

PROFESSOR THERESE H. MAYNARD
LMU Loyola Law School
919 Albany Street
Los Angeles, CA 90015
Office (213) 736-1155
Mobile: (949) 322-6272

EDUCATION:

U.C.L.A. School of Law

Juris Doctor, May 1981

Honors: Order of the Coif
Upper 3% (8th in class of 327)

University of California, Irvine

Bachelor of Arts, June 1978, *Summa Cum Laude*

Major: Social Ecology

Honors: Elected to Phi Beta Kappa during junior year
Graduation Award - Outstanding Contribution to Program in Social Ecology
Dean's Honor List – all quarters

LEGAL EMPLOYMENT:

LOYOLA LAW SCHOOL

Professor of Law, July 1987 to present

Leonard Cohen Chair for Law and Business, April 2020 to present

William G. Coskran Professor of Law, March 2014 to March 2020

Leo J. O'Brien Fellow, July 2002 to February 2014

William Rains Fellow, July 1991 to July 1997

Associate Professor, July 1983 to July 1987

Founder, Transactional Lawyering Institute, January 2020 to present

[Transactional Lawyering Institute](http://www.tli.edu)

Founder and Faculty Co-Director, Business Law Practicum, January 2004 to December 2019

<http://www.lls.edu/businesslaw/index.html>

Founding Director, Summer Study Program, Beijing, China, July 1998 to July 2000

Visiting Professor of Law, Pazmany Peter Catholic University School of Law, October 2018

Visiting Professor of Law, U.C.L.A. School of Law, July 1995 to December 1995

Courses: Business Associations
Mergers and Acquisitions
Exploring the Role of In-House Counsel
Business Planning
Securities Regulation
Corporate Law Seminar

Selected Committee Activities:

Tenure Review Committee, chair 1993-1995, member 1999 through 2017 and 2022-2024
Search Committee – Director, Transactional Lawyering Institute, co-chair 2023-2024
Rains and Deans Fellowships Committee, 2018 to 2023
Dean’s Advisory Committee, member 2008-2009; 2012-2013; 2016-2017; and 2020-2022
Curriculum Committee, 2020-2021
LLX Faculty Advisory Committee, 2017 to 2023
Search Committee, Director of Executive Education (LLX), 2017-2018
Research and Sabbatical Grants Committee, 2016 to 2018
Search Committee, Patrick J. McDonough Director of the Business Law Practicum, 2014-2015
Strategic Planning Committee, member 2011-2012
Sexual Harassment Committee, chair 1997-1998, 2002-2006, 2008-2010, member 1987-1988 and 2006-2008
Faculty Appointments Committee, chair 1987-1988, 1989-1990, member 1985-1986
Student Conduct Committee, chair 2007-2008
International Programs Committee, member 1999-2004

Other Selected Faculty Activities:

Faculty Advisor, Cannabis Law Association, 2018 to present
Faculty Advisor, Hospitality Law Club, 2018 to present
Faculty Co-Advisor, Business Law Society, 2006 – present
Faculty Advisor, St. Thomas More Law Honor Society, 2006 – 2007, March 2008 to 2012
Faculty Advisor, Loyola Law Review, 2005 – 2006
Chair, Fourth Annual Fritz B. Burns Lecture, 1994 – 1995

GIBSON, DUNN & CRUTCHER, Newport Beach, California

Attorney, August 1981 - June 1983
Law Clerk, July 1980 - April 1981
Summer Associate, May 1980 - July 1980

SCHOLARSHIP:

BOOKS-IN-PROGRESS:

MERGERS & ACQUISITIONS: CASES, MATERIALS, & PROBLEMS (6th ed., Aspen Publishers, Inc.)
(with TEACHER’S MANUAL) (with Afra Afsharipour) (The casebook manuscript for the 6th
edition is due in February 2025)

BUSINESS PLANNING: FINANCING THE START-UP AND VENTURE CAPITAL FINANCING
(5th ed., Aspen Publishers, Inc., (with TEACHER'S MANUAL) (with Stephen Kong)
(The casebook manuscript for the 5th edition is due in August 2025)

BOOKS:

BUSINESS PLANNING: FINANCING THE START-UP AND VENTURE CAPITAL FINANCING
(4th ed., Aspen Publishers, Inc., March 2022) (with TEACHER'S MANUAL) (with Shannon Trevino)

MERGERS & ACQUISITIONS: CASES, MATERIALS, & PROBLEMS (5th ed., Aspen Publishers, Inc.,
March 2021) (with TEACHER'S MANUAL) (sole author)

BUSINESS PLANNING: FINANCING THE START-UP AND VENTURE CAPITAL FINANCING
(3rd ed., Aspen Publishers, Inc., 2018) (with TEACHER'S MANUAL) (with Shannon Trevino and
Dana Warren)

MERGERS AND ACQUISITIONS: CASES, MATERIALS, AND PROBLEMS (4th ed., Aspen Publishers, Inc.,
2017) (with TEACHER'S MANUAL) (sole author)

BUSINESS PLANNING: FINANCING THE START-UP AND VENTURE CAPITAL FINANCING
(2d ed., Aspen Publishers, Inc., 2014) (with TEACHER'S MANUAL) (with Dana Warren)

MERGERS AND ACQUISITIONS: CASES, MATERIALS, AND PROBLEMS (3d ed., 2013, Aspen Publishers,
Inc.) (with TEACHER'S MANUAL) (sole author)

BUSINESS PLANNING: FINANCING THE START-UP AND VENTURE CAPITAL FINANCING
(2010, Aspen Publishers, Inc.) (with TEACHER'S MANUAL) (with Dana Warren)

MERGERS AND ACQUISITIONS: CASES, MATERIALS, AND PROBLEMS (2d ed. 2009, Aspen Publishers,
Inc.) (with TEACHER'S MANUAL) (sole author)

MERGERS AND ACQUISITIONS: CASES AND MATERIALS (2005, Aspen Publishers, Inc.)
(with TEACHER'S MANUAL) (sole author)

CORPORATIONS (audio book published by West Publishing Co., 2006)

SECURITIES REGULATION (audio book published by West Publishing Co., 2007)

PUBLICATIONS:

Ethics for Business Lawyers Representing Start-up Companies, WAKE FOREST J. BUS. & INTELL.
PROP. L. 401 (2011)

- *reprinted in* Lonnie Brown, et al, PROFESSIONAL RESPONSIBILITY: A CONTEMPORARY
APPROACH (West Academic, 4th Edition, 2020).

Teaching Transactional Skills Through Simulations, 10 TRANSACTIONS: TENNESSEE JOURNAL OF
BUSINESS LAW 7 (2009)

- Professional Ethics: Legal Pundits Loose Lipped*, NATIONAL LAW JOURNAL, April 19, 2004, (Op-ed co-authored with Erwin Chemerinsky and Laurie Levenson)
- Educating Ethical Business Lawyers in a Post-Enron World*, LOYOLA LAWYER (Fall 2003) at pg. 16
- Spinning in a Hot IPO: A Matter of Business Ethics*, INSIGHTS (Vol. 16, November 2002)
- Law Matters, Lawyers Matter*, 76 TULANE LAW REVIEW 1501 (2002)
- Do Lawyers Matter?*, LOYOLA LAWYER (Fall 2002) at pg. 12
- Spinning in a Hot IPO: Breach of Fiduciary Duty or Business as Usual?*, 43 WILLIAM AND MARY LAW REVIEW 2023 (April 2002)
- reprinted in 2002 Annual issue of SECURITIES LAW REVIEW (Donald Langevoort, Ed.)
- reprinted in 44 CORPORATE PRACTICE COMMENTATOR 567 (2003)
- Teaching Professionalism: The Lawyer as a Professional*, 34 UNIV. OF GEORGIA L. REV. 895 (2000)
- Securities Regulation – Law School Legends Lecture Series*, a six-hour audiotape lecture, recorded and published by Harcourt Brace Legal & Professional Publication Inc. (1999)
- The Future of California’s Blue Sky Law*, 30 LOYOLA OF LOS ANGELES LAW REVIEW 1573 (1997)
- McMahon: *The Next Ten Years*, 62 BROOKLYN LAW REVIEW 1533 (1997)
- Essay, *A Requiem: Reflections on Gustafson*, 57 OHIO STATE LAW JOURNAL 1327 (1996)
- The Impact of Gustafson and Its Methodology*, 23 SECURITIES REGULATION LAW JOURNAL 61 (Summer 1996)
- Foreword, Fourth Annual Fritz B. Burns Lecture: Central Bank: *The Message, the Methodology and the Future*, 29 LOYOLA LAW REVIEW 1 (1995); and Editor, Transcript of Panel Exchange
- The Future of Securities Act Section 12(2)*, 45 ALABAMA LAW REVIEW 817 (1994)
- Corporations – Law School Legends Lecture Series*, a six-hour audiotape, recorded and published by Harcourt Brace Legal and Professional Publications, Inc. (1995)
- Implications of Central Bank on Gustafson*, THE NEW YORK LAW JOURNAL, July 7, 1994 at page 5;
--reprinted in the August 1994 issue of the RICO LAW REPORTER and the September 1994 issue of the BANK AND CORPORATE GOVERNANCE REPORTER.
- Gustafson v. Alloyd Co.: The Supreme Court to Decide a Section 12(2) Case*, 8 INSIGHTS 33 (August 1994)
- Following Dismissal of Pacific Dunlop Appeal, the Supreme Court Accepts a New Section 12(2) Case*, 8 INSIGHTS 33 (May 1994)
- Supreme Court Agrees to Hear Section 12(2) Case*, 8 INSIGHTS 30 (March 1994)

The Affirmative Defense of Reasonable Care Under Section 12(2) of the Securities Act of 1933, 69 NOTRE DAME LAW REVIEW 57 (Fall 1993)

--reprinted in the 1994 annual issue of the SECURITIES LAW REVIEW.

Section 12(2)'s Availability to the Defrauded Secondary Market Buyer, 7 INSIGHTS 21 (August 1993)

Another Perspective on the SEC's Market 2000 Study, 7 INSIGHTS 2 (July 1993)

What is an Exchange? - Proprietary Electronic Securities Trading Systems and the Statutory Definition of an Exchange, 49 WASHINGTON AND LEE LAW REVIEW 833 (1992)

--reprinted at 35 CORPORATE PRACTICE COMMENTATOR 97 (1993).

Section 12(2) of the Securities Act of 1933: A Remedy for Fraudulent Postdistribution Trading? 20 SECURITIES REGULATION LAW JOURNAL 152 (Summer 1992)

--this Article was cited by Justice Ruth Bader Ginsburg in her dissenting opinion in *Gustafson v. Alloyd Co.*, 115 S.Ct. 1061, 1069 (March 1995)

Liability Under Section 12(2) of the Securities Act of 1933 Act For Fraudulent Trading in the Post-Distribution Markets, 32 WILLIAM AND MARY LAW REVIEW 847 (1991)

--reprinted in the 1992 annual issue of the SECURITIES LAW REVIEW

Blue Sky Regulation of Rule 415 Shelf-Registered Primary Offerings: The Need For A Limited Form of Federal Preemption, 22 ARIZONA STATE LAW JOURNAL 89 (1990)

The Uniform Limited Offering Exemption: How "Uniform" is "Uniform"?, 36 EMORY LAW JOURNAL 357 (1987)

SEC v. Jerry T. O'Brien, Inc.: Has the Supreme Court Overruled United States v. Powell?, 57 LOYOLA LAW REVIEW - LOS ANGELES 653 (1984)

Book Review, *Confession & Avoidance*, 27 U.C.L.A. LAW REVIEW 259 (1979)

SELECTED WORKSHOPS AND PRESENTATIONS:

Discussant – Tulane Corporate Law Roundtable, March 26, 2023

Moderator and Conference Co-Organizer – LOYOLA'S FIRST ANNUAL CANNABIS BUSINESS LAW CONFERENCE, Loyola Law School, October 25, 2019

Moderator and Program Co-Organizer – *General Counsel's Perspective on Current Developments Impacting California's Corporations*, Edwards Lifesciences, Irvine, Calif., May 15, 2019

Presenter – *The Future of the Legal Profession*, Faculty Workshop, Pazmany Peter Catholic University Law School, Budapest Hungary, October 10, 2018

Presenter – *The Future of the Legal Profession and Transactional Lawyering: A Global Perspective*, Denton's (a global law firm) Budapest Office, October 15, 2018

Moderator and Program Co-Organizer – *Recent Trends in General Counsel Compensation*, Loyola Law School, March 7, 2018

Participant – Southern California Business Law Workshop, University of San Diego on January 18, 2019

Participant – Southern California Business Law Workshop, Loyola Law School, January 13, 2017

Presenter – *Business Planning and Use of the Simulated Deal*, Estey Symposium on Experiential Learning in Business Law, on May 7, 2015, hosted by University of Saskatchewan (Canada) School of Law.

Program Chair, and Moderator – AALS Section on Transactional Law and Skills, 2015 Annual Meeting Program, *Agency Costs of Capitalism: The Governance Story of Public Companies vs. Private Companies*, January 3, 2015, Washington D.C.

Presenter – *What is Business Ethics?*, Investment Advisors Best Practices Summit – West Coast Conference hosted by IA Watch in Los Angeles, Oct. 3-4, 2013

Presenter – AALS 2012 Meeting – *Business Law Practicum: A New Approach to Educating Transactional Lawyers*, Workshop on the Future of Legal Education held in Washington D.C., on January 5, 2012

Presenter – *Ethics for Business Lawyers Representing Start-up Companies*, Symposium – Creative Capital: Intellectual Property & Venture Capital held at Wake Forest University Law School on March 25, 2011

Presenter – *Developing The Next Generation of Lawyers, What Law Schools Are Doing To Prepare Practice-Ready Graduates*, Plenary Session at NALP's Professional Development Institute on December 10, 2010

Presenter – *Teaching Transactional Lawyers: The Loyola Method*, at the Transactional Skills Conference hosted by Drexel University School of Law on March 4, 2010

Participant – Symposium sponsored by the University of Seattle to dedicate the new Adolf A. Berle Center on Corporations, Law and Society on November 7-8, 2009

Presenter – *Educating Transactional Lawyers: A Response to the Carnegie Foundation Report*, Faculty Workshop, University of La Verne School of Law on March 23, 2010

Presenter – *Transactional Lawyers vs. Trial Lawyers: The Fundamental Weakness of the Carnegie Foundation Report*, Faculty Workshop, University of New Mexico School of Law on March 31, 2010

Moderator – AALS 2010 Annual Meeting - *Responding to the Financial Crisis: Change is in the Air*, Program sponsored by the AALS Section on Securities Regulation in New Orleans on January 9, 2010

Presenter – *Educating Transactional Lawyers*, AALS Workshop on Transactional Law, Mid-Year Meeting on June 12, 2009 in Long Beach, California

Participant – *Transaction Approaches to Business Association Pedagogy*, AALS Mid-Year Meeting in Long Beach, California on June 8, 2009

- Presenter – *Teaching Transactional Skills Through Simulation*, Transactional Skills Conference hosted by Emory Law School on May 30-31, 2008
- Presenter – *Teaching Law and Business—Bridging the Gap Between Theory and Practice*, AALS Annual Meeting, Section on Business Associations, Washington, DC, January 4, 2006
- Presenter – *Teaching M&A Law: Marrying Theory and Practice*, Spring Meeting of the ABA’s Business Law Section, in Tampa, Florida, April 7, 2006.
- Keynote Speaker – *The Revolution in Corporate Governance*, Farm Credit Administration Board of Directors Conference, University of Missouri, Columbia, July 26, 2004
- Presenter Panel Commentator – *Key Issues Facing Boards of Directors: The Revolution in SEC Disclosure & Enforcement*, sponsored by Directors Roundtable, Newport Beach, California, November 12, 2003
- Presenter – *The SEC’s New Professional Responsibility Rules*, CLE Program hosted by Loyola Law School Alumni Association, Newport Beach, California, February 27, 2003
- Faculty Workshop – *Ethical Business Lawyers and the SEC’s New Professional Responsibility Rules*, Loyola Law School, April 10, 2003
- Keynote Address Speaker – *Educating Ethical Business Lawyers in a Post-Enron World*, 23rd Annual Dinner, Women Lawyers of Long Beach, Long Beach, California, April 15, 2003
- Presenter – *Legal Education for Business Lawyers: The Marriage of Theory and Practice*, Executive Committee, Business Law Section, Los Angeles County Bar Association, Los Angeles, California, April 24, 2003
- Presenter – *Corporate Responsibility and Recent Legislative and Regulatory Actions (Or – Everything You Really Need to Know about the Sarbanes-Oxley Act)*, Southern California Association of Law Librarians, October 10, 2002
- Presenter – *Women Lawyers and the Glass Ceiling*, at the Los Angeles Office of Skadden, Arps, Slate, Meagher & Flom, October 4, 2002
- Presenter – *Auditors, Audit Committees and the Reforms of Sarbanes-Oxley Act*, at the USC Marshall School of Business, October 15, 2002
- Presenter – *Symposium: Corporate Social Responsibility*, Tulane Law School, April 12-13, 2002
- Presenter – *Socio-Economics & Securities Regulation*, AALS Panel, January 4, 2002.
- Presenter – *Spinning in Hot IPO’s*, Law & Entrepreneurship Research Conference, Lewis and Clark School of Law, Portland, Oregon, October 20, 2000
- Moderator, Panel Presentation – *Corporations in Society: Furthering a Successful Securities Regulatory Requirement*, the Law and Society Annual Meeting, Miami, Florida, May 28, 2000

Presenter – *Teaching Professionalism: The Lawyer as a Professional*, Conference on Teaching Corporate Law, hosted by the University of Georgia School of Law, October 1999. My paper was published by the UNIVERSITY OF GEORGIA LAW REVIEW as part of its Symposium issue for the conference.

Faculty Workshop – *Teaching Professionalism: The Future of Legal Education*, Whittier Law School, November 1999

Faculty Workshop – *Regulation of Insider Trading Activity Under U.S. Law*, lecture series at the School of Law at the University of International Business and Economics in Beijing, China, July 1998

Commentator – Securities Arbitration Symposium, organized by Professor Norman Poser and hosted by the Brooklyn Law School on October 23, 1996

Testified as a member of the opening panel during the two-day joint hearing of the respective Finance Committees of the California State Senate and Assembly, November 7-8, 1996

Faculty Workshop Presentation – *Securities Fraud and the Supreme Court: Fraud on the Court or the Court's Fraud?*, U.C.L.A. School of Law, November 23, 1995 and Loyola Law School, November 6, 1995

Lecturer – *Working Parents*, University of California, Irvine, School of Social Ecology (August 1995)

Moderator and Chair – *Fourth Annual Fritz B. Burns Lecture*, Loyola Law School, Los Angeles, California, March 13, 1995

Lecturer – *Securities Law Aspects of Registered Initial Public Offerings*, University of California, Irvine School of Management (February 1994)

Presenter – *Working Parents in the Workplace*, First Friday Forum program titled Beyond Respect: Toward True Gender Equality in the Workplace, October 1993

MEMBERSHIPS AND AFFILIATIONS:

SELECTED PROFESSIONAL SERVICE:

American Law Institute, Member – December 2009 to present

AALS Section on Transactional Lawyering

- Founding member – October 2010 to December 2011
- Executive Committee member – January 2012 to January 2016
- Chair-Elect – January 2013 to January 2014
- Chair – January 2014 to January 2015

AALS Section on Securities Regulation

- Founding member – April 1999 to January 2000
- Executive Committee member – January 2000 to December 2003
- Executive Committee member – January 2007 to December 2009
- Chair, Executive Committee – January 2010 to December 2011

AALS Section on Business Associations

- Executive Committee member – January 2006 to December 2009

Academic Liaison, Los Angeles County Bar Association, Executive Committee – Business Law Section, August 2003 to 2019

National Lecturer, BarBri Bar Review - Deliver Bar Exam preparation lectures in two subjects: Corporations -1993 to 2006; and Real Property – 1993 to 2017

Director, Summer Study Program in Beijing, China - commencing in Summer 1999, jointly sponsored by Loyola Law School and Brooklyn Law School, hosted by the Law School of the University of International Business and Economics (UIBE) in Beijing, China

Member - Advisory Board, SECURITIES REGULATION LAW JOURNAL, published by Warren Gorham LaMont - 1996 to 1998

Member - Advisory Committee on Securities Regulation and Capital Formation, appointed by Commissioner, California Department of Corporations - 1997 to 1999

Member - Corporations Committee, Business Law Section, State Bar of California - May 1993 to January 1994

Member - Orange County Bar Association, Advisory Board for the monthly publication, ORANGE COUNTY LAWYER - December 1990 to June 1993

Member - Board of Governors, Institute for Corporate Counsel, 1984-1985; participated in the Spring 1985 annual program sponsored by the ICC.

SELECTED COMMUNITY SERVICE:

Member – Advisory Board, Immaculate Conception School, downtown Los Angeles –August 2007 to 2018.

Member – Finance Committee, St. Elizabeth Ann Seton Catholic Church, Irvine, California, August 2000 to August 2003.

Member – Advisory Board, Child's World PreSchool - August 1990 to July 1994; Chair - August 1993 to July 1994; Co-Chair, Director Search Committee, Fall 1992.

Member – Board of Directors, Irvine Child Development Center Operating Corporation; participated in organizing and developing a non-profit public benefit corporation to manage a child care center sponsored by the City of Irvine - July 1988 to August 1989.

BAR MEMBERSHIPS:

Admitted to the Bar of the Supreme Court of the United States - 2014

Admitted to California State Bar - December 1981

Admitted to U. S. District Court for the Central District of California - January 1982

Member - American Bar Association; California Bar Association; Orange County Bar Association; Orange County Women Lawyers Association.