

Two-credit course.

SYLLABUS

Drafting Contracts

Hamline Law School

Fall 2008

Monday 8:00 am-9:50 am

Adjunct Professor Michael Cohen

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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.

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 show 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 25	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 September 8	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 6-1.

Class #	Reading Assignment	Drafting Assignment	Class Plan
<p>Class 3 September 15</p>	<p>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.</p>	<p>Exercise 6-3. Exercises 7-1, 7-2, 7-4, and 7-5.</p>	<p>Review homework. Discuss introductory provisions and definitions. Begin Exercise 7-7.</p>
<p>Class 4 September 22</p>	<p>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 through 11.</p>	<p>Finish Exercise 7-7.</p>	<p>Review homework. Exercise 8-3.</p>

Class #	Reading Assignment	Drafting Assignment	Class Plan
<p>Class 5 September 29</p>	<p>Chapter 9 – Representations and Warranties. Chapter 10 – Covenants and Rights. Chapter 11 – Conditions Precedent. Chapter 12 – Discretionary Authority and Declarations. Chapter 13 – <i>Will and Shall</i>. Chapter 14 – Drafting the Contract Concepts – A Summary Chart. Appendix A (Asset Purchase Agreement) – Read Article 2; skim Articles 3 through 6.</p>	<p>Exercises 10-1. Exercises 11-2. Exercise 12-1. Exercise 14-1. Draft Adele’s representations and warranties and the <i>for cause</i> termination provision .</p>	<p>Discuss escrow agreements. Discuss assumption of liabilities. Chapters 9 and 10. Review homework. Review the rules on when to use <i>shall</i>. Review homework. Exercise 9-1. (Parts 1, 2, and 4). Exercise 14-2 (Effects of Termination, Delays, and Article and Section Headings.)</p>
<p>Class 6 October 6</p>	<p>Chapter 15 – Endgame Provisions. Chapter 17 – Signatures. Chapter 19 – Clarity through Format. .</p>	<p>Exercise 19-1. Exercise 19-4. Exercise 31-1. (Redraft of the Car Purchase Agreement, first drafted for Exercise 5-1.)</p>	<p>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.</p>

Class #	Reading Assignment	Drafting Assignment	Class Plan
Class 7 October 13	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 20		Any Chapter 21 Exercises not yet completed.	Review homework.
Class 9 October 27	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 24-1 (Assignment).
Class 10 November 3		Exercise 31-2 (Aircraft Purchase Agreement).	Review Aircraft Purchase Agreement.

Class #	Reading Assignment	Drafting Assignment	Class Plan
Class 11 November 10	Chapter 25 – Adding Value to the Deal.	Exercise 24-2.	Exercises 25-1 and 25-2.
Class 12 November 17	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 24	None.	Exercise 28-1 Employment Agreement and memorandum to the other side.	Contract negotiations continue.
Class 14 December 1	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.

