

## **CURRICULUM VITA**

**Edwin W. Hecker, Jr.**  
**Centennial Teaching Professor of Law**  
**Co-Director, Polsinelli Transactional Law Center**  
**The University of Kansas School of Law**

### **EDUCATION**

Harvard Law School, LL.M. 1970

Wayne State University, J.D. summa cum laude 1969  
Note and Comment Editor, Wayne Law Review

Oakland University, B.A. 1966

### **PROFESSIONAL EMPLOYMENT**

The University of Kansas School of Law

Centennial Teaching Professor of Law, 2015-present  
Co-Director, Polsinelli Transactional Law Center, 2015-present  
Associate Dean for Academic Affairs, 2000-2007, 2011 (Interim, Fall Term)  
Robert A. Schroeder Teaching Fellow, 1990-1993  
Professor of Law 1976-2015  
Associate Professor of Law, 1972-1976

Miller, Canfield, Paddock & Stone  
Detroit, Michigan

Associate, 1970-1972  
Areas of practice: corporate, tax, estate planning

### **COURSES TAUGHT**

Business Associations I and II (1972-present)  
Estate and Gift Taxation (1978-1980)  
Estate Planning (1972-1977)  
Estates and Trusts (1972-2007)  
Mergers and Acquisitions (2008-present)  
Contract Drafting (2013-present)  
Transactional Law Competition (2014-present)  
Due Diligence (2016-present)  
Deals (2017-present)

## ARTICLES

Fiduciary Duties in Business Entities Revisited, 61 U. Kan. L. Rev. 923 (2013) (SSRN Top Ten download list three times in 2013).

The Kansas Business Entity Transactions Act, 80 J. Kan. B.A. 21 (Sept. 2011).

Fiduciary Duties in Business Entities, 54 U. Kan. L. Rev. 975 (2006).

The Kansas Revised Limited Liability Company Act, 69 J. Kan. B.A. 16 (Nov./Dec. 2000).

The Kansas Revised Uniform Partnership Act, 68 J. Kan. B.A. 16 (Oct. 1999).

Limited Liability Companies in Kansas, 63 J. Kan. B.A. 40 (Feb./Mar. 1994).

The Tax Classification of Limited Partnerships Revisited, 88 Comm. L.J. 537 (1983).

The Revised Uniform Limited Partnership Act: Provisions Governing Financial Affairs, 46 Mo. L. Rev. 577 (1981) (awarded Rice Prize for faculty scholarship).

Limited Partners' Derivative Suits Under the Revised Uniform Limited Partnership Act, 33 Vand. L. Rev. 343 (1980).

The Revised Uniform Limited Partnership Act: Provisions Affecting the Relationship of the Firm and Its Members to Third Parties, 27 U. Kan. L. Rev. 1 (1978).

Section 16(b) of the Securities Exchange Act: An Analysis of the Time When Insider Status Is Required, 24 U. Kan. L. Rev. 255 (1976), reprinted in Securities Law Review 1976 (Matthew Bender 1976) and Securities Regulation (National Insurance Law Service 1976).

Estate Tax Deductions and Credits -- The Effect of Events Occurring Subsequent to Death, 44 J. Kan. B.A. 143 (1975).

Close Corporations and the Kansas General Corporation Code of 1972, 22 U. Kan. L. Rev. 489 (1974).

Homicide Under the Michigan Revised Criminal Code, 14 Wayne L. Rev. 904 (1968).

Criminal Law -- Federal Fraud and False Statements Act -- Federal Bureau of Investigation Covered, 14 Wayne L. Rev. 642 (1968).

## BOOKS AND BOOK CHAPTERS

Limited Liability Companies (2d ed. forthcoming 2019) (with S. Woodworth & K. McKenrick)

“Limited Liability Companies” in Kansas Corporation Law & Practice (5<sup>th</sup> ed. 2011) (with S. Woodworth).

Limited Liability Companies (2002) (with S. Woodworth & A. Ford).

“Limited Liability Companies” in Kansas Corporation Law & Practice (4<sup>th</sup> ed. 1998).

State Limited Partnership Laws (1987-1991) (National Editor).

State Limited Partnership Laws (1987-2002) (Kansas Author).

State Limited Liability Company & Partnership Laws (1993-2002) (Kansas Author).

Decedents’ Estates (1981-2004) (study materials for Kansas Bar Review).

## **HONORS AND AWARDS**

### **Chancellor’s Club Career Teaching Award (2017)**

Presented annually to a longstanding University of Kansas professor whose career exemplifies best the commitment of the university to outstanding teaching and the long-term success of students.

### **Centennial Teaching Professor of Law (2015-present)**

An endowed professorship at the School of Law. Selection is by a faculty committee, and the sole criterion is excellence in teaching, broadly defined.

### **Frederick J. Moreau Advising Award (2008)**

The Student Bar Association annually selects a faculty member who has been particularly helpful in advising and counseling students.

### **Kansas Bar Association Outstanding Service Award (2004)**

One of several given annually to recognize service and commitment to the legal profession.

### **W.T. Kemper Fellowship for Teaching Excellence (2000)**

One of twenty awarded annually to KU faculty to honor outstanding teaching and advising.

**Howard M. and Susan Immel Teaching Award (1996)**

An award honoring an outstanding law professor who sets an example of professionalism for his or her students. Selection is by a faculty committee.

**Robert A. Schroeder Teaching Fellow (1990-1993)**

A three-year endowed fellowship at the School of Law. Selection is by a faculty committee, and the sole criterion is excellence in teaching, broadly defined.

**Marshal at Commencement (1978, 1979, 1980, 1991, 1993, 1995, 1996, 2009, 2010, 2011, 2014, 2015)**

Selection is by vote of the members of the School of Law graduating class.

**Hooder at Commencement (1983, 1990, 1992, 1994, 2001, 2007)**

Selection is by vote of the members of the School of Law graduating class.

**RECENT PRESENTATIONS AND ACTIVITIES**

**Continuing Legal Education Presentations**

“Emerging Trends in Business Organizations: Controlling Shareholder Freeze-Out Mergers”

University of Kansas School of Law, Overland Park, Kansas (November 14, 2014).

“2014 Updates to the Kansas Revised Limited Liability Company Act”

KBA Nuts and Bolts for the Transactional Lawyer, Overland Park, Kansas (October 3, 2014) (with W. Matthews)

“Controlling Shareholder Duty of Loyalty: Entire Fairness or Business Judgment Rule?”

University of Kansas School of Law, Lawrence, Kansas (May 29, 2014).

“Controlling Shareholder Duty of Loyalty: Entire Fairness or Business Judgment Rule?”

Emerging Issues in Business Law, Wichita Bar Association, Wichita, Kansas (May 16, 2014).

“Corporations and LLCs Update”

University of Kansas School of Law, Lawrence, Kansas (June 1, 2012).

- “Basics of the Business Entities Transactions Act”  
KBA Nuts and Bolts for the Transactional Lawyer, Wichita, Kansas  
(April 13, 2012).
- “The Kansas Business Entity Transactions Act”  
KBA Nuts and Bolts for the Transactional Lawyer, Lenexa, Kansas  
(April 8, 2011).
- “The Kansas Business Entity Transactions Act”  
University of Kansas School of Law, Lawrence, Kansas (May 27, 2010).
- “Fiduciary Duties in Business Entities 2009”  
University of Kansas School of Law, Lawrence, Kansas (May 29, 2009).
- “Fiduciary Duties in Business Entities 2008”  
KBA Plaza Lights Institute, Kansas City, Missouri (December 12, 2008).
- “The Model Entity Transactions Act Comes to Kansas (Almost)”  
Kansas Bar Association Annual Meeting, Topeka, Kansas (June 21, 2008).
- “Fiduciary Duties in Business Entities”  
University of Kansas School of Law, Lawrence, Kansas (May 31, 2007).
- “Fiduciary Duties in Business Entities”  
Wichita Bar Association, Wichita, Kansas (June 1, 2007).
- “Fiduciary Duties of Corporate Directors”  
Wichita Bar Association, Wichita, Kansas (June 2, 2006).
- “Fiduciary Duties of Corporate Directors”  
University of Kansas School of Law, Lawrence, Kansas (June 1, 2006).
- “Fiduciary Duties of Controlling Shareholders”  
Wichita Bar Association, Wichita, Kansas (May 6, 2005).
- “Fiduciary Duties in Limited Liability Companies”  
University of Kansas School of Law, Lawrence, Kansas (June 29, 2004).
- “The Business Judgment Rule Comes to Kansas”  
University of Kansas School of Law, Lawrence, Kansas (June 5, 2004).
- “Fiduciary Duties in Limited Liability Companies”  
Kansas Bar Association Audio Conference (April 1, 2003).
- “Fiduciary Duties in Business Entities”  
Wichita Bar Association, Wichita, Kansas (June 21, 2002).

“Limited Liability Companies: Fiduciary Duties”

University of Kansas School of Law, Lawrence, Kansas (June 7, 2002).

“Limited Liability Companies”

Kansas Bar Association, Lawrence, Kansas (March 23, 2002).

“Limited Liability Companies: Fiduciary Duties”

Southwest Kansas Bar Association, Dodge City, Kansas (September 14, 2001).

“The Status Under Kansas and Federal Securities Laws of Interests in Kansas

Noncorporate Business Entities”

University of Kansas School of Law, Lawrence, Kansas (October 21, 2000) (with F. Lovitch).

“Limited Liability Companies”

University of Kansas School of Law, Lawrence, Kansas (June 3, 2000).

“Limited Liability Companies”

Kansas Bar Association, via satellite to 24 locations in Kansas and Washington, D.C. (February 28, 1998).

“Revised Uniform Partnership Act”

University of Kansas School of Law, Lawrence, Kansas (June 6, 1997).

“Spouse’s Elective Share”

University of Kansas School of Law, Lawrence, Kansas (May 20, 1995).

“Limited Liability Companies”

University of Kansas School of Law, Lawrence, Kansas (June 3, 1994).

## **Activities**

State: Testimony on the Public Benefit Corporation Amendments to the Kansas General Corporation Code

Hearings of the House Judiciary Committee (February 2, 2017).

Hearings of the Senate Judiciary Committee (March 20, 2017).

Testimony on the Business Entity Standard Treatment Act:

Hearings of the House Committee on Commerce, Labor, and Economic Development (February 21, 2014).

Testimony on Amendments to the Kansas Revised Limited Liability Company

Act:

Hearings of the House Judiciary Committee (March 18, 2013; January 23, 2014).

Hearings of the Senate Judiciary Committee (March 12, 2014).

Testimony on the Revised Uniform Limited Liability Company Act:

Hearings of the House Judiciary Committee (February 2, 2012).

Testimony on the Business Entity Transactions Act:

Hearings of the Senate Judiciary Committee (February 3, 2009).

Hearings of the House Judiciary Committee (February 26, 2009).

Testimony on the Revised Uniform Partnership Act:

Interim Hearings of the House Judiciary Committee (August 14, 1996).

Hearings of the Senate Judiciary Committee (January 22, 1997).

Hearings of the House Judiciary Committee (January 26, 1998).

Kansas Bar Association:

Corporation, Banking, and Business Law Section, Subcommittee on Amendments to the Kansas Revised Limited Liability Company Act (2017-present) (chair).

Corporation, Banking, and Business Law Section, Subcommittee on Amendments to the Kansas General Corporation Code (2013-2017) (drafter of Articles 67 & 68).

Corporation, Banking, and Business Law Section, Subcommittee on Amendments to the Kansas Revised Limited Liability Company Act (2011-2013) (principal drafter).

Corporation, Banking and Business Law Section, Subcommittee on Adoption of the Model Entity Transactions Act (2005-2007).

Corporation, Banking and Business Law Section, Subcommittee on Amendments to the Kansas General Corporation Code (2001-2004).

Corporation, Banking and Business Law Section, Legislative Subcommittee (1997- 2001).

Corporation, Banking and Business Law Section, Real Estate, Probate and Trust Law Section, and Tax Law Section, Joint Subcommittee on Revision of the Kansas Uniform Limited Partnership Act and Kansas Limited Liability Company Act (1996-1997).

University:

Faculty Rights Board, Chair (2012-2013).

Colleague to Colleague Teaching Enhancement Program (1994- 1997).

Human Relations Committee (1994-1995).

School of Law Dean Search Committee, Chair (1998-1999).

Law School:

Academic Affairs Committee, Chair/Member (1994-1995, 1999-present).

Ad Hoc Committee on Grading Policy (2001-2002).

Admissions Committee (2007-2008).

Alumni Outreach Committee (2000-2006).

Curricular Innovation Committee, Member (2006-2010), Chair (2010).

Faculty Recruitment Committee, Chair (1989-2000), Member (2001), Co-Chair (2002-2004)

Kansas Bar Review, Lecturer (1981-2004).

Kemper Fellowship Nominating Committee, Chair (1997-1998), (2001-present).

Joint Law and History Search Committee, Co-Chair (1997-1998).

Library Committee, Chair (1996-1997).

Long Range Planning Committee (1995-1997).

Rice Scholar Committee (1995-1996).

Scholarship Committee (2000-2007).



Schroeder Fellow Selection Committee, Chair (1995-1996, 1999-2000, 2001-2002, 2006-2007), Member (2008-2009).

Self-Study Committee (1998-1999), (2004-2005).

Student Recruitment Committee, Chair (1993-1994).

Tribal Law and Government Center, Associate Director (1995-1999), (2003-2010).

Community:

Douglas County Committee for Correctional Services (1995-1996).

Trinity Lutheran Church, Congregation Council (1996- 1998).

**PROFESSIONAL ORGANIZATIONS**

American Bar Association  
Business Law Section  
Corporate Governance Committee  
Expert Witness Practice Subcommittee  
Mergers and Acquisitions Committee

Kansas Bar Association  
Corporation, Banking and Business Law Section

Michigan Bar Association (emeritus)

Association of American Law Schools  
Corporate and Business Law Section

**ENGAGEMENTS AS EXPERT WITNESS**

Leavenworth/Lansing Physicians Building, Inc. v. Peter Cristiano et al.,  
District Court of Leavenworth County, Kansas, Case No. 2007-CN409 (2007).

Alma Manor Operations, LLC et al. v. Kansas Health Care Association Workers  
Compensation Trust Corporation et al., District Court of Shawnee County, Kansas,  
Case No. 07C860 (2007).

Orion Ethanol, Inc. v. Gary C. Evans et al., U.S. District Court of Kansas,

Case No. 08-1180-JTM-DWB (2008).

Brent E. Smith v. Roger Smith & Sons, Inc. et al., District Court of Johnson County, Kansas, Case No.08CV04502 (2009).

Philip C. Gaus, D.D.S., P.A. v. Joseph M. Harvey et al., District Court of Douglas County, Kansas, Case No.09CV475 (2010).

Michael Ullman as Trustee of the Arden Trust v. Southern California Investment Group, LLC dba Breeze Southern California Investment Group, et al., Superior Court of Los Angeles County, West District, California, Case No. SC110156 (2012).

HCI Investors, LLC, et al. v. Anthony Fox, et al., Circuit Court of Jackson County, Missouri, Kansas City, Case No. 1016-CV23681 (2012).

In re Sprint Nextel Corp. Shareholder Litigation, District Court of Johnson County, Kansas, Consol. Case No. 12CV08366 (2013).

DiMarco v. Sears, Roebuck & Co., Circuit Court of Jackson County, Missouri, Independence, Case No. 1216-CV23868 (2014).

Adam Anderson v. Standup Mobility, LLC, et al., District Court of Johnson County, Kansas, Case No. 14CV00640 (2014).

Mirabile v. Quivira Medical Plaza Associates, LLC, et al., Circuit Court of Jackson County, Missouri, Kansas City, Case No. 1216-CV21144 (2015).