

## CURRICULUM VITAE

MARY SIEGEL

### EDUCATION

Yale Law School: J.D., May, 1975

Vassar College: B.A., May, 1972

### ACADEMIC HONORS AND AWARDS

#### Law School

Editor, Yale Law Journal

Director, Yale Moot Court of Appeals

Participant, Yale Moot Court Prize Argument

Finalist, Yale Moot Court Competition

Semi-Finalist, Yale Moot Court Brief Writing Competition

#### College

Phi Beta Kappa

Honors, Political Science

General Academic Honors

### HONORS AND AWARDS

Emalee C. Godsey Scholar Award (for “Fiduciary Duty Myths in Close Corporate Law,” 29 Delaware Journal of Corporate Law 377 (2004)).

Coach of WCL’s Corporate Moot Court Team coach, which won the national championship in the Ruby R. Vale Corporate Moot Court competition in 1997, 2001, 2004.

1995 Elizabeth Payne Cubberly Research Award (co-recipient) (for “Back to the Future: Appraisal Rights in the Twenty-First Century,” 32 Harvard Journal on Legislation 79 (1995)).

Corporate Practice Commentator award for one of the best corporate and securities articles of 1995 (for “Back to the Future: Appraisal Rights in the Twenty-First Century,” 32 Harvard Journal on Legislation 79 (1995)).

1986 American University’s “Outstanding Scholarship Research and Other Professional Contributions” award.

1986 Washington College of Law’s “Outstanding Teacher/Scholar” award.

Selected as one of the “Outstanding Young Women in America For 1982.”

1980 Washington College of Law’s “Outstanding Scholarship, Research and Other Professional Contributions” award.

## **SCHOLARLY PUBLICATIONS**

- “Fiduciary Duty Myths in Close Corporate Law,” 29 Delaware Journal of Corporate Law 377 (2004).
- “The Erosion of the Law of Controlling Shareholders,” 24 Delaware Journal of Corporate Law 27-81 (1999), reprinted in 41 Corporate Practice Commentator 1031 (2000).
- “Report: Changes in The Model Business Corporation Act Pertaining to Appraisal Rights and to Fundamental Changes — Final Adoption,” 55 Business Lawyer 405 (1999) (substantial contributor, editor, and chair of project).
- “Proposed Changes in the Model Business Corporation Act — Appraisal Rights,” 54 Business Lawyer 209 (1998) (substantial contributor, editor, and chair of project).
- “Back to the Future: Appraisal Rights in the Twenty-First Century,” 32 Harvard Journal on Legislation 79 (1995).
- “Changes in the Revised Model Business Corporation Act — Amendments Pertaining to the Liability of Directors,” 45 Business Lawyer 695 (1990) (contributor).
- “Changes in the Model Business Corporation Act — Amendments Pertaining to Derivative Proceedings,” 44 Business Lawyer 543 (1989) (substantial contributor and editor).
- “Guidelines for the Unaffiliated Director of the Controlled Corporation,” 44 Business Lawyer 211 (1988) (contributor).
- “Corporate Mergers: Redefining The Role of Target Directors,” 136 University of Pennsylvania Law Review 315 (1987) (co-authored with Jennifer Johnson).
- “Tender Offer Defensive Tactics: A Proposal For Reform,” 36 Hastings Law Journal 377 (1985), reprinted in 28 Corporate Practice Commentator 45 (1986).
- Editor of Chapter 1, “Problems of Fiduciaries Under the Federal Securities Laws,” and author of the section on “Sale of Control,” 20 (ABA) Real Property, Probate and Trust Journal 506 (1985).
- “The Interplay Between the Implied Remedy Under Section 10(b) and the Express Causes of Action of the Federal Securities Laws,” 62 Boston University Law Review 385 (1982).
- “Significant Recent Developments in the Express and Implied Private Actions Under the Federal Securities Laws,” Fourteenth Annual Institute on Securities Regulation 633, volume II (outline published in PLI coursebook) (1982).
- “The Implication Doctrine and the Foreign Corrupt Practices Act,” 79 Columbia Law Review 1085 (1979).

## **MISCELLANEOUS PUBLICATIONS**

- Book Review of Block, Barton and Radin, The Business Judgment Rule, 49 Business Lawyer 1977 (1994).
- “Tender Offer Defensive Tactics,” WCL Advocate (Fall 1986).
- “The Legal Highlights of the Bendix-Martin Marietta Takeover,” WCL Advocate (Spring 1983).
- Aaron v. SEC, Preview of United States Supreme Court Cases (page 2) (April 2, 1980).

**PROFESSIONAL ASSOCIATIONS AND ACTIVITIES**

Invited member, American Bar Association's Committee on Corporate Laws (membership is only by invitation; the Committee consists of 21 corporate lawyers and 3 academics, and has sole jurisdiction over the Model Business Corporation Act) (9/2005 - present).

Invited member, Executive Council, Securities Law Committee, Federal Bar Association (1/05-present).

Moderator, DC Bar Association, "Corporate Practice in the Mid-Atlantic States" (1/2002).

Moderator, DC Bar Association, "Corporate Practice in the Mid-Atlantic States" (2/2000).

Consultant to American Bar Association's Committee on Corporate Laws (membership is only by invitation; the Committee consists of 21 corporate lawyers and 3 academics, and has sole jurisdiction over the Model Business Corporation Act) (1999-present).

Elected to the Council of the American Bar Association's Business Section (the Council consists of 32 elected representatives, officers and delegates of the 53,000 member Business Section) (8/97-8/99).

Moderator, DC Bar Association, "Corporate Practice in the Mid-Atlantic States" (12/97).

Invited member, American Bar Association's Committee on Corporate Laws (membership is only by invitation; the Committee consists of 21 corporate lawyers and 3 academics, and has sole jurisdiction over the Model Business Corporation Act) (1986-1999).

Elected to membership in American Law Institute (1991).

Planning Committee and Panelist Chair for the American Bar Association's Conference, "The Woman Business Lawyer" (1994).

Vice-chair, American Bar Association's Committee on Business and Corporate Litigation Committee (1992-1997).

Member, American Bar Association's Section of Corporate, Banking and Business Law and the following committees of the foregoing Section:

Subcommittee on Securities Problems of Fiduciaries (of the Committee on Federal Regulation of Securities);

Subcommittee on Developments in Investment Services (of the Committee on Developments in Business Financing);

Vice-chair of the Subcommittee on Curriculum (of the Committee on Legal Education) and its task force on the business curriculum of law schools.

Executive Committee, Securities Law Section of the American Bar Association's Young Lawyers Division (1985).

Member of the faculty for the PLI Fourteenth Annual Institute on Securities Regulation (November 1982).

**COURSES AND SEMINARS TAUGHT**

Advanced Corporate Law

Advanced Securities Law

Business Associations (Corporations, Partnerships)

Business Planning

Civil Rights and Liberties

Financial Institutions  
Securities Regulation

**LAW SCHOOL ACTIVITIES**

Faculty Advisor, Business Law Society  
Faculty Advisor, Federalist Society  
Chairwoman, Faculty Appointments Committee  
Chairwoman, Committee on Adjuncts  
Chairwoman, Curriculum and Research Committee  
Member, Moot Court Committee  
Member, Budget Committee  
Member, Faculty Appointments Committee  
Member, Curriculum Committee  
Member, Standard and Evaluations Committee  
Member, Library Committee  
Member, Research Committee  
Member, Committee on Committees  
Member, Law School Grievance Committee  
Member, Development Committee  
Member, Dean's Advisory Council  
Coach, Corporate Moot Court Team