

JOSEPH KIERAN LEAHY

1303 San Jacinto Street • Houston, Texas 77002-7006 • (713) 646-2936 • jleahy@stcl.edu

ACADEMIC 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

Faculty Editor, Corporate Counsel Review 2022-
Edited articles and student case notes for practice-focused journal published semiannually by the Corporate Counsel Review of the State Bar of Texas in conjunction with South Texas College of Law—Houston.
Assisted long-time senior faculty editor with management of journal and supervision of student editors.

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

Unincorporated Entities

Zombies Attack Inadvertent Partnerships!—How Undead Precedents Killed By Uniform Statutes Still Roam the Reporters, 57 U. RICHMOND L. REV. 381 (2023), available at <http://papers.ssrn.com/abstract=4158565>.

Undead Dicta or Holdings? A Closer Look at Partnership Cases Stating that Subjective Intent Governs Inter Se, 21 U.N.H. L. REV. 1 (2022), available at <http://papers.ssrn.com/abstract=4158566>.

An LLC is the Key: The False Dichotomy Between Inadvertent Partnerships and the Freedom of Contract, 52 TEX. TECH L. REV. 243 (2020), available at <http://papers.ssrn.com/abstract=3351223>.

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ARTICLES

Corporate Political Contributions

Intermediate Scrutiny for Corporate Political Contributions, 44 FLA. ST. U. L. REV. 1119 (2017), available at <http://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. Abbie Inc.*, 2015 WL 1753033, at *14 n.114 (Del. Ch. Apr. 15, 2015).

Securities Litigation

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).

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>.

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ACADEMIC PRESENTATIONS

- AM. ASS'N OF LAW SCHOOLS ANN. MTG.**, Washington, DC January 2020
Selected from call for papers to present *An LLC is the Key* on panel entitled Entity Selection in the 21st Century at the annual meeting of AALS Section on Agency, Partnership & Unincorporated Entities.
- 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.

OTHER WRITING

The House Did Not Impeach President Trump for Acting Like a Politician, MEDIUM.COM, Jan. 24, 2020, <https://www.tinyurl.com/LeahyBlackmanResponse12420>

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>.

Loftium Unwittingly Forms General Partnerships with Homebuyers, HACKERNOON, Sept. 20, 2017, <https://hackernoon.com/yesterday-the-new-york-times-trumpeted-a-new-internet-company-loftium-and-its-interesting-new-1754b6cdfed>, *cross-posted at* UNINCORPORATED BUS. L. PROF BLOG, <http://uberlaw.net/2017/09/loftium-unwittingly-forms-partnerships-with-homebuyers/>

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

Second Vice-Chairperson

1989-1990

Commissioner

1987-1990