

Contract Drafting – Spring 2012 – D. C. Toedt III

O: 713-364-6545 C: 713-516-8968 E: dc@toedt.com Skype video: dctoedt

Course goal: To help students prepare for assignments they will likely see throughout their careers: drafting, reviewing, analyzing, explaining, and negotiating contracts for clients, *always with an eye on potential business- and litigation consequences*. When a (former) student gets to a law firm or in-house department, I want his or her supervising attorney to be impressed with how un-rookie-like the new lawyer is.

Philosophy: Sometimes poor contract drafting *style* can make the difference between success and failure for a transaction, or in an ensuing lawsuit. *But that's not usually the case*. Consequently, clients tend to be less interested in the finer points of legal drafting style than in getting the deal done as quickly as possible at the lowest practicable cost, while not exposing themselves to significant adverse consequences.

Required texts:

- Zarfes & Bloom, *Contracts and Commercial Transactions* (Aspen Publishers 2011).
- Tina Stark, *Drafting Contracts: How and Why Lawyers Do What They Do* (Aspen Publishers 2007). On some issues Prof. Stark's views are not the same as mine, so don't blindly accept what she says (nor for that matter what I say).

Other required reading will be distributed either as Web links, e.g., to statutes, cases, and articles, or as hard-copy handouts.

Practical exercises will be both done and discussed in class unless otherwise noted. • If I will want you to turn in an exercise, either for grading or class-attendance purposes, I will either hand out hard copies or alert you in advance so you can download and print out the exercise from the Web. • We will review each exercise in class, and I will individually review some but not all of your individual exercises. • Students who put significant effort into the exercises learn the most from the course and generally perform well in the course. The converse is also true.

Computer use in class: *You will need in-class Web access for many of the exercises; if this will be a problem, contact me well in advance.*

Grades will be based on the following: (i) one or more graded homework ~~exam~~exercises; (ii) a final exam, including some or all of traditional essays; drafting- and markup exercises; and true-false, multiple-choice, and short-answer questions; and (iii) **class participation, which I consider to include doing the practical exercises in class and as homework.**

On-going review: I'm a firm believer in repetition, repetition, repetition as a key to reinforcing learning. Consequently, we will do quick reviews of important topics on an on-going basis.

Attendance is extremely important, not least because the in-class practical exercises, class discussions, and on-going reviews will be a major way you acquire *and retain* the information you need. In part because of accreditation requirements, the Law Center has a minimum 80% attendance policy, which translates to a maximum of five absences in a semester. (The Law Center does not differentiate between excused and unexcused absences; you are either in class or not.)

Makeup days: I hope not to need any makeup days. If any are required, I will schedule it / them for 10:30 a.m. till 11:45 a.m. on one or more of the following Fridays: Feb. 3; Feb. 17; March 2; Apr. 23; Apr. 13; Apr. 27.

Collaboration: Unless I say otherwise in a particular case, feel free to collaborate with your classmates, and/or to consult others (e.g., practicing lawyers), in doing exercises in-class or for homework.

Office hours and Skype / phone conferences: I am happy to meet with students, by phone, via Skype (with screen-sharing if desired), or in person at the Law Center by appointment. Feel free to call or email me with questions. My preference is to schedule phone- or Skype conferences for a time certain, which can easily be done by email.