

COURSE SYLLABUS:
TRANSACTIONAL DRAFTING

Fall 2013

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Class Hours: Wednesdays 3:30 to 5:20 p.m.

Room: 172

Required Text: Kuney, *The Elements of Contract Drafting with Questions and Clauses for Consideration*, 3rd ed.

1. COURSE OBJECTIVES & FORMAT: This course will provide second and third-year law students with an opportunity to draft contracts often used in representing business entities and receive feedback on those contracts. It focuses on teaching the student general components of drafting business contracts and developing the skills necessary for effectively writing and organizing these contracts.

2. ASSIGNMENTS: The assignments listed below are tentative; they may change as the semester progresses. Assignments due "in class" must be ready at the beginning of the class in which they are due. Assignments turned in after the beginning of class will be considered late.

3. CLASS ANNOUNCEMENTS: Please check your e-mail for any class-related announcements. E-mail is the preferred method for communicating with me. You can reach me by telephone at my office in Birmingham during normal business hours, but I will also routinely check e-mail throughout the day as well as before and after normal business hours.

4. GRADING: Generally, most homework assignments and in-class assignments will be graded on a check (✓+, ✓, ✓-) system. Major assignments and your exam will be graded using the Law School's letter grade system. Graded assignments will count toward your final grade as shown below. Ungraded assignments, if any, will not factor into your final grade. Keep track of your own grades. Grade updates will not be

provided at any time during the semester. The final grade will be calculated according to the following values:

* Major Assignment:	25%
* EXAM	60%
* Other Assignments & Class Participation	15%
TOTAL:	100%

I may deduct letter grades or assess failing grades for failure to attend class; for failure to submit work on time; for submission of inferior work; for violation of the Honor Code; or for violations of formatting requirements. You will receive notice if you are in danger of failing the class. Grades will be assigned consistent with the grading guidelines implemented by the law school in May 2009. Specifically, if 13 or more students are enrolled, a mean grade of 3.3 is required for the class. If 12 or fewer students are enrolled, no more than 50% of the students will be eligible to receive a grade of A (including A+, A, and A-).

5. PROFESSIONALISM: It is essential to maintain the highest level of professionalism and polite conduct in class. From time to time, we will be critiquing each other's work, and appropriate constructive comments should be directed to the *work*, not at the author.

6. TIMELINESS: Due dates and times for assignments are strict, barring a genuine emergency such as a significant, verifiable illness or death in the family. You must make the request for an extension as soon as you know of the emergency. In the absence of a genuine emergency, you will lose one letter grade, which means even one minute after the deadline. Any paper that is more than 24 hours late loses an additional letter grade. Any paper submitted later than 4 days after the original deadline will not be graded. Be sure to back up all work on at least one file storage device so that you do not lose work if your computer crashes. Do not wait until the morning an assignment is due to print it out. Computer problems in the library or with your personal computer or printer will not excuse a late paper.

7. CLASS ATTENDANCE: Barring a school approved absence or genuine emergency as defined above, class attendance is mandatory.

8. COLLABORATION: You may not discuss or work together on any writing assignment or exercise unless otherwise instructed. Your work product must always be your own. No one may read or edit your work. Copying any portion of another student's work and handing it in as your own is plagiarism and is a violation of the Honor Code. If you witness violations of the Honor Code and do not report them, you are also violating the Honor Code. That said, you will be paired with another student for some assignments in this class. Collaborative work is a significant part of most law practices and doing collaborative work in this class will help develop your practical skills.

For those assignments where you are paired with another student, collaboration starts and stops with your partner. Students who have not made a substantially equal contribution to the collaborative assignment may receive a proportionately adjusted grade. Additionally, a successful law practice relies heavily on the use of exemplar documents and your success in this class may depend on your ability to apply the key principles of the curriculum to find, understand, and effectively use good exemplars. You are free to consult all exemplars available to you from any source other than another student (collaboration with an assigned partner, however, is permitted). Choose exemplars wisely and follow the key principles of the class curriculum. Exemplars used incorrectly will result in deductions from your grade.

9. STUDENT CONFERENCES: I am generally available for student conferences before and after class. If you would like a conference, please schedule it with me at least 24 hours in advance.

10. FORMAT INSTRUCTIONS SHEET: You must read the format instructions sheet attached to this syllabus. If you fail to follow the format instructions, you will be penalized as stated in the instructions sheet. Class format shall be used in all assignments that require you to draft contracts or contract clauses. Assignments calling for the drafting of a letter or another non-contract should be formatted in a manner suitable for the document's business purpose.

11. ADA POLICY: The Law School is committed to meeting the needs of students with physical, learning, and other disabilities, and provides appropriate accommodations and services tailored to each person's specific requirements. The Law School's assistant deans and the University's Office of Disability Services work together to help individuals with disabilities achieve and maintain individual autonomy. Students with disabilities are encouraged to contact the Associate Dean for Academic Services at 205.348.6557 so that the individual's needs for support services can be evaluated and accommodated in a timely manner.

Class Schedule for Transactional Drafting – Fall 2013

8/21	Week 1	Before Class: Read chapter 1 In-Class: Review syllabus, rules, and schedules Discuss chapter 1 Exercise 1 on pp. 24-25 Introduction to exemplar sources Assignment: Exercise 2 on p. 25; Read chapters 2-3
8/28	Week 2	In-Class: Review Exercise 2 on p. 25 Discuss chapters 2-3 Review contract at Appendix 2 Assignment: Read chapter 4

9/4	Week 3	In-Class: The Hon. R. David Proctor, USDJ (N.D. Ala) Discusses Common Contract Drafting Pitfalls & Federal Practice Discuss chapter 4 Assignment: Exercises 1-3 on p. 75; Read chapters 5-6 and Service Contract memo
9/11	Week 4	In-Class: Review exercises 1-3 on p. 75 Discuss chapters 5-6 Exercise – The Service Contract Assignment: Draft Service Contract; read chapter 7
9/18	Week 5	In-Class: Directed edit of draft Service Contract Discuss chapter 7 Exercise 1 on p. 109 Assignment: Re-draft directed edit of Service Contract to be turned in and graded as our Major Assignment ; Read chapter 8
9/25	Week 6	In-Class: Collect Major Assignment to be graded Discuss chapter 8 and <i>Beal Bank</i> Exercise 1 p. 130 Assignment: Read chapters 9-11, and 14
10/2	Week 7	In-Class: Discussion of chapters 9-11, 14 and letters of intent Introduction to negotiation Exercise – “The \$10 Negotiation” Hand out negotiation fact pattern Assignment: Review fact pattern for negotiations
10/9	Week 8	In-Class: Negotiate key terms of sale for letter of intent Assignment: Draft letters of intent; read chapter 13
10/16	Week 9	In-Class: Directed edit of letters of intent Discuss chapter 13 Hand out and discuss severance and change of control agreements Assignment: Read chapter 12; draft Separation Agreement
10/23	Week 10	In-Class: Directed edit of Separation Agreement Discuss chapter 12 Hand out Purchase Agreement fact pattern Assignment: Draft Purchase Agreement to be evaluated as a first draft of your EXAM ; read chapter 15

10/30 Week 11	Assignment: Continue drafting Purchase Agreement to be evaluated as a first draft of your EXAM ; read chapter 15
11/6 Week 12	In-Class: Hand in draft Purchase Agreement Discuss confidentiality clauses Assignment: Read confidentiality clause handout
11/13 Week 13	In-Class: Return edited draft Purchase Agreements Discuss EXAM Assignment: Review edited draft Purchase Agreement and draft EXAM
11/20 Week 15	In-Class: Discuss EXAM Review of the key principles of contract drafting Assignment: Continue drafting EXAM
12/9 EXAM	Exams must be received by the registrar no later than 1:30 p.m.