Instructor: This course is taught by adjunct instructors; page 6 of this Syllabus contains a chart listing the Adjunct Instructors by sections. Please register on TWEN for both the general LRWA IV course and your individual Adjunct Instructor’s course.

Your Adjunct Instructor this semester is a practitioner with his or her own practice, clients, government position, and/or family. The Adjunct Instructors 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 Adjunct Instructors with respect and professionalism at all times.

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

Direct General Questions, Comments and Suggestions, or Concerns about the Program to: Kari Sanderson, Director Second Year Legal Research, Writing, & Analysis Program Hazel 433BA, (703) 993-9158, ksander5@gmu.edu


Supplemental Readings as assigned by your Adjunct Instructor.

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. 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 drafting techniques or transactional work. This course attempts to expose you to basic transactional drafting and the thought that goes into memorializing a business deal. You will also be performing some of the tasks commonly assigned to lower level associates practicing transactional work, such as forming a corporate entity, reviewing corporate documents, and due diligence research.

While this course will introduce you to work you might be expected to do as a transactional attorney, it is worth noting that litigators also use contract drafting skills as an ancillary or integral part of their work. Litigators frequently review and interpret contracts. The majority of

¹ A second edition of the assigned text was issued in late November, 2013. This course will use the first edition (blue cover, 2007). The GMU bookstore will be carrying a limited number of first editions. In addition, as of January 1, the first edition remained available for purchase on Amazon, for rental at Beck’s Book Store and at Barnes & Noble, and was also available on secondary markets (including those operated by Amazon, Barnes & Noble, and Beck’s). The Reserve desk in the library will also have a copy.
civil lawsuits and divorce actions are settled by contract – a settlement agreement – rather than a decision by a judge or jury.

During this semester you will perform work on behalf of one client, St. Albans Associates, L.L.C., a closely held limited liability company. You will assist that client with negotiating and documenting a purchase of assets from another business entity (the “Deal”). Your Adjunct Instructor will serve at times as a senior partner of your firm.

All of the projects this semester are individual projects. **Students may not discuss research techniques, any specifics of the written projects, or compare written work on their projects (i) outside of class, or (ii) within class absent the express direction of their Adjunct Instructor.** The Director may make exceptions to this rule for certain projects or activities – any such exception will be made in writing and posted on TWEN. As with LRWA I and II, this course teaches and tests new methods of research and new writing concepts and, therefore, the collaboration rules are more restrictive than those used in LRWA III.

In this class you will, like a first or second 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 Instructor when you have them, conduct research and consult sources outside of the assigned text and readings as necessary, and submit a quality final product - similar to that which you would give an employer.

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 seven major projects. Class times and locations vary greatly between sections. The schedule does not include any in-class or supplemental assignments that your Adjunct Instructor may assign, and which may be considered in assigning your grade on the professionalism component of the course. You should refer to your syllabus often and check TWEN daily for updates on class meetings and material to review.

Please note that while the readings, as listed in the attached class meeting schedule, are sometimes tied to specific projects, this explicit link indicates only the first project that will be testing material covered in those readings. Once a topic or drafting technique has been introduced, it will continue to be relevant for all following projects; the projects build on each other and continued use of and attention to items introduced in early projects will be necessary to perform well in later projects.

**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. Your Adjunct Instructor may require you to submit a cover letter to the Client or the senior partner of the firm with any Project this semester and may ask you to identify any problems or issues you encountered in drafting the document or provide additional information you would need to make the Project more complete. In addition to the written Projects, you will also participate in a negotiation session.
Some projects will be graded on an expanded pass/fail basis, and others will be graded on the 0 to 6 point scale, with 6 being the highest grade a student can achieve. A Grading Guide generally describing the 6 point scale is posted on TWEN for your review. When your Adjunct Instructor returns graded papers, he or she will provide you with the high, low, and mean grade for all students within his or her section. Please notify the Director if you are not receiving this information for your Projects. You should also notify the Director if you are not receiving graded copies of your Projects in a timely fashion.

Your final grade for the semester will consist of the following Projects, which carry the stated relative weight percentages and are graded either using expanded pass/fail (“EP/F”) or the 6 point scale (“6Pt”):

<table>
<thead>
<tr>
<th>Project</th>
<th>Task</th>
<th>Weight</th>
<th>Grading Scale</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project 1</td>
<td>Letter of Intent</td>
<td>5%</td>
<td>EP/F</td>
</tr>
<tr>
<td>Project 2</td>
<td>LLC Resolutions</td>
<td>7.5%</td>
<td>EP/F</td>
</tr>
<tr>
<td>Project 3</td>
<td>Formation of a Virginia LLC</td>
<td>10%</td>
<td>6Pt</td>
</tr>
<tr>
<td>Project 4</td>
<td>Asset Purchase Agreement (Turn 1)</td>
<td>25%</td>
<td>6Pt</td>
</tr>
<tr>
<td>Project 5</td>
<td>Due Diligence</td>
<td>7.5%</td>
<td>6Pt</td>
</tr>
<tr>
<td>Project Six</td>
<td>Negotiations</td>
<td>10%</td>
<td>EP/F</td>
</tr>
<tr>
<td>Project 7</td>
<td>Asset Purchase Agreement (Turn 2)</td>
<td>30%</td>
<td>6Pt</td>
</tr>
</tbody>
</table>

Professionalism

5%

A class meeting schedule, with reading assignments and due dates may be found on pages 7-12 of this Syllabus. As noted above, Adjunct Instructors may add additional required or recommended readings to those provided in this Syllabus.

General Administrative Notes:

Blind Grading:

LRWA IV will employ the same blind grading scheme used last semester. Seven character BGNs will be used for all projects graded using the 6-point scale, and you must select your BGNs online prior to 6:00 p.m. on Sunday, February 9. A link to the form will be posted under the “Syllabus and Course Materials” link on the General LRWA IV TWEN page on January 15. Your name should never appear on a project being graded using the 6-point scale. In submitting those projects, you should place your blind grading number where you would normally list the name of counsel or as otherwise specified by your Adjunct Instructor. Please note that, pursuant to the LRWA Rules, penalties will attach for failure to
timely sign up for BGNs, as well as for losing your BGN, or for selection or use of incorrect BGNs.

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

Project Submissions: Projects 1, 2, 4, 5, and 7 must be electronically submitted using TWEN’s submission system. To electronically submit your project go to your section’s TWEN page and click on the “Assignment Drop Box” tab on the left hand side. Locate the correct project and follow the submission instructions. Your Adjunct Instructor may require the submission of hard copies for any electronically submitted project; please follow your Adjunct Instructor’s instructions in this regard.

Project 3 will be submitted exclusively via hard copy. Hard copies of P3 should be delivered to your Adjunct Instructor’s 4th Floor mailbox prior to the deadline. The written component of Project 6 will be submitted via email to your Adjunct Instructor.

Extensions of Time: Adjunct Instructors 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 Director. Extensions of time must be requested prior to the due date and time whenever possible. Absent a compelling reason for the delay, 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 this LRWA course. The rules are posted on TWEN. You should read these Rules 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 drafting guidelines outlined in the Stark text along with the unique circumstances, requirements, or demands of your client, your grade will suffer.

Professionalism: You will be graded on your professionalism throughout the semester. Class participation is one aspect of that valuation, which may include performance of in-class or supplemental exercises, indices of
preparation, and interaction with classmates and your Adjunct Instructor during class. The professionalism score will also take into account your interactions with your Adjunct Instructor outside of class, including at one-on-one meetings and in your e-mail or telephone communications with your Adjunct Instructor.

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

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

<table>
<thead>
<tr>
<th>Section</th>
<th>Day</th>
<th>Time</th>
<th>Room</th>
<th>Adjunct Instructor</th>
</tr>
</thead>
<tbody>
<tr>
<td>20404 099-006</td>
<td>Tuesday</td>
<td>8:00-9:50 p.m.</td>
<td>348</td>
<td>Min, Suyong</td>
</tr>
<tr>
<td>20327 099-001</td>
<td>Wednesday</td>
<td>10:00-11:50 a.m.</td>
<td>348</td>
<td>Sanderson, Kari</td>
</tr>
<tr>
<td>20328 099-002</td>
<td>Wednesday</td>
<td>12:00-1:50 p.m.</td>
<td>348</td>
<td>Ahn, Melissa</td>
</tr>
<tr>
<td>20405 099-007</td>
<td>Wednesday</td>
<td>6:00-7:50 p.m.</td>
<td>350*</td>
<td>Bramnick, Andrew</td>
</tr>
<tr>
<td>20406 099-008</td>
<td>Wednesday</td>
<td>8:00-9:50 p.m.</td>
<td>347</td>
<td>Okes, Brandon</td>
</tr>
<tr>
<td>20329 099-003</td>
<td>Thursday</td>
<td>8:00-9:50 a.m.</td>
<td>412</td>
<td>McSweeny, Kate</td>
</tr>
<tr>
<td>20330 099-004</td>
<td>Thursday</td>
<td>12:00-1:50 p.m.</td>
<td>348</td>
<td>Hemmer, Lisa</td>
</tr>
<tr>
<td>20944 099-012</td>
<td>Thursday</td>
<td>6:00-7:50 p.m.</td>
<td>350*</td>
<td>Bentley, Merideth</td>
</tr>
<tr>
<td>20408 099-009</td>
<td>Thursday</td>
<td>8:00-9:50 p.m.</td>
<td>348</td>
<td>Frieden, Jonathan</td>
</tr>
<tr>
<td>21065 099-010</td>
<td>Thursday</td>
<td>8:00-9:50 p.m.</td>
<td>350*</td>
<td>Barnes, Emily</td>
</tr>
<tr>
<td>20331 099-005</td>
<td>Friday</td>
<td>12:00-1:50 p.m.</td>
<td>348</td>
<td>Fernandes, Karen</td>
</tr>
<tr>
<td>20410 099-011</td>
<td>Friday</td>
<td>6:00-7:50 p.m.</td>
<td>348</td>
<td>Chung, Megan</td>
</tr>
</tbody>
</table>

*Room change. Please note that classroom 350 is located in the library. A map is available at [http://www.law.gmu.edu/library/maps/floor3](http://www.law.gmu.edu/library/maps/floor3)
<table>
<thead>
<tr>
<th>Class Sessions &amp; Other Dates</th>
<th>Class Topics</th>
<th>Reading Assignment</th>
<th>Notes</th>
</tr>
</thead>
</table>
| Jan. 7-10                   | Introduction to Course  
  • Overview of legal drafting  
  • The work of a corporate attorney  
  • Introduction to the Client and the Deal  
  Modern Legal Drafting  
  • Removing legalese  
  • Structuring for clarity  
  Drafting Contracts: The 10,000 Foot View  
  • Parts of a contract  
  • Organizing a contract  
  • Format and sentence structure  
  • Characteristics of good legal drafting; types of legal documents  
  Introduction to Project 1 (Letter of Intent)  
  • Overview of the Letter of Intent  
  • Preparing for the partner meeting | Project 1 Memo and Materials  
 Stark – Drafting Overview:  
 • 1 - A Few Words about Contract Drafting and [the Stark] Book  
 • 26 – Organizing a Contract and Its Provisions  
 • 27.1 – Introduction to the Drafting Process  
 Stark – All Drafting Projects:  
 • 18 – Legalese  
 • 19 – Clarity Through Format  
 • 24.1.2 – Create Clarity Through Format  
 • 20 – Clarity Through Sentence Structure  
 • 24.1.3 – Create Clarity through Sentence Structure  
 Stark – P1 and Partner Meeting:  
 • 27.2 – Agreeing to the Business Terms  
 • 27.4 – Learning about a Transaction  
 • 27.6.2 – Using a Precedent | |
| Jan. 14-17                  | Mandatory Professor/Student Meetings – Letter of Intent | Stark – Contract Overview:  
 • 2 – The Building Blocks of Contracts  
 • 3 – Translating the Business Deal into Contract Concepts (Part 1)  
 • 4 – Translating the Business Deal into Contract Concepts (Part 2)  
 • 5 – A Contract’s Parts | |
<table>
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<tbody>
<tr>
<td><strong>Due Date</strong> Tuesday, Jan. 21, P1</td>
<td><strong>Letter of Intent</strong></td>
<td></td>
<td>Students submit P1 via TWEN electronic submission <strong>prior to 11:00 p.m.</strong></td>
</tr>
</tbody>
</table>
| Jan 21-24 | Introduction to Corporate Governance  
• Authority to take action  
• Reviewing contract terms  
Reviewing Contracts  
• Deconstructing provisions  
Drafting Contracts: Alpha and Omega  
• Introductory provisions  
• Definitions  
• Signature blocks  
Introduction to Project 2 (LLC Resolutions) | Project 2 Memo and Materials  
Stark - P2:  
• 6 – Introductory Provisions  
• 7 – Definitions and Defined Terms  
• 17 – Signatures  
• 24 – Deconstructing Complex Provisions  
Stark – P3 and P4 Preparation:  
• 28 – How to Review and Comment on a Contract | |
| Jan. 28 – 31 | Discussion of Project 1  
Drafting Contracts:  
• Action sections  
• Numbers and financial provisions  
• Will v. shall  
• Endgame provisions  
The Acquisition Subsidiary  
Introduction to P3 (Formation of Virginia LLC) and P4 (Asset Purchase Agreement (Turn 1)) | Stark – P3 and P4:  
• 8 – Action Sections  
• 13 – Will and Shall  
• 15 – Endgame Provisions  
• 22 – Numbers and Financial Provisions | Other Counsel’s Draft Asset Purchase Agreement released on TWEN at 9:00 a.m. on January 28 |
<table>
<thead>
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<th>Class Topics</th>
<th>Reading Assignment</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Due Date</strong>&lt;br&gt;Sunday, Feb 2&lt;br&gt;P2</td>
<td><strong>LLC Resolutions</strong></td>
<td></td>
<td>Students submit P2 via TWEN electronic submission <strong>prior to 10:00 p.m.</strong></td>
</tr>
<tr>
<td>Feb. 4-7</td>
<td>Library Instruction: The first hour of class will be a presentation by the librarians on forms.&lt;br&gt;Managing a Deal: The Closing Checklist</td>
<td>Stark – P3:&lt;br&gt;• 27.6.1 – Choosing a Precedent&lt;br&gt;• 27.5 – Preparing to Draft a Contract&lt;br&gt;• 27.7 – The Logistics of Drafting a Contract&lt;br&gt;• 27.8 – Drafting the Contract</td>
<td>BGNs due Sunday, February 9 prior to 6:00 p.m.</td>
</tr>
<tr>
<td>Feb. 11-14</td>
<td>Mandatory Professor/Student Meetings – Operating Agreement Form Selection</td>
<td>Opportunity to discuss form selection, the closing checklist, and any Project or deal items with your Adjunct Instructor.</td>
<td></td>
</tr>
<tr>
<td><strong>Due Date</strong>&lt;br&gt;Tuesday, Feb 18&lt;br&gt;P3</td>
<td><strong>Formation of Virginia LLC</strong></td>
<td></td>
<td>Students submit P3 <strong>in hard copy</strong> to their Adjunct Instructor’s 4th Floor mailbox <strong>prior to 9:00 p.m.</strong></td>
</tr>
<tr>
<td>Feb. 18-21</td>
<td>Drafting Contracts: Risk Allocation Part I&lt;br&gt;• Representations and warranties&lt;br&gt;• Covenants and rights&lt;br&gt;Introduction to P6 (Negotiations)</td>
<td>Stark – P4 and P5:&lt;br&gt;• 14 – Drafting the Contract Concepts – A Summary Chart&lt;br&gt;• 9 – Representations and Warranties&lt;br&gt;• 10 – Covenants and Rights</td>
<td></td>
</tr>
<tr>
<td>Class Sessions &amp; Other Dates</td>
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<td>Reading Assignment</td>
<td>Notes</td>
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</tbody>
</table>
| Feb. 25 – 28                  | Introduction to P5 (Due Diligence)  
Library Instruction: The first hour of class will be a presentation by the librarians on due diligence and business research.  
Discussion of P3  
Drafting Contracts: Risk Allocation Part II  
• Conditions to an obligation  
• Discretionary authority and declarations  
• Ambiguity | Stark – P6 and P7:  
• 11 – Conditions to an Obligation  
• 12 – Discretionary Authority and Declarations  
• 21 - Ambiguity | |
| March 4-7                     | Discussion of P4  
Negotiation  
• Negotiation techniques  
• Issues for negotiation in St. Albans deal | Stark - P4:  
• 25 – Adding Value to the Deal | |
| **Due Date**  
Friday, March 7  
P4 | **Asset Purchase Agreement (Turn 1)** | | Students submit P4 via TWEN electronic submission **prior to 10:00 p.m.** |
| March 11-14                   | No Class  
Enjoy Spring Break! | None | |
<table>
<thead>
<tr>
<th>Class Sessions &amp; Other Dates</th>
<th>Class Topics</th>
<th>Reading Assignment</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Due Date</strong>&lt;br&gt;Monday, March 17&lt;br&gt;P5</td>
<td><strong>Due Diligence</strong></td>
<td></td>
<td>Students submit P5 via TWEN electronic submission prior to 11:00 p.m.</td>
</tr>
<tr>
<td>March 18-21</td>
<td>Negotiation Materials&lt;br&gt;Class will meet for one hour, and students will have one hour of class time to meet in teams to prepare for negotiations.</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Due Date</strong>&lt;br&gt;Sunday, March 23&lt;br&gt;P6</td>
<td><strong>Written Negotiation Materials</strong></td>
<td></td>
<td>Students submit P6 written materials via e-mail to their Adjunct Instructor prior to 5:00 p.m.</td>
</tr>
<tr>
<td><strong>Due Date</strong>&lt;br&gt;March 25-28&lt;br&gt;P6</td>
<td><strong>In-Class Negotiations</strong>&lt;br&gt;Students should come to negotiations in appropriate business attire.</td>
<td></td>
<td>P6: Negotiations held during class or as scheduled by your Adjunct Instructor. Negotiation schedule and location to be determined by Adjunct Instructor.</td>
</tr>
<tr>
<td>Class Sessions &amp; Other Dates</td>
<td>Class Topics</td>
<td>Reading Assignment</td>
<td>Notes</td>
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</tbody>
</table>
| April 1-4                    | Negotiated Changes to the Deal  
Drafting Contracts: Wrapping Up  
• General provisions  
• Miscellaneous drafting provisions | Stark – P7:  
• 16 – General Provisions  
• 23 – A Potpourri of Other Drafting Considerations |       |
| April 8-11                   | Ethical Considerations  
Q&A Session as re P7 | Stark – Practice Consideration:  
• 30 – Ethical Issues in Drafting | Final Class |
| April 15-18                  | Students should use this week to work on their P7 |       |       |
| **Due Date**  
Monday, April 21**  
P7 | **Asset Purchase Agreement (Turn 2)** |       | Students submit P7 via TWEN electronic submission prior to 10:00 p.m. |