Two-credit course.

SYLLABUS

Drafting Contracts

Hamline Law School

Fall 2010

Monday 8:00 am-9:50 am

Adjunct Professor Michael Cohen

Senior Corporate Counsel

Lawson Software

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Required Text: Tina Stark, Drafting Contracts-How and Why Lawyers Do What They Do

Aspen Publishers (2007)

Class Overview-This class will explore the mechanics of creating clear, concise, and effective contracts based upon the examination of actual contracts and drafting exercises. The class will work in groups to simulate contract negotiations and consensus buliding as part of drafting process.

Grading: 50% of the grade will be based upon the completion of drafting exercises outside of class; 20% will be based upon class participation; 30% will be based upon a final open book take home drafting exam. Late exams will not be graded. The drafting exercises will not be graded but must be posted online and demonstrate a good faith effort to complete the assignment. For each missed assignment a student will be penalized 5% off their grade for the class.

Class #	Reading Assignment	Drafting Assignment	Class Plan
Class 1 August 23	Chapter 1 – A Few Words Chapter 2 – The Building Blocks of Contracts Chapter 3 – Translating the Business Deal – Part 1 Chapter 4 – Translating the Business Deal – Part 2 Chapter 5 – A Contract's Parts	None.	Introduction to the course. Begin Exercise 5-2.
Class 2 August 30	Chapter 18 – Legalese. Chapter 19, § 19.4 – Numbering schemes. Appendix A (Asset Purchase Agreement) – Read the introductory provisions. Appendix B (Website Development Agreement) – Read the introductory provisions.	Exercise 5-1. Finish Exercise 5-2. Exercises 18-1 through 18-7.	Review Exercise 5-2. Discuss legalese and review legalese exercises. Exercise 5-1.

Class #	Reading Assignment	Drafting Assignment	Class Plan
Class 3 September 13	Chapter 6 – Introductory Provisions. Chapter 7 – Definitions and Defined Terms. Chapter 23, § 23.9.3 -- Exhibits. Appendix A (Asset Purchase Agreement) – Skim the definitions. Appendix B (Website Development Agreement) – Skim the definitions. Appendix C (Escrow Agreements) – Read this Appendix.	Exercise 6-3. Exercises 7-1, 7-2, 7-4, and 7-5.	Review homework. Discuss introductory provisions and definitions. Begin Exercise 7-7.
Class 4 September 20	Chapter 8 – Action Sections. Chapter 27, § 27.6.2 – Using a Precedent. Appendix A (Asset Purchase Agreement) – Read Article 2; skim Articles 3 through 6. Appendix B (Website Development Agreement) – Read Sections 2 through 5 and 7 through11.	Finish Exercise 7-7.	Review homework. Exercise 8-3. .

Class #	Reading Assignment	Drafting Assignment	Class Plan
Class 5 October 4	Chapter 9 – Representations and Warranties. Chapter 10 – Covenants and Rights. Chapter 11 – Conditions Precedent. Chapter 12 – Discretionary Authority and Declarations. Chapter 13 – *Will* and *Shall.* Chapter 14 – Drafting the Contract Concepts – A Summary Chart. Appendix A (Asset Purchase Agreement) – Read Article 2; skim Articles 3 through 6.	Exercises 10-1. Exercises 11-2. Exercise 12-1. Exercise 14-1. Draft Adele's representations and warranties and the *for cause* termination provision .	Discuss escrow agreements. Discuss assumption of liabilities. Chapters 9 and 10. Review homework. Review the rules on when to use *shall*. Review homework. Exercise 9-1 (Parts 1, 2, and 4). Exercise 14-2 (Effects of Termination, Delays, and Article and Section Headings.)
Class 6 October 11	Chapter 15 – Endgame Provisions. Chapter 17 – Signatures. Chapter 19 – Clarity through Format. .	Exercise 19-1. Exercise 19-4. Exercise 31-1. (Redraft of the Car Purchase Agreement, first drafted for Exercise 5-1.)	Discuss endgame provisions. Exercise 15-3. Discuss signature lines. Discuss formatting. Exercises 19-2 and 19-3. Review homework. Exercises 20-1 through 20-5. Exercises 21-1 through 21-3, Exercises 21-6 through 21-9, and 21-11.

Class #	Reading Assignment	Drafting Assignment	Class Plan
Class 7 October 18	Chapter 20 – Clarity through Sentence Structure. Chapter 21 – Ambiguity	Exercise 20-6. Exercises 21-4, 21-5, and 21-10.	Review homework. Chapter 21 Exercises (continued).
Class 8 October 25		Any Chapter 21 Exercises not yet completed. 21-1 to 21-3 21-6 to 21-9	Review homework.
Class 9 November 1	Chapter 24 – Deconstructing Complex Provisions Chapter 26 – Organizing a Contract and its Provisions. Chapter 27 – The Drafting Process .	Ambiguity Exercises 27-2 and 27-3.	Review homework. Exercises 26-1 and 26-2. Exercise 27-1 in class
Class 10 November 8		Exercise 31-2	Review homework.

Class #	Reading Assignment	Drafting Assignment	Class Plan
Class 11 November 15	Chapter 25 – Adding Value to the Deal.	Draft website Development and Hosting Agreement based on class exercise.	Exercise 25-1 in class Results of 27-1.
Class 12 November 22	Chapter 28 – How to Review and Comment on a Contract.	Exercise 28-1. Complete Steps 1 through 3.	Exercise 28-1. Student teams to negotiate the contract.
Class 13 November 29	None.	Exercise 28-1 Employment Agreement and memorandum to the other side.	Contract negotiations continue.
Class 14 December 6	Chapter 30 – Ethical Issues in Drafting	Exercise 31-2 Revise Aircraft Purchase Agreement.	Review Revised Aircraft Agreement. Exercise 30-1, Part B; Exercise 30-2; and Exercise 30-4.