

Jeffrey M. Lipshaw
Curriculum Vita

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SSRN Author Page: <http://ssrn.com/author=381790>

TEACHING EXPERIENCE

Suffolk Law School, Boston, MA

Professor of Law, 2014 – present

Associate Professor of Law, 2007 – 2014 (tenured 2013)

Courses: Contracts; Corporations; Business Entity Fundamentals; LLCs & Partnerships;
Securities Regulation; Entrepreneurship, Venture Capital, and the Law

Other: U.S. Federal Securities Regulation, LL.M. Program in U.S. and Global Business Law,
Eotvos Lorand University Faculty of Law, Budapest, Hungary, July 2009, July 2011.

Cornelius J. Moynihan (Teaching) Award, 2012-13 (given to a member of the law school faculty
who exhibits great expertise as a classroom instructor; voted by the student body).

Alexander Cella Award, 2011 (given in recognition of a faculty member's support of the Law
Review)

Tulane University Law School, New Orleans, LA

Visiting Associate Professor of Law, 2006-07

Courses: Business Enterprises, Secured Transactions, Sales

Wake Forest University School of Law, Winston-Salem, NC

Visiting Professor of Law, Fall Term, 2005

Courses: Contracts, Sales

Indiana University School of Law-Indianapolis

Adjunct Professor of Law, Spring Term, 2005

Course: Advanced Topics in Business Law: Technology Start-ups & Venture Capital

RPX Exhibit 1165
DDX v. AIT

PUBLICATIONS

Articles and Book Reviews

Conversation, Convention, or Conversion? A Response to Kar and Radin, 43 AUSTL. J. L. PHIL., forthcoming, 2018, https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3144687 (peer-reviewed).

The Persistence of “Dumb” Contracts, 2 STAN. J. BLOCKCHAIN L. & POL’Y, forthcoming, 2019, https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3202484 (peer-reviewed).

Halting, Intuition, Heuristics, and Action: Alan Turing and the Theoretical Constraints on AI-Lawyering, 5 SAVANNAH L. REV. 133 (2018).

Lexical Opportunism and the Limits of Contract Theory, 84 U. CIN. L. REV. 217 (2016).

What Is It Like to Be a Beetle? The Timelessness Problem in Gilson’s Value Creation Thesis, 15 U.C. DAVIS BUS. L. J. 23 (2015).

“Retire and Teach” Six Years On, 41 N. KY. L. REV. 67 (2014).

Trust v. “Law in a Box”: Do Organizational Forms Make a Difference? 2014 U. ILL. L. REV. 1795.

Dissecting the Two-Handed Lawyer: Thinking Versus Action in Business Lawyering, 10 BERKELEY BUS. L. J. 231 (2013).

Thesis Sentence, 16 GREEN BAG 2d 225 (2013).

What’s Going On? – The Psychoanalysis Metaphor for Educating Lawyer-Counselors, 45 CONN. L. REV. 1355 (2013).

Contract as Meaning: An Introduction to “Contract as Promise at 30,” 45 SUFFOLK L. REV. 601 (2012). (introduction to symposium volume containing papers by, among others, Randy Barnett, Charles Fried, Barbara Fried, Jean Braucher, Avery Katz, Daniel Markovits and Alan Schwartz, Roy Kreitner, Juliet Kostritsky, Henry Smith, George Triantis).

Metaphors, Models, and Meaning in Contract Law, 116 PENN ST. L. REV. 987 (2012).

The Financial Crisis of 2008-09: Capitalism Didn’t Fail, But the Metaphors Got a “C,” 95 MINN. L. REV. 1532 (2011).

Can There Be a Religion of Reasons? A Response to Leiter’s Circular Conception of Religion, 26 J. L. & RELIGION 43 (2010) (peer-reviewed).

The Venn Diagram of Business Lawyering Judgments: Toward a Theory of Practical Metadisciplinarity, 46 SETON HALL L. REV. 1 (2011).

The Epistemology of the Financial Crisis: Complexity, Causation, Law, and Judgment, 19 S. CAL. INTERDISC. L. REV. 299 (2010).

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Beetles, Frogs, and Lawyers: The Scientific Demarcation Problem in the Gilson Theory of Value Creation, 46 WILLAMETTE L. REV. 139 (2009).

Disclosure and Judgment: "We Have Met Madoff and He is Ours," 35 U. DAYTON L. REV. 139 (2009).

Why the Law of Entrepreneurship Barely Matters, 31 W. NEW ENG. L. REV. 701 (2009).

Review of *POLICING AND THE POETICS OF EVERYDAY LIFE* (solicited), 43 L. & SOC'Y REV. 720 (2009).

Objectivity and Subjectivity in Contract Law: A Copernican Response to Professor Shiffrin, 21 CAN. J. L. & JURIS. 399 (2008) (peer reviewed).

Models and Games: The Difference between Explanation and Understanding for Lawyers and Ethicists, 56 CLEV. ST. L. REV. 613 (2008).

Memo to Lawyers: How Not to "Retire and Teach," 30 N.C. CENT. L. REV. 151 (2008).

Screed or Scholarship: The Days of Whine and Roses, 9 LEGAL ETHICS 233 (2007) (solicited review of *The Destruction of Young Lawyers*).

Freedom, Compulsion, Compliance, and Mystery: Reflections on the Duty Not to Enforce a Promise, 3 LAW, CULTURE & THE HUMANITIES 82 (2007) (peer-reviewed).

Of Fine Lines, Blunt Instruments, and Half-Truths: Business Acquisition Agreements and the Right to Lie, 32 DEL. J. CORP. L. 431 (2007).

Contract Formalism, Scientism, and the M-Word: A Comment on Professor Movsesian's Under-Theorization Thesis, 35 HOFSTRA L. REV. 23 (2006) (featured as "Download of the Week" on Larry Solum's Legal Theory Blog, June 24, 2006).

Law as Rationalization: Getting Beyond Reason to Business Ethics, 37 U. TOL. L. REV. 959 (2006).

Duty and Consequence: A Non-Conflating Theory of Promise and Contract, 36 CUMB. L. REV. 321 (2006).

Contingency and Contracts: A Philosophy of Complex Business Transactions, 54 DEPAUL L. REV. 1077 (2005).

The Bewitchment of Intelligence: Language and Ex Post Illusions of Intention, 78 TEMP. L. REV. 99 (2005).

Sarbanes-Oxley, Jurisprudence, Game Theory, Insurance and Kant: Toward a Moral Theory of Good Governance, 50 WAYNE L. REV. 1083 (2004).

Antitrust Issues in Dealer Terminations and Product Distribution, 64 MICH. BAR J. 44 (1985) (with Ronald S. Holliday).

Antitrust, 4 DET. COLL. L. REV. 281 (1984) (Annual Survey of Sixth Circuit Law)

Books and Book Contributions:

BEYOND LEGAL REASONING: A CRITIQUE OF PURE LAWYERING (Routledge, 2017) (www.routledge.com/Beyond-Legal-Reasoning-a-Critique-of-Pure-Lawyering/Lipshaw/p/book/9781138221307)

Cognition and Reason: Rethinking Kelsen in the Context of Contract and Business Law, in D.A. Jeremy Telman, ed., HANS KELSEN IN AMERICA – SELECTIVE AFFINITIES AND THE MYSTERIES OF ACADEMIC INFLUENCE (Springer, 2016).

Formalism, Speech Acts, and the Realities of Contract Formation, in Lawrence Solan, Janet Ainsworth & Roger Shuy, eds., SPEAKING OF LANGUAGE AND LAW: CONVERSATIONS ON THE WORK OF PETER TIERSMA (Oxford Univ. Press, 2015).

BECOMING A LAW PROFESSOR: A CANDIDATE'S GUIDE (with Brannon Denning and Marcia McCormack), American Bar Association (2010).

UNINCORPORATED BUSINESS ENTITIES, 5th edition (with Larry Ribstein (deceased), Elizabeth Miller, and Joshua Fershee) (LexisNexis, 2014).

ENRON AND OTHER CORPORATE FIASCOS: THE CORPORATE SCANDAL READER, 2D, edited by Nancy B. Rapoport, Jeffrey D. Van Niel & Bala G. Dharan (Foundation Press, 2009) (*Wayne Law Review* and *University of Toledo Law Review* articles, above).

Note on Judge Posner's Opinion in Lake River Corp. v. Carborundum Co., in *Teachers' Manual to BRUCE W. FRIER & JAMES J. WHITE, THE MODERN LAW OF CONTRACTS* (2005), at 268-71.

Trial in LITIGATING THE COMMERCIAL CASE, ch. 11 (1992) (with Donald S. Young).

Other

Conglomerate "Masters" Series, 2011-12. *Conglomerate* is the leading business and corporate law professor blog. In 2011-12, I was invited to participate for the year in its "Masters" series, in which leading business law scholars comment on selected topics.

Entrepreneur/VC Term Sheet Simulation Materials, available at the Kauffman Foundation's educator website, [Entrepreneurship.org](http://www.entrepreneurship.org) (www.entrepreneurship.org/eLaw).

Harvard Program on the Legal Profession, Conference on Globalization of the Legal Profession, November 21, 2008. Posted live blogging of proceedings on *Legal Profession Blog*. See http://www.law.harvard.edu/programs/plp/pages/globalization_conference.php

Corporate Boards and Good Judgment: Does Rule 14a-8 Activism Help? HARVARD LAW SCHOOL CORPORATE GOVERNANCE BLOG, November 29, 2008.

Co-Editor, *Legal Profession Blog*, http://lawprofessors.typepad.com/legal_profession/.

Co-Editor, *The Legal Whiteboard*, <http://lawprofessors.typepad.com/legalwhiteboard/>.

Guest Blogger, *PrawfsBlawg*, July-August, 2006; July, 2007, July, 2008; July, 2009; May, 2010; July 2011; June 2012.

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Guest Blogger, *Concurring Opinions*, December, 2007 – January, 2008.

Guest Blogger, *Conglomerate*, October, 2008.

Appellant's Brief in *O'Dowd v. General Motors Corp.*, 4 COOLEY L. REV. 193 (1987) (Winner of the Thomas M. Cooley Law Review Distinguished Brief Award).

SELECTED PRESENTATIONS

Presenter, "The Persistence of 'Dumb' Contracts," 13th International Contracts Conference, Barry University Law School, Orlando, FL, Feb. 23, 2018

Presenter, "Halting, Intuition, Heuristics, and Action: Alan Turing and the Theoretical Constraints on AI-Lawyering," Symposium, The Rise of the Automaton, Savannah Law School, Sept. 15, 2017.

Speaker, "Unlearning How to Think Like a Lawyer," Harvard Law School Center on the Legal Profession, April 4, 2017 (Video available at <https://www.youtube.com/watch?v=StrLzDSA4dc&feature=youtu.be>)

Presenter, "Does Contract Law Matter," 10th International Contracts Conference, UNLV, Jan. 27-28, 2015.

Presenter, "Hans Kelsen in America" Conference, Valparaiso University School of Law, Chicago, June 25-26, 2014 (see above).

Presenter, AALS Annual Meeting, Transactional Law and Skills Meeting, Jan. 5, 2014 (see reference to *What Is It Like to Be a Beetle?* above).

Presenter, Larry Ribstein Memorial Symposium, University of Illinois College of Law, Oct. 17-18, 2013 (see reference to *Trust V. "Law in a Box"* above).

Commenter, George Washington University C-LEAF Junior Scholars Workshop, Washington, D.C., April 5-6, 2013.

AALS Annual Meeting, Jan. 4-7, 2013, Section on Agency, Partnership, LLCs and Unincorporated Associations, commenter on paper by Kelli Alces of Florida State.

Presenter, *What's Going on? – The Psychoanalysis Metaphor for Educating Lawyer-Counselors*, at the symposium entitled "Are Law Schools Passing the Bar: Examining the Demands and Limitations of the Legal Education Market?", University of Connecticut Law School, Nov. 16, 2012.

Invited Guest, "Unlocking the Law" Seminar (in honor of Larry Ribstein), George Mason Law School Law & Economics Center, Nov. 8-9, 2012.

Presenter, *Reflections on the Two-Handed Lawyer*, Law & Society Association Annual Meeting, Honolulu, HI, June 5, 2012.

Guest Lecture, *Disclosure and Paradoxes of Rationality*, Suffolk University Philosophy Department (Prof. Nir Eisikovits), April 10, 2012.

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