

Carter G. Bishop

1800 North Oak Street, Apt. 1701
Arlington, VA 22209

Suffolk Law Office 617-573-8534
Cell 202-641-8456
E-mail cgbishopesq@mac.com
(SSRN Author Page: <http://www.ssrn.com/author=55232>)

PROFESSIONAL EXPERIENCE:

Professor of Law
Suffolk University Law School
120 Tremont Street
Boston, MA 02108-4977
(1996-Present) (Visiting Professor of Law 1995-1996)
(Paris Program - University of San Diego - Summer 1996)
(Sweden Program – Suffolk Law School – Summer 1999 & 2000)
(University of San Diego - Visiting Professor - Summer 2005)
(2009 Alexander J. Cella Law Review Award)

Visiting Professor of Law
Georgetown University Law Center
600 New Jersey Avenue, NW
Washington, DC 20001
(Fall 2010, Summer 2011)

Distinguished Visiting Scholar & Visiting Professor of Law
Catholic University of America Columbus School of Law
3600 John McCormack Rd, NE
Washington, DC 20064
(2009-2010)
(2010 Outstanding Evening Professor Award (SBA))

Visiting Professor of Law
University of Baltimore School of Law
1420 North Charles Street
Baltimore, MD 21201
(2007-2008; Fall 2010 Contracts Instructor)

Visiting Professor of Law
The George Washington University Law School
2000 H Street, NW
Washington, DC 20052
(2005-2006)

Visiting Professor of Law
American University Washington College of Law
4801 Massachusetts Ave., NW
Washington, DC 20016-8181
(2003-2004)

Visiting Professor of Law
Washington & Lee School of Law
Sydney Lewis Hall
Lexington, VA 24450-0303
(Fall 2000)

Visiting Professor of Law
Northeastern University School of Law
100 Huntington Avenue
Boston, MA 02115
(Spring 1999 & Spring 2003)

Professor of Law &
Founding Director, Graduate Tax Program
William Mitchell College of Law
875 Summit Avenue
St. Paul, MN 55105
(1984-1995) (Associate Professor 1984-1988)
(**University of San Diego** - Visiting Professor - Summer 1990)
(**London Program - William Mitchell** - Summer 1991)

Consultant
Lindquist & Vennum, P.L.L.P.
4200 IDS Center, 80 South Eighth Street
Minneapolis, MN 55402
(Of Counsel, 1992-1995) (Consultant, 1997-2004)
(Argued and won Eighth Circuit case invalidating an international tax regulation)

Consultant
Kaplan, Strangis & Kaplan, P.A.
5500 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402
(1990-1992)

Partner, Shareholder & Of Counsel
Doherty, Rumble & Butler, P.A. (now dissolved)
St. Paul, MN
(1979-1986)
(Associate 1979-1983) (Of Counsel, 1984-1986)

Law Clerk
The Honorable Darrell D. Wiles
United States Tax Court
400 2d Street, NW
Washington, D.C. 20217
(1977-1979)

Attorney
Whitfield, Musgrave, Selvy, Kelley & Eddy
1400 Central National Bank Building
Des Moines, IA
(Associate, 1975-1977) (Consultant, 1976-1977)

Honors Program Law Clerk
Office of District Counsel
Internal Revenue Service
Greensboro, North Carolina
(Summer 1974)

Internal Revenue Agent
Internal Revenue Service
Indianapolis, IN
(1971-1973)
(**Treasury Department, 1973 Superior Performance Award**)

EDUCATION:

LL.M. (Taxation) (1977)
New York University
(Research Assistant to **Professor James S. Eustice**)

J.D. (With Honors) (1975)
Drake University School of Law
(Order of Barristers)
(Drake Law Review-Managing Editor)
(Moot Court Board President)
(National Moot Court Competition Team Member)
(Rodney L. Hudson Outstanding Appellate Advocacy Award)

M.B.A. (1973)
Drake University
(Finance Concentration - Beta Gamma Sigma-National Business Honorary)

B.S. (1971)
Ball State University
(Accounting Major; English Literature Minor)
(Delta Sigma Pi - National Business Honorary)

PROFESSIONAL & CIVIC ACTIVITIES:

American Association of Law Schools

Chair-Elect 2004-2005

Chair 2005-2006

Section on Agency, Partnerships, LLCs & Unincorporated
Business Associations

Executive Committee 2004-present

American Law Institute

Member (1992-present)

Member, Tax Advisory Group 1998-2000

Member, Consultative Groups: Restatement 3d Agency, Nonprofit
Corporations & Employment Law (present)

CALI Board of Editors

Computer Assisted Legal Instruction (CALI) (2000-present)

Chicago, Illinois

National Conference of Commissioners on Uniform State Laws

Uniform Limited Liability Company Act (1995)

National Reporter, 1992-1995

Uniform Limited Liability Amendments to RUPA (1997)

National Reporter, 1995-1996

Uniform Cross-Entity Merger & Conversion Act

Advisor - Massachusetts State Bar Association, 2000-2004

Revised Uniform Limited Liability Company Act (2006)

National Co-Reporter, 2003-2007

Uniform Business Entity Harmonization Act

National Co-Reporter, 2009-2012

Massachusetts State Bar Association

Member, Tax Council (1999-2001)

Minnesota State Bar Association & Limited Liability Company Task Force

MSBA Legislative Advocacy Award, 1992

Chair and Co-Reporter, 1992-1993

(Drafted Minnesota LLC Act adopted by legislature in 1992)

(Bar Association Legislative Service Award 1992)

(Co-Reporter for Limited Liability Partnership Act, 1994)

American Bar Associations

Business Law and Tax Sections - Active Member

United Way of the St. Paul Area

Member Board of Directors 1983-1986

Chair Allocations Committee 1984-1985

St. Croix Valley Area Girl Scout Council
Member Board of Directors 1981-1983

St. Paul Area Chamber of Commerce
Small Business Council
Score/Ace Outstanding Contribution Award 1981

St. Paul Area Women Abuse Centers
Board of Directors 1981-1982

BOOKS & ARTICLES - CURRENT PROJECTS:

C. Bishop, **Limited Liability Companies** (West Nutshell Series (forthcoming 2011))

C. Bishop & D. Barnhizer, "Ex-Ante Contractual Waivers of Negligent Tort Liability: A Reform Model for Convergence of Private Contract and Public Tort Law" (Forthcoming 2011)

C. Bishop, "Pierre's Progeny: In Loving Memory of My SMLLC," (Forthcoming 2011)

C. Bishop & E. Miller, "The Texas Two-Step: LLC Rhythm, Blues & Foreclosure Conflict of Laws," (Forthcoming 2011)

C. Bishop, "The Cutting Edge of Occham's Razor: The Subchapter S LLC," (Forthcoming 2011)

C. Bishop, "Minority Shareholder Fiduciary Duty To Not Terminate S Corporation Election," (Forthcoming 2011)

C. Bishop, "Once More Unto The Breach: The L3C & Regulatory Arbitrage," (Forthcoming 2011)

PUBLICATIONS – BOOKS, TREATISES & MONOGRAPHS:

C. Bishop & D. Kleinberger, **Limited Liability Companies: Tax and Business Law** (Warren, Gorham & Lamont) (1994-2009) (Two-volume treatise; revised and updated semi-annually; available Westlaw WGL-LLC)

J. Hogg, C. Bishop & D. Barnhizer, **Contracts: Cases & Theory of Contractual Obligation** (West American Casebook Series 2008) (Second Edition Forthcoming)

J. Hogg, C. Bishop & D. Barnhizer, **Selected Rules For Contracts** (West 2008) (Second Edition Forthcoming)

J. Hogg & C. Bishop, **Contracts: Cases, Problems and Materials** (West Publishing Company, St. Paul, MN, 1997)

C. Bishop & J. James, **Limited Liability Companies**, Research Institute of America Tax Advisors Planning Series (May 1994)

C. Bishop & J. Brooks, **Federal Partnership Taxation: A Guide To The Leading Cases, Statutes & Regulations** (West Publishing Company, St. Paul, MN, 1990)

I. Clark & P. Erickson, **Taxation of Agricultural Cooperatives**, Tax Management Portfolio (1985) (Significant Contributor)

PUBLICATIONS – ARTICLES & WORKING PAPERS:

C. Bishop, “The Cutting Edge of Occham’s Razor: The Subchapter S LLC,” __ **Bus. Entities** __ (Forthcoming 2011)

C. Bishop, “Minority Shareholder Fiduciary Duty To Not Terminate S Corporation Election,” __ **Tax Notes** __ (Forthcoming 2011)

C. Bishop, “Once More Unto The Breach: The L3C & Regulatory Arbitrage,” __ **W. Mitchell L. Rev.** __ (Forthcoming 2011)

C. Bishop, “Desiderata For the SMLLC Charging Order Lacuna,” __ **Stanford J. Law, Bus. & Fin.** __ (Final Edit Stage, May 2011)

C. Bishop, “The Series LLC: Tax Classification Appears in Rear View,” 130 **Tax Notes** 315 (January 17, 2011)

C. Bishop, “The Low-Profit LLC (L3C): Program Related Investments By Proxy or Perversion,” 63 **Univ. Ark. (Fayetteville) L. Rev.** 243 (2010)

C. Bishop, “Forgotten Trust: A Check-The-Box Achilles Heel,” 63 **Suffolk Univ. L. Rev.** 529 (2010)

C. Bishop, “A Jurisdictional & Governing Law Quagmire: LLC Charging Orders,” 12 **Bus. Entities** 14 (2010)

D. Kleinberger & C. Bishop, “The Single Member Limited Liability Company as Disregarded Entity: Now You See It, Now You Don’t,” 20-AUG **Bus. L. Today** 30 (2010)

C. Bishop & D. Kleinberger, “An SMLLC Conundrum: Disregarded For Federal Tax Purposes But Not In Federal Court,” 12 **Bus. Entities** 4 (Jan.-Feb. 2010)

- C. Bishop, "Fifty State Series: LLC Charging Order Statutes Table" (2010) (SSRN Working Paper Series)
- C. Bishop, "Fifty State Series: LLC Charging Order Cases Table" (2010) (SSRN Working Paper Series)
- C. Bishop, "Fifty State Series: L3C & B Corporation Statutes Table" (2010) (SSRN Working Paper Series)
- C. Bishop, "Fifty State Series: LLC & Partnership Interest Transfer Table" (2010) (SSRN Working Paper Series)
- C. Bishop, "Reverse Piercing: A Single Member LLC Paradox," 54 **S.D. L. Rev.** 199 (2009)
- C. Bishop, "Through The Looking Glass: Status Liability And The Single Member And Series LLC Perspective," 42 **Suffolk Univ. L. Rev.** 459 (2009)
- C. Bishop, "The Deontological Significance of Nonprofit Corporate Governance Standards: A Fiduciary Duty of Care Without A Remedy," 57 **Cath. U. L. Rev.** 701 (2008)
- C. Bishop, "Directorial Abdication and the Taxonomic Role of Good Faith in Delaware Corporate Law," 2007 **Mich. St. L. Rev.** 1 (2007)
- T. Rutledge, C. Bishop & T. Geu, "Foreclosure and Dissolution Rights of a Member's Creditors: No Cause For Alarm," 21 **Prob. & Prop.** 35 (2007)
- C. Bishop, "Federal Taxation of Non-Qualified Deferred Compensation & Section 409A," CCH Tax Research Consultant, Employers: Compensation and Benefits, ¶15,000 (2007) (www.tax.cchgroup.com/trc)
- D. Kleinberger & C. Bishop, "The Next Generation: The Revised Uniform Limited Liability Company Act, 62 **Bus. Law.** 516 (2007)
- C. Bishop, "The Good Faith Revival of Duty of Care In The Unincorporated Business Enterprise," 41 **Tulsa L. Rev.** 101 (2006)
- C. Bishop, "The Ebb and Flow of the Federal Tax Role of Fiduciary Duties In Family Limited Partnerships: From Byrum to Bongard," 35 **Cap. U. L. Rev.** 1 (2006)
- C. Bishop, "Taxation of Employee Stock Option Plans," CCH Tax Research Consultant, Employers: Compensation and Benefits, ¶ 13,000 (2006) (www.tax.cchgroup.com/trc)

C. Bishop, "State Tax Treatment of Business Entities," CCH Tax Research Consultant, Business: Business Stages: From Start-Up to Termination, ¶ 27,000 (2005) (www.tax.cchgroup.com/trc)

C. Bishop, "Tax Classification Under The Check-The-Box Rules," CCH Tax Research Consultant, Business: Business Stages: From Start-Up to Termination, ¶ 24,000 (2005) (www.tax.cchgroup.com/trc)

C. Bishop & D. Kleinberger, "Diversity Jurisdiction for LLCs," 14-Oct **Bus. L. Today** 31 (2004)

D. Kleinberger, C. Bishop & T. Geu, "Charging Orders and the New Uniform Limited Partnership Act: Dispelling Rumors of Disaster," 18 **Prob. & Prop.** 30 (2004)

C. Bishop, "The New Limited Partner Liability Shield: Has The Vanquished Control Rule Unwittingly Resurrected Lingered Limited Partner Estoppel As Well As Full General Partner Liability?" 37 **Suffolk Univ. L. Rev.** 667 (2004)

C. Bishop, "Trusts, Taxes & Business: Dealing With the Check-the-Box Regulations," 13 **Bus. L. Today** 23 (2003)

C. Bishop, "The Limited Liability Partnership Amendments to the Uniform Partnership Act (1994)," 53 **Bus. Law.** 101 (1997)

C. Bishop, "Unincorporated Limited Liability Business Organizations: Limited Liability Companies and Partnerships," 29 **Suffolk Univ. L. Rev.** 985 (1995)

C. Bishop, "The Uniform Limited Liability Company Act: Summary Analysis," 51 **Bus. Law.** 51 (1995)

C. Bishop, "Treatment of Members Upon Their Death and Withdrawal From A Limited Liability Company: The Case For A Uniform Paradigm," 25 **Stetson L. Rev.** 255 (1995)

C. Bishop & D. Kleinberger, "Limited Liability Partnerships," 51 **Bench & Bar** 23 (1994)

C. Bishop, "LLC Tax Classification and Business Continuity More Certain Under Rev. Proc. 94-46 Majority in Interest Definition," 2 **J. Ltd. Liab. Companies** 31 (1994)

C. Bishop & D. Kleinberger, "Structuring the Minnesota LLC," 50 **Bench & Bar** 22 (1993)

C. Bishop, "Taxation of a Partnership Profits Interest: The Intersection of Income Tax Theory and Partnership Principles," 18 **Wm. Mitchell L. Rev.** 639 (1992)

C. Bishop & D. Kleinberger, "The New Minnesota Limited Liability Company Act: Beyond Subchapter S," 49 **Bench & Bar** 18 (1992)

C. Bishop & M. Durkin, "Nonqualified Deferred Compensation Plans: A Review and Critique," 17 **Wm. Mitchell L. Rev.** 1 (1991)

C. Bishop, "A Tale of Two Liabilities," 16 **Wm. Mitchell L. Rev.** 1 (1990)

C. Bishop, "Loss Limitation and Individual Minimum Tax After the Tax Reform Act of 1986: Evolution or Revolution?" 14 **Wm. Mitchell L. Rev.** 1 (1988)

E. Higgins & C. Bishop, "Program-Related Investments of Private Foundations," **Tax Management Memorandum 81-16** (August 10, 1981)

C. Bishop, "The Tax Benefit Rule After Unvert: Does It Compromise The Statute of Limitations?" 51 **J. Taxation** 272 (1979)

C. Bishop, "Section 6851 Termination of A Taxable Year: The Search For A Taxpayer Remedy," 24 **Drake L. Rev.** 683 (1975) (Student Note)

END OF DOCUMENT