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# Nelson Ferebee Taylor

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# IN MEMORIAM: NELSON FEREBEE TAYLOR

THOMAS LEE HAZEN\*

On February 25, 2004, the law school community, the University of North Carolina, and the state of North Carolina lost an influential leader and a great friend with the passing of Nelson Ferebee Taylor, former Cary C. Boshamer Professor of Law and Chancellor Emeritus of the University. He was 83 years old. I also lost a close friend and mentor. Ferebee Taylor was one of those rare individuals who achieved an unusual degree of success in a multitude of endeavors. I can only scratch the surface in describing his many accomplishments.<sup>1</sup>

A native of Oxford, North Carolina, Ferebee received his B.A. from UNC-Chapel Hill in 1942 and was president of Phi Beta Kappa.<sup>2</sup> In addition to graduating Phi Beta Kappa, Ferebee was a member of Zeta Psi, Order of the Golden Fleece and Order of the Grail. He also was president of the University Club. After graduation from UNC, he spent three and a half years in the United States Navy, serving in World War II aboard destroyers in the Atlantic, Mediterranean and Pacific. While in the Navy, he was awarded the Bronze Star, nine battle stars and two commendations, and released from active duty as a lieutenant. After the war and his distinguished service, Ferebee went to Harvard Law School where he excelled and, among other things, won the Ames Moot Court competition. He graduated from Harvard Law cum laude, in 1949. After law school graduation, he became a member of the North Carolina and New York bars. Ferebee's academic career did not end with law school. He received a Rhodes Scholarship for study at Oxford University's Balliol College, where he earned a bachelor's degree in 1951 and a master's degree in 1955.

For nearly twenty years, Ferebee practiced corporate law. He was partner in the New York City law firm of Dry, Kalish, Taylor & Wood until 1970 and also served as associate general counsel for Uniroyal Inc. In

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\* Cary C. Boshamer Professor of Law, University of North Carolina at Chapel Hill. B.A., 1969, J.D., 1972, Columbia University.

1. Much of the factual information in this dedication comes from *Nelson F. Taylor, former chancellor, dies Feb. 25 at 83*, THE UNIVERSITY GAZETTE, Mar. 3, 2004 [hereinafter THE UNIVERSITY GAZETTE], available at <http://gazette.unc.edu/archives/04mar03/file.3.html> (on file with the North Carolina Law Review) and *From the Hill: Former Chancellor Ferebee Taylor '42 Dies at 83*, CAROLINA ALUMNI REVIEW 12 (Mar./Apr. 2004).

2. See *From the Hill: Former Chancellor Ferebee Taylor '42 Dies at 83*, *supra* note 1, at 12.

1968, Ferebee began his law teaching career when he taught corporate law as a visiting professor at UNC. In 1970, he left New York and returned to Chapel Hill permanently as vice president for administration for the University of North Carolina, holding that position until he became chancellor in 1972.

Anyone who knew Ferebee was aware of his unyielding commitment to the University of North Carolina, as well as his perseverance—what some might have called stubbornness. This commitment and perseverance resulted in securing for the University the resources necessary to build Davis Library, Chapel Hill's graduate library.

Ferebee, who was the University's fifth chancellor, served in that position from 1972 to 1980. He made many contributions during his tenure as chancellor, perhaps the most notable being his strengthening of the UNC libraries. As current UNC Chancellor James Moeser observed:

Ferebee Taylor led Carolina through a critical period of growth with dedication, keen insight and wise judgment. His thoughtful stewardship of the University's library system has made a lasting gift not only to generations of Carolina students and faculty but also to the people of North Carolina. On his watch, the University's endowment surpassed the \$100 million mark for the first time—a major milestone. His dedication to his students and the best traditions of our academy was remarkable. The Carolina family has lost a giant among the most capable leaders in its rich history. We shall miss him greatly.<sup>3</sup>

Ferebee's contributions as chancellor went beyond his impact on the libraries.<sup>4</sup> As pointed out by UNC President Emeritus William C. Friday, Ferebee's "uncommon devotion to the University and his understanding and advocacy of the role and mission of a great public university made him

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3. THE UNIVERSITY GAZETTE, *supra* note 1.

4. As I pointed out upon Ferebee's retirement:

Under Ferebee's guidance as chancellor, this university flourished and greatly enhanced its academic excellence. His contributions are far too numerous to list, but a few deserve mentioning. Ferebee was the primary force behind the construction of Davis Library; thus, the main reading room is named in his honor. As Ferebee tells the story, he still has people annoyed with him for eliminating parking in favor of a library. This devotion to books and learning reflects how he truly perceived the University and its role. Ferebee also was instrumental in implementing the first major endowment campaign for the University of North Carolina at Chapel Hill. This dedication has carried over to the School of Law where, in addition to his professorial functions, Ferebee has been a faithful supporter of the Chancellors Scholars program.

a very effective chancellor.”<sup>5</sup>

When Ferebee returned to the law school after resigning as chancellor in 1980, he began another illustrious chapter of his career that was filled with accomplishments. He was named the Cary C. Boshamer Distinguished Professor of Law. His return to the classroom was a rocky one, as he initially received a mixed reception from students. Ferebee could not tolerate from himself anything less than the excellence he expected of others. He worked endless hours after his first year of full-time teaching to improve his classroom skills. As a result he became a stellar classroom teacher, receiving the McCall teaching award in 1983. As observed by former UNC School of Law Dean Ken Broun, Ferebee “was a wonderful, wonderful teacher. He worked as hard as he possibly could to become a terrific teacher, and by the time he retired, was one of the most popular teachers among the students and one of our most outstanding faculty members.”<sup>6</sup>

Ferebee and I started together here at the law school. I came here as a young professor and he began his full-time teaching career after retiring as chancellor. Because we both taught corporate law, we instantly had a great deal to talk about. Ferebee was a virtually unlimited resource both as to substantive law and as to the craft of practicing law. He had a deep sense of ethics and a true love for the law—qualities that are much too scarce in today’s legal community. He truly was an inspiration to me as a mentor, as he was to his many students.<sup>7</sup>

During his post-chancellorship teaching tenure, Ferebee was at the stage of his career where most of us would be satisfied to sit on our laurels—but not Ferebee. He recognized scholarship as an important part of the academic mission. Scholarship and publication were not part of his distinguished earlier career as a practicing attorney and university leader; nevertheless, he felt a commitment to succeed in the scholarly arena as a member of an academic faculty. He began researching various areas of corporate law and became intrigued with the law of corporate mergers. He undertook a massive project focusing on corporate mergers generally and in particular on constitutional questions that had not received much scholarly attention for nearly fifty years.

Ferebee’s work on this project endured beyond his retirement from full-time teaching in 1991. In 1998, the *North Carolina Law Review* published his rich and provocative article on the history of merger law and

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5. THE UNIVERSITY GAZETTE, *supra* note 1.

6. *Id.*

7. I was particularly touched when he urged the University to name me as his successor to the Cary C. Boshamer professorship.

unresolved constitutional issues.<sup>8</sup> The article mirrored Ferebee's meticulousness and attention to detail—387 pages long, with 1360 footnotes. The article not only provides the richest resource available on the law of corporate mergers, it also brings forth the keen insight that we look for in the best of legal scholarship. The article explores yet untapped legal issues relating to the constitutional implications of current corporate statutes.

In 2001, Ferebee was the recipient of the Davie Award, the highest honor given by the University Board of Trustees for “extraordinary service to the University or to society.”

Two awards have been created in Ferebee's honor. In 1991, the law school created the Nelson Ferebee Taylor award for excellence in corporate law, which is awarded annually to a graduating law student. Also, the UNC Class of 1982 created an award in his name to recognize an undergraduate senior who has “made the greatest contribution to the continued vitality and strength of the honor code in the community.”

I have just highlighted and mentioned some of Ferebee's many accomplishments. Any ten-year period of his life would be an exemplary career for most people. The loss created by Ferebee's passing goes well beyond his professional contributions. He was a good friend. He always had time for questions and was always willing to engage in extended discussions about law and teaching law. I know that I benefited from these long discussions, learning from his insight and insistence on getting things right. Ferebee also had a personal warmth and sense of humor that may not have been apparent from his more public persona. There are many times that I smile when I face a tough situation and think of some words of wisdom that Ferebee had passed on to me with respect to similar situations.

Ferebee was also a devoted husband and father. He is survived by his wife, Diane Jackson Taylor, a 1964 Carolina graduate and a former assistant to the dean of the College of Arts & Sciences; and four daughters, Louise Taylor Arnold of Tyler, Texas; Sarah Taylor Peterson of Chapel Hill; Martha Gregory Taylor of Charlottesville, Virginia; and Meredith Conley Adams of Charlotte.

Ferebee was the epitome of the phrase “a gentleman and a scholar.” Ferebee, you are sorely missed.

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8. Nelson Ferebee Taylor, *Evolution of Corporate Combination Law: Policy Issues and Constitutional Questions*, 76 N.C. L. REV. 687 (1998).