Widener Law
Institute of Delaware Corporate and Business Law

2012-2013 Report
Institute of Delaware Corporate and Business Law

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 over a million of the nation’s corporations and other business entities. Delaware 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 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
Paul L. Regan, Associate Director
Christine D. Allie
Sonia Baldia
Larry D. Barnett, Professor Emeritus

D. Benjamin Barros
Michael J. Hussey
Juliet M. Moringiello
Luke M. Scheuer
Andre L. Smith

Alumni Advisory Board
Kevin F. Brady (Connolly Bove Lodge & Hutz LLP, Wilmington, Delaware)
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Tricia Widdoss (Skadden, Arps, Slate, Meagher & Flom LLP, Wilmington, Delaware)
Highlights: 2012—2013

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

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: This new series featured leading practitioners including: former Delaware Supreme Court Justice E. Norman Veasey; DuPont Co. General Counsel Thomas Sager; Jordan Thomas, former Assistant Director of the SEC’s Division of Enforcement; and Professor Kathleen Clark of Washington University Law School. This course focused on whistleblowers in various contexts, including lawyer professional responsibility, SEC procedures, and qui tam proceedings.

Ruby R. Vale Corporate Moot Court Competition
March 14-17, 2013: Twenty law schools from throughout the country participated in the 2013 Competition and the judges of the final oral arguments included Delaware Supreme Court Justices Jack B. Jacobs and Joseph T. Walsh (retired), along with Vice Chancellors J. Travis Laster and Sam Glasscock. Our distinguished visitor was the Honorable Jed Rakoff of the U.S. District Court for the Southern District of New York, who delivered the Ruby R. Vale Distinguished Scholar Lecture, entitled “The International Commercial Court of Iraq: A Study in Heroism.”

2013 Summer Corporate International Program
July 8 – 24, 2013: Introduction to U.S. Corporate and Business Law, and Advanced Concepts in Corporate Law, offered primarily to non-U.S. lawyers interested in studying Delaware corporate law and corporate governance.

UPCOMING EVENTS

DuPont & Widener University School of Law Intellectual Property CLE Seminar
October 1, 2013

Ruby R. Vale Distinguished Speaker Series Inaugural Lecture
October 28, 2013  Chief Justice Myron T. Steele, Delaware Supreme Court

Visiting Scholar in Residence in Corporate and Business Law
November 11-12, 2013  Prof. Minor Myers, Brooklyn Law School

2013 Delaware Tax Institute
November 15, 2013

29th Annual Francis G. Pileggi Distinguished Lecture in Law
November 22, 2013  Prof. Guhan Subramanian, Harvard Law School

Ruby R. Vale Distinguished Speaker Series
January 13, 2014 Chancellor Leo E. Strine, Jr., Delaware Court of Chancery

Ruby R. Vale Corporate Moot Court Competition
March 13 -16, 2014
Recent Faculty Publications and Presentations

Lawrence A. Hamermesh
• *Putting Stockholders First, Not the First-Filed Complaint,* forthcoming in The Business Lawyer (November 2013) (with Hon. Leo E. Strine, Jr., and Matthew C. Jennejohn)
• Chapter on the United States, in the OECD Directorate for Financial and Enterprise Affairs, Corporate Governance Committee, Peer Review 5: Supervision and Enforcement in Corporate Governance (June 19, 2013)
• Panel presentations:
  “Delaware Law Matters,” 43rd Annual Institute on Securities Regulation, Practising Law Institute, New York, New York, November 9, 2012
  “Corporate Roundtable: Delaware Litigation Issues,” University of Pennsylvania Institute for Law and Economics, April 13, 2013


• “The Delaware Court of Chancery,” “Corporate Purposes, Benefit Corporations,” and “Regulating Related Party Transactions,” presentations in Bogota, Colombia, February 27-March 1, 2013, to the Superintendencia de Sociedades [Corporations Superintendent], Confecamaras [Chamber of Commerce], and Javeriana University.

Paul L. Regan

Christine D. Allie
• Presented a paper at the Albany Law School 2013 Scholarship and Teaching Development Workshop on “Transfer Pricing Guidelines for Developing Countries,” in February 2013.

Sonia Baldia

Larry D. Barnett
• Named Professor Emeritus, beginning July 2013
• Presented a paper in the sociology of law session at the 2013 congress of the Swiss Sociological Association. The congress was held at the University of Bern in June 2013.

Juliet M. Moringiello
• Editor, *INTERNET LAW FOR THE BUSINESS LAWYER, 2ND ED.* (American Bar Association Business Law Section 2012)
• *(Mis)use of State Law in Bankruptcy: The Hanging Paragraph Story,* 2012 Wisconsin Law Review 963
• Presentations:
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 2012 ranking as 12th out of 370 specialized student-edited law reviews, and second 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 Business Law Section. 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.

Andre L. Smith

- Presented A Tax History of Racism in The United States, at the Mid-Atlantic People of Color Legal Scholarship Conference, University of Pennsylvania (January 2013), and the Law and Society Annual Meeting, Boston, Massachusetts (June 2013).

Luke M. Scheuer

- Created online course on business planning.
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 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.

In 2012 the Institute also presented 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 in 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 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.

The 2012 Pileggi Lecture was delivered by Prof. Lyman Johnson, Robert O. Bentley Professor of Law at Washington and Lee University School of Law.
Certificate Programs
The Business Organizations Law Certificate Program offers JD candidates specialized training in law governing publicly traded business enterprises. 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.

In 2013 the faculty also approved the Business Advising Certificate, which will offer JD students the opportunity to develop a foundational understanding of the many areas of law (including business organization and structure, taxation, business transactions, financing, and employment management) that affect small and midsize business owners. Completion of this program also requires strong grades, and completion of a variety of required basic and specialized business law courses.

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 while conducting legal research and drafting documents for judges.

Fellowships and Scholarships
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 2013-2014 Wolcott fellows, all expected to graduate from the school’s Delaware campus in May 2014, are:
- Michael Darbee – Lawrenceville, NJ
- Brittany Giusini – Philadelphia, PA
- Geena George – Hockessin, DE
- Kristen Swift – New Castle, DE
- Michael Swoyer – Hatboro, PA

In 2013 the Law School announced the establishment of the William Prickett Corporate & Business Law Scholarship Fund, with a $500,000 donation from the law firm of Prickett, Jones & Elliott, one of Delaware’s most respected law firms. The fund provides up to a year’s tuition annually for one highly qualified law student who has demonstrated academic excellence in both corporate law and civil procedure. The 2013-2014 Prickett Scholar is Joseph Mulvihill. The fund also provides an annual graduation prize for outstanding achievement in corporate law to a graduate who is preparing to take the Delaware Bar. The 2013 recipient of this prize was Nathan Barnett.

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 Delaware Journal of Corporate Law or enrolled in the Business Organizations Law Certificate Program. This year, Widener was pleased to honor Randy MacTough, class of 2014, 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. The 2013-2014 Fellow is John Day, class of 2014.
Institute of Delaware Corporate and Business Law

Transactional Law Competition Team

In 2012 the Institute sponsored the creation of the Transactional Law Competition Team. This organization focuses on the development of its members’ transactional drafting and negotiation skills, thereby providing a valuable supplement to their classroom work. Team members engage in intensive training sessions, hear guest lectures by practitioners, and participate in drafting conferences and mock negotiations, all with a view to participating in interscholastic competitions such as the Law Meets Transactional Competition.

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 Interschool 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.
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 foreign 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. Beginning in 2013, Widener now offers an entirely online version of the LLM program, which allows foreign business lawyers and law graduates to advance their expertise in Delaware corporate law without the expense and disruption of relocating to the United States.

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, now offered in an online format, in corporate and business law, regulatory compliance and legal analysis, or global regulatory compliance and ethics. Launched in January 2013, the Master of Jurisprudence (MJ) in Corporate and Business Law with Certificate in Global Compliance and Ethics provides successful graduates the eligibility to sit for the Certified Corporate Compliance and Ethics Professional-International (CCEP-I) certification exam. Widener Law’s MJ in Corporate and Business Law is accredited by the Compliance Certification Board and a member of the Society of 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.
Faculty Biographies

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 2012-2013 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 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 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.

Professor Regan 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).

In April 2011 Professor Regan helped organize the symposium held at Widener 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.
Master of Laws (LLM) in Delaware Corporate Law and Finance. This entirely online version of the Law School’s corporate LLM program is designed principally for foreign business lawyers who wish to pursue or enrich their business career.

Christine D. Allie
Assistant Professor of Law
Professor Allie joined the faculty at Widener in 2012. She was a University of 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
Emeritus Professor of Law
Named Emeritus Professor in 2013, Professor Barnett is a leading exponent of the thesis that, in a structurally complex and democratically governed jurisdiction, the doctrines and concepts of law on society-central activities such as crime and divorce are attributable to the properties of the society in which the law exists. He has pursued the thesis, and provided additional quantitative and qualitative evidence for it, in a recently finished book manuscript titled Explaining Law: Macrosociological Theory and Empirical Evidence. A review of his 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.”

Since 2007, Professor Barnett has presented papers on his scholarship at seven conferences in Europe, including Germany (2007), Italy (2008), Spain (2009 and 2011), Sweden (2010), Iceland (2012), and Switzerland (2013).

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:

*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. Her article titled *The Transaction Cost Problem in International Intellectual Property Exchange and Innovation Markets* is forthcoming in Northwestern Journal of International Law & Business.

Professor Baldia joined the Widener faculty in 2010. Before joining the

**Andre L. Smith**

Associate Professor of Law

Professor Smith teaches courses in taxation, administrative law, and sports and entertainment law. He joined the Widener faculty in 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 for the Honorable Maurice B. Foley of the United States Tax Court. Professor Smith publishes in several areas, including tax jurisprudence, administrative law, 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 Virginia Tax Review, the Pittsburgh Tax Review, the Howard Law Journal, and various other academic publications. Professor Smith is also a faculty editor of the Widener Journal of Race, Economics and Law.

**Luke M. Scheuer**

Assistant Professor of Law

Professor Scheuer joined Widener Law School in 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.

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.

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 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 Harrisburg, Pennsylvania.


**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.

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**Juliet M. Moringiello**

*Professor of Law*

Juliet Moringiello regularly 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 Harrisburg, Pennsylvania.

“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.