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## Jennifer J. Johnson

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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: Securities Regulation; Business Associations; Legal Elements; Advanced Business Seminar on Securities Arbitration

Honors: Erskine Wood Senior Professor of Law; Jeffrey Bain Faculty Scholar [2008-2011]; Recipient of Leo Levinson Teaching Award and Burlington Northern Foundation Teaching Award

**Standing Committees:** Chair, Business Law Faculty  
Chair, 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

## Publications

*LLCs as Securities: The Indeterminate Puzzle*, Research Handbook on Partnerships, LLCs and Alternative Forms of Business Organizations, Edward Elgar Publishing, Ltd. (forthcoming 2014).

FINRA: Sinking in the Sea Change, U. Cin. L. Rev. (forthcoming 2013).

*Fleeing Grandma: A Regulatory Ponzi Scheme*, 16 Lewis & Clark L. Rev. 993 (2012); reprinted in West's Law Group, Securities Law Review (2013).

*Securities Class Actions in State Court*, 80 U. Cin. L. Rev. 349, (2012).

*Secondary Liability For Securities Fraud: Gatekeepers In State Court*, 36 Del. J. of Corp. L. 463 (2011).

*Private Placements: A Regulatory Black Hole*, 35 Del, J. of Corp. L. 151 (2010).

*Critiquing Arbitration of Shareholder Claims*, 36 Sec. R. L. J. 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 U. Cin. L. Rev. 459 (2007) (with Ed Brunet).

*What's Good for the Goose? The Unintended Consequences of the Federal Takeover of Corporate Law*, 2 J. Bus. & Tech. L. 251 (April 2007).

*Wall Street Meets the Wild West: Bringing Law and Order to Securities Arbitration*, 84 N.C. L. Rev. 123 (December 2005).

*Earthworms and Pyramid Schemes: Judge Goodwin's Contributions to the Federal Securities Laws*, 15 W. Legal Hist. 45 (2002).

*Limited Liability Partnerships*, Advising Oregon Business, Oregon State Bar (2001) (with James M. Kennedy).

*Risky Business: Choice of Law and the Unincorporated Entity*, 1 J. Small & Emerging Bus. L. 249 (1997).

*The Oregon Limited Liability Partnership Act*, 32 Willamette L. Rev. 147 (1996).

*Limited Liability for Lawyers: General Partners Need Not Apply*, 51 Bus. Law. 85 (1995).

*Corporate Mergers: Redefining the Rule of Target Directors*, 136 U. Pa. L. Rev., 315 (1987) (with Mary Siegel).

*Predators Rights: Multiple Remedies for Wall Street Sharks under RICO and the Securities Laws*, 10 J. Corp. Law 3 (1984).

*The Emperors Old Clothes: Piercing the Bar's Ethical Veil*, 13 Willamette L. Rev. 221 (1977) (with Paul Francis).

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

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

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

#### Recent Speaking Engagements

“LLC Interests as Securities: Attorney Responsibilities,” Panel Chair, ABA Business Law Section, LLC Institute, Arlington, Va. (October 2013).

“Private Placement Statistics,” Panel Presentation for the Annual Meeting of the North American Securities Administrators Association (NASAA), Salt Lake City (October 6, 2013).

“Stuck in the Middle: The Liability of Intermediaries in Private Placements,” Law and Society Association, Boston (June 2013).

“FINRA: Sinking in the Sea Change,” University of Cincinnati law School Corporate Law Conference (April 2013).

“Crowd Funding,” Lewis and Clark Family Business Institute (April 2012).

Northwest Securities Institute, Class Action Panel (April 2012).

“Merger and Acquisition Objection Suits,” Lane Powell Corporate and Securities Group, Portland and Seattle (February 2012).

“Fleecing Grandma: A Regulatory Ponzi Scheme,” Erskine Wood Chair Installation Lecture (October 2011).

“Class Actions in State Court,” Oregon State Bar Securities Section (September 2011).

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

“Securities Class Actions in State Court,” University of Cincinnati Law School Conference on Aggregate Litigation (April 2011).

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

“FINRA Arbitration,” SEC Advisory Committee on Investor Rights, WDC (May 2010).

“Independent Directors,” Family Business institute, Portland (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,” Portland Directors Institute (2007).

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

“What’s Good for the Goose? The Unintended Consequences of the Federal Takeover of Corporate Law,” University of Maryland School of Law Fifth Annual Business Law Conference (2006).

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

“SOX for the Non-Securities Lawyer,” OLI CLE (2005).

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

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 (Emeritus)

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]