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Portland, Oregon 97219

Jennifer J. Johnson

Education

Yale Law School, J.D., 1976

Mills College, B.A. 1973

Honors: Phi Beta Kappa; Valedictorian; Elizabeth Mudd Senior Prize
for Excellence in Scholarship

Professional Experience

1980-present

Professor of Law

Northwestern School of Law of Lewis & Clark College

Courses: Legal Elements; Securities Regulation; Business Associations; Advanced Business Seminar

HONORS: Erskine Wood Sr. Professor of Law; Recipient of Leo Levinson Teaching Award and Burlington Northern Foundation Teaching Award

Standing Committees: Chair, Business Law Faculty
Member, Budget Committee

1989-1990

Acting Vice President for Academic Affairs
Lewis & Clark College

1977-1980

Associate Attorney
Stoel, Rives, Boley, Fraser and Wyse

1976-1977

Associate Law Clerk
Judge Alfred T. Goodwin, Ninth Circuit Court of Appeals

Professional
Memberships and
Activities

Oregon State Bar (admitted 1977)
Member: Business Section; Securities Section

American Bar Association
Member: Business Law Section

American Law Institute (ALI) (elected 2007)

Owen Panner Inn of Court

OSB Legislative Drafting Task Force for 2005 Legislature:
The Oregon Securities Act

OSB Legislative Drafting Task Forces for 2003 Legislature:
The Corporation Act & Limited Partnerships

OSB Legislative Drafting Task Force for 2001 Legislature:
The Close Corporation

OSB Legislative Drafting Task Forces for 1997 Legislature:
The Revised Uniform Partnership Act
The Limited Liability Partnership Act
The Professional Corporation Statute

OSB Business Law Section Executive Committee: 1997-2000

OSB Securities Law Section Executive Committee: 1995-97

Chair, OSB Task Force on Business Courts: 1998-2000

FINRA Arbitrator [inactive]

Publications:

Secondary Liability For Securities Fraud: Gatekeepers In State Court (forthcoming Delaware Journal of Corporate Law, 2011)

Securities Class Actions in State Court
(forthcoming U. Cinn. Law Rev, 2011)

Private Placements: A Regulatory Black Hole, 35 Delaware Journal of Corporate Law 151 (2010)

Critiquing Arbitration of Shareholder Claims, 36 Securities Regulation Law Journal 181 (Fall 2008) (with Ed Brunet)

Good-Bye to Law: Debunking Arbitration of Shareholder Claims, Op Ed, National Law Journal (June 2007) (with Ed Brunet)

Substantive Fairness in Securities Arbitration, 76 University of Cincinnati Law Review 459 (2007) (with Ed Brunet)

What's Good for the Goose? The Unintended Consequences of the Federal Takeover of Corporate Law, 2 University of Maryland Journal of Business and Technology Law 251 (April 2007)

Wall Street Meets the Wild West: Bringing Law and Order to Securities Arbitration, 84 North Carolina Law Review 123 (December 2005)

Earthworms and Pyramid Schemes: Judge Goodwin's Contributions to the Federal Securities Laws, 15 Western Legal History 45 (2002)

Limited Liability Partnerships, Published as Chapter 3 of ADVISING OREGON BUSINESS OSB (2001) (with James M. Kennedy)

Risky Business: Choice of Law and the Unincorporated Entity, 1 Journal of Small and Emerging Business Law 249 (1997)

The Oregon Limited Liability Partnership Act, 32 Willamette Law Review 147 (1996)

Limited Liability for Lawyers: General Partners Need Not Apply, 51 The Business Lawyer 85 (1995)

Corporate Mergers: Redefining the Rule of Target Directors, 136 University of Pennsylvania Law Review, 315 (1987) (with Mary Siegel)

Predators Rights: Multiple Remedies for Wall Street Sharks under RICO and the Securities Laws, 10 Journal of Corporation Law 3 (1984)

The Emperors Old Clothes: Piercing the Bar's Ethical Veil, 13 Willamette Law Journal 221 (1977) (with Paul Francis)

The Oregon LLP Act, Oregon State Bar Business Section (1995)

Drafting the Contract of Sale, Oregon State Bar Real Property Section (1981)

The National Resource Goals, Oregon State Bar Land Use Section (1981)

Recent Speaking Engagements:

“The MedCap Scandal”
Law and Society Association, San Francisco, (June 4 , 2011)

“Securities Class Actions in State Court”
University of Cincinnati, Corporate Law Center Symposium:
Principles of Aggregate Litigation, April 1, 2011

“Secondary Liability for Securities Fraud: Lessons from the States?”
Law and Society Association, Chicago (May 29, 2010)

“FINRA Arbitration”, SEC Advisory Committee on Investor Rights,
May 17, 2010

“Independent Directors,” Family Business institute, Fall 2009

“Arbitration of Shareholder Claims: Why Change is not Always a
Measure of Progress,” American University Distinguished Speakers
Series (April 2008)

“A Wolf in Sheep’s Clothing: Shareholder Disputes and ADR,”
2007 Portland Directors Institute

“Beginning at the End – Corporate Governance and Board
Liability,” 2006 Portland Directors Institute

“What’s Good for the Goose? The Unintended Consequences of
the Federal Takeover of Corporate Law,” 2006, University of
Maryland School of Law Fifth Annual Business Law Conference:
The Fall and Rise of Federal Corporation Law

“The Use and Misuse of Independent Directors,” 2005 Portland
Directors Institute

“SOX for the Non Securities Lawyer,” 2005 OLI CLE

“Sarbanes-Oxley vs the Code of Professional Responsibility,” 2005
Oregon State Bar Corporate Counsel Section

“Sarbanes-Oxley Act,” 2003 Oregon Law Institute CLE

“Securities Law for Non- Securities Lawyers: Traps for the Unwary,”
2002 Oregon Law Institute CLE

“Attorney - Client Privilege,” 2002 Oregon Law Institute CLE