

## JOHN F. COYLE

University of North Carolina School of Law  
160 Ridge Road, CB # 3380  
Chapel Hill, NC 27599

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### PROFESSIONAL EXPERIENCE

#### UNIVERSITY OF NORTH CAROLINA SCHOOL OF LAW

Chapel Hill, North Carolina

*Reef C. Ivey II Distinguished Professor of Law*

2019-present

*Associate Professor of Law (with tenure)*

2016-present

*Assistant Professor of Law*

2010-2016

Courses: Business Associations, Conflict of Laws, Contracts, International Business Transactions

Awards: Charles E. Daye Award for Excellence in Service (2019)

Frederick B. McCall Award for Teaching Excellence (2015)

James H. Chadbourne Award for Excellence in Scholarship (2014)

#### HARVARD LAW SCHOOL

2008-2010

Cambridge, Massachusetts

*Climenko Fellow*

#### COVINGTON & BURLING LLP

2006-2008

Washington, D.C.

*Corporate Associate*

#### REENA RAGGI, U.S. COURT OF APPEALS FOR THE SECOND CIRCUIT

2005-2006

Brooklyn, New York

*Law Clerk*

### EDUCATION

#### YALE LAW SCHOOL, J.D., 2005

New Haven, Connecticut

*Yale Law Journal*, Symposium Editor

*Yale Journal of International Law*, Articles Editor

William K.S. Wang Prize (superior performance in introductory course in corporate law)

Jewell Prize (outstanding writing by a second-year law student)

#### CAMBRIDGE UNIVERSITY, M.Phil in European Studies, 2001

Cambridge, England

High Honors

#### HARVARD COLLEGE, A.B. *magna cum laude* in History and Literature, 2000

Cambridge, Massachusetts

Phi Beta Kappa

Barrett Wendell Prize (departmental essay prize)

## **PUBLICATIONS**

### **MAJOR PUBLISHED ARTICLES**

*Enforcing Outbound Forum Selection Clauses*, 96 IND. L.J. (forthcoming 2021) (with Katherine Richardson)

*A Short History of the Choice-of-Law Clause*, 91 COLO. L. REV. (forthcoming 2020)

*Interpreting Forum Selection Clauses*, 104 IOWA L. REV. 1791 (2019)

*Interpreting Contracts Without Context*, 67 AM. U. L. REV. 1673 (2018) (with Mark Weidemaier)

*The Canons of Construction for Choice-of-Law Clauses*, 92 WASH. L. REV. 631 (2017)

*Reviving the Treaty of Friendship: Enforcing International Investment Law in U.S. Courts*, 49 ARIZ. ST. L.J. 61 (2017) (with Jason Yackee)

*The Role of the CISG in U.S. Contract Practice: An Empirical Study*, 38 U. PA. J. INT'L L. 195 (2016)

*The Case for Writing International Law into the U.S. Code*, 56 B.C. L. REV. 433 (2015)

*Contractual Innovation in Venture Capital*, 66 HASTINGS L.J. 133 (2014) (with Joseph Green)

*Rethinking Judgments Reciprocity*, 92 N.C. L. REV. 1109 (2014)

*Acqui-hiring*, 63 DUKE L.J. 281 (2013) (with Gregg Polsky)

*The Treaty of Friendship, Commerce and Navigation in the Modern Era*, 51 COLUM. J. TRANSNAT'L L. 302 (2013)

*Business Courts and Interstate Competition*, 53 WM. & MARY L. REV. 1915 (2012)

*Rethinking the Commercial Law Treaty*, 40 GA. L. REV. 656 (2011)

*Incorporative Statutes and the Borrowed Treaty Rule*, 50 VA. J. INT'L LAW 655 (2010)

### **BOOKS AND BOOK CHAPTERS**

*Corporations and Other Business Enterprises: Cases and Materials (Fourth Edition)* (2016) (with Thomas Lee Hazen and Jerry Markham)

*The SPEECH Act and the Enforcement of Foreign Libel Judgments in U.S. Courts*, in 18 YEARBOOK OF PRIVATE INTERNATIONAL LAW 245 (A. Bonomi & G. Romano eds., 2017)

## WORKS IN PROGRESS

*Enforcing Inbound Forum Selection Clauses*

*Public Policy in U.S. Private International Law*

*Temporal Choice of Law*

## OTHER WORK

*Contract as Swag*, 124 PENN. ST. L. REV. (forthcoming 2020) (with Joseph Green)

*The Role of the CISG in Canadian Contract Practice*, 39 J.L. & COM. (forthcoming 2020) (invited symposium)

*Party Autonomy and the Presumption Against Extraterritoriality*, 55 WILLAMETTE L. REV. 559 (2019) (invited symposium)

*The Butterfly Effect in Boilerplate Contract Interpretation*, 82 LAW & CONTEMPORARY PROBLEMS i (2019)

*Contracting Around the Hague Service Convention*, 53 UC DAVIS L. REV. ONLINE 53 (2019) (with Robin Effron & Maggie Gardner)

*An Empirical Study of Dispute Resolution Clauses in International Supply Contracts*, 52 VAND. J. TRANSNAT'L L. 323 (2019) (with Christopher Drahozal)

*Choice-of-Law Clauses in U.S. Bond Indentures*, 13 CAPITAL MARKETS L. J. 152 (2018) (peer reviewed)

*The SAFE, the KISS, and the Note: A Survey of Startup Seed Financing Contracts*, 103 MINN. L. REV. HEADNOTES 42 (2018) (with Joseph Green)

*Friendly and Hostile Deals in the Market for Sovereign Control*, 66 DUKE L.J. ONLINE 37 (2017)

*Startup Lanyering 2.0*, 95 N.C. L. REV. 1403 (2017) (with Joseph Green) (invited symposium)

*The Great Vanishing: International Trade Agreements in U.S. Courts*, 95 N.C. L. REV. ADDENDUM 70 (2017)

*Altering Rules, Cumulative Voting, and Venture Capital*, 2016 UTAH L. REV. 595 (2016) (invited symposium)

*Crowdfunding and the Not-So-Safe SAFE*, 102 VA. L. REV. ONLINE 168 (2016) (with Joseph Green)

*Friendship Treaties ≠ Judgments Treaties*, 112 MICH. L. REV. FIRST IMPRESSIONS 49 (2013)

## **COURT CITATIONS**

1. Volvo Grp. N. Am., Ltd. Liab. Co. v. Forja De Monterrey S.A. de C.V., No. 1:16-cv-114, 2019 U.S. Dist. LEXIS 172435, at \*6-7 (M.D.N.C. Oct. 4, 2019) (citing *The Canons of Construction for Choice-of-Law Clauses*)
2. Neurvana Med. v. V., No. 2019-0034-KSJM, 2019 Del. Ch. LEXIS 995, at \*8 (Ch. Sep. 18, 2019) (citing *Interpreting Forum Selection Clauses*)
3. Catlin Specialty Ins. Co. v. J.J. White, Inc., No. 14-1255, 2018 U.S. Dist. LEXIS 31189, at \*19-20 (E.D. Pa. Feb. 26, 2018) (citing *The Canons of Construction for Choice-of-Law Clauses*)
4. Danganan v. Guardian Prot. Servs., No. 36 WAP 2017, 2018 Pa. LEXIS 955, at \*11 n.7 (Feb. 21, 2018) (citing *The Canons of Construction for Choice-of-Law Clauses*)
5. Midwest Neurosciences Assocs., LLC v. Great Lakes Neurosurgical Assocs., LLC, 2018 WI App 8 n.2 (citing *The Canons of Construction for Choice-of-Law Clauses*)
6. CompoSecure, LLC v. CardUX, LLC, No. 12524-VCL, 2018 Del. Ch. LEXIS 41, at \*52 n.271 (Ch. Feb. 1, 2018) (citing *The Canons of Construction for Choice-of-Law Clauses*)
7. B.E. Capital Mgmt. Fund LP v. Fund.com Inc., 171 A.3d 140, 147 n.34 (Del. Ch. 2017) (citing *The Canons of Construction for Choice-of-Law Clauses*)
8. Menezes v. WL Ross & Co., LLC, 403 S.C. 522, 534 n.5, 744 S.E.2d 178, 185 (2013) (citing *Business Courts and Interstate Competition*)

## **SELECTED PRESENTATIONS**

“A Short History of the Choice-of-Law Clause,” Faculty Workshop, Arizona State University, February 2020

“A Short History of the Choice-of-Law Clause,” National Business Law Scholars Conference, University of California at Berkeley Law School, June 2019

“The Role of the CISG in Canadian Contract Practice,” The CISG at Middle Age, University of Pittsburgh School of Law, March 2019

“Contract as Swag,” BYU Winter Deals Conference, Park City, Utah, March 2019

“Party Autonomy and the Presumption Against Extraterritoriality,” Symposium on the Extraterritorial State, Willamette Law School, January 2019

“The Hague Judgments Convention,” Association of American Law Schools Annual Meeting, New Orleans, Louisiana, January 2019

“Using Contract Drafting Software to Prepare Choice-of-Law Clauses and Forum Selection Clauses,” 8<sup>th</sup> Conference on Teaching Transnational Commercial Law, Madrid, Spain, October 2018

“Interpreting Forum Selection Clauses,” Society of Legal Scholars Annual Conference, London, England, September 2018

“Interpreting Forum Selection Clauses,” Law, Economics, and Politics Colloquium, Duke Law School, Durham, North Carolina, August 2018

“Interpreting Forum Selection Clauses,” Faculty Workshop, Wake Forest Law School, Winston-Salem, North Carolina, April 2018

“The Safe, the Kiss, and the Note: A Survey of Seed Financing Contracts,” BYU Winter Deals Conference, Park City, Utah, March 2018

“Interpreting Forum Selection Clauses,” Faculty Workshop, University of North Carolina, Chapel Hill, North Carolina, November 2017

“Reviving the Treaty of Friendship: Enforcing International Investment Law in U.S. Courts,” International Law Workshop, William & Mary Law School, Williamsburg, Virginia, May 2017

“Interpreting Contracts Without Context,” Conference on Contractual Black Holes, Duke Law School, Durham, North Carolina, April 2017 (with Mark Weidemaier)

“The Canons of Construction for Choice-of-Law Clauses,” Brooklyn Law School, New York, New York, February 2017

“The Canons of Construction for Choice-of-Law Clauses,” Association of American Law Schools Annual Meeting, San Francisco, California, January 2017

“The Role of the CISG in U.S. Contract Practice: An Empirical Study,” 8<sup>th</sup> Conference on Teaching Transnational Commercial Law, International Law Institute, Washington D.C., November 2016

“Startup Lawyering 2.0,” Duke Law School, Durham, North Carolina, November 2016

“Startup Lawyering 2.0,” Symposium on the Role of Law in Promoting Entrepreneurship, University of North Carolina, Chapel Hill, North Carolina, October 2016.

“The Canons of Construction for Choice-of-Law Clauses,” Summer Faculty Workshop, University of North Carolina, Chapel Hill, North Carolina, July 2016

“The Canons of Construction for Choice-of-Law Clauses,” Junior Business Law Conference, University of Colorado, Boulder, Colorado, July 2016

“The Domestic Implementation of Private International Law Treaties,” American Society of International Law Annual Meeting, Washington, D.C., April 2016

“Altering Rules, Cumulative Voting, and Venture Capital,” Wake Forest Law School, Winston-Salem, North Carolina, January 2016

“Transactional Lawyering and Contractual Innovation,” Association of American Law Schools Annual Meeting, New York, New York, January 2016

“Altering Rules, Cumulative Voting, and Venture Capital,” Symposium on Legal Innovation and Modern Entrepreneurship, University of Utah, Salt Lake City, October 2015

“The Role of the CISG in U.S. Contract Practice: An Empirical Study,” Colloquium on Private International Law, Economics, and Development, sponsored by the Federalist Society, Los Angeles, California, October 2015

“Cumulative Voting in the Twenty-First Century,” National Business Law Scholars Conference, Seton Hall Law School, Newark, New Jersey, June 2015

“The Role of the CISG in U.S. Contract Practice,” Duke Law School, Durham, North Carolina, January 2015

“Law and Entrepreneurship,” William & Mary Law School, Williamsburg, Virginia, October 2014

“Contractual Innovation in Venture Capital,” presentation to the faculty of the University of North Carolina School of Law, Chapel Hill, North Carolina, September 2014

“The Case for Writing International Law into the U.S. Code,” Duke Law School, Durham, North Carolina, August 2014

“The Art of the Acqui-hire,” Stephanie K. Seymour Distinguished Lecture in Law, University of Tulsa College of Law, Tulsa, Oklahoma, February 2014

“Rethinking Judgments Reciprocity,” presentation to the Southeast Junior-Senior Faculty Workshop, Emory University, Atlanta, Georgia, November 2013

“Rethinking Judgments Reciprocity,” presentation to the faculty of the University of North Carolina School of Law, Chapel Hill, North Carolina, October 2013

“Rethinking Judgments Reciprocity,” presentation to the Duke Law School Summer Workshop Series, Durham, North Carolina, June 2013.

“Acqui-hiring,” presentation to the Entrepreneurial Unit at Harvard Business School, Cambridge, Massachusetts, September 2012.

“Acqui-hiring,” presentation to the Duke Summer Workshop Series, Durham, North Carolina, June 2012.

“The Decline of the Treaty of Friendship, Commerce, and Navigation,” presentation to the faculty of Arizona State Law School, Tempe, Arizona, March 2012.

“Business Courts and Interstate Competition,” presentation to the faculty of the Chicago-Kent School of Law, Chicago, Illinois, January 2012.

“Reviving the Treaty of Friendship, Commerce, and Navigation,” presentation to the Annual Workshop of the International Law in Domestic Courts Interest Group of the American Society of International Law, Brigham Young University, Provo, Utah, December 2011.

“Reviving the Treaty of Friendship, Commerce, and Navigation,” presentation to the Faculty Colloquium on International Law and Theory at Washington University School of Law, St. Louis, Missouri, November 2011.

“Competition, Innovation, and the Future of the Business Court,” presentation to the Midwest Corporate Law Scholars Conference, Ohio State University. Columbus, Ohio, June 2011.

## **SERVICE**

Appointments Committee	2019-2020 (chair) 2018-2019 (chair) 2017-2018 (chair) 2016-2017 2012-2013
Faculty Speakers Committee	2015-2016 2010-2011
Planning Task Force – Law and Entrepreneurship Institute	2018-2019
Strategic Planning Committee	2016-2017
LLM Program, Faculty Supervisor	2014-2015
Curriculum Reform Committee	2014-2015
Self-Study Committee	2013-2014
Student Employment Committee	2011-2012
Transactional and Corporate Law Association, Faculty Advisor	2011-present
North Carolina Journal of International Law, Faculty Advisor	2014-present
Corporate Law Appellate Advocacy Team, Faculty Advisor	2014-present
International Law Organization, Faculty Advisor	2016-present

## **BAR ADMISSIONS**

New York (2006)  
District of Columbia (2007) (inactive)