

## LRWA IV – Transactional Drafting and Practice

Welcome to LRWA IV – Transactional Drafting and Practice. In this two-credit course you will learn basic legal drafting skills. While this course focuses on corporate transactional work, attorneys use legal drafting skills in all practice areas. For example, litigators frequently review, interpret, and litigate contracts. Most civil lawsuits are settled by contract. Regulatory and government relations attorneys likewise use drafting skills in understanding, commenting on, or proposing regulations or legislation. Family law attorneys negotiate and draft a variety of contracts – wills, divorce settlements, and custody agreements – on behalf of their clients.

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
- perform and report on due diligence research

**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:** As with LRWA III, 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. Please treat your Professor with respect.

Page 5 of this Syllabus contains a chart listing the Professors by section. As you did for Appellate Writing last semester, **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, Drafting Contracts: How and Why Lawyers Do What They Do (Wolters Kluwer, 2d 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 unless expressly authorized by their Professor.**

### 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 Projects:** During this semester you will perform work on behalf of one client. You will assist your client in negotiating and documenting the purchase of assets from another business entity. Your Professor will serve as a senior partner of your firm.

You will complete 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	LLC Resolutions	10%	6Pt
Project 2	First Turn of Asset Purchase Agreement	25%	6Pt
Project 3	Negotiations	10%	EP/F
Project 4	Final Asset Purchase Agreement	40%	6Pt

The projects this semester 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. **Once a topic or drafting technique has been introduced and used for one exercise or project it will continue to be relevant for all following projects.** 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 (including refraining from web-surfing, texting, instant messaging, and the like), 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:** All 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 tab on the left side. Locate the correct project and follow the submission instructions.

**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 30.** 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 sign up for AGNs.** Other penalties related to AGNs are set forth in the LRWA Rules.

**Final Grades and Credit:** As in previous semesters, the final grades for your section are curved within each Professor's section. LRWA IV is a two credit course.

### 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 attribution.

**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 this problem has been 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 this case, accurately reflect the deal terms. If you rely on forms or form language 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 may be found 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 projects 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](mailto:jatkins8@gmu.edu)

<b>Transactional Drafting</b>				
<b>Day</b>	<b>Time</b>	<b>Professor</b>	<b>Section #</b>	<b>Room #</b>
Tuesday	1:50 pm	Atkins	099-001	
Tuesday	6:05 pm	Figueroa	099-021	
Tuesday	8:10 pm	Iyengar	099-014	
Wednesday	9:00 am	Green	099-015	
Wednesday	9:50 am	Hemmer	099-009	
Wednesday	8:10 pm	Malayang	099-022	
Thursday	9:00 am	Peyton	099-010	
Thursday	6:05 pm	Rappa	099-025	
Thursday	8:10 pm	Mullins	099-023	
Thursday	8:10 pm	Robins	099-024	
Friday	11:00 am	Bowles	099-011	
Friday	7:00 pm	Hope	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, requiring you to watch videos or engage in discussion via posts on TWEN. 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 & Exercises
Week 1 (Week of 1/16)	Introduction to the Course <ul style="list-style-type: none"> <li>• Overview of legal drafting</li> <li>• The work of a corporate attorney</li> <li>• Basics of a contract</li> <li>• Removing legalese</li> <li>• Translating a business deal into a contract</li> </ul> Introduction to the Client and the Transaction <ul style="list-style-type: none"> <li>• Review of client information</li> <li>• Discussion of Letter of Intent</li> <li>• Introduction to Exercise 1</li> </ul>	Syllabus and LRWA IV Rules Citibank Promissory Note Exercise 1 Memo  Stark: <ul style="list-style-type: none"> <li>• Chapter 1</li> <li>• Chapter 2</li> <li>• Chapter 18</li> <li>• Chapter 20</li> <li>• Chapter 24</li> <li>• Chapter 27</li> </ul>
Week 2 (Week of 1/23)	Corporate Governance 101 <ul style="list-style-type: none"> <li>• Authority to take action</li> <li>• Signatures</li> </ul> Introduction to Project 1 (LLC Resolutions)	<b>Exercise 1 – Submit Exercise 1 via TWEN before class in accord with your Professor's deadline.</b> Stark: <ul style="list-style-type: none"> <li>• Section 4.4</li> <li>• Chapter 12</li> <li>• Chapter 17</li> </ul>
Week 3 (Week of 1/30)	Contract Elements <ul style="list-style-type: none"> <li>• Introductory Provisions</li> <li>• Definitions and Defined Terms</li> </ul>	Stark: <ul style="list-style-type: none"> <li>• Chapter 5 (be prepared to discuss exercise 5-2)</li> <li>• Chapter 6 (be prepared to discuss exercise 6-4)</li> </ul>

	Contract Organization	<ul style="list-style-type: none"> <li>Chapter 7 (be prepared to discuss exercise 7-4 and 7-6)</li> <li>Chapter 26</li> </ul>
<b>Due Date</b> <b>Sunday, Feb. 5</b>	<b>P1: LLC Resolutions</b>	Students submit P1 via TWEN electronic submission <b>before 11:00 p.m.</b>
Week 4 (Week of 2/6)	Library Instruction: Due Diligence and Business research  <b>Work on Exercise 2: Due Diligence</b>	Draft Asset Purchase Agreement Exercise 2 memo  Stark: <ul style="list-style-type: none"> <li>Chapter 25</li> <li>Chapter 27.5.2</li> </ul>
<b>Due Date</b> <b>Sunday, Feb. 12</b>	<b>Exercise 2 Due Diligence</b>	Students submit Exercise 2 via TWEN electronic submission <b>before 11:00 p.m.</b>
Week 5 (Week of 2/13)	Drafting <ul style="list-style-type: none"> <li>Action Sections</li> <li>Definition Sections</li> <li>Will v. Shall</li> <li>Numbers and Financial Provisions</li> </ul> Reviewing Draft Contracts	Stark: <ul style="list-style-type: none"> <li>Section 3.3</li> <li>Section 3.4</li> <li>Chapter 8</li> <li>Chapter 10</li> <li>Chapter 13</li> <li>Chapter 22</li> <li>Chapter 28</li> </ul>
Week 6 (Week of 2/20)	Drafting Clearly: <ul style="list-style-type: none"> <li>Format</li> <li>Sentence Structure</li> <li>Ambiguity</li> <li>Numbers and Financial Provisions</li> </ul> Endgame Provisions	<b>Exercise 3 – Submit Exercise 3 via TWEN before class in accord with your Professor’s deadline.</b>  Stark: <ul style="list-style-type: none"> <li>Chapter 15</li> <li>Chapter 26.3</li> <li>Chapter 21</li> <li>Chapter 22</li> </ul>
<b>Due Date</b> <b>Sunday, Feb 26</b>	<b>P2 Draft Asset Purchase Agreement</b>	Students submit P2 via TWEN electronic submission <b>before 11:00 p.m.</b>
Week 7 (Week of 2/27)	Library Instruction  <b>Work on Exercise 4: LLC Formation</b>	Stark: <ul style="list-style-type: none"> <li>Chapter 27</li> </ul>
<b>Due Date</b> <b>Sunday, Mar 5</b>	<b>Exercise 4 due before 11:00 p.m.</b>	Students submit Exercise 4 via TWEN electronic submission <b>before 11:00 p.m.</b>

Week 8 (Week of 3/6)	Professor's Choice Review Risk Allocation <ul style="list-style-type: none"> <li>• Representations &amp; Warranties</li> <li>• Conditions to an Obligation</li> <li>• Discretionary Authority and Declarations</li> </ul>	Stark: <ul style="list-style-type: none"> <li>• Section 3.2</li> <li>• Section 4.2</li> <li>• Section 4.3</li> <li>• Chapter 9</li> <li>• Chapter 11</li> <li>• Chapter 12</li> <li>• Chapter 14</li> </ul>
	<b>SPRING BREAK</b>	
Week 9 (Week of 3/20)	Risk Allocation continued Introduction to Negotiations	Professor's Choice
<b>Due Date Sunday, March 26</b>	<b>Written Negotiation materials due before 11:00 p.m.</b>	Students submit negotiation materials via TWEN electronic submission <b>before 9:00 p.m.</b>
Week 10 (Week of 3/27)	<b>P3: In Class Negotiations</b>	Negotiations held during class or as scheduled by your professor
<b>Due Date Sunday, April 2</b>	<b>Exercise 5 due before 11:00 p.m.</b>	Students submit Exercise 5 via TWEN electronic submission <b>before 11:00 p.m.</b>
Week 11 (Week of 4/3)	Review Exercise 5 Professor's Choice	Professor's Choice
Week 12 (Week of 4/10)	Drafting Wrap Up Negotiated Changes to the Deal	Stark: <ul style="list-style-type: none"> <li>• Chapter 16</li> <li>• Chapter 23</li> </ul>
Week 13 (Week of 4/17)	Drafting Wrap Up Professionalism and Ethics	Stark: <ul style="list-style-type: none"> <li>• Chapter 19</li> <li>• Chapter 30</li> </ul>
<b>Due Date Sunday, April 23</b>	<b>P4: Final Asset Purchase Agreement</b>	Students submit P4 via TWEN electronic submission <b>before 11:00 p.m.</b>