

Curriculum Vitae

Allan Walker Vestal

Office: Law School
Drake University
2621 Carpenter Avenue
Des Moines, Iowa 50311
Telephone: 515.271.3865 – office
Internet: allan.vestal@drake.edu

Home: 3420 - 159th Street
Urbandale, Iowa 50323

Born: December 3, 1953; Iowa City, Iowa.

Education:

J.D., Yale University, 1979.
B.A., Yale University, magna cum laude, Phi Beta Kappa, 1976.

Professional experience:

Drake University Law School, Des Moines, Iowa. Dean and Professor of Law, 2009 to 2014; Professor of Law 2014 to present.

University of Kentucky College of Law, Lexington, Kentucky. Dean and Professor of Law, 2000 to 2008, Professor of Law, 2008 to 2009.

Washington and Lee University School of Law, Lexington, Virginia. Assistant Professor, 1989 to 1994; Associate Professor, 1994 to 1997; Professor, 1997 to 1999; Professor and Associate Dean, 1999 to 2000.

University of Maine School of Law, Portland, Maine. Visiting Professor, summer 1992 and summer 1996.

Shuttleworth & Ingersoll P.C., Cedar Rapids, Iowa. 1982 to 1989, Associate and Partner.

Foley & Lardner, Milwaukee, Wisconsin. 1979 to 1982, Associate, Corporate Real Estate Division.

Bar admissions:

Wisconsin (1979 - 1990)
Florida (1981 - 1990)

Iowa (1982 - 1998)

Professional memberships:

The American Law Institute
The American Bar Association
The Iowa State Bar Association

Publications:

SSRN: <http://ssrn.com/author=1360105>

Books:

THE REVISED UNIFORM PARTNERSHIP ACT (with Robert W. Hillman and Donald J. Weidner) (1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008-2009, 2009-2010, 2010-2011, 2011-2012, Thomson West).

RUTLEDGE AND VESTAL ON KENTUCKY PARTNERSHIPS AND LIMITED PARTNERSHIPS (with Thomas E. Rutledge) (2010, University of Kentucky College of Law).

“The Social-Welfare Based Limits on Private Ordering in Business Association Law,” in Joseph A. McCahery, Levinus Timmerman and Erik P.M. Vermeulen, PRIVATE COMPANY LAW REFORM: INTERNATIONAL AND EUROPEAN PERSPECTIVES (2010, T.M.C. Asser Press).

“. . . Drawing Near the Fastness?” The Failed United States Experiment in Unincorporated Business Entity Reform, in Joseph A. McCahery, Theo Raaijmakers and Erik P.M. Vermeulen, THE GOVERNANCE OF CLOSE CORPORATIONS AND PARTNERSHIPS IN EUROPE AND THE UNITED STATES (2004, Oxford University Press).

New and Revised American Laws for Unincorporated Firms Create Significant Traps for the Unwary, in Fiona Macmillan Patfield, ed., PERSPECTIVES ON COMPANY LAW: 2 (1997, Institute of Advanced Legal Studies, University of London, Kluwer Law International).

GENERAL AND LIMITED LIABILITY PARTNERSHIPS UNDER THE REVISED UNIFORM PARTNERSHIP ACT (with Robert W. Hillman and Donald J. Weidner) (1996, West) (California Supplement, 1997, West).

Articles:

How You Gonna Keep ‘Em Down on the Farm After Baur v. Vaur Farms, Inc.? An Analysis and Defense of the “Reasonable Expectations” Standard for Iowa Oppression Cases, 19 Drake J. Ag. L. (forthcoming 2014) (with Matthew G. Dore, Neil D. Hamilton, and David S. Walker).

To soften their obdurate hearts: The Southern Baptist Convention and Marriage Equality, 21 J. L. & SEXUALITY 49 (2012).

Triple Error: Chief Justice Steele and Default Contractual Duties in Delaware Limited Liability Companies and Limited Partnerships (symposium of Delaware Supreme Court Chief Justice Myron Steele's writings on fiduciary duties Delaware in LLCs) (2011) (with J. William Callison)

<http://blogs.law.widener.edu/delcorp/on-line-symposium-default-fiduciary-duties-in-llcs-and-lps/j-william-callison-and-allan-w-vestal-triple-error-chief-justice-steele-and-default/>

The L3C Illusion: Why Low-Profit Limited Liability Companies Will Not Stimulate Socially Optimal Private Foundation Investment in Entrepreneurial Ventures, 35 VERMONT L. REV. 273 (2010) (with J. William Callison).

Taming the Mandibles of Death: Secrecy, Disclosure, and Fiduciary Duties in the Revised Uniform Limited Liability Company Act, 59 CATHOLIC U. L. REV. 183 (2009) (with J. William Callison).

Contractarianism and Its Discontents: Reflections on Unincorporated Business Organization Law Reform, 42 SUF. U. L. REV. 493 (2009) (with J. William Callison).

Modern Limited Partnership Law Comes to Kentucky: An Owner's Manual, 34 N. KY. L. REV. 411 (2007) (with Thomas E. Rutledge).

Modern Partnership Law Comes to Kentucky: Comparing the Kentucky Revised Uniform Partnership Act and the Uniform Act From Which it is Derived, 95 KY. L. J. 715 (2007) (with Thomas E. Rutledge).

Not 'Like Sailors or Idiots or Infants': Social Welfare Based Limits on Private Ordering in Business Association Law, 8:1 EUR. BUS. ORG. L. REV. 71 (2007) (reprinted in Joseph A. McCahery, Levinus Timmerman and Erik P.M. Vermeulen, PRIVATE COMPANY LAW REFORM: INTERNATIONAL AND EUROPEAN PERSPECTIVES (2010, T.M.C. Asser Press)).

"Wide Open:" Nevada's Innovative Market in Partnership Law, 35 HOFSTRA L. REV. 275 (2006).

Disappointing Diogenes: The LLC Debate That Never Was, 51 SAINT LOUIS U. L. REV. 53 (2006) (with Thomas E. Rutledge).

"Former" Clients and Changes in the Business Entity Law – Just One More Place Where Something May Go Wrong, J. BUS. ENTITIES (July/August 2006 at 40) (with Thomas E. Rutledge).

"A River to My People . . . " Notes from my Fifth Year as Dean, 37 U. TOLEDO L. REV.

179 (2005) (Symposium, *Leadership in Legal Education*).

Making the Obvious Choice Malpractice: The Lawyer Liability Time Bomb in Kentucky's LLP Tax Modernization of 2005, 94 KENTUCKY L.J. 17 (2005-2006) (with Thomas E. Rutledge).

The Want of a Theory, Again. 38 SUFFOLK U. L. REV. 719 (2004) (with J. William Callison) (Symposium, *The New Limited Partnership Act*).

"Real Partnerships" and Real Problems: Conforming Business Entity Law to Fiscal Realities and Popular Conceptions, 29 DEL. J. CORP. L. 877 (2003) (Symposium, *The Convergence of Fiduciary Duties in Unincorporated and Incorporated Entities: The Issue, Its Implications, Its Limitations*).

Business Law Reform in South Africa: The Right Path, the Right Reason, 91 KENTUCKY L.J. 829 (2003).

". . . Drawing Near the Fastness?" The Failed United States Experiment in Unincorporated Business Entity Reform, 26 J. CORP. L. 1019 (2001) (Symposium, *Close Corporation and Partnership Law Reform in Europe and the United States*) (reprinted in Joseph A. McCahery, Theo Raaijmakers and Erik P.M. Vermeulen, *THE GOVERNANCE OF CLOSE CORPORATIONS AND PARTNERSHIPS IN EUROPE AND THE UNITED STATES* (2004, Oxford University Press)).

"Today the Administration Building Burned Down . . ." Notes From My First Year as Dean, 33 U. TOLEDO L. REV. 251 (2002) (Symposium, *Leadership in Legal Education*).

"They've Created a Lamb With Mandibles of Death": Secrecy, Disclosure and Fiduciary Duties in Limited Liability Firms, 76 IND. L.J. 271 (2000) (with J. William Callison).

Law Partner Expulsions, 55 WASH. & LEE L. REV. 1083 (1999) (Symposium, *Withdrawals and Expulsions from Law Firms*).

Special Ethical and Fiduciary Challenges for Law Firms Under the New and Revised Unincorporated Business Forms, 39 S. TEX. L. REV. 445 (1998) (Symposium, *Ethical Obligations and Liabilities Arising From Lawyers' Professional Associations*).

"Assume a Rather Large Boat . . . :" The Mess We Have Made of Partnership Law, 54 WASH. & LEE L. REV. 487 (1997) (Symposium, *The Future of the Unincorporated Firm*).

Advancing the Search for Compromise: A Response to Professor Hynes, 58 LAW & CONTEMP. PROBS. 55 (1995).

The Disclosure Obligations of Partners Inter Se Under the Revised Uniform Partnership Act of 1994: Is the Contractarian Revolution Failing?, 36 WM. & MARY L. REV. 1559

(1995).

A Comprehensive Uniform Limited Partnership Act? The Time Has Come, 28 U.C. DAVIS L. REV. 1195 (1995).

Should the Revised Uniform Partnership Act of 1994 Really be Retroactive?, 50 BUS. LAW. 267 (1994).

Choice of Law and the Fiduciary Duties of Partners Under the Revised Uniform Partnership Act, 79 IOWA L. REV. 219 (1994).

Fundamental Contractarian Error in the Revised Uniform Partnership Act of 1992, 73 B.U. L. REV. 523 (1993); reprinted in 36 CORP. PRAC. COM. 923 (1995).

Public Choice, Public Interest, and the Soft Drink Interbrand Competition Act: Time to Derail the "Root Beer Express"?, 34 WM. & MARY L. REV. 337 (1993).

Former Client Censorship of Academic Scholarship, 43 SYRACUSE L. REV. 1247 (1992).

No Longer Bending to the Purposes of the Money Lenders: Prohibiting the "Bank Method" of Interest Calculation, 70 N. C. L. REV. 243 (1991).

"Ask Me No Questions and I'll Tell You No Lies": Statutory and Common-Law Disclosure Requirements Within High-Tech Joint Ventures, 65 TUL. L. REV. 705 (1991).

The Rights of Dissenting Shareholders: Protecting the Owners Manning Forgot, 37 KAN. L. REV. 349 (1989).

Book review:

Review: Bromberg and Ribstein on Partnership, 50 BUS. LAW. 767 (1995).

Bar journal articles:

Rules governing student practice: A refresher, 72 THE IOWA LAWYER 24 (January 2012) (with Andrea Charlow).

A Short History of Legal Education and Law Buildings at the University of Kentucky: "The special physical facilities required for a modern program of legal education," BENCH & BAR (2007).

Serving All Kentuckians: Making Legal Education Available to Our Rural and Minority Communities, BENCH & BAR (2007) (with Dean James Ming Chen and Dean Dennis R. Honabach).

Kentucky's New Partnership and Limited Partnership Acts – An Introduction, BENCH & BAR (2006) (with Thomas E. Rutledge).

“The Most Commodious, Convenient and Comfortable Quarters . . .” Law School Building Construction and Renovation, and Current Trends in Legal Education VIII EDUCATION AND PRACTICE 3 (Virginia State Bar Section on Education of Lawyers, Winter 2000).

Unincorporated Firm Law: What is on the Horizon? V EDUCATION AND PRACTICE 6 (Virginia State Bar Section on Education of Lawyers, Fall 1996).

Selected presentations:

The panel discussion *Oppression of Minority Shareholders and Judicial Dissolution: The Case of Baur v. Baur Farms, Inc.*, at the Drake University Law School CLE presentation *2013 Amendment to the Iowa Business Corporations Act & Other Business Law Developments*, Des Moines, Iowa, September 20, 2013.

Questioning Some Historical Narratives on the Advent of Judicial Merit Selection in Iowa, at the Fair Courts Forum co-sponsored by One Iowa and the Iowa Fair Courts Coalition, Des Moines, Iowa, August 20, 2013.

The New Legal Education: What We Are Teaching and Why, at the Iowa Academy of Trial Lawyers Annual Seminar, *The Changing Face of Trial Practice: Essential Skills for Success*, Des Moines, Iowa, February 22, 2013.

“Stand Up and Be on the Right Side of History,” at a panel discussion *Defending Iowa's Courts: An Anniversary Event*, co-sponsored by Lambda Legal, Justice at Stake, the American Judicature Society, Justice Not Politics, the ACLU of Iowa, One Iowa, the Drake Law LGBT Student Association, the Iowa Lawyer Chapter of the American Constitution Society, and the Drake University Law School Chapter of the American Constitution Society, Des Moines, Iowa, October 26, 2011.

Iowa's Judiciary: Present and Future, at a panel discussion co-sponsored by Waldorf College and the Drake Law School, Forest City, Iowa, March 31, 2011.

Negotiation for Lawyers, at the University of Iowa Business Law Continuing Legal Education Program, Iowa City, Iowa, October 22, 2010.

Ignoring Basic Civics: “Iowa for Freedom’s” Flimsy Case for Non-Retention, at the Downtown Lions Club, Des Moines, Iowa, October 21, 2010.

Judicial Retention in Iowa, A Historical Perspective, at a panel discussion co-sponsored by the Iowans for Fair & Impartial Courts, the Drake Law School Republicans, and the Drake Law School Democrats, Des Moines, Iowa, October 5, 2010.

Five Propositions for This Fall's Judicial Retention Vote, at the Iowans for Fair & Impartial Courts meeting with former Supreme Court Justice Sandra Day O'Connor, Des Moines, Iowa, September 8, 2010.

The Template for the Deal: Partnership and LLC Fiduciary Duty Issues, at the ALI-ABA Course of Studies on Partnerships, LLCs, and LLPs, Boston, Massachusetts, June 10-11, 2010.

Law Firm Management Liability Today and Tomorrow, at the AON Large Firm Symposium, Chicago, Illinois, October 16, 2008.

2007 Business Law Update: Kentucky's New Partnership and Limited Partnership Acts: An Introduction, at the Kentucky Bar Association 2007 Annual Convention, Louisville, Kentucky, June 22, 2007.

The Changing Landscape of Development: Intermediate Programs, and, *Boards and Volunteers: To Affinity and Beyond*, at the Jackson Hole IX Conference, the 2007 Law School Development Conference of the American Bar Association Section on Legal Education and Admissions to the Bar, Committee on Law School Development, Broomfield, Colorado, May 30-31, 2007.

House Bill 334, An Act Relating to Business Entities, Testimony before the Judiciary Committee of the Kentucky Senate, Frankfort, Kentucky, March 12, 2007.

House Bill 334, An Act Relating to Business Entities, Testimony before the Judiciary Committee of the Kentucky House of Representatives, Frankfort, Kentucky, February 21, 2007.

House Bill 226, An Act Relating to Public Service Student Law School Loan Assistance Program, Testimony before the Judiciary Committee of the Kentucky House of Representatives, Frankfort, Kentucky, February 7, 2007.

The Kentucky Revised Uniform Partnership Act & The Kentucky Uniform Limited Partnership Act, Biennial Business Law Institute, Louisville, Kentucky, February 2, 2007.

Private Ordering Within Closely Held Companies, Reform of Private Company Law. The Ministry of Justice, The Hague, The Netherlands, June 27, 2006.

"Real Partnerships" and Real Problems: Conforming Business Entity Law to Fiscal Realities and Popular Conceptions, The Convergence of Fiduciary Duties in Unincorporated and Incorporated Entities: The Issue, Its Implications, Its Limitations. The Widener University School of Law, Wilmington, Delaware, April 11, 2003.

Law Schools in Research Universities: ". . . but not the law school . . ." Central States Law School Association Annual Meeting, Lexington, Kentucky, September 27, 2002.

The Revised Uniform Partnership Act and Law Partnerships. Kentucky Court of Appeals Legal Staff Seminar, Lake Cumberland Resort, July 11, 2001.

Fiduciary Duties and Obligations Under the Revised Uniform Partnership Act. Northern Kentucky Legal Aid Society, Boyd and Greenup/Lewis Bar Association Meeting, Ashland, Kentucky, May 22, 2001.

". . . Drawing Near the Fastness?" The Failed United States Experiment in Unincorporated Business Entity Reform, Close Corporation and Partnership Law Reform in Europe and the United States. Tilburg University, The Netherlands, May 18, 2001.

Choice of Business Entity Form in the New Economy, Greenup County Information Technology Conference. Greenup, Kentucky, April 25, 2001.

"They've Created a Lamb with Mandibles of Death": Secrecy, Disclosure and Fiduciary Duties in Limited Liability Firms, Randall-Park Colloquium. Lexington, Kentucky, August 31, 2000.

Law Partner Expulsions, ABA Section of Business Law, 1999 ABA Annual Meeting (Panel discussion: *Law Firms at the Millennium: Reconsidering Relationships Among Lawyers and With Clients*). Atlanta, Georgia, August 9, 1999.

Debt Financing: Article 9 and Joint Ventures and Equity Financing, Seminar in International Commercial Law sponsored by the University of California, Davis, Deutscher Anwalt Verein, and the University of Cologne. Cologne, Germany, June 21 - July 2, 1999.

U.S. Regulation of Business Entities and Transnational Investments – An Overview of Business Organizations in the United States of America, Seminar in International Commercial Law sponsored by the University of California, Deutscher Anwalt Verein, and the University of Cologne. Cologne, Germany, July 27 - July 30, 1998.

Law Partner Expulsions, Washington and Lee University School of Law, Symposium on Withdrawals and Expulsions From Law Firms. Washington, D.C. and Lexington, Virginia, April 16-17, 1998.

Fiduciary Duties Under the Revised Uniform Partnership Act, ABA Section of Business Law, 1998 Spring Meeting (Panel discussion: *Fiduciary Duties Under RUPA, ULLCA and Other Laws: Can They Be Rationalized?*). St. Louis, Missouri, April 3, 1998.

Special Ethical and Fiduciary Challenges for Law Firms Under the New and Revised Unincorporated Business Forms, South Texas College of Law, Symposium on Ethical

Obligations and Liabilities Arising From Lawyers' Professional Associations. Houston, Texas, September 26, 1997.

"Assume a Rather Large Boat . . . :" *The Mess We Have Made of Partnership Law*, Washington and Lee University School of Law, Symposium on The Future of the Unincorporated Firm. Lexington, Virginia, November 15, 1996.

Courses taught:

Advanced Partnership Law Seminar, Agency and Partnership, Antitrust (introduction to policy and practice), Close Business Arrangements (agency, partnerships, and corporations), Commercial Transactions I (UCC Article 9), Commercial Transactions II (UCC Articles 2, 3, 4, and 7), Contemporary Developments in Business Organization Law (RUPA, LLPs, LLCs and ReRULPA), Introduction to the Lawyer's Role (first-year lawyering and legal writing), Law and Popular Culture, Negotiations, Publicly Held Businesses, Real Estate Transactions (commercial transactions and finance), and Secured Financing (asset-based corporate finance).

Selected University and professional committee assignments:

Iowa State Bar Association, Blue Ribbon Committee on Legal Education and Licensure, 2013-present.

Iowa State Bar Association, Rural Practice Committee; co-chair, 2010-2012.

Editorial Advisory Board, TRANSACTIONS OF THE CENTRE FOR BUSINESS LAW, University of the Free State, Bloemfontein, South Africa; member, 2011-present.

American Judicature Society, National Advisory Council; member, 2009-present.

Commonwealth of Kentucky, Department of Public Advocacy Commission; member, 2006-2008.

University of Kentucky, Criminal Background Review Policy Committee; chair, 2006.

University of Kentucky, College of Nursing Dean Search Committee; co-chair, 2005-2006.

American Bar Association Section of Legal Education & Admissions to the Bar, Bar Admissions Committee; member, 2005-2008.

University of Kentucky, Implementation Committee for Transition to the Provost Model; member, 2002-2003.

University of Kentucky, Library System Dean Search Committee; chair, 2002-2003.

University of Kentucky, Provost Search Committee; member, 2002-2003.

Commonwealth of Kentucky, Continuing Judicial Education Commission; member, 2000-2008.

Selected recognitions:

Kentucky Justice Association, Consumer Safety Award, 2008.

Medallion “*In recognition of outstanding contributions towards modernizing Kentucky Business Law,*” National Association of Secretaries of State, June 22, 2007.

Public Advocate’s Award, Office of Public Advocate, June 7, 2005.

Distinguished Professor Award, Phi Delta Phi International Legal Fraternity, Washington & Lee University Law School, 1993-1994.

Distinguished Professor Award, Phi Delta Phi International Legal Fraternity, Washington & Lee University Law School, 1994-1995.