

JEFFREY J. HAAS

TEACHING EXPERIENCE:

TENURED POSITION:

New York Law School, New York, NY (July 1996 to present)
Emeritus Professor of Law (January 2025 to present)
Professor of Law (May 2000 to December 2024)
Associate Professor of Law (July 1996 to April 2000)

Courses taught include Mergers & Acquisitions, Securities Regulation, Corporations/Business Organizations, Contracts, Corporate Finance, Bankruptcy, and Mutual Fund Regulation.

Awards: 2017 Excellence in Teaching Award
2015 Excellence in Teaching Award
2010 Excellence in Teaching Award

VISITORSHIPS:

Southwestern Law School, Los Angeles, CA (Spring 2025 and scheduled to last through Spring 2028)
Distinguished Visiting Professor of Law

University of Southern California Gould School of Law, Los Angeles, CA (Fall 2023 & Spring 2024)
Visiting Professor of Law (teaching Mergers & Acquisitions, Business Organizations and Contracts)

Florida State University College of Law, Tallahassee, FL (Fall 2003)
Visiting Professor of Law (taught Business Associations and Corporate Finance)

Cardozo School of Law, New York, NY (Spring 2002)
Visiting Professor of Law (taught Securities Regulation and Corporate Finance)

ADJUNCT POSITIONS:

University of Pennsylvania Law School, Philadelphia, PA (Spring 2005 & 2002)
Adjunct Professor of Law (taught Securities Regulation and Corporate Finance)

Fordham University School of Law, New York, NY (Fall 2017; Spring 2016 & 2015)
Adjunct Professor of Law (taught Mergers & Acquisitions and Corporations)

Cardozo School of Law, New York, NY (Spring 2018, 2013, 2012, 2011, 2008,
2007, 2006, 2004 & 1999; Fall 2012, 2009 & 2004)
Adjunct Professor of Law (taught Mergers & Acquisitions, Corporate Finance and
Corporations)

Awards: *Best Adjunct Professor 2006-2007*
 Best Adjunct Professor 2005-2006

St. John's University School of Law, Queens, NY (Fall 2022, 2021, 2020, 2019,
2018 & 2016; Spring 2015)
Adjunct Professor of Law (taught Business Organizations and Contracts)

Seton Hall University School of Law, Newark, NJ (Spring 2010 & 1996)
Adjunct Professor of Law (taught Corporate Finance and Business Planning)

PUBLICATIONS:

Books:

LEARNING BUSINESS ASSOCIATIONS (work in progress for West)

THE LAW OF MERGERS AND ACQUISITIONS (6th Edition, West 2025), co-authored with
Dale Oesterle

MERGERS AND ACQUISITIONS IN A NUTSHELL (4th Edition, West 2026), co-authored with
Dale Oesterle

CORPORATE FINANCE HORNBOOK (2nd Edition, West 2020; 1st Edition, West 2014)

INVESTMENT ADVISER REGULATION (West 2008) (co-authored with Steven Howard)

CORPORATE FINANCE AND GOVERNANCE: CASES, MATERIALS, AND PROBLEMS FOR AN
ADVANCED COURSE IN CORPORATIONS (Carolina Acad. Press 3rd ed. 2006) (co-
authored with Ezra E. Mitchell and Lawrence A. Cunningham)

CORPORATE FINANCE IN A NUTSHELL (3rd Edition, West 2015; 2nd Edition 2011; 1st
Edition 2004)

OTHER WRITINGS:

Reimagining the Definition of a "Security" (work in progress)

Saving the Independent Law School (work in progress)

ABA Position Paper on Securities Act Rules 144 and 145, delivered to Securities and Exchange Commission on September 6, 2007 (co-authored with Peter Romeo, John Huber et al.)

When the Endowment Tanks—Some Lessons for Nonprofits, BUSINESS LAW TODAY, Amer. Bar Assoc. (May-June 2003).

Nonprofit Directors' Duties as Endowment Performance Declines, N.Y.L.J., Jan. 17, 2003, at 4.

The Heartland Funds' Receivership and Its Implications for Independent Mutual Fund Directors, 51 EMORY L.J. 153 (2002) (co-authored with Steven Howard)

The Heartland Funds: Factors That Trigger a Mutual Fund Receivership, INVESTMENT LAWYER, June 2002, at 13 (co-authored with Steven Howard)

Fiduciary Duties of Tracking Stock Directors Under Delaware Law, DIRECTOR'S MONTHLY (Nat'l Assoc. of Corp. Directors), May 2001, at 7.

Tracking Stocks: What Directors Need To Know, THE CORPORATE BOARD, Nov./Dec. 1999, at 6.

Tracking Stock as a Strategic Choice, SECURITIES REGULATORY UPDATE (CCH), Oct. 4, 1999, at 1.

How Quantum, DLJ and Ziff-Davis Are Keeping on Track with "Tracking Stock," WALLSTREETLAWYER.COM, Sept. 1999 (Part I), at 1; Oct. 1999 (Part II), at 8.

"Suitability" in the Self-Managed Internet Offering Context, WALLSTREETLAWYER.COM, Jan. 1999, at 10

Small Issue Public Offerings Conducted Over the Internet: Are They 'Suitable' for the Retail Investor?, 72 SO. CAL. L. REV. 67 (1998) (reprinted in 2000 CORP. PRAC. COMM. 419)

ABA Position Paper on Securities Act Rules 144 and 145, delivered to Securities and Exchange Commission on May 9, 1997 (written with John Huber)

Directorial Fiduciary Duties in a Tracking Stock Equity Structure: The Need for a Duty of Fairness, 94 MICH. L. REV. 2089 (1996) (reprinted in THE BEST IN SECURITIES OFFERINGS (Bowne & Co. 2001 ed. & 1998 ed.) and THE BEST IN D&O DUTIES AND LIABILITIES (Bowne & Co. 1997))

ABA Position Paper on Securities Act Rule 144, delivered to Securities and Exchange Commission on September 6, 1995 (written with Peter Romeo, John Huber, et al.)

Introduction to Tracking Stocks, PLI B4-7051 (1993) (written with Erica Steinberger)

Insights into Lender Liability: An Argument for Treating Controlling Creditors as Controlling Shareholders, 135 U. PA. L. REV. 1321 (1987)

EDUCATION:

UNIVERSITY OF PENNSYLVANIA LAW SCHOOL, Philadelphia, PA
J.D.—1988 *cum laude*

Activities: *Law Review*—Comment Editor (3L): Associate Editor (2L)
Awards: *Block Award* for highest grade in Wills, Trusts and Estates

FLORIDA STATE UNIVERSITY, Tallahassee, FL
B.S.—1984 *summa cum laude* (double major in Finance and Classical Civilizations)

Honors: Rotary Foundation Scholar; Phi Beta Kappa; Phi Kappa Phi
Awards: *Kathleen Rankin Memorial Prize in Classics*; Florida Bankers Association Scholar

THE UNIVERSITY OF MELBOURNE, Victoria, Australia
1983—Rotary Foundation Scholar (Monetary and International Economics)

LEGAL PRACTICE EXPERIENCE:

LATHAM & WATKINS, New York, NY (July 1993 to Sept. 1995)
Corporate Attorney:

Wide-ranging corporate and securities practice, including mergers and acquisitions (both friendly and hostile), extensive general corporate counseling, private and public securities offerings (including equity derivative securities and “tracking” stock), restricted stock monetizations and related hedging activities, banking and secured lending, and contract drafting.

CRAVATH, SWAINE & MOORE, New York, NY (Sept. 1988 to June 1993)
Corporate Attorney (see Latham description above).

DIRECTORSHIPS/TRUSTEESHIPS:

Uncommon Investment Family of Mutual Funds (2020 – 2022)

Chair of the Board of Trustees
Audit Committee Member

American Independence Family of Mutual Funds (2005 – 2019)

Chair of the Board of Trustees
Nominating Committee Chair
Audit Committee Member

HSBC Family of Mutual Funds (1999 – 2002)

Audit Committee Member

Wegener Corporation (ticker: WGNR) (2007 – 2013)

Compensation Committee Chair
Audit Committee Member
Strategic Alternatives Committee Member

BAR MEMBERSHIP:

Member in Good Standing, New York Bar (admitted 1989)

MEDIA:

Quoted in over 75 different publications worldwide, including the *New York Times* and the *Wall Street Journal*, and has appeared on the CBS Evening News, CNBC, Nightly Business Report, CNN fn, The Wall Street Journal Television Report and National Public Radio.