

LRWA IV – Transactional Drafting and Practice

Welcome to LRWA IV – Transactional Drafting and Practice. The work you will do in this course is significantly different from the legal writing you have done to date. Instead of focusing on past conduct, you will be learning to prepare legal documents governing the future behavior of people and entities.

At the conclusion of this course you should be able to do the following:

- prepare legal documents that govern the future behavior of your clients and other parties
- understand and appropriately use drafting techniques to remove ambiguity and allocate risk in a written contract
- conduct corporate research and create documents to form a corporate entity
- prepare for an engage in negotiations over contract terms

You are expected to take initiative and responsibility in connection with your assignments and class meetings. It is incumbent upon you to ask questions of your Professor when you have them, conduct research, 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. You should refer to your syllabus often and check TWEN frequently for updates on class meetings and assigned exercises or readings.

Professors: LRWA IV is taught by practitioners who are involved with Scalia Law because they care about the community and about the training of new lawyers. We are lucky to have these dedicated and experienced individuals involved with our program. Each Professor has his or her own practice, clients, and family; please keep in mind that due to their professional or personal commitments they will not always be available to e-mail or call you back immediately.

TWEN: Please register on TWEN for both the LRWA IV – Transactional Drafting (All Students) course and your individual Professor's course.

Required Text: Tina L. Stark and Monica L. Llorente, Drafting Contracts: How and Why Lawyers Do What They Do (Aspen Publishing, 3d Edition) ("Stark")

Restrictions on Collaboration: This course teaches and tests new methods of research and new writing concepts. Accordingly, while students may discuss the concepts, the readings, and the various project and exercise content with other students, **students may not share their written work product or request or accept drafting, editing, or proofreading assistance in this course from any person or from generative artificial intelligence unless expressly authorized by their Professor or the Director.**

Assignment Information

Grading Methods: Individual assignments are graded on either an Expanded Pass/Fail basis or a 6-point scale. The possible grades for Expanded Pass/Fail projects are: High Pass, Pass, Low

Pass, Fail. A Grading Guide describing the 6-point scale is available in the Course Materials section of the LRWA IV Transactional Drafting (All Students) TWEN site.

Course Assignments: During this semester you will complete nine graded assignments: five exercises and four projects. Your Professor may require you to submit a cover memo with any assignment this semester.

The assignments for the semester, with their assigned percentage value and applicable grading method, are as follows:

Exercises 1-5		10%	EP/F
Project 1	Client Corporate Resolution	10%	6Pt
Project 2	Draft Asset Purchase Agreement	25%	6Pt
Project 3	Negotiations	10%	EP/F
Project 4	Final Asset Purchase Agreement	40%	6Pt

The assignments build on each other and continued use of and attention to items introduced in early assignments is necessary to perform well on later assignments. **Once a topic or drafting technique has been introduced and used it will continue to be relevant to all further assignments.** In addition, unless a deal term is explicitly changed during the semester, the terms and facts introduced in earlier projects continue to be applicable in later projects. Deal terms often change as due diligence is completed and negotiations occur, a real-life aspect of transactional practice that is also applicable in the course.

Professionalism: In addition to the assignments, 5% of the final grade is based on professionalism; professionalism grades are awarded on the six-point scale. Class participation is one aspect of that valuation, which may include performance of in-class or supplemental exercises, indices of preparation, attention and focus during class, and interaction with classmates and your Professor during class. The professionalism score will also take into account your interactions with the Director of the program and with your Professor outside of class, including at one-on-one meetings and in your e-mail or telephone communications.

Assignment Submissions: Written exercises and projects must be electronically submitted using TWEN's submission system. To electronically submit your document(s) go to your section's TWEN page and click on the Assignment Submission link on the left side. Locate the correct project and follow the submission instructions.

Required Header and File Names: All written exercises and projects submitted electronically must contain the following information centered as a header on a single line on every page using the same font as the body of the work: [Semester Identification] [Instructor Name] [Project Number or Exercise Number] [AGN or Name]. For example, a student submitting the

Draft Asset Purchase Agreement Provisions (Project 2) in Prof. Atkins's section would use the following:

Spring 2025 Atkins P2 637A92V

And a student submitting the Letter of Intent (Exercise 1) in Prof. Atkins's section would use the following:

Spring 2025 Atkins E1 Joe Jackson

For **all** submissions, **use the same header text to name your file.**

Time Penalties and Extensions of Time: LRWA Rule 3, which governs project submission and extension requests, applies to all exercises and projects, regardless of grading scale. **Exercises and projects submitted after the submission deadline will receive a zero.**

Your Professor does not have the authority to grant extensions of time. You may only request an extension of time 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 LRWA Rules 3.13 and 3.14 for further information on extensions of time.

Anonymous Grading: LRWA IV employs the same anonymous grading scheme used in LRWA III. Seven-character AGNs will be used for all projects graded using the 6-point scale, and **you must select your AGNs online prior to 6:00 p.m. on Monday, January 27.** A link to the form has been posted on the LRWA IV Transactional Drafting (All Students) TWEN site. Your name should never appear on a project being graded using the 6-point scale. In submitting those projects, you should place your anonymous grading number in the document header and where you would normally list the name of counsel or as otherwise specified by your Professor. **Please note that under the LRWA Rules, penalties will attach for failure to timely submit AGNs.** Other penalties related to AGNs are set forth in the LRWA Rules.

Administrative Items

LRWA Rules: You are responsible for knowing and following the rules applicable to this course. The rules are posted on the LRWA IV Transactional Drafting (All Students) TWEN site.

A Note on Plagiarism: The rules on plagiarism are different in this course than those applicable in other courses. Most attorneys drafting a contract start with an existing document prepared for a similar deal or purpose; this is considered an acceptable practice and does not raise issues of plagiarism. You may also consult form documents as you work on your drafting projects and may use language and sections of forms without in-document attribution. However, you must disclose your use of form documents, samples, or similar sources including artificial intelligence to your professor.

Caution on Use of Forms: While you may consult and use language from form documents as

you prepare your legal drafting projects, **forms and language from other contract documents should be used cautiously and never without careful consideration.** Each deal is unique and our assignments are created to raise numerous and, at times, conflicting problems which may not be adequately addressed in unaltered form language. In addition, our drafting guide for the semester is the Stark textbook, which is progressive in its use of plain language.

Your primary role as an attorney is to create documents that carry out your clients' goals and, in drafting transaction documents, accurately reflect deal terms. If you rely on forms, example language, or artificial intelligence and fail to consider the drafting guidelines in the Stark text along with the unique circumstances and requirements of your client and the deal, your grade will suffer.

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

Schedule: A class meeting schedule, with reading assignments and due dates is on pages 6-8 of this Syllabus. Professors may add additional required or recommended readings to those provided in this Syllabus and may change the schedule as needed.

Questions: Direct questions about the class materials or the assignments to your Professor. Direct general questions, comments and suggestions, or concerns about the program to:

Dean Atkins, Director, Second Year Legal Research, Writing, & Analysis Program
Hazel 433BA, (703) 993-9158, jatkins8@gmu.edu

Transactional Drafting				
Day	Time	Professor	Section #	Room #
Tuesday	9:50 am	Atkins	099-002	
Tuesday	6:05 pm	Figueroa	099-004	
Wednesday	9:50 am	Hemmer	099-005	
Wednesday	6:05 pm	Seigel	099-008	
Thursday	6:05 pm	Rappa	099-009	
Thursday	8:10 pm	Robins	099-011	
Friday	9:50 am	Bowles	099-012	

Schedule

Below are class meeting dates and information, the reading and exercises to complete **before** class, and assignment due dates. This does not include section-specific readings or assignments, which will be communicated by your Professor. Professors may change class session timing and content as needed. Professors may cover some content online via Zoom or asynchronously. You are responsible for following your section's TWEN page, knowing your Professor's assignments, and abiding by your Professor's rules.

Class Sessions & Due Dates	Class Topics	Required Reading & Out of Class Work to be completed before class
Week 1 (Week of 1/20)	<p>Introduction to the Course</p> <ul style="list-style-type: none"> • Overview of legal drafting • The work of a corporate attorney • Basics of a contract • Removing legalese • Translating a business deal into a contract <p>Introduction to the client, the transaction, and the work to be done.</p>	<p>Syllabus and LRWA IV Rules</p> <p>Exercise 1: Letter of Intent memo</p> <p>Project 1: Corporate Resolution memo</p> <p>Stark:</p> <ul style="list-style-type: none"> • Chapter 1 • Chapter 2 • Chapter 22 • Chapter 32 <p>Complete Stark textbook exercises 22A and 32C. Bring your work to class and be prepared to discuss</p>
Week 2 (Week of 1/27)	Understanding contract concepts and how to draft them	<p>Stark:</p> <ul style="list-style-type: none"> • Chapters 3 through 6 • Chapters 8 through 11 <p>Complete Stark textbook exercise 9C and be prepared to discuss in class.</p>
<p>Due Date: Sunday 2/2 Exercise 1: Letter of Intent Due before 11 p.m.</p>		

Week 3 (Week of 2/3)	Corporate Governance 101 <ul style="list-style-type: none"> • Asset ownership • Authority to take action • Signatures 	Client corporate information provided on TWEN Stark <ul style="list-style-type: none"> • Chapter 14 • Chapter 19
Due Date: Sunday 2/9 Project 1: Client Corporate Resolution Due before 11 p.m.		
Week 4 (Week of 2/10)	Library Instruction: Business Research Exercise 2: Due Diligence	Exercise 2: Due Diligence memo Project 2: Draft Asset Purchase Agreement memo
Due Date: Sunday 2/16 Exercise 2: Due Diligence Due before 11 p.m.		
Week 5 (Week of 2/17)	Parts of a Contract Drafting Definitions Drafting Action Sections	Exercise 3: Draft Provisions memo Stark <ul style="list-style-type: none"> • Chapter 13 • Chapters 15 through 16
Due Date: Sunday 2/23 Exercise 3: Draft Provisions Due before 11 p.m.		
Week 6 (Week of 2/24)	Clarity in Drafting and Organization Other Business Provisions Representations and Warranties	Stark <ul style="list-style-type: none"> • Chapters 23 through 26 • Chapter 31
Week 7 (Week of 3/3)	Review <ul style="list-style-type: none"> • Contract concepts • Parts of a contract • Clarity in drafting • Risk Allocation Asset Purchase Agreement Q & A	Stark <ul style="list-style-type: none"> • Chapters 27 and 28
Due Date: Sunday 3/9 Project 2: Draft Asset Purchase Agreement Due before 11 p.m.		
SPRING BREAK		

Week 8 (Week of 3/17)	Library Instruction: LLC Formation	Exercise 4: LLC Formation memo
Due Sunday 3/23 Exercise 4: LLC Formation Documents Due before 11:00 p.m.		
Week 9 (Week of 3/24)	Representations and Warranties Schedules and Exhibits Introduction to Negotiations	Stark <ul style="list-style-type: none"> • Chapter 20 • Chapter 33
Due Date: Sunday 3/30 P3 Written Negotiation materials Due before 11:00 p.m.		
Week 10 (Week of 3/31)	P3: In Class Negotiations	Negotiations held during class or as scheduled by your professor
Week 11 (Week of 4/7)	Endgame Provisions General Provisions Professionalism and Ethics Artificial Intelligence in Transactional Practice	Stark <ul style="list-style-type: none"> • Chapter 17 • Chapter 18 • Chapter 35
Due Date: Sunday 4/13 Exercise 5: Operating Agreement Due before 11 p.m.		
Week 12 (Week of 4/14)	Drafting Wrap Up Negotiated Changes to the Deal	Stark <ul style="list-style-type: none"> • Chapter 33
Due Date: Sunday 4/17 Project 4: Final Asset Purchase Agreement Due before 11:00 p.m.		