

Transactional Drafting

Northeastern University School of Law

Syllabus

Fall 2010

Professor Scott

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Required Texts:

1. Scott J. Burnham, Drafting and Analyzing Contracts, 3d ed., LexisNexis 2003.
2. George W. Kuney, The Elements of Contract Drafting with Questions and Clauses for Consideration, 2d ed., Thomson West, 2006.

Grade:

The final grade will be based on the following:

- In-class exam (10%);
- Nondisclosure Agreement (10%);
- Merger Agreement Analysis (15%);
- Employment Agreement (25%);
- Shareholder Agreement (25%);
- Class participation and assignments not assigned individual weights (15%).

Limited Class Enrollment:

Enrollment in the class will be limited to 12 students. Students with the first 12 lottery numbers will be given preference, provided that they are in attendance at the beginning of the first class. Any student who does not arrive to the first class on time will lose his or her spot in the class, regardless of lottery number. Students will be asked to make a decision as to whether to enroll in the course promptly following a brief overview of the course during the first class meeting. The professor reserves all rights to make final determinations of class enrollment.

Class Schedule and Assignments:

Class will meet on Tuesday mornings from 9am to noon. Attendance is mandatory.

You are responsible for completing each reading assignment and each written assignment listed below prior to class on that date.

Week 1: Intro to Transactional Drafting

Aug. 31

Reading:

Burnham, Introduction

Kuney, Introduction and Chapter 1

Be prepared to discuss in class:

*Shelby County State Bank v. Van Diest and
American General Finance v. Bassett*

Week 2: Sept 7	Overview: Framework of a Contract Reading: Kuney, Chapter 2 Burnham, Chapter 15 Written Assignment due in class: Kuney, p.23, ex. #3
Week 3: Sept 14	Operative Language and “Boilerplate” Reading: Burnham, Chapter 16 Written Assignment due in class: Nondisclosure Agreement
Week 4: Sept 21	The Language of Drafting Reading: Kuney, Chapter 3 Burnham, Chapter 17 <i>Crusader for Syntactic Disambiguation Expropriates Banks’ Labored Locutions</i> , The Wall Street Journal, October 7, 2009. <i>Lawyerese Goes Galactic as Contracts Try to Master the Universe</i> , The Wall Street Journal, October 29, 2009. Written Assignment due in class: Burnham, §17.12, ex. #3
Week 5: Sept 28	Common Contract Provisions Reading: Kuney, Chapters 5D and 6 Kuney, Chapter 7 (only pp. 79-85) Burnham, Chapter 10 Written Assignment due in class: Employment Agreement First Draft
Week 6: Oct 5	NO CLASS—Individual Conferences Written Assignment due at conference: Kuney, p.76 ex. #1
Week 7: Oct 12	Drafting Wills In-Class Exam Reading: TBD Written Assignment due in class: Employment Agreement Final Draft
Week 8: Oct 19	Shareholder Agreements Reading: Daniel D. Quick and Jeffrey R. Dobson, Jr., <i>Drafting Air-Tight Shareholder Agreements: The Michigan Court of Appeals Exposes a Potential Loophole</i> , 84 Mich. Bar. J. 37, 2005. Written Assignment due in class: TBD

- Week 9:**
Oct 26
Reading and Understanding Contracts
Mergers and Acquisitions: Law and Basic Framework
Reading: Burnham, Part III
Lou Kling, Eileen Simon and Michael Goldin, *Mergers and Acquisitions Symposium: Summary of Acquisition Agreements*, 5 U. Miami L. Rev. 779 (1997).
Written Assignment due in class: Shareholder Agreement First Draft
- Week 10:**
Nov 2
NO CLASS—Individual Conferences
Written Assignment due in conference: Merger Agreement Analysis
- Week 11:**
Nov 9
Final Class—Wrap Up
Written Assignment due in class: Shareholder Agreement Final Draft