

Contract Drafting Spring 2016 – D. C. Toedt III

CLASS	DATE	ADVANCE READING	HOMEWORK DUE	IN-CLASS EXERCISES
1	Wed. Jan. 20	<p>Read: Course information and policies</p> <p>Browse / skim: Stark Chapters 1 through 5 & 18</p> <p>Read: How to Sign a Contract Stark Ch. 17 (Signatures) Microsoft Word: Formatting essentials Microsoft Word: Five Rules You Must Follow</p> <p>Other: Be prepared to answer the following in class:</p> <ul style="list-style-type: none"> • How is my last name pronounced? • Where did I go to law school? • What did I do between college and law school? <p>(Hint: LinkedIn is your friend - this is a lesson in doing “homework” on anyone with whom you have significant business dealings.)</p>	None	<p>Review: Microsoft Word basics</p> <p>Exercise: Questions about Stark chapter 1</p> <p>Lecture: Signatures</p> <p>Stark Ex. 17-1 (draft a signature block)</p> <p>Lecture: Representations, warranties, covenants, etc.</p>

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2	Mon. Jan. 25	<p>Stark Ch. 2, sec. 2.2 (capsule definitions)</p> <p>Stark Ch. 6 (introductory provisions)</p> <p>Stark Ch. 9 (reps and warranties)</p> <p>Common Draft definitions for representation, misrepresentation, and warranty (be sure to read the notes).</p> <p>Warranty disclaimers for UK transactions (drafting error leads to \$3MM damage award)</p> <p>UCC 2-312</p>	None	<p>Worksheet: Course information and policies</p> <p>Worksheet: Microsoft Word basics</p> <p>Worksheet: Stark Ch. 1</p> <p>Drafting exercise: Draft <i>only the following</i> for Stark Ex. 5-1, <i>in plain language</i>:</p> <ol style="list-style-type: none"> 1) The preamble 2) The signature blocks 3) The <i>absolute minimum</i> provisions needed to make your draft a contract for a sale and purchase of the car -- period -- that could be enforced in in court. (Remember my Tom Arnold story about the one-paragraph nondisclosure agreement.)
3	Wed. Jan. 27	See Mon. Jan. 25	None	See Mon. Jan. 25
4	Mon. Feb. 1	<p>Stark Ch. 8 (action sections)</p> <p>Common Draft payment provisions</p>	Written answers to whatever in-class Q&A we cover on Wednesday Jan. 27, plus the Worksheet: Course information and policies (that is, if you haven't already sent them to me -- feel free to revise them and re-send them if you wish).	<p>Worksheet: Payment provisions</p> <p>Worksheet: Stark Chapter 7 (defined terms)</p> <p>Stark Ex. 7-2 (defined terms)</p> <p>Stark Ex. 7-4 (defined terms)</p> <p>Stark Ex. 8-3 (term of agreement, salary)</p>
5	Wed. Feb. 3		None	<p>Depends on what we get through on Monday</p> <p>Worksheet: Representations & warranties (forthcoming)</p>

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6	Mon. Feb. 8		In-class exercises from last week Stark Ex. 5-1 -- a full-blown purchase agreement with all the bells and whistles you think appropriate. You represent Seller. NOTE: When using the House Purchase Agreement (Stark Chapter 32, document 1) as a precedent, see also the Somewhat-Barebones Agreement that we've been studying (for the sale of a MacBook).	TBD
7	Wed. Feb. 10		None	Depends on what we get through on Monday
8	Mon. Feb. 15		In-class exercises from last week Rewrite the preamble and recitals to the Rick's Cabaret purchase agreement . Use short, simple sentences.	
9	Wed. Feb. 17		None	
10	Mon. Feb. 22			Drafting exercise: Stark Ex. 6-4
11	Wed. Feb. 24		None	IN-CLASS QUIZ – GRADED
12	Mon. Feb. 29			
13	Wed. Mar. 2		None	

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14	Mon. Mar. 7	Stanford-Tesla lease agreement Common Draft audit provisions	Honeywell exercise 1 (2.8.1) Honeywell exercise 2 (2.8.2)	Stanford-Tesla 1 (2.8.8) Stanford-Tesla 2 (2.8.9) <u>Employment agreements:</u> Key takeaways <u>Limitations of liability</u>
15	Wed. Mar. 9		None	
SPRING BREAK	NO CLASS	NO CLASS	NO CLASS	NO CLASS
16	Mon. Mar. 21	Getting a Workable Contract to Signature Sooner Martha Stewart employment agreement Sheryl Sandberg employment agreement	Stark Exercise 31-5	Hillary Clinton redrafting Martha Stewart negotiation Exercise: Stark 18-5 (legalese) Merger agreements preview
17	Wed. Mar. 23		None	IN-CLASS QUIZ – GRADED
18	Mon. Apr. 4	Merger agreements	Stark Exercise 6-5 Stark Exercise 9-1, Parts 1-3	<u>Limitations of liability exercise</u> Confidential information preview
19	Wed. Apr. 6		None	
20	Mon. Apr. 11	Confidential information	Stark Exercise 15-6 (<i>there's a typo -- the reference to 6-3 should be to 6-5</i>) Confidential Information	
21	Wed. Apr. 13		None	

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22	Mon. Apr. 18		Stark Exercise 14-1 Stark Exercises 16-1 through 16-6	
23	Wed. Apr. 20		None	
24	Mon. Apr. 25		Stark Exercise 9-1, Part 4 Stark Exercise 9-2	
25	Wed. Apr. 27		None	