

CAROLINE M. GENTILE

Fordham University School of Law
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ACADEMIC APPOINTMENTS

Fordham University School of Law, New York, New York

Associate Professor of Law (August 2002 – present)

Courses

Corporations, Corporate Finance, Mergers and Acquisitions, and Quantitative Methods for Lawyers (Accounting Principles and Financial Statements)

Significant Service

Fordham Corporate Law Center, Director (2008 – 2010) and Assistant Director (2004 – 2008)

Concentration in Business and Financial Law, Coordinator (2014 – present)

FORDHAM JOURNAL OF CORPORATE & FINANCIAL LAW, Comoderator (2014 – present)

Journals and Competitions Committee, Chair (2016 – 2018)

Library Committee, Chair (2007 – 2009)

Admissions and Financial Aid Committee, Member (2018 – 2020)

Faculty Appointments Committee, Member (2012 – 2014, 2015 – 2016, and 2017 – 2018)

Faculty Scholarship and Colloquia Committee, Member (2002 – 2006)

Widener University School of Law, Wilmington, Delaware

Visiting Associate Professor of Law and Ruby R. Vale Research Scholar (August 2010 – May 2011)

Courses

Business Organizations, Corporate Finance, and Securities Regulation

UCLA School of Law, Los Angeles, California

Lecturer in Law (August 2000 – May 2002)

Courses

Corporate Finance, Corporate Financing Transactions, and Mergers and Acquisitions

LEGAL EXPERIENCE

Cravath, Swaine & Moore LLP, New York, New York

Associate, Corporate Department (November 1994 – May 2000)

Practice Areas

Debt Financing (Commercial Loans and High-Yield Bonds), *Initial Public Offerings* (Stock and Bonds), and *Mergers and Acquisitions*

EDUCATION

Yale Law School, New Haven, Connecticut

Juris Doctor, 1993

Awards and Scholarships

John M. Olin Fellow in Law, Economics and Public Policy

Alpha Lambda Delta National Scholarship

Mortar Board National Senior Honor Society Scholarship

Activities

Symposium Editor, YALE LAW JOURNAL

Editor, YALE JOURNAL ON REGULATION

Yale University Graduate School of Economics, New Haven, Connecticut

Doctor of Philosophy (Candidate)

Awards and Scholarships

Yale University Fellowship

Honor Society of Phi Kappa Phi National Scholarship

Activities

Teaching Assistant, *Intermediate Microeconomic Theory, Industrial Organization, and Econometrics*

Fields of Concentration (Qualifying Examinations Completed)

Microeconomic Theory and *Industrial Organization*

Dissertation (in Progress)

Organization of Business Enterprises: Extension of the Theory and Empirical Analysis
(Alvin K. Klevorick and Steven S. Berry, Committee Members)

Ohio State University, Columbus, Ohio

Bachelor of Science, Economics and Political Science, Summa Cum Laude, 1987

Awards and Scholarships

Graduation with Honors in the Liberal Arts and with Distinction

College of Social and Behavioral Sciences Award for Academic Excellence

Phi Beta Kappa Society

Honor Society of Phi Kappa Phi

Mortar Board National Senior Honor Society

Chimes (Junior Class Honorary)

Mirrors (Sophomore Class Honorary)

Alpha Lambda Delta and Phi Eta Sigma (Freshman Class Honoraries)

Frank K. Griesinger Scholarship for Academic Merit

The Ohio State University Scholarship for Academic Merit

Colleges of the Arts and Sciences Scholarship for Undergraduate Research

SCHOLARSHIP

Articles

The Market for Odious Debt, 73 LAW AND CONTEMPORARY PROBLEMS 151 (2010)
(*Symposium on A Modern Legal History of Sovereign Debt*)

Vultures or Vanguard?: The Role of Litigation in Sovereign Debt Restructuring, 53 EMORY LAW JOURNAL 1043 (2004) (with Jill E. Fisch) (*Conference on Sovereign Debt Restructuring: The View from the Legal Academy*)

The Qualified Legal Compliance Committee: Using the Attorney Conduct Rules to Restructure the Board of Directors, 53 DUKE LAW JOURNAL 439 (2003) (with Jill E. Fisch) (*Symposium on Agencies, Economic Justice and Private Initiatives*), reprinted in 46 CORPORATE PRACTICE COMMENTATOR 865 (2004)

Works-in-Progress

The Marketing of Bonds and the Interpretation of Indentures (evaluating judicial doctrines for interpreting contracts governing corporate bonds in light of the conflicts of interest between bondholders and stockholders and the efficiency of the market for new issues of corporate bonds)

Presentations

The Market for Odious Debt as part of *Topics in Corporate and Securities Law* taught by Stephen Choi at the New York University School of Law (September 29, 2010) and at the *Symposium on A Modern Legal History of Sovereign Debt* sponsored by American University Washington College of Law and Duke University School of Law (October 21, 2009)

Creditors and Corporate Governance at the *Nineteenth Annual Corporate Law Symposium: Debt as a Lever of Control* sponsored by the Center for Corporate Law at the University of Cincinnati College of Law and the UNIVERSITY OF CINCINNATI LAW REVIEW (February 9, 2006 – February 10, 2006)

Vultures of Vanguard?: The Role of Litigation in Sovereign Debt Restructuring at the *Conference on Sovereign Debt Restructuring: The View from the Legal Academy* sponsored by the EMORY LAW JOURNAL and the Georgetown University Law Center (February 27, 2004) (with Jill E. Fisch)

The Qualified Legal Compliance Committee: Using the Attorney Conduct Rules to Restructure the Board of Directors at the *Symposium on Agencies, Economic Justice and Private Initiatives* sponsored by the Duke University School of Law and the Institute for Law and Economic Policy (April 4, 2003) (with Jill E. Fisch), at the *Fordham University School of Law Faculty Workshop Series* (September 18, 2003), and at the *Annual Meeting of the Law and Society Association* (May 28, 2004) (with Jill E. Fisch)

Conferences and Policy Roundtables (Principal Organizer)

Conference on Irreconcilable Differences: Director, Manager, and Shareholder Conflicts in Takeover Transactions (April 11, 2011) (with Steven M. Davidoff and Paul L. Regan), published in Volume 36, Issue 3 of the DELAWARE JOURNAL OF CORPORATE LAW (2011)

Policy Roundtable: The Role of D&O Insurance in the Settlement of Securities Class Actions sponsored by the Fordham Corporate Law Center (November 16, 2007) (with Sean J. Griffith)

Eugene P. and Delia S. Murphy Conference on Corporate Law: Corporations, Investors, and the Securities Markets sponsored by the Fordham Corporate Law Center (October 18, 2007 – October 19, 2007) (with Jill E. Fisch)

Policy Roundtable: The Credit Counseling Industry sponsored by the Fordham Corporate Law Center (June 1, 2007) (with Susan Block-Lieb)

Policy Roundtable: Class Action Kickbacks: A Critical Look sponsored by the Fordham Corporate Law Center (October 20, 2006) (with Jill E. Fisch)

Eugene P. and Delia S. Murphy Conference on Corporate Law: Responding to Corporate Misconduct: New Ideas sponsored by the Fordham Corporate Law Center (November 4, 2005) (with Jill E. Fisch)

Policy Roundtable: Mutual Funds and Hedge Funds: Fees for Professional Investment Advice sponsored by the Fordham Corporate Law Center (January 31, 2005) (with Jill E. Fisch)

Policy Roundtable: The Evolving Duty of Good Faith: Conflicts between Ethics and Maximization of Shareholder Value sponsored by the Fordham Corporate Law Center (April 19, 2004) (with Jill E. Fisch)

Eugene P. and Delia S. Murphy Conference on Corporate Law: Recent Developments in Corporate Law sponsored by the Fordham Corporate Law Center (November 21, 2003) (with Jill E. Fisch)

Policy Roundtable: The Continuing Viability of Self-Regulation in the Financial Services Industry sponsored by the Fordham Corporate Law Center (April 29, 2003) (with Jill E. Fisch)

Conferences, Roundtables, and Symposia (Commentator, Invited Participant, and Moderator)

Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (April 23, 2021)

Participant, *Fall Corporate Roundtable: IPO's, SPACs, and Direct Listings: Capital Formation, Market Trends, and Developments* sponsored by the Institute for Law and Economics at the University of Pennsylvania Carey Law School (December 10, 2020 – December 11, 2020)

Participant, *PENN / NYU Conference on Law and Finance* sponsored by the Institute for Law and Economics at the University of Pennsylvania Carey Law School and the Pollack Center for Law & Business at New York University (February 7, 2020 – February 8, 2020)

- Participant, *Weil, Gotshal & Manges Roundtable: In Commemoration of John Bogle, Founder, The Vanguard Group* sponsored by the Yale Law School Center for the Study of Corporate Law and the Society of Investment Law (December 9, 2019)
- Participant, *Weil, Gotshal & Manges Roundtable: Ten Years after the Global Financial Crisis: An Assessment* sponsored by the Yale Law School Center for the Study of Corporate Law (March 19, 2019)
- Participant, *Fifteenth Annual NYU / PENN Conference on Law and Finance* sponsored by the Pollack Center for Law & Business at New York University and the Institute for Law and Economics at the University of Pennsylvania Carey Law School (February 22, 2019 – February 23, 2019)
- Moderator, *AI and Machine Learning in Finance and the Ethical Effect on Markets* as part of the *Symposium on Rise of the Machines: Artificial Intelligence, Robotics, and the Reprogramming of Law* sponsored by the *FORDHAM LAW REVIEW* and the Neuroscience and Law Center at Fordham University School of Law (February 15, 2019)
- Moderator, *Mergers in Medialand: Major Deals and the Quest to Consolidate* as part of the *Fifth Annual Media and Entertainment Law Symposium* sponsored by the Media and Entertainment Law Society at Fordham University School of Law (February 11, 2019)
- Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (April 6, 2018)
- Participant, *PENN / NYU Conference on Law and Finance* sponsored by the Institute for Law and Economics at the University of Pennsylvania Carey Law School and the Pollack Center for Law & Business at New York University (February 23, 2018 – February 24, 2018)
- Participant, *Weil, Gotshal & Manges Roundtable: The Future of Finance and the Capital Markets?* sponsored by the Yale Law School Center for the Study of Corporate Law (March 3, 2017)
- Participant, *Thirteenth Annual NYU / PENN Conference on Law and Finance* sponsored by the Pollack Center for Law & Business at New York University and the Institute for Law and Economics at the University of Pennsylvania Carey Law School (February 24, 2017 – February 25, 2017)
- Commentator, *Variation in Boilerplate and in Conceptions of Black Holes* at the *Conference on Contractual Black Holes* sponsored by the Center for Contract and Economic Organization at Columbia Law School, the Ewing Marian Kauffman Foundation, the Pollack Center for Law & Business at New York University, the Center for Comparative & International Law at Duke University School of Law, and the Center on Race, Law, and Politics at the Duke University School of Law (April 7, 2016 – April 8, 2016)
- Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (March 4, 2016)
- Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (March 27, 2015)

- Participant, *NYU Roundtable on Delaware Law* sponsored by the Pollack Center for Law & Business at New York University (May 16, 2014)
- Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (March 7, 2014)
- Participant, *Sullivan & Cromwell Conference on Challenges in Global Financial Services* sponsored by the Yale Law School Center for the Study of Corporate Law (September 20, 2013)
- Commentator, *Exploring Financial Crisis Fixes* as part of the *National Business Law Scholars Conference* sponsored by The Ohio State University Moritz College of Law (June 12, 2013 – June 13, 2013)
- Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (March 1, 2013)
- Moderator, *Symposium on Fashion = Art + Commerce* sponsored by the Fashion Law Institute at Fordham University School of Law (April 20, 2012)
- Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (March 23, 2012)
- Participant, *Conference on Financial Regulatory Reform in the Wake of the Dodd-Frank Act* sponsored by Cornell Law School (October 28, 2011)
- Participant, *Weil, Gotshal & Manges Roundtable: Assessing Dodd-Frank* sponsored by the Yale Law School Center for the Study of Corporate Law, the Yale Law and Business Society, and the YALE JOURNAL ON REGULATION (April 1, 2011)
- Participant, *Weil, Gotshal & Manges Roundtable: Corporate Criminal Liability: What, Why, and How?* sponsored by the Yale Law School Center for the Study of Corporate Law (March 26, 2010)
- Participant, *Conference on A Modern History of Sovereign Debt* sponsored by the American University Washington College of Law and the Duke University School of Law (October 26, 2009)
- Participant, *Symposium on Complexity and Collapse: The Credit Crisis* sponsored by Temple University Beasley School of Law (April 28, 2009)
- Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (April 18, 2008)
- Participant, *Symposium on Berle and Means Revisited: A 21st Century Reconsideration of the Modern Corporation and Private Property on its 75th Anniversary* sponsored by Columbia Law School (December 7, 2007)
- Participant, *Weil, Gotshal and Manges Roundtable*, sponsored by the Center for the Study of Corporate Law at Yale Law School (May 4, 2007)

Participant, *Roundtable Discussion: Corporations and Capital Markets Evolution* sponsored by the Charles Evans Gerber Transactional Studies Center at Columbia Law School (April 13, 2007)

Participant, *Symposium on Odious Debts and State Corruption* sponsored by the JOURNAL OF LAW & CONTEMPORARY PROBLEMS, the Center for International & Comparative Law at Duke University School of Law, and the Global Financial Markets Center at Duke University School of Law (January 26, 2007)

Participant, *Roundtable Discussion: Hedge Funds, Creditor Control, and Restructuring* sponsored by the Charles Evans Gerber Transactional Studies Center at Columbia Law School (October 27, 2006)

Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (April 7, 2006)

Moderator, *Corporate Law at the Fordham Law Centennial Conference: The Internal Point of View and Ethics* sponsored by the Louis Stein Center for Law and Ethics at Fordham University School of Law and the FORDHAM LAW REVIEW (February 9, 2006 – February 10, 2006)

Participant, *Symposium on Reassessing Director Elections* sponsored by the Yale Law School Center for the Study of Corporate Law (October 7, 2005)

Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (April 22, 2005)

Participant, *Weil, Gotshal & Manges Roundtable* sponsored by the Yale Law School Center for the Study of Corporate Law (May 9, 2003)

Participant, *Symposium on Control Transactions* sponsored by the Institute for Law and Economics at the University of Pennsylvania Carey Law School and the UNIVERSITY OF PENNSYLVANIA LAW REVIEW (February 8, 2003 – February 9, 2003)

Participant, *Policy Roundtable: The Role of the Corporate Attorney after Enron and the Sarbanes-Oxley Act* sponsored by the Fordham Corporate Law Center (November 22, 2002)

PROFESSIONAL AFFILIATIONS AND SERVICE

Editorial Board and Additional Peer Reviews

General Editor, CAPITAL MARKETS LAW JOURNAL (2023 – present)

Member, Editorial Board of the CAPITAL MARKETS LAW JOURNAL (2020 – present)

Reviewer, LAW & SOCIAL INQUIRY (2012 – 2013)

Bar Admission

New York State Bar, First Department (1995 – present)

Association of the Bar of the City of New York, Member (1995 – present)

Financial Reporting Committee, Member (September 2004 – June 2007)

Securities Regulation Committee, Adjunct Member (September 2009 – June 2012)

Professional Associations

Association of American Law Schools

American Law and Economics Association

Society for Institutional & Organizational Economics