

COURSE SYLLABUS:  
TRANSACTIONAL DRAFTING

Fall 2020

Matthew Stiles, Adjunct Professor  
Maynard Cooper & Gale, P.C.  
1901 Sixth Ave N.  
2400 Regions Harbert Plaza  
Birmingham, AL 35203-2618  
mstiles@maynardcooper.com  
Office Phone: 205.254.1071

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

Room:                        273

Required Text:            Kuney, *The Elements of Contract Drafting with Questions and Clauses for Consideration*, 5th ed.

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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. In response to the COVID-19 pandemic, I anticipate we will require that you turn in some class assignments via e-mail to the registrar’s office to ensure contactless grading.

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 Law School's grading guidelines for upper level work.

The final exam will be a take home, open book, floating exam, which you will turn in to the registrar's office prior to the deadline provided in the class schedule below.

5. PROFESSIONALISM: It is essential to maintain the highest level of professionalism and polite conduct in class. From time to time, we may critique each other's work, and appropriate constructive comments should be directed to the *work*, not 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 or server so that you do not lose work if your computer crashes. Do not wait until the day 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. However, you will be paired with another student for some assignments in this class, including your final exam. 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 48 hours in advance.

10. FORMAT INSTRUCTIONS SHEET: You are encouraged to 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 do not have to be in class format and 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.

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### **Class Schedule for Transactional Drafting – Fall 2020**

8/19	Week 1	Before Class: Read Chapter 1 In-Class: Review syllabus, rules, and schedules Discuss Chapter 1 Exercise 1 on p. 24 Assignment: Exercise 2 on pp. 24-25; Read Chapters 2-3; Review contract at Appendix 2
8/26	Week 2	In-Class: Turn in Exercise 2 on pp. 24-25 Discuss Chapters 2-3 Assignment: Read Chapter 4
9/2	Week 3	In-Class: Review Exercise 2 on pp. 24-25 Discuss Chapter 4 Assignment: Exercises 1-3 on pp. 83-84; Read Chapters 5-6 and Service Contract memo

9/9	Week 4	In-Class:	Review Exercises 1-3 on pp. 83-84 Discuss Chapters 5-6 Exercise – The Service Contract
		Assignment:	Draft outline of Service Contract; Read Chapters 7-8
9/16	Week 5	In-Class:	Directed edit of draft outline of Service Contract Discuss Chapters 7-8 Exercise 1 on p. 128
		Assignment:	Draft Service Contract to be turned in and graded as our <b>Major Assignment</b> ; Read Chapters 9-11, and Letters of Intent handout (to be e-mailed)
9/23	Week 6	Assignment:	Continue Drafting Service Contract to be to be turned in and graded as our <b>Major Assignment</b> ; Read Chapters 9-11, and Letters of Intent handout
9/30	Week 7	In-Class:	Collect <b>Major Assignment</b> to be graded Discuss Chapters 9-11 and Letters of Intent Introduction to negotiation Negotiation exercise Hand out negotiation fact pattern
		Assignment:	Review fact pattern for negotiations
10/7	Week 8	In-Class:	Review <b>Major Assignment</b> Negotiate key terms of sale for Letter of Intent
		Assignment:	Draft Letters of Intent; Read Chapter 13
10/14	Week 9	In-Class:	Discuss Chapter 13, restrictive covenants, severance, and change of control agreements
		Assignment:	Read Chapter 12; Revise Separation Agreement
10/21	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 <b>EXAM</b>
10/28	Week 11	Assignment:	Continue drafting Purchase Agreement to be evaluated as a first draft of your <b>EXAM</b>
11/4	Week 12	In-Class:	Hand in draft Purchase Agreement Discuss confidentiality clauses
		Assignment:	Read confidentiality clause handout

11/11	Week 13	In-Class:	Return edited draft Purchase Agreements Discuss <b>EXAM</b>
		Assignment:	Review edited draft Purchase Agreement and draft <b>EXAM</b>
11/18	Week 14	In-Class:	Discuss <b>EXAM</b> and Final Review
		Assignment:	Review edited draft Purchase Agreement and draft <b>EXAM</b>
12/18	<b>EXAM</b>		<b>Exams must be received by the registrar no later than 1:30 p.m.</b>