volunteers to serve over 3,200 clients each year.

In October 2010, Professor Hussey was recognized by the Central Penn Business Journal as one of its Forty Under 40. The annual award recognizes young professionals for their commitment to business growth, professional excellence, and their communities.

Before joining the Widener Law faculty, Professor Hussey practiced primarily in the estate and gift tax area advising high net worth individuals regarding their estate planning and business planning needs. He earned his J.D., magna cum laude, from St. Louis University School of Law and his LL.M. in Taxation from Washington University in St. Louis School of Law.

**Juliet M. Moringiello**  
*Professor of Law*

Professor Moringiello teaches Bankruptcy, Property, Secured Transactions, and Sales, and has also taught seminars on Electronic Commerce and on the Mortgage Crisis. She is active in law reform activities, and she currently chairs the Uniform Commercial Code Committee of the Pennsylvania Bar Association Business Law Section. In that position, Professor Moringiello has played an active role in the enactment in Pennsylvania of several amended Uniform Commercial Code articles. As an elected member of the American Law Institute, Professor Moringiello participated in the development of the *ALI Principles of the Law of Software Contracts*.

In the Spring Semester of 2010, Professor Moringiello served as the Resident Scholar at the American Bankruptcy Institute in Alexandria, Virginia. While she was there, she wrote the Sixth Edition of *Bankruptcy Overview: Issues, Law and Policy*, published by the ABI. She has been a frequent commentator on the subject of municipal bankruptcy, particularly the October 2011 filing by the city of Harrisburg, Pennsylvania.

Professor Moringiello is on the editorial boards of *Business Law Today*, the magazine of the American Bar Association Business Law Section, and *The American Bankruptcy Institute Journal*. Her recent articles have been published or are forthcoming in the *Florida Law Review*, the *Tulane Law Review*, the *Brooklyn Journal of Corporate, Financial and Commercial Law*, the *Fordham Law Review*, the *Maryland Law Review* and the *Wisconsin Law Review*. 
My corporate law classes at Widener, such as Business Organizations, Securities Regulation, and Advanced Seminar in Corporate Law, provided me with a strong foundation to practice corporate law. Participation on the Delaware Journal of Corporate Law introduced me to a wide variety of issues that frequently arise in cases in which I am currently involved. Overall, my experience at Widener prepared me well for my present practice.

Patricia R. Uhlenbrock, Esq.

Widener provided me the necessary grounding in the theoretical underpinnings of corporate law and also the skills to create practical solutions for corporate clients. Widener’s faculty of judges and practitioners brought case law to life with their real world experiences and imparted a sense of how the business world really works. Their instruction gave me a running start in my practice of counseling corporate clients.

Matthew R. Di Clemente, Esq.

My Widener education has been invaluable to my corporate litigation practice. Widener clearly benefits from being located in Delaware…there is a distinct advantage in learning corporate law from professors who are primarily current and former members of the Delaware bench and bar who have participated in, one way or another, the major corporate cases you are studying.

Edward B. Micheletti, Esq.
“I learned corporate law from the very best Delaware has to offer. My professors at Widener were attorneys who litigated Delaware corporate cases and judges who issued Delaware corporate opinions. Justice Jack Jacobs taught my advanced corporate law seminar. During my third year, I clerked for Justice Randy Holland of the Delaware Supreme Court.”

Andrea B. Tinianow, Esq.

“Delaware is renowned for its expertise in corporate and business law. The Institute of Delaware Corporate & Business Law serves as a valuable hub for the advancement of corporate and business law to the benefit of the business, academic and legal communities, and is a most welcome addition to Delaware’s preeminence in these fields.”

Daniel J. DeFranceschi, Esq.