

MICHELLE M. HARNER

University of Maryland School of Law, 500 West Baltimore Street, Baltimore, Maryland 21201
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EXPERIENCE

University of Maryland School of Law, Baltimore, Maryland
Professor and Co-Director of Business Law Program, July 2011-present
Associate Professor, July 2009-June 2011

University of Nebraska College of Law, Lincoln, Nebraska
Assistant Professor, June 2006-June 2009

Jones Day, Cleveland, Ohio; Chicago, Illinois
Partner, January 2005-April 2006
Associate, September 1996-March 1997; January 1998-December 2004
Interim Associate, June-August 1995
Practice focused primarily on corporate restructuring and bankruptcy law, corporate transactions, commercial law and lending/structured finance

Brouse & McDowell, Akron, Ohio
Associate, April 1997-December 1997

United States Bankruptcy Court, Honorable William T. Bodoh, Youngstown, Ohio
Law Clerk, August 1995-August 1996

EDUCATION

The Ohio State University College of Law, Columbus, Ohio
Juris Doctor May 1995; *Summa Cum Laude*; Class Rank 1/211; Order of the Coif
The Ohio State University Law Journal, Member (1993-94), Executive Editor (1994-95)

Boston College, Chestnut Hill, Massachusetts
Bachelor of Arts, English and Political Science May 1992; *Cum Laude*

AWARDS

Professor of the Year Award, University of Nebraska College of Law, 2008-09 (voted by the upperclass students)

Professor of the Year Award, University of Nebraska College of Law, 2006-07 (voted by the upperclass students)

Outstanding Young Women of America Award, Outstanding Young Americans, 1997

PUBLICATIONS

Book Supplements

2009, 2008, 2007 SUPPLEMENTS TO ADVANCED CHAPTER 11 BANKRUPTCY PRACTICE, SECOND EDITION, Aspen Publishers (with Andrew Troop and Christopher Mirick)

Book Chapters

The Implications of North American Catholic and Trenwick: Final Death Knell for Deepening Insolvency? Shift in Directors' Duties in the Zone of Insolvency?, 2008 ANNUAL SURVEY OF BANKRUPTCY LAW (Richard M. Lieb ed. 2008) (with Jo Ann Brighton)

Chapter 89, Clearing Bank Liquidation (Code §§ 781–784), in NORTON BANKRUPTCY LAW AND PRACTICE, THIRD EDITION (William L. Norton, Jr. ed. 2008)

Chapter 25, Enforceability of Contractual Restrictions on Disposition of Property, in BANKRUPTCY BUSINESS ACQUISITIONS, SECOND EDITION (Richard N. Tilton ed. 2006) (with Carl Black and Eric Goodman)

Articles

Activist Distressed Debtholders: The New Barbarians at the Gate?, 89 WASH. U. L. REV. (forthcoming 2011)

Committee Capture? An Empirical Analysis of the Role of Creditors' Committees in Business Reorganizations, 64 VAND. L. REV. 749 (2011) (with Jamie Marincic)

Behind Closed Doors: The Influence of Creditors in Business Reorganizations, 34 SEATTLE U. L. REV. 1155 (2011) (with Jamie Marincic) (symposium piece)

The Search for an Unbiased Fiduciary in Corporate Reorganizations, 86 NOTRE DAME L. REV. 469 (2011)

The Value of "Thinking Like a Lawyer", 70 MD. L. REV. 390 (2011) (symposium piece)

Barriers to Effective Risk Management, 40 SETON HALL L. REV. 1323 (2010) (symposium piece)

Is Legal Scholarship Out of Touch? An Empirical Analysis of the Use of Scholarship in Business Law Cases, 19 UNIV. MIAMI BUS. L. REV. 1 (2011) (with Jason Cantone)

Corporate Control and the Need for Meaningful Board Accountability, 94 MINN. L. REV. 541 (2010)

Ignoring the Writing on the Wall: The Role of Enterprise Risk Management in the Economic Crisis, 5 J. BUS. TECH. L. 45 (2010) (symposium piece)

The Corporate Governance and Public Policy Implications of Activist Distressed Debt Investing, 77 *FORDHAM L. REV.* 703 (Fall 2008), reprinted in 51 *CORPORATE PRACTICE COMMENTATOR* 177 (2009)

Trends in Distressed Debt Investing: An Empirical Study of Investors' Objectives, 16 *AM. BANKR. INST. L. REV.* 69 (Spring 2008) (solicited piece)

Reinstatement v. Cramdown: Do Secured Creditors Win or Lose?, 16 *J. BANKR. L. & PRACTICE* 459 (August 2007) (with Heather Lennox and Eric Goodman)

Debtors Beware: The Expanding Universe of Non-Assumable/Non-Assignable Contracts in Bankruptcy, 13 *AM. BANKR. INST. L. REV.* 187 (Spring 2005) (with Carl Black and Eric Goodman)

Licensing Intellectual Property and Technology from the Financially Troubled or Startup Company: Prebankruptcy Strategies to Minimize the Risk in a Licensee's Intellectual Property and Technology Investment, 55 *BUS. LAW.* 1649 (August 2000) (with Richard Cieri)

Considerations for Chapter 11 Retail Debtors, 6 *J. BANKR. L. & PRAC.* 451 (July/August 1997) (with Richard Cieri, Scott Davido and Lawrence Gottlieb)

Inequality Among Creditors: The Unconstitutional Use of Successor Liability to Create a New Class of Priority Claimants, 4 *AM. BANKR. INST. L. REV.* 325 (Winter 1996) (with William T. Bodoh)

Protective Orders in the Bankruptcy Court: The Congressional Mandate of Bankruptcy Code Section 107 and Its Constitutional Implications, 24 *HASTINGS CONST. L.Q.* 67 (Fall 1996) (with William T. Bodoh)

The Denial of Future Tort Claims in In re Piper Aircraft: Will the Court's Quick-Fix Solution Keep the Debtor Flying High or Bring It Crashing Down?, 27 *LOY. U. CHI. L.J.* 27 (Fall 1995)

Popular Press Articles

The Potential Value of Dynamic Tension in Restructuring Negotiations, *AM. BANKR. INST. J.*, February 2011 (with Jamie Marincic)

Sublicensing from a Distressed Company: Are You Placing Your Future in the Debtor's Hands?, 25-9 *AM. BANKR. INST. J.* 42, November 2006 (with David Beck)

Delaware Chancery Court Refuses to Recognize "Deepening Insolvency" as Independent Cause of Action, *CRACKING THE CODE*, August 21, 2006

A Chapter 11 Debtor's Life After Oct. 17: Not So Bad If You Plan Effectively, 24-9 *AM. BANKR. INST. J.* 42, November 2005 (with Carl Black)

Intellectual Property Bankruptcy Act Aids Licensees, THE NATIONAL LAW JOURNAL, October 2001 (with Richard Cieri)

Securing Technology Rights from Distressed IP Owners, THE METROPOLITAN CORPORATE COUNSEL, Vol. 9, No. 9, September 2001 (with Richard Cieri)

Licensing Rights in a Distressed Situation, POTOMAC TECH JOURNAL, Vol. 2, Issue 34, August 2001 (with Richard Cieri)

BLOGS

CONCURRING OPINIONS, www.concurringopinions.com, Guest Blogger (January-February 2010; January-February 2011)

THE CONGLOMERATE, www.theconglomerate.org, Conglomerate Master (2009-2010); Guest Blogger (November 2008)

CREDIT SLIPS, www.creditslips.org, Guest Blogger (June 2010)

QUOTH THE RAVEN, www.umlaw.typepad.com/quoth, Faculty Blogger (2010)

PRESENTATIONS

Gender in the Supreme Court: Securities Decisions, AALS Workshop for Women in Legal Education: Women Rethinking Equality, June 2011 (invited speaker) (with Lyman P.Q. Johnson)

Mitigating Financial Risk for Entrepreneurs, Law and Society Association Annual Meeting, June 2011 (invited speaker)

Activist Distressed Debtholders: The New Barbarians at the Gate?, C-LEAF's Junior Faculty Business and Financial Law Workshop, The George Washington University Law School, April 2011 (invited speaker)

Chapter 11 Creditors' Committees and Examiners: Are They Effective?, American Bankruptcy Institute Annual Spring Meeting, April 2011 (invited panelist)

Committee Capture? An Empirical Analysis of the Role of Creditors' Committees in Business Reorganizations, Maryland State Bar Association Advanced Bankruptcy Institute, March 2011 (invited speaker)

Mitigating Financial Risk for Entrepreneurs, Symposium, Moritz College of Law at The Ohio State University, hosted by the Entrepreneurial Business Law Journal, March 2011 (invited speaker)

Behind Closed Doors: The Influence of Creditors in Business Reorganizations, Adolf A. Berle, Jr. Center on Corporations, Law & Society Conference, January 2011 (invited speaker)

Committee Capture? An Empirical Analysis of the Role of Creditors' Committees in Business Reorganizations, Michigan State University College of Law Workshop, September 2010 (invited speaker)

Committee Capture? An Empirical Analysis of the Role of Creditors' Committees in Business Reorganizations, Villanova University School of Law Workshop, September 2010 (invited speaker)

Shareholders' Role in Corporate Governance, Southeastern Association of Law Schools, August 2010 (invited panelist)

Activist Distressed Debtholders: The New Barbarians at the Gate?, Law and Society Association Annual Meeting, May 2010 (invited speaker)

Changes in Big Law Firms and the Issues these Changes Raise, Fetzer Institute Professional Responsibility Symposium, University of Maryland School of Law, April 2010 (invited panelist)

Managing the Liability Exposure of Directors, Directors' Institute, Robert H. Smith School of Business, University of Maryland, April 2010 (invited moderator)

Barriers to Effective Risk Management, Fourth Annual Law & Entrepreneurship Retreat, February 2010 (invited speaker)

The Search for an Unbiased Fiduciary in Corporate Reorganizations, AALS Annual Meeting, Debtors and Creditors Rights Section, January 2010 (invited speaker)

Activist Distressed Debtholders: The New Barbarians at the Gate?, Visiting Scholar in Residence Lecture, Widener Institute of Delaware Corporate and Business Law, November 2009 (invited speaker)

Risk Management, Corporate Insolvency and the Economic Crisis, Securities Regulation and the Global Economic Crisis: What Does the Future Hold?, Seton Hall University School of Law, October 2009 (invited speaker)

Show Me the Money: Understanding the Grant Application Process, Southeastern Association of Law Schools, New Scholars Workshop, August 2009 (invited panelist)

The Search for an Unbiased Fiduciary in Corporate Reorganizations, AALS Mid-Year Workshop on Transactional Law, June 2009 (invited speaker)

A Survey of the Use of Corporate Scholarship in Delaware State Court Cases from 1997 to 2007, AALS Mid-Year Conference on Business Associations, June 2009 (invited speaker)

The Search for an Unbiased Fiduciary in Corporate Reorganizations, Law and Society Association Annual Meeting, May 2009 (invited speaker)

Ignoring the Writing on the Wall: The Role of Enterprise Risk Management in the Economic Crisis, Roundtable on Corporate Governance, Securities Law and the Financial Crisis, University of Maryland School of Law, April 2009 (invited speaker)

Corporate Control and the Need for Meaningful Board Accountability, Emory University School of Law, Faculty Presentation, January 2009 (invited speaker)

Rethinking Controlling Stakeholder Liability: A Proposal for Controlling Controlling Stakeholders by Increasing Board Accountability, AALS Annual Meeting, Business Associations Section, January 2009 (invited speaker)

Rethinking Controlling Stakeholder Liability: A Proposal for Controlling Controlling Stakeholders by Increasing Board Accountability, Central States Law Schools Association Conference, October 2008 (invited speaker)

Ensuring Ethical Conduct, National Business Institute Seminar, October 2008 (invited speaker)

Controlling Shareholders Versus Controlling Creditors: Is There a Difference and Does It Matter?, Southeastern Association of Law Schools, New Scholars Workshop, July 2008 (invited speaker)

Collaborative Legal Research and Opportunities for Empirical Legal Studies, Southeastern Association of Law Schools, July 2008 (invited panelist)

Do Equity Investors Have Differing Objectives Than Bondholders? Is Risk Management an Example?, Yale Governance Forum 2008, June 2008 (invited panelist)

Can I Disclose That? Issues of Confidentiality in the Business Planning Context, 2008 Estate and Business Planning Program, Law College Education Services, Inc., May 2008 (invited speaker)

An Alternative Strategy for Institutional Investors: Using Debt Rather Than Equity to Influence Corporate Governance, Yale School of Management/Oxford Said Business School Shareholder and Corporate Governance Conference, October 2007 (invited speaker)

Hedge Fund Strategies in Bankruptcy, St. John's University School of Law, September 2007 (invited speaker)

The Death of Deepening Insolvency?: Corporate Governance for Troubled Companies After the Delaware Cases, American Bankruptcy Institute Annual Spring Meeting, April 2007 (invited panelist)

Preferential and Fraudulent Transfers After BAPCPA and Executory Contracts and Leases After BAPCPA, Bankruptcy Reform Update—One Year Later, National Business Institute Seminar, December 2006 (invited speaker)

Licensing Intellectual Property to and from Financially Troubled Companies, Foster City, California, September 2004 (invited speaker)

Situation Report: Burlington Industries, Renaissance American Management, Inc., Fifth Annual Conference on Corporate Reorganizations, June 2002 (invited panelist)

Technology Licensing: Learning from the Mistakes of the 90's, Information Technology Association of America, Licensing Intellectual Property and Technology Webcast, November 2001 (invited speaker)

Is Spousal Support Really Not Dischargeable? Changes in Light of the 1994 Amendments to the Bankruptcy Code, Ohio Academy of Trial Lawyers, 1998 Family Law Seminar, March 1998 (invited speaker)

Liabilities Exceed Assets? Protecting Your Client from the Pitfalls of Bankruptcy, Ohio Academy of Trial Lawyers, 1997 Family Law Seminar, March 1997 (invited speaker)

The Intersection of the Bankruptcy Code and Domestic Relations Law, Mahoning County Bar Association, Domestic Relations Family Law Seminar, August 1996 (invited speaker)

TEACHING

Bankruptcy
Business Associations
Business Planning
Corporate Finance and Governance
Professional Responsibility

PROFESSIONAL SERVICE

University of Maryland

Faculty Adviser, Business Law Society, 2009-present
Faculty Adviser, Journal of Business & Technology Law, 2009-present
Member, Appointments Committee, 2009-2010
Member, Curriculum Committee, 2010-present
Member, Enterprise Risk Management Steering Committee, 2010-present
School Liaison, Maryland State Bar Association Council on Business, 2009-present
Member, MSBA Committee on Unincorporated Business Associations, 2010-present

University of Nebraska

Faculty Adviser, First Year Law Students, 2006-2009
Faculty Adviser, Women's Law Caucus, 2007-2009
Faculty Mentor, Pre-Law Summer Institute, 2007-2009
Group Leader, Professionalism and Ethics Orientation for First Year Law Students,
2006-2009
Member, Ad Hoc Committee on Teaching Evaluation, 2007-2008
Member, Faculty Council, Chancellor's Commission on the Status of Women,
2008-2009
Member, Lectureship Committee, 2006-2008
Member, Student Awards Committee, 2008-2009
Volunteer Judge for Animal Rights Moot Court Competition, 2006-2007

Other Professional Service

Member, Dodd-Frank Study Working Group for the Administrative Office of the United
States Courts, March 2011-present

PROFESSIONAL ORGANIZATIONS

Member, Business Associations Section, AALS
Member, Creditors' and Debtors' Rights Section, AALS
Member, Professional Responsibility Section, AALS
Member, American Bankruptcy Institute
Member, American Bar Association
Member, Int'l Association of Restructuring, Insolvency & Bankruptcy Professionals
Member, Maryland State Bar Association

BAR ADMISSIONS

United States Court of Appeals for the Seventh Circuit
United States District Court for the Northern District of Illinois
United States District Court for the Eastern District of Michigan
United States District Court for the Northern District of Ohio
Supreme Court of Illinois
Supreme Court of Ohio

GRANTS

American Bankruptcy Institute Endowment Research Grant in connection with *The Role
of Creditors' Committees in Chapter 11*

Yale School of Management/Oxford Said Business School Research Grant in connection
with *Shareholders and Corporate Governance Research Agenda and Conference*,
October 2007