

ROBERT T. MILLER
VILLANOVA UNIVERSITY SCHOOL OF LAW
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ACADEMIC EXPERIENCE AND COURSES TAUGHT:

Assistant Professor of Law, Villanova University School of Law, Villanova, Pennsylvania, Fall 2005 to present.

Business Organizations
Mergers and Acquisitions
Antitrust

Member of Academic Committee (2005-2006)
Faculty Moderator for St. Thomas More Society, Federalist Society, Law Students for Life (2005-present)

Associate Professor of Dogma, Institute of Religious Studies, St. Joseph's Seminary, Dunwoodie, New York, Summer 2005.

Dante's Divine Comedy

Visiting Assistant Professor of Law and Scholar in Residence at the Heyman Center for Corporate Governance, Benjamin N. Cardozo School of Law, Yeshiva University, New York, New York, Spring 2005.

Corporations and Corporate Accounting
Mergers and Acquisitions

John M. Olin, Jr. Research Fellow in Law, Columbia Law School, Columbia University, New York, New York, 2003-2004.

Adjunct Professor of Law and Scholar in Residence at the Heyman Center for Corporate Governance, Benjamin N. Cardozo School of Law, Yeshiva University, New York, New York, 2002-2003.

Mergers and Acquisitions

Columbia College Core Curriculum Preceptor (2001-2003) and Departmental Preceptor (2000), Columbia College, Columbia University, New York, New York.

Literature Humanities I
Literature Humanities II
Philosophical Classics

Finalist for Columbia Presidential Award for Outstanding Teaching by a Graduate Student (2003, 2004)

PROFESSIONAL LEGAL EXPERIENCE:

Associate, Wachtell, Lipton, Rosen & Katz, New York, New York, September 1997 to January 2000.

Major Transactions:

Publicis-Frankel & Co. Had primary authority for representation of Publicis, S.A. in related cash acquisitions of Frankel & Co. and its affiliate Marketing Events, Inc. in transaction valued by financial press at \$160 million; had sole responsibility for drafting and negotiating security purchase agreements and advising clients about legal and business risks.

CSX-Maersk. Acted as senior associate in representation of CSX Corporation and its subsidiary Sea Land Service, Inc. in \$800 million mixed stock and asset sale of Sea Land's international shipping business to Maersk. Had primary authority for coordinating action by more than fifty in-house lawyers and other outside counsel to effect transactions in over ninety

jurisdictions worldwide, for negotiating sections of purchase agreement, disclosure schedules and transition service agreements, for structuring transaction within debt covenants and obtaining consents from lenders, and for supervising simultaneous worldwide closings. Had primary authority to manage transaction for extended periods during preliminary negotiations.

Publicis-EvansGroup. Had primary authority for representation of Publicis, S.A. in cash acquisition of EvansGroup, Inc. in transaction valued by financial press at \$45 million; had sole responsibility for drafting and negotiating merger agreement, advising clients about legal and business risks, supervising target's shareholder meeting, and closing transaction.

Publicis-Burrell Communications Group. Had primary authority for representation of Publicis, S.A. in cash acquisition of 49% minority interest in Burrell Communications Group, Inc. in transaction valued by financial press at \$15 million; had sole responsibility for drafting and negotiating security purchase agreement and complex corporate governance agreements, for advising clients about legal and business risks, and closing transaction.

Publicis-Lobsenz-Stevens. Had primary authority for representation of Publicis, S.A. in cash acquisition of Lobsenz-Stevens, Inc. in transaction valued by financial press at \$5 million; had sole responsibility for drafting and negotiating security purchase agreement, advising clients about legal and business risks, and closing transaction.

Publicis-Gramercy Group. Had primary authority for representation of Publicis, S.A. in related cash acquisitions of Gramercy Group, Inc. and Gramercy Marketing Services, Inc. in transaction valued by financial press at \$15 million; had sole responsibility for drafting and negotiating security purchase agreement, advising clients about legal and business risks, and closing of transaction.

Cardinal Health-Allegiance. Acted as senior associate in representation of Cardinal Health, Inc. in acquisition of Allegiance Corporation in \$5.5 billion stock-for-stock, pooling of interests transaction; assisted in drafting merger agreement, drafted portions of stock option agreement, and drafted joint proxy statement/prospectus and registration statement on Form S-4 (pre-screened by SEC for no-review).

Publicis-Paul Purdom & Company. Had primary authority for representation of Publicis, S.A. in cash acquisition of Paul Purdom & Company in private transaction of undisclosed value; had sole responsibility for drafting and negotiating security purchase agreement, advising clients about legal and business risks, and closing transaction.

Publicis-Hal Riney & Partners. Acted as senior associate in representation of Publicis, S.A. in cash acquisition of Hal Riney & Partners, Inc. in transaction valued by financial press at \$110 million; drafted stock purchase agreement; represented acquirer at closing of transaction.

Other Transactions:

Acted as senior associate in various representations of investment banking firms, including Goldman Sachs & Co. in PetroFina-Fina going-private transaction, CS First Boston in Marathon-Ashland and Texaco-Shell joint venture transactions, JP Morgan in Rexel going-private transaction, and Gleacher & Co. in Thermadyne recapitalization; drafted and advised clients concerning engagement letters, fairness opinions, bring-down letters, and descriptions of fairness opinions for disclosure documents.

Acted as junior associate in various transactions for Monsanto Company, including in transactions related to \$35 billion Monsanto-American Home Products merger of equals transaction, \$4.4 billion cash tender offer for Dekalb Genetics Corporation, and in spinoff of Solutia, Inc.; researched precedent transaction structures, drafted memoranda for presentations to board of directors, drafted amendments to tender offer statements, and supervised production of documents at financial printers.

Drafted sections of registration statements, proxy statements, and other disclosure documents filed with Securities and Exchange Commission; wrote legal memorandum on indenture provisions, securities laws issues, exculpation and indemnification, Delaware limited partnerships and limited liability companies; supervised document production at financial printers; attended board meetings, drafting sessions, meetings with senior managers; drafted and negotiated

confidentiality agreements, voting support agreements, employment agreements, listing applications with New York Stock Exchange and Nasdaq; drafted rights agreements for renewals of shareholder rights plans (poison pills); drafted certificates of incorporation, bylaws, board and shareholder resolutions, and limited liability company agreements.

EDUCATION:

Columbia Graduate School of Arts and Sciences (Philosophy Department), Columbia University, New York, New York, Doctoral Candidate, Ph.D. (June 2008, expected), M. Phil. (2000), M.A. (1994).

Dissertation: *Right Answers in Hard Cases: Indeterminacy, Realism and Objectivity in Law and Morals* (in progress)

Academic Honors:

1992 Mellon Fellowship in the Humanities (Woodrow Wilson National Fellowship Foundation)
2003-2004 Western Civilization Fellowship (Intercollegiate Studies Institute)
Columbia University Faculty Fellowship (1992-1993, 1993-1994)
Columbia University Presidential Fellowship (2000-2001)
Qualifications in *Logic, Moral Philosophy, Philosophy of Science* and *Philosophy of Language*
Mellon Foundation and Columbia University Summer Language Study Fellowships
Language Qualifications in Latin and German

Yale Law School, Yale University, New Haven, Connecticut, J.D., 1997.

Yale Law Journal, Senior Editor
Yale Law & Business Forum, Co-Chairman & Budget Officer
Yale Journal on Regulation (1995)
Olin Fellow in Law, Economics & Public Policy

Columbia College, Columbia University, New York, New York, B.A. (Philosophy and Mathematics), 1992.

Class Salutatorian
Summa Cum Laude
Phi Beta Kappa, New York Delta (Autumn, 1991)

PUBLICATIONS:

Scholarly Articles:

United States v. Stein: Unconstitutionality of Prosecutorial Consideration of a Corporation's Advancing Legal Fees and Expenses to Employees in Corporate Charging Decisions, __ Engage __ (2006) (forthcoming).

Directors as Advisors (in progress).

Human Beings, Human Persons and the Basis of Morality (in progress) (presented at University Faculty for Life, Life and Learning Conference XVI, Villanova University, June 2-4, 2006).

Maximizing Shareholder Value in the Good Company (in progress) (to be presented at Sixth International Conference on Catholic Social Thought and Management Education on the "Good Company," Pontifical University of St. Thomas, Rome, October 5-7, 2006).

Opinion Pieces and Popular Essays:

Design, Science, and Philosophy: An Exchange, 164 First Things 5 (June/July 2006).

Darwin in Dover, PA, 162 First Things 9 (April 2006).

Two Bases of Morality in Catholic Theology, Dappled Things (Advent, 2005)
(<http://www.dappledthings.org/advent05/essay05.php>).

The Legal Death of Terri Schiavo, 153 First Things 49 (May 2005) (anthologized in OrthodoxyToday.org).

Religion Uniquely Disqualified, 144 First Things 8 (June/July 2004).

A Jury of One's Godless Peers, 141 First Things 11 (March 2004).

Book Reviews:

Servants of One Sovereign Master, 134 First Things 51 (June/July 2003) (reviewing Jeremy Waldron's *God, Locke and Equality* (2002)).

Posner's Laws of Pragmatism, 118 First Things 54 (December 2001) (reviewing Richard Posner, *Frontiers of Legal Theory* (2001)).

Good Intentions, 112 First Things 41 (April 2001) (reviewing John E. Coons and Patrick M. Brennan, *By Nature Equal* (1999)) (Anthologized by MagPortal.com).

An Equal Division of Property, 110 First Things 49 (February 2001) (reviewing Ronald Dworkin, *Sovereign Virtue* (2000)).

Translations:

Thomas Aquinas: On Being and Essence, in James C. Swindal and Harry J. Gensler, *The Sheed & Ward Anthology of Catholic Philosophy* 192-200 (2005) (translation of St. Thomas Aquinas, *De Ente et Essentia*).

On Being and Essence, Internet Medieval Sourcebook <<http://www.fordham.edu/halsall/basis/aquinas-esse.html>> (1997) (translation of St. Thomas Aquinas, *De Ente et Essentia*).

On the Eternity of the World, Internet Medieval Sourcebook <<http://www.fordham.edu/halsall/basis/aquinas-eternity.html>> (1997) (translation of St. Thomas Aquinas, *De Aeternitate Mundi*).

Published Correspondence:

Darwin's Designs, 162 First Things 2 (April 2006).

Schiavo Under the Law, 156 First Things 6 (October 2005).

Godless Juries, 144 First Things 5 (June/July 2004).

Scandal Time III, 128 First Things 7 (2002).

Aristotle's World View, New York Times Book Review (August 2, 1998).

Blogging: Regular contributor to *On the Square*, the blog of *First Things*, at www.firstthings.com.

SELECTED PRESENTATIONS, PANELS AND CONFERENCES:

Maximizing Shareholder Value in the Good Company (Invited Panelist, The Good Company: Catholic Social Thought and Corporate Social Responsibility in Dialogue, Sixth International Conference on Catholic Social Thought and Management Education, Pontifical University of St. Thomas (Angelicum), Rome, Italy, October 5-7, 2006).

The Interpersonal Nature of the Good and the Principle of Church Autonomy (responding to Professor Richard W. Garnett, Scarpa Conference on Catholic Legal Studies, Villanova University, September 15, 2006).

Hemispheric Trade Conference (Invited Panelist, Panel on Corporate Governance, Paul M. Hebert Law Center, Louisiana State University, April 25-27, 2006).

Intelligent Design After Kitzmiller v. Dover Area School District (Panel Discussion at Villanova University School of Law, April 11, 2006).

Directors as Advisors, Faculty Exchange Workshop (Stetson University College of Law, April 4, 2006).

Human Beings and Human Persons: Legal Implications of Debates About the Soul (Thomistic Studies: On the Soul, Institute of the Incarnate Word, Bishop Sheen Residence and House of Formation, March 17, 2006).

The Miers-Alito Nomination to the US Supreme Court (Federalist Society and American Constitution Society, Villanova University School of Law, November 2, 2005).

The Depopulation of Hell (Theology on Tap, St. Mary's Parish, Annapolis, Maryland, November 8, 2005).

Kant and Christian Ethics (Invited Lecture, Legatus of Manhattan, November 11, 2004).

Resistance Against Modernity: Eric Voegelin and The New Science of Politics (Invited Participant, Intercollegiate Studies Institute, June 11-13, 2004).

Liberty and Liberal Education (Invited Participant, Intercollegiate Studies Institute, April 22-25, 2004).

Achilleus Now: Core Texts, the Good Life and Democratic Society (Invited Panelist, Association for Core Texts and Courses, April 3-6, 2003).

The Death Penalty and Christian Justice (Invited Lecture, Augustine Club of Columbia University, February 25, 2003).

Towards a Virtuous and Free Society (Invited Participant, Acton Institute, August 16-19, 2001).

Foundations of Virtue Ethics (Invited Lecture, Aquinas Institute, Princeton University, May 2, 2001).

ACADEMIC, PROFESSIONAL AND SERVICE ORGANIZATIONS:

St. Thomas More Society of Philadelphia, Board of Governors (2005 to present)
Federalist Society for Law and Public Policy Studies, Member (1992 to present), Executive Committee of Corporations, Securities and Antitrust Practice Group (2006 to present)
National Association of Scholars
Intercollegiate Studies Institute
American Philosophical Association
American Bar Association

MEMBER OF THE BAR:

New York (1998 to present)

PERSONAL:

Born September 9, 1970
Married to Jennifer L. Miller