

CARL S. BJERRE
KAAPCKE PROFESSOR OF BUSINESS LAW
UNIVERSITY OF OREGON SCHOOL OF LAW

ACADEMIC AND PROFESSIONAL POSITIONS:

University of Oregon School of Law, since 1996. Tenured since 2000; full professor since 2006; holder of endowed Kaapcke Chair in Business Law since 2008. Courses include Secured Transactions; Advanced UCC; Contracts; Sales; Transactions in Securities; Topics in Securities Regulation; Law and Language.

University of Oxford, Hilary Term 2019. Visiting Fellow at the Commercial Law Centre of Harris Manchester College.

Brooklyn Law School, Fall 2008. Visiting Professor of Law.

University of Illinois College of Law, 1999-2000. Visiting Professor of Law.

Cleary, Gottlieb, Steen & Hamilton, 1989-96. Associate with New York City head office of leading international law firm. Practice centered on commercial, finance and corporate matters, including international and domestic lending transactions and securities offerings.

United States District Judge Charles P. Sifton, 1988-89. Law clerk to federal district judge, Eastern District of New York.

SELECTED COMMERCIAL LAW REFORM WORK:

Permanent Editorial Board for the Uniform Commercial Code, 2013 to present. The P.E.B., jointly operated by the Uniform Law Commission and the American Law Institute, oversees important developments affecting the Uniform Commercial Code. As appropriate it recommends amendments to reflect new or developing commercial practices and issues commentaries to advance the orderly development of commercial law.

United States Ratification of Hague Securities Convention, 2007 to 2016. Worked to move the Hague Securities Convention through the Senate's advice and consent process. The Convention is devoted to conflict of laws in the context of intermediated securities.

Member, UNIDROIT Study Group for Principles and Rules on the Netting of Financial Instruments, 2011 to 2012. Member of Advisory Group to U.S. delegation, 2012 to 2013. This project of UNIDROIT, the International Institute for the Unification of Private Law, prepared an international instrument on the topic of close-out financial netting as applied to securities, derivatives and other financial instruments.

Drafter of Permanent Editorial Board Commentary on Hague Securities Convention and UCC Articles 8 and 9, finalized in April 2017.

Member, United States Delegation for Geneva Securities Convention, 2007 to 2010. The Geneva

Securities Convention is an international legal framework for the holding of securities through brokers, custodian banks and other intermediaries. Drafted under the auspices of UNIDROIT, the International Institute for the Unification of Private Law.

Gubernatorial Appointee to Uniform Law Commission, 2001 to present. Selected ULC positions include: Member of Ad Hoc Committee on UNCITRAL and UNIDROIT Conventions, 2002. Reporter, Model Tribal Secured Transactions Act, 2004-07. Member of Committee to Harmonize North American Law with Regard to the Assignment of Receivables in International Trade Convention, 2005-09. Member of Article 9 Joint Review Committee, 2008 to 2011. Member of the Article 8 Companion Act to the Uniform Regulation of Virtual Currency, 2017-19. Member of Permanent Editorial Board for the Uniform Commercial Code, 2013 to present. Member of ALI and ULC Joint Study Committee on the Uniform Commercial Code and Emerging Technologies, 2019 to present. Member of Study Committee on Special Deposits, 2019 to present.

SELECTED PUBLICATIONS:

The UCC and the ABA's Business Law Section: In Praise of the Omnium Gatherum, 75 Business Lawyer 2411 (2020) (with Amelia H. Boss, Charles W. Mooney, Jr., Edwin E. Smith, Sandra M. Rocks, Steven L. Harris, and Steven O. Weise)

LLC and Partnership Transfer Restrictions Excluded From UCC Article 9 Overrides, Business Law Today (online February 2019) (with Daniel S. Kleinberger, Edwin E. Smith and Steven O. Weise)

General Editor, Hawklund Uniform Commercial Code Series (multi-volume treatise), since 2016.

Hawklund Uniform Commercial Code Series, volume on revised UCC Article 8 originally authored by James S. Rogers, covering commerce in stocks, bonds and other investment securities. Annual revisions to this volume published each year since 2006. New edition of volume, 2012.

Hawklund Uniform Commercial Code Series, 3 volumes on revised UCC Article 9, covering loans secured by personal property collateral. Annual revisions to these volumes published each year since 2013.

A Guide to the Hague Securities Convention for U.S. Lawyers, 47 Unif. Comm'l Code L.J. 389 (2018) (with Sandra M. Rocks, Edwin E. Smith and Steven O. Weise)

Security Interest Opinions Under the Hague Securities Convention, In Our Opinion: The Newsletter of the Legal Opinions Committee of the ABA Business Law Section 11 (vol. 16 No. 3, Spring 2017) (with Sandra M. Rocks, Edwin E. Smith and Steven O. Weise)

Spotlight (column in ABA's Commercial Law Newsletter), one to three columns per year from 2014 to present, focusing on analytical flaws in published commercial law opinions (with Stephen L. Sepinuck)

Investment Securities (in American Bar Association's Annual Survey of Commercial Law

Developments), 75 Business Lawyer 2691 (August 2020)

Investment Securities (in American Bar Association's Annual Survey of Commercial Law Developments), 74 Business Lawyer 1283 (August 2019)

Investment Securities (in American Bar Association's Annual Survey of Commercial Law Developments), 73 Business Lawyer 1209 (August 2018)

A Transactional Approach to the Hague Securities Convention, 3 Capital Markets Law J. 109 (2008, with Sandra M. Rocks). The Capital Markets Law Journal is peer reviewed and published by Oxford University Press.

The ABCs Of The UCC, Article 8: Investment Securities (second edition revised 2014, with Sandra M. Rocks), published by the American Bar Association, Section of Business Law.

The ABCs Of The UCC, Article 8: Investment Securities (second edition 2004, with Sandra M. Rocks), published by the American Bar Association, Section of Business Law.

The ABCs Of The UCC, Article 8: Investment Securities (first edition 1997, with Sandra M. Rocks), published by the American Bar Association, Section of Business Law.

Project Finance and Consent, published as a chapter of *Privatising Development: Transnational Law, Infrastructure and Human Rights*, edited by Michael B. Likosky (Leiden and Boston: Martinus Nijhoff Publishers 2005) (reprinting the Duke article on project finance listed below).

Project Finance, Securitization and Consensuality, 12 Duke J. Comp. & Int'l L. 411 (2002) (part of a symposium issue devoted to international structured finance transactions).

Principle and Utility in the Structure of Securities Ownership: A Comment on Schwarcz and Benjamin, 12 Duke J. Comp. & Int'l L. 331 (2002) (part of same Duke symposium)

International Project Finance Transactions: Selected Issues Under UCC Article 9, 73 Am. Bankruptcy L.J. 261 (1999) (part of a symposium issue devoted to revisions of Uniform Commercial Code Article 9)

Secured Transactions Inside Out: Negative Pledge Covenants, Property and Perfection, 84 Cornell L. Rev. 305 (1999)

Mental Capacity as Metaphor, 18 Int'l J. Semiotics of L. 101 (2005)

SELECTED SPEAKING ENGAGEMENTS:

Cognitive Error in the Codification of Property Rights to Investment Securities, termly lecture presented to the Oxford law faculty while a visiting fellow at Oxford's Commercial Law Centre, February 2019; Sir Roy Goode as discussant

Numerous continuing legal education panels on The Hague Securities Convention and its Relationship to UCC Articles 8 and 9, 2017 to present. Venues include New York City Bar Association; Strafford Legal Webinars; American Bar Association UCC and Commercial

Finance Joint Committee meeting; American Law Institute's Commercial Lending Today program (with Edwin E. Smith, Steven O. Weise, Sandra M. Rocks, and/or Joyce Hansen)

Ambiguity and Property Principles in the Transfer of Securities Without Mental Capacity, presented at the XXXIVth International Congress of Law and Mental Health, Vienna, July 2015

Securities Transfers By a Registered Owner Who Lacks Capacity, presented to the Investment Securities Subcommittee of the ABA's Uniform Commercial Code Committee, San Francisco, April 2015

Adverse Effects of Transactional Provisions on Credit Balances in A Securities Account, presented to the Investment Securities Subcommittee of the ABA's Uniform Commercial Code Committee, Chicago, September 2014

Regulatory Impact on UCC Article 8's Treatment of Credit Balances in A Securities Account, presented to the Investment Securities Subcommittee of the ABA's Uniform Commercial Code Committee, Los Angeles, April 2014

Physical Metaphor in Purportedly Abstract Financial Discourse, presented at the RaAM 8 (Researching and Applying Metaphor) conference entitled Metaphor and Domains of Discourse, held at Amsterdam's Vrije Universiteit, July 3, 2010

The Hague Securities Convention and the U.S. Domestic Uniform Law Process, presented at a panel on Recent Developments in Private International Law, at the American Society of International Law, Washington, D.C., March 27, 2010

Modern Concepts in the Commercial Law of Securities, presented at the Università degli Studi di Roma La Sapienza, guest lecture in Masters Degree class on European Private Law led by Prof. Guido Alpa, in Rome, May 2007.

UCC Article 9 and the Model Tribal Secured Transactions Act: Selected Issues, presented at a panel on Cross-Border in Your Own State: Commercial Law in Indian Country, at the Annual Meeting of the American Bar Association, in Chicago, Illinois, July 2005.

Parallel Universes: Uniform Commercial Code Article 9 and the Vienna Convention on the Assignment of Receivables in International Trade, presented at the Annual Meeting of the American Bar Association, in San Francisco, California, August 2003.

Questions from the Perplexed: Common Drafting Issues under Revised Uniform Commercial Code Article 9, delivered at the Spring Meeting of the Section of Business Law of the American Bar Association, April 2003.

OTHER SERVICE TO THE LEGAL PROFESSION AND RELATED HONORS:

Visiting Fellow, Oxford University for Hilary term 2019, Harris Manchester College.

Discipline Peer Reviewer for Fulbright U.S. Scholar Program, August and September 2018.

Evaluating faculty research and teaching proposals for this highly noted U.S. Department of State-sponsored program, for 2019-20 awards in the corporate discipline.

Public Arbitrator for the Financial Industry Regulatory Authority (FINRA), since 2017. FINRA is the primary U.S. regulatory body governing broker-dealers in the securities industry, and its Public Arbitrators are trusted and trained individuals from outside the securities industry who resolve disputes between customers or employees and the broker-dealers.

Member, American Law Institute, elected in 2016. The American Law Institute is the leading independent organization in the United States producing scholarly work to clarify, modernize, and otherwise improve the law. With the Uniform Law Commission, the American Law Institute sponsors the Uniform Commercial Code.

Member, Permanent Editorial Board for the Uniform Commercial Code, since 2013. The P.E.B. is a joint committee of the American Law Institute and the Uniform Law Commission, overseeing and issuing commentary on developments in the UCC.

Chair, Investment Securities Subcommittee, American Bar Association Section of Business Law, 2013-2015. Also vice chair, 2011-2013.

Regent, American College of Commercial Finance Lawyers, 2010-2013 and member, 2010 to present. ACCFL is devoted to promoting the field of commercial finance law in part through "recognition of distinguished practitioners, jurists and academics."

Chair, AALS Section on Commercial and Related Consumer Law, calendar 2006. Selected by professors in the Commercial Law field to lead this central professional group.

Panel of Academic Contributors, Black's Law Dictionary, 9th edition.

Research Fellowship Funded by Oregon Community Credit Union for 2008-09 academic year.

Endowed Chair awarded in 2008. Wallace and Ellen Kaapcke Professor of Business Law. Formerly Orlando J. and Marian H. Hollis Professor of Law.

Teaching Awards:

- Winner of School of Law's Orlando J. Hollis Faculty Teaching Award, 2005
- School of Law's nominee for University-wide Ersted Distinguished Teaching Award, 1999.

EDUCATION:

J.D., Cornell Law School, 1988

- *Magna cum laude*
- Order of the Coif
- Articles Editor of *Cornell Law Review*

- Fraser Prize for student who "most fully evidences high qualities of mind and character"

B.A., University of California at Berkeley, 1982

- Humanities Field Major, an interdisciplinary major
- Thesis on certain themes in late 19th c. poetry and philosophy
- Exchange student in Paris and in Pau (Pyrénées Atlantiques)
- CBS, Inc. Scholarship

OTHER:

Bar Admissions: New York (since 1989); Oregon (since 2001)

Languages: French (very good though out of practice), Spanish (good though rusty), Italian (serviceable), Danish (serviceable)

Personal: Former member of Board of Directors, Eugene Symphony Association; former Chair of its Artistic Advisory Group; proficient classical clarinetist; tenor sax with the Garden Weasels (garage band) and the Sophisticatos (cocktail combo)

Contact information:

- Telephone: (541) 346-3981; facsimile: (541) 346-1564
- E-mail: cbjerre@uoregon.edu
- U.S. mail: University of Oregon School of Law, Eugene, Oregon 97403-1221