COURSE SYLLABUS:

TRANSACTIONAL DRAFTING

SUMMER 2011

Class Hours: 9:10-10:20 A.M.

Room: A232

Required Text: Kuney, *The Elements of Contract Drafting with Questions and Clauses for Consideration,* 2nd ed.

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1. COURSE OBJECTIVES AND 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. 2 & 3L BULLETIN BOARD AND EMAIL: Please check your email for any class-related announcements. E-mail is the preferred method for communicating with me. I will routinely check e-mail throughout the day was well as before and after normal business hours, and my office is A244.

4. GRADING: Generally, most homework assignments and in-class assignments will be graded on the Law School's letter grade scale. Some assignments may be collected and returned without a grade. Assignments that are graded will count toward your final grade as shown below. Ungraded assignments 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 #1	25%
* Major Assignment #2: first draft- contract	25%
* EXAM: final draft- contract	35%
* Other Assignments	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.

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 will not be graded. Be sure to back up all work on at least one disk 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. Similarly, students who divide up writing assignments are violating the Honor Code. If you witness these activities and do not report them, you are also violating the Honor Code. That said, you will be paired with another student for many 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 in this regard. For those assignments where you are paired with another student, collaboration starts and stops with your partner. 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: 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, including charges brought against you under the Honor Code. 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 of another

non-contract should be formatted in a matter 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 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 Jenelle Marsh, Senior Assistant Dean for Students/Academic Services at 205-348-5750 or email jmarsh@law.ua.edu so that the individual's needs for support services can be evaluated and accommodated in a timely manner.

Class Schedule for Transactional Drafting- Summer 2011

Class 1	Before Class:	Read chapter 1
	In-Class:	Review syllabus, rules, and schedules Discuss chapter 1 Exercise 1 on p. 22
	Assignment:	Exercise 2 on pp. 22-23 and Exercise 3 on pp. 63-64; Read chapters 2-6; review appendix 2
Class 2	Assignment:	Exercise 2 on pp. 22-23 and Exercise 3 on pp. 63-64; Read chapters 2-6; review appendix 2
Class 3	In-Class:	Review exercise 2 on pp. 22-23 and exercise 3 on pp. 63-64 Discuss chapters 2-6 Exercise- The Service Contract
	Assignment:	Draft Service Contract; read chapter 7; Exercise 5-3
Class 4	In-Class:	Directed edit of draft Service Contract Discuss chapter 7
	Assignment:	Draft Service Contract to be turned in and graded as **Major Assignment 1**; read chapter 8
Class 5	In-Class:	Collect re-draft of Service Contract Discuss chapter 8 and *Beal Bank* Exercise 1 p. 108
	Assignment:	Read chapters 9-11; Exercise 6-2
Class 6	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:	Exercise 7-1

Class 7	In-Class:	Negotiate key terms of sale for letter of intent
	Assignment:	Draft letters of intent; read chapter 13
Class 8	In-Class:	Directed edit of letters of intent Discuss chapter 13
	Assignment:	Read chapter 12; draft severance agreement
Class 9	Assignment:	Read chapter 12; in-class exercise
Class 10	In-Class:	Directed edit of agreement Discuss chapter 12 Hand out Purchase Agreement fact pattern
	Assignment:	Draft Purchase Agreement; read chapter 15
Class 11	Assignment:	Read chapter 15
Class 12	In-Class:	Hand out Major Assignment #2, Real Estate Sales Agreement Review common mistakes in draft Purchase Agreements
	Assignment:	Read confidentiality clause handout
Class 13	In-Class:	Turn in Agreements (to Registrar prior to class) Review common mistakes in Agreements
Class 14	In-Class:	Discuss **Final Exam** Review of the key principles of contract drafting
Class 15	Assignment:	Draft **Final Exam**
EXAM	**Exams must be received by the registrar no later than 12:00 Noon.**	