

LRWA IV Class Schedule & Assignments – Spring Semester 2009

LRWA IV – Legal Drafting

Instructor: This course is taught by Adjunct Instructors. You will be assigned an Adjunct according to the Legal Drafting section for which you registered.

Direct General Questions, Comments & Suggestions, or Concerns about the Program to:
Kari Sanderson, Assistant Director of Legal Research, Writing, and Analysis
Truland Building, Room 222, (703) 993-9158, ksander5@gmu.edu

Direct Questions about the Class Materials or the Projects to your Adjunct Instructor

Required Reading: Tina L. Stark, Drafting Contracts: How and Why Lawyers Do What They Do (Aspen Publishers, 2007) (“Stark”).

Supplemental Readings available on TWEN, or as assigned by your Adjunct.

Introduction:

Welcome to Legal Drafting (LRWA IV)! This is a two-credit course.

Legal drafting is the process of preparing legal documents governing the future behavior of your clients and other parties. While this course will introduce you primarily to work you might be expected to do as a transactional attorney, litigators do use contract drafting skills as an ancillary part of their work. For example, the majority of civil lawsuits are settled by contract – a settlement agreement – rather than a decision by a judge or jury. Even when a judge or jury does decide a case on the merits, settlement may still occur to avoid an appeal or a protracted and expensive collection process.

Legal drafting is very different from the legal writing you have done to date. Surprisingly, most law students graduate from law school with little to no exposure to transactional drafting techniques. This course attempts to expose you to basic transactional drafting and the thought that goes into memorializing a business deal. In addition, you will be exposed to some of the tasks commonly assigned to lower level associates practicing corporate work, such as forming a corporate entity and performing due diligence

During the semester you will perform work on behalf of one client and assist that client with negotiating and documenting a joint venture (the “**Deal**”). Students in each LRWA section will be assigned one of two clients, iRobot Corporation or AeroVironment, Inc. (each, a “**Client**”). Your Adjunct will serve at times as a senior partner of your firm and at times as your Client. While students within a single section will be representing the same Client, all of the projects this semester are individual projects. There are no group assignments to turn in; however, you will be performing an extended negotiation with a student from another section (who will represent the other Client). Students are encouraged to share ideas and talk through problems

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with other students in their section, both in and out of class; **however students may not compare written work on their projects (i) outside of class, or (ii) within class absent the express direction of their Adjunct.** (Your Adjunct, at his or her discretion, may encourage or permit such comparisons within class.)

In this class you will, like a first, second or third year associate, be expected to take initiative and responsibility in connection with your projects, as well as your class meetings. It is incumbent upon you to ask questions of your Adjunct when you have them, conduct research and consult sources outside of the assigned text and readings, and submit a final product of a high-quality similar to that which you would give an employer.

Your Adjunct this semester is a practitioner with his or her own practice, clients, government position, and/or family. The Adjuncts are involved with GMUSL because they care about the GMUSL community and about the training of new lawyers. We are very lucky to have these dedicated and experienced individuals involved with our program. Due to their professional or personal commitments they will not always be available to e-mail or call you back immediately. Please treat the Adjuncts with respect and professionalism at all times.

The attached class meeting schedule outlines the days classes will meet, topics to be discussed, the reading and assignments to complete prior to class, and the due dates of the six major projects. The schedule does not include any in-class or supplemental assignments that your Adjunct may assign, and which may be considered in assigning your class participation grade. Similar to last semester, class times and locations vary greatly between sections. You should refer to your syllabus often and check TWEN, including your Adjunct's link, daily for updates on class meetings and material to review.

Breakdown of the Course Projects:

Projects - During the next few months you will prepare six written Legal Drafting assignments ("Projects") on behalf of your client, the first of which will be graded pass/fail. You may submit a cover letter to the Client or the senior partner of the firm with any project this semester, identifying any problems or issues you encountered in drafting the document, and requesting any additional information you would need to make the Project more complete. With the exception of Project 1, all Projects will be graded on a 1 to 6 scale, with 6 being the highest grade a student can achieve. A "Grading Guide" generally describing this scale is posted on TWEN for your review. When your Adjunct returns graded papers, he or she will provide you with the high, low, and median grade for all students within his or her section. Please notify Kari Sanderson if you are not receiving this information for your projects. You should also notify Kari Sanderson if you are not receiving graded copies of your projects in a timely fashion.

Negotiation Session – Your client this semester will be finalizing the terms of a joint venture, which will require you to conduct a negotiation with the other side's counsel. Prior to the negotiation session, students will meet with their Adjunct in small groups to discuss negotiation strategies and possible terms of agreement. The negotiation session will usually involve only

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two students, each from a different section, and each representing one of the two Clients. One week of the semester will be dedicated to the negotiations, and it will be the student's responsibility to arrange negotiation times, rules and format with their negotiation partner. Negotiations may be conducted by phone, e-mail, in person or by a combination of these methods. Each student will turn in a letter memorializing the final agreement reached (which must be approved by their negotiation partner) along with any e-mails and contemporaneous notes taken during negotiations.

Your final grade for the semester will consist of the following projects and relative weight percentages:

Project One	– E-mail to client (pass/fail)	5%
Project Two	– Formation of a Virginia Limited Liability Company	15%
Project Three	– Due Diligence Memorandum	15%
Project Four	– Negotiation	15%
Project Five	– Revision of Joint Venture Agreement	20%
Project Six	– Joint Venture Agreement and related closing documents	20%
Class Participation*		10%

* Class Participation - Class participation will be evaluated using a variety of factors that include performance of in-class or supplemental exercises, interaction with the Adjunct during class, individual meetings, student effort, and interaction with classmates.

A class meeting schedule, with reading assignments and due dates, and a “Project Overview” describing each project is attached to this document.

General Administrative Notes:

Blind Grading: LRWA IV will employ the same blind grading scheme used last semester. With the exception of Project 1 (pass/fail e-mail), your name should never appear on a project. A three-digit or four-digit blind grading number should appear wherever you would normally list the name of counsel. For e-mails and notes turned in in conjunction with the Negotiation Project, hard copies should be provided to the adjunct, with your name (and the name of your partner) and identifying information redacted, and BGNs substituted.

Final Grades: As in previous semesters, the final grades for your legal drafting section are curved within each Adjunct's section.

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- Project Due Dates:** Please pay attention to the syllabus and the project due dates. Some projects have “rolling due dates,” meaning that the project’s due date varies depending on when your class regularly meets. Other projects are due on a specified date at a specified time.
- Project Submissions:** Projects 2,3,5 and 6 and the letter portion of Project 4 must be electronically submitted. To electronically submit your project go to <http://www.law.gmu.edu/academics/lrwa> and follow the instructions provided.
- Project 1 should be e-mailed directly to your adjunct.
- Hard copies of the e-mails and notes related to the negotiation (Project 4) must be submitted to the adjunct in his or her mailbox or as otherwise directed.
- Your Adjunct may require the submission of hard copies for other projects; please follow your Adjunct’s instructions in this regard.
- Extensions of Time:** Adjuncts do not have the authority to grant extensions of time. You may only request an extension of time to hand in a project from the LRWA Assistant Director Kari Sanderson. Extensions of time must be requested *prior to* the due date and time. Requests received after the project is due will be denied. Please see the LRWA Rules for further information on extensions of time.
- LRWA Rules:** It is important that you follow the rules specifically applicable to the LRWA program. The rules are posted on TWEN. *You should read these Rules again prior to the first class session.*
- Caution on Use of Form Books:** Forms previously produced by one’s law office, legal form books, or on-line references are often used by attorneys as a starting point in drafting legal documents. You may consult such documents as you prepare your legal drafting projects; however, such forms should be used cautiously and never in place of your own independent thought. This semester’s problems are designed to raise numerous and, at times, conflicting problems. If you rely solely on forms and fail to consider the unique circumstances, requirements, or demands of your client, your grade will suffer.
- Format:** Unless otherwise stated or directed by your Adjunct, all projects should be formatted as per the LRWA rules.

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Use of Student Projects: Any project you submit to your Adjunct may be used as a teaching tool for discussion with the entire class.

Questions/Concerns: Speak with your Adjunct, Kari Sanderson or Jennifer Hodge, Director of LRWA, regarding any questions or concerns you may have during the course of the semester. We want everyone to have a very positive learning experience this semester, and we are always looking for ways to improve the LRWA program.

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Project Overview – Legal Drafting

Project 1 (5%) – E-mail to client

Students shall draft an e-mail to their Client (submitted to their Adjunct) regarding the advisability of creating a Limited Liability Company for the purposes of entering into a joint venture.

Project 1 Due Date: 48 hours prior to the start time of your regularly scheduled class during the week of January 19.

Project 2 (15%) – Formation of Virginia LLC

Students shall create all documents and complete all forms necessary to form an LLC in Virginia, along with any additional documents required by their Adjunct.

Project 2 Due Date: February 9 at 10:00 p.m. (For all students.)

Project 3 (15%) – Due Diligence Memorandum

Students shall submit a due diligence memorandum.

Project 3 Due Date: February 23 at 10:00 p.m. (For all students.)

Project 4 (15%) – Negotiation

After holding negotiations, students shall submit a letter memorializing their negotiated agreement, the terms of which must be approved by their negotiation partner, along with notes and e-mails related to the actual negotiations.

Project 4 Due Date: March 2 at 10:00 p.m. (For all students.)

Project 5 (20%) – Revision of Joint Venture Agreement

Students shall revise (“turn”) a target Joint Venture Agreement, and shall submit both a clean copy of the turned document and a redline as against the target Joint Venture Agreement.

Project 5 Due Dates: March 29 at 10:00 p.m. (For all students.)

Project 6 (20%) – Joint Venture Agreement and related closing documents

Students shall submit a Joint Venture Agreement and all related closing documents (as assigned by their Adjuncts).

Project 6 Due Date: April 22 at 10:00 p.m. (For all students.)

Class Participation (10%) –

Class participation will be evaluated using a variety of factors that include, but are not limited to, performance on in-class and supplemental exercises, interaction with the Adjunct and classmates during class and individual meetings, and student effort.

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Class Sessions & Other Dates	Class Topics	Reading Assignment	Project Due / Project Return	Weight
Jan. 7, 8, 9, 10	<p>Introduction to Course</p> <ul style="list-style-type: none"> • Adjunct introduction & expectations • Review of course syllabus • Introduction of Client and the Deal <p>Legal Drafting Generally</p> <ul style="list-style-type: none"> • Characteristics of good legal drafting; types of legal documents • Overview of Legal Drafting <p>Introduction of Project 1</p>	<ul style="list-style-type: none"> • Stark: Chpts. 1, 18, 19 and 20 		
Jan. 14, 15, 16, 17	<p><i>The First 20 Minutes of Class Will Be a Presentation by the Librarians on Forms – Check TWEN for More Information</i></p> <p>Drafting Contracts, Part I</p> <ul style="list-style-type: none"> • Parts of a contract • Organizing a contract • Format and sentence structure <p>Translating the Business Deal into Contract Concepts</p> <p>Contract Organization</p>	<ul style="list-style-type: none"> • Stark: Chpts. 2, 3, 4, 5 and 26 		

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Jan. 21, 22, 23, 24	<p>Drafting Contracts, Part II</p> <ul style="list-style-type: none"> • Introductory Provisions • Definitions and Defined Terms • General Provisions • Signatures <p>Introduction to Joint Ventures</p> <p>Discussion of Business Entities and Entity Formation</p> <p>Introduction to Project 2 (LLC Formation)</p>	<ul style="list-style-type: none"> • Stark: Chpts. 6, 7, 16, 17 	<p>Project 1 to be E-mailed to Adjunct 48 Hours Prior to the Start Time of Your Regularly Scheduled Class</p> <p>Adjuncts return Project 1</p>	5% Pass/Fail
Jan. 28, 29, 30, 31	<p><i>The Second Hour of Class Will Be a Presentation by the Librarians on Due Diligence – Check TWEN for More Information</i></p> <p>Drafting Contracts, Part III</p> <ul style="list-style-type: none"> • Action Sections • Conditions to an Obligation • Discretionary Authority • Declarations • “Will” and “Shall” <p>Due Diligence Overview</p> <ul style="list-style-type: none"> • Reviewing Financial Filings • Reviewing SEC Filings • Reviewing Contract Terms <p>Introduction of Project 3 (Due Diligence)</p>	<ul style="list-style-type: none"> • Stark: Chpts. 8, 11, 12, 13 		

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Feb. 4, 5, 6, 7	Drafting Contracts, Part IV <ul style="list-style-type: none"> • Representations and Warranties • Covenants and Rights • Endgame Provisions Introduction to Negotiation	<ul style="list-style-type: none"> • Stark: Chpts. 9, 10, 14, 15 		
Feb. 9 at 10:00 p.m.	Due Date Only		Students submit Project 2 (LLC Formation) by electronic submission	15%
Feb. 11, 12, 13, 14	Drafting Contracts, Part V <ul style="list-style-type: none"> • Ambiguity • The Drafting Process Negotiation <ul style="list-style-type: none"> • Intersection of Negotiation, Due Diligence and Drafting • Negotiation Techniques 	<ul style="list-style-type: none"> • Stark: Chpts. 21, 27 		
Feb. 18, 19, 20, 21	No Class: Adjunct, as the Client, meets with small groups of students to discuss negotiation deal points. Students to come prepared to interview the Client regarding negotiation terms.	None		

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Feb. 23 at 10:00 p.m.	Due Date Only		Students submit Project 3 (Due Diligence Memorandum) by electronic submission	15%
Feb. 25, 26, 27, 28	No Class Students to use week to engage in negotiations	None	Adjuncts return Project 2	
March 2 at 10:00 p.m.	Due Date Only		Students submit Project 4 (Letter Memorializing Negotiation) by electronic submission, and hard copies of supplemental documents as directed by Adjunct	15%
March 4, 5, 6, 7	Reviewing Contracts <ul style="list-style-type: none"> • Deconstructing Provisions • Reviewing and Commenting on Contracts Introduction of Project 5 (Reviewing Joint Venture Agreement)	<ul style="list-style-type: none"> • Stark: 24, 28, 30 • Target Joint Venture Agreement and term sheet posted on TWEN on March 3 		
March 11, 12, 13, 14	No Class Enjoy Spring Break!	None		

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March 18, 19, 20, 21	<p>No Class</p> <p>Adjuncts will be available during the week to answer questions regarding the deal and any ambiguities in the term sheet. Individual adjuncts will announce their availability and preferred methods of contact (in-person meetings, phone conferences, e-mail).</p> <p>Students should use this week to work on Project 5.</p>	None	Adjuncts return Project 3	20%
March 25, 26, 27, 28	<p>Drafting Contracts – Part VI</p> <ul style="list-style-type: none"> • Financial Provisions • Amendments • Consents • Waivers • Miscellaneous Drafting Provisions <p>Anatomy of a closing</p> <p>Introduction to Project 6.</p>	<ul style="list-style-type: none"> • Stark: 22, 23, 29 		
March 29 at 10:00 p.m.	Due Date Only		Students submit Project 5 (Clean copy of revised Joint Venture Agreement and redline as against target Joint Venture Agreement)	20%

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April 1, 2, 3, 4	<p>No Class</p> <p>Adjuncts will be available during the week to answer questions regarding the deal and any ambiguities in the term sheet. Individual adjuncts will announce their availability and preferred methods of contact (in-person meetings, phone conferences, e-mail).</p> <p>Students should use this week to work on Project 6.</p>	<ul style="list-style-type: none"> Term sheet for Project 6 posted on TWEN on March 31. 	Adjuncts return Project 4	
April 8, 9, 10, 11	<p>Discussion of Projects 5 and 6</p>	None	Adjuncts return Project 5	
April 15, 16, 17, 18	<p>No Class</p> <p>Adjuncts will be available during the week to answer questions regarding the deal and any ambiguities in the term sheet. Individual adjuncts will announce their availability and preferred methods of contact (in-person meetings, phone conferences, e-mail).</p> <p>Students should use this week to work on Project 6.</p>	None		
April 22 at 10:00 p.m.	<p>Due Date Only</p>		Students submit Project 6: Final Joint Venture Agreement and related closing documents by electronic submission	20%