

# JOSEPH KIERAN LEAHY

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## TEACHING EXPERIENCE

### **SOUTH TEXAS COLLEGE OF LAW—HOUSTON**, Houston, TX

*Professor of Law (with tenure)*

2015-

*Associate Professor of Law*

2012-2015

*Assistant Professor of Law*

2009-2012

Courses taught: Corporations, Securities Regulation and Agency & Partnership

### **SEATTLE UNIVERSITY SCHOOL OF LAW**, Seattle, WA

2008-2009

*Visiting Assistant Professor of Law*

Courses taught: Business Entities and Securities Regulation

### **BROOKLYN LAW SCHOOL**, Brooklyn, NY

2007-2008

*Visiting Assistant Professor of Law*

Courses taught: Corporations, Agency Partnership & LLC, and Securities Regulation

### **FLORIDA STATE UNIVERSITY COLLEGE OF LAW**, Tallahassee, FL

2006-2007

*Visiting Assistant Professor of Law*

Courses taught: Business Associations, Unincorporated Business Associations and Securities Regulation

## ARTICLES

*An LLC is the Key: The False Dichotomy Between Inadvertent Partnerships and the Freedom of Contract*, 52 TEX. TECH L. REV. \_\_\_\_ (forthcoming 2020), available at [https://papers.ssrn.com/abstract\\_id=3351223](https://papers.ssrn.com/abstract_id=3351223).

*Intermediate Scrutiny for Corporate Political Contributions*, 44 FLA. ST. U. L. REV. 1119 (2017), available at [ssrn.com/abstract=2783970](https://ssrn.com/abstract=2783970).

*Corporate Political Contributions as Bad Faith*, 86 U. COLO. L. REV. 477 (2015), available at <http://ssrn.com/abstract=2328991>.

*A Decade After Disney: A Primer on Good and Bad Faith*, 83 U. CIN. L. REV. 859 (2015), available at <http://ssrn.com/abstract=2516641>, cited in *In re Dole Food Co. Stockholder Litig.*, 2015 WL 5052214, at \*39 n.31 (Del. Ch. Aug. 27, 2015).

*Are Corporate Super PAC Contributions Waste or Self-Dealing? A Closer Look*, 79 MO. L. REV. 283 (2014), available at <http://ssrn.com/abstract=2304852>, cited in *Se. Pa. Transp. Auth. v. Abbvie Inc.*, 2015 WL 1753033, at \*14 n.114 (Del. Ch. Apr. 15, 2015).

*The Irrepressible Myths of BarChris*, 37 DEL. J. CORP. L. 411 (2012), available at <http://ssrn.com/abstract=2196265>.

*What Due Diligence Dilemma? Re-Envisioning Underwriters' Continuous Due Diligence After WorldCom*, 30 CARDOZO L. REV. 2001 (2009), available at <http://ssrn.com/abstract=1126863>, reprinted in 42 SEC. L. REV. 201 (2010) (with introduction by Prof. Donald Langevoort).

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## CO-AUTHORED ARTICLES

*Laboratories of Democracy? Policy Innovation in Decentralized Governments* (with Brian D. Galle), 58 EMORY L.J. 1333 (2009), available at <http://ssrn.com/abstract=1198835>.

## WORKS IN PROGRESS

*Are Corporate Political Contributions Ultra Vires—And If Not, Should They Be?*, working paper, presentation available at <http://ssrn.com/abstract=1198835>.

*Inadvertent Partnerships, Law Professors vs. Business Lawyers, and Zombies: An Undead Line of Partnership Formation Cases and How to Kill It*, working paper (tentative title).

## OTHER WRITING

Amicus Brief of Joseph K. Leahy, *pro se*, in *Enterprise Products Partners, L.P., v. Energy Transfer Partners, L.P.*, No. 17-0862 (Tex. 2019), available at <https://tinyurl.com/LeahyAmicusEPPvETP>.

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## ACADEMIC PRESENTATIONS

- NAT'L BUSINESS LAW SCHOLARS CONF.**, Berkeley, CA June 2019  
Presented "Re-RUPA," *Its Time Has Come...?* at workshop sponsored by Univ. of California School of Law.
- NAT'L BUSINESS LAW SCHOLARS CONF.**, Salt Lake City, UT June 2017  
Presented *The Curious Case of EPP L.P. v. ETP, L.P.* at workshop sponsored by Univ. of Utah School of Law.
- TX LEGAL SCHOLARS WORKSHOP**, Dallas, TX August 2016  
Presented *Is a Corp. Political Contribution a Business Judgment?* at workshop sponsored by S.M.U School of Law.
- NAT'L BUSINESS LAW SCHOLARS CONF.**, Chicago, IL June 2016  
Presented *Is a Corp. Political Contribution a Business Judgment?* at conference sponsored by Univ. of Chicago Law.
- TX LEGAL SCHOLARS WORKSHOP**, Houston, TX August 2015  
Presented *Corp. Political Contributions as Ultra Vires* at workshop sponsored by Univ. of Houston Law Center.
- NAT'L BUSINESS LAW SCHOLARS CONF.**, Newark, NJ June 2015  
Presented *Corporate Political Contributions as Ultra Vires* at conference sponsored by Seton Hall Law School.
- TSU FACULTY SPEAKER PROGRAM**, Houston, TX February 2015  
Presented *Intermediate Scrutiny for Corporate Political Contributions* at Thurgood Marshall School of Law.
- NAT'L BUSINESS LAW SCHOLARS CONF.**, Los Angeles, CA June 2014  
Presented *Intermediate Scrutiny for Corporate Political Contributions* at conference sponsored by Loyola Law School.
- SOUTHEASTERN LAW SCHOLARS CONF.**, Charleston, SC October 2013  
Presented *Intermediate Scrutiny for Corporate Political Contributions* at conference sponsored by Charleston Law.
- TSU FACULTY SPEAKER PROGRAM**, Houston, TX April 2013  
Presented *Are Corporate Political Contributions Waste or Self-Dealing? A Closer Look* at Thurgood Marshall Law.
- TSU FACULTY SPEAKER PROGRAM**, Houston, TX October 2011  
Presented *The Irrepressible Myths of BarChris* at Texas Southern University, Thurgood Marshall School of Law.
- SOUTHEASTERN LAW SCHOLARS CONF.**, Charleston, SC October 2011  
Presented *The Irrepressible Myths of BarChris* at conference sponsored by Charleston Law School.
- CANADIAN LAW & ECONOMICS ASS'N**, Toronto, ON October 2007  
Presented *Laboratories of Democracy? Policy Innovation in Decentralized Governments*, with co-author Brian D. Galle.

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## OTHER PRESENTATIONS

**U OF H ADVANCED LEGAL STUDIES PROGRAM**, Houston, TX June 2015  
Featured speaker for day four of the University of Houston Law Center's Petrobras Legal Education Program In Oil And Gas Law. Presented on section 11 liability, section 10b-5 liability, and securities litigation generally

**JAMES L. HOLMAN ETHICS PROGRAM**, Seattle WA April 2009  
Presented at CLE "Terrorism and the Corporation" at Seattle University School of Law. Analyzed ramifications of corporate payments to foreign terrorist organizations. Presented on disclosure obligations under federal securities law, Foreign Corrupt Practices Act compliance, and potential derivative litigation.

## EDUCATION

**NEW YORK UNIVERSITY SCHOOL OF LAW**, New York, NY 1994-1997  
Juris Doctor, *magna cum laude* (GPA: 3.61)

Honors: *Member*, Order of the Coif  
*Associate Editor*, New York University Law Review  
*Finalist*, Root-Tilden-Snow Public Interest Scholarship  
*Finalist*, Arthur Garfield Hays Civil Liberties Fellowship

Activities: *Fellow*, William J. Brennan, Jr. Center for Justice  
*Co-chairperson*, NYU Civil Rights & Civil Liberties Union  
*Intern*, American Civil Liberties Union  
*Member*, NYU Bias and Harassment Committee

**SWARTHMORE COLLEGE**, Swarthmore, PA 1990-1994  
Bachelor of Arts in Political Science (GPA: 3.63)

Honors: *Eighteenth Place*, 1994 National Parliamentary Debate Championships  
*Participant*, 1993 World Debate Championships at Oxford University  
*Recipient*, Attorney General's Fellowship; Swarthmore Community Service Fellowship

Activities: *Vice-President*, Amos J. Peaslee Debate Society  
*Co-Founder*, Swarthmore Civil Liberties Society

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## SECURITIES LITIGATION EXPERIENCE

**SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**, New York, NY 2002-2006

*Associate*

*Representative securities action:* In re WorldCom, Inc. Sec. Litig., No. 02 Civ. 3288 (S.D.N.Y. 2002). Lead senior associate on defense team for underwriting syndicate in largest securities class action in US history. Developed underwriters' due diligence defense for trial. Prepared key due diligence witnesses for depositions and trial; second-chaired depositions; helped expert due diligence witness draft report; wrote motion to dismiss; helped oversee massive document production; briefed discovery disputes.

*Other securities litigation matters:* Defended directors against claims for breach of fiduciary duty in proxy battle with large activist shareholder; represented limited partners in suit against general partner concerning largest residential development in NYC history; drafted motions to dismiss on behalf of directors, officers and corporations in numerous putative federal securities fraud class actions.

*Representative pro bono case:* U.S. v. Hersom (S.D.N.Y. 2003). Obtained dismissal, with prejudice, of all five federal misdemeanor charges against indigent, elderly disabled Korean War veteran.

*Other pro bono matters:* Advised former firm in preparation for trial of complex contract and tort dispute, resulting in multi-million dollar jury verdict (upheld on appeal) for non-profit hospital.

**DEBEVOISE & PLIMPTON LLP**, Washington, DC 1999-2000

*Associate*

Helped defend SEC enforcement actions. Helped prepare motions to dismiss in securities fraud class actions. Represented Democratic National Committee (DNC) in campaign finance-related grand jury investigations. Represented DNC officials in interviews with FBI and independent counsels.

## GENERAL LITIGATION EXPERIENCE

**KELLOGG, HUBER, HANSEN, TODD & EVANS LLP**, Washington, DC 2000-2002

*Associate*

*Representative action:* NCRIC, Inc. v. Columbia Hospital for Women Med. Ctr., Inc. Civ. No. 00-7388 (D.C. Super. 2000). Represented non-profit hospital in complex contract/tort dispute with insurer. Managed all aspects of lawsuit. Drafted pleadings; took/defended depositions; wrote and argued discovery motions; briefed dispositive motions; supervised document collection, review and production; hired and supervised expert witnesses; directed settlement negotiations; briefed and argued administrative appeal.

*Other actions:* Took and defended depositions; and assisted with drafting summary judgment opposition in massive, complex fraud action concerning brokerage services in SDNY.

**ANTITRUST DIV., U.S. DEPARTMENT OF JUSTICE**, Washington, DC 1998-1999

*Trial Attorney* Selected for Honor Program. Investigated potential criminal antitrust violations.

**U.S. COURT OF APPEALS, FOURTH CIRCUIT**, Charleston, WV 1997-1998

*Law Clerk* Researched and wrote bench memoranda for Hon. M. Blane Michael. Helped draft opinions.

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## STUDENT & SUMMER POSITIONS

**WASHINGTON SQUARE LEGAL SERVICES**, Brooklyn, NY 1996-1997

*Student attorney*

Participated in student clinic that handled federal misdemeanors for Eastern District of New York. Represented numerous indigent persons charged with federal misdemeanors. Tried and won case before federal magistrate. Helped federal defender prepare jury instructions and sentencing letters in felony cases.

**CRAVATH, SWAINE & MOORE LLP**, New York, NY (*received offer*) *Summer Associate*, 1997

**HILL & BARLOW, PC**, Boston, MA (*received offer*) *Summer Associate*, 1996

**FAEGRE & BENSON LLP**, Minneapolis, MN *Pro Bono Summer Associate*, 1995

**OFFICE OF THE UNITED STATES ATTORNEY**, Washington, DC *Summer Fellow*, 1994

**HENNEPIN COUNTY PUBLIC DEFENDER**, Minneapolis, MN *Investigative Summer Intern*, 1993

## OTHER EXPERIENCE

**OFFICE OF U.S. SENATOR PAUL D. WELLSTONE**, Washington, DC *Summer Intern*, 1992

**BLOOMINGTON HUMAN RIGHTS COMMISSION**, Bloomington, MN  
*Vice-Chair. & Commissioner*, 1987-1990