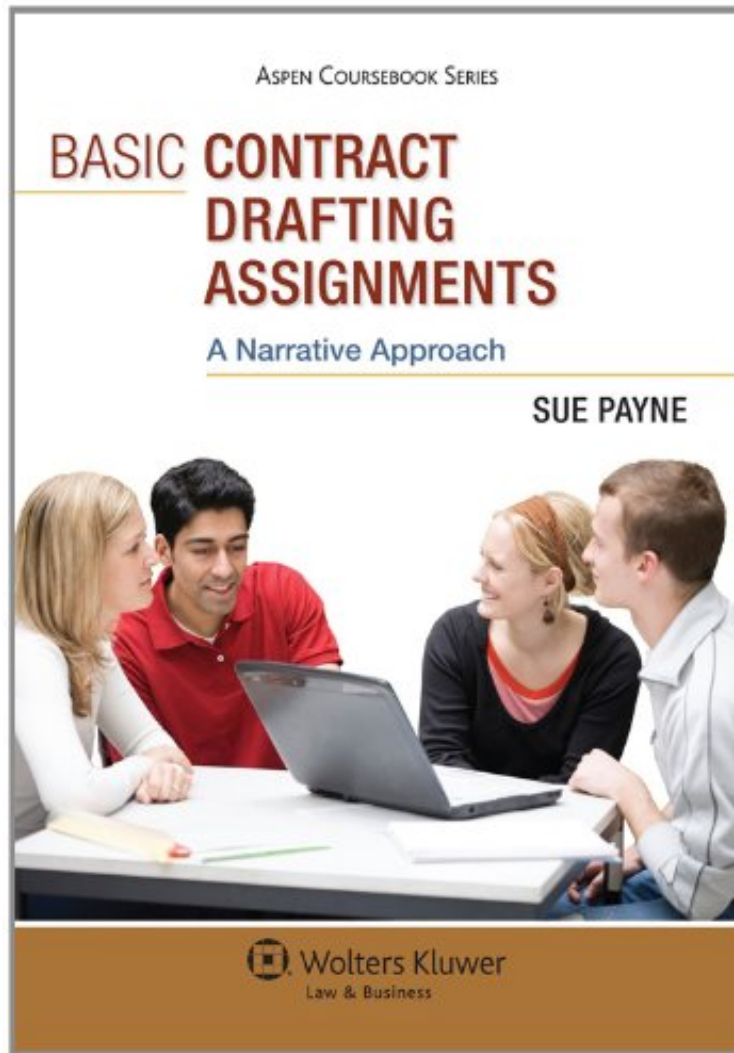


[Download free pdf] Basic Contract Drafting Assignments: A Narrative Approach (Aspen Coursebook)

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Sue Payne

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#435191 in Books Aspen Publishers 2010-11-30 Original language: English PDF # 1 10.25 x 1.75 x 7.251, 1.60 #File Name: 0735589259448 pages | File size: 29.Mb

Sue Payne : Basic Contract Drafting Assignments: A Narrative Approach (Aspen Coursebook) before purchasing it in order to gauge whether or not it would be worth my time, and all praised Basic Contract Drafting Assignments: A Narrative Approach (Aspen Coursebook):

2 of 2 people found the following review helpful. Structure not clear, but lots of instructor materials By A. J. Sutter My perspective is as a reader who teaches a course in English-language contract-drafting in the law section of a Japanese university, and who's been a US transactional practitioner for nearly 30 years. There are a number of nice things about this book, including that the book's author (SP) is obviously a long-term practitioner herself. She provides a selection

of transaction scenarios likely to appeal to students, involving artists, bands, movies, toy inventors, etc. An appendix includes some good advice for interviewing clients. There's also an amusing "dictionary of negotiating and drafting slang" that reminds us that terms like "no-brainer" and "deal-breaker" might not have intuitively obvious meanings (though I think "megillah" might be differently understood in NYC or L.A.). While the book itself omits any mention of instructor's materials, I learned about their existence from the publisher's website. The publisher graciously provided a link and a password after I'd emailed them from my university account. These materials are quite generous, ranging from confidential instructions to the parties for negotiation exercises, to various types of error-spotting exercises, general contract drafting skill exams, and a clever "imagine-a-deal" exercise that I think would be popular in my classroom. However, a few aspects of the book aren't instructor-friendly. There isn't any index. There's an introduction for students, but none for instructors. And neither the book nor the online teacher's materials provide any guidance on how the various "sequences" of scenarios and exercises are to be used: seriatim, in the alternative, or some other way. This lack of guidance is especially disconcerting because there's a lot of highly obvious repetition in the material, from one "sequence" to the next. E.g., a paragraph that begins "3. The naked drafter rules the world. No, I am not advocating that you draft in the nude. ..." appears both @161 and @353. In fact, the surrounding two pages are virtually exactly the same, except that some substitutions have been made for the names or roles of the parties. I think students would be put off by reading such cute stuff more than once, but the book doesn't tell an instructor how to avoid this. Many other features of the book are also repeated from one scenario to the next, including checklists that could have been relegated to an Appendix. Substantively, I had some issues too, though maybe a couple of these reflect regional differences between the US Midwest, where SP practiced, and the West Coast, where I spent the lion's share of my career to date. @ The book includes some sample memoranda from associates that are far too wordy; they wouldn't be suitable role models in any of the contexts in which I've practiced. In fact, they're the kinds of memos I wrote as a 1st-year associate -- and caught heck for. (At one of the Silicon Valley-based global manufacturers where I later worked, senior executives, including the General Counsel, went so far as to demand memos of no longer than 1 page.) @ Some of the scenarios include "transcripts" of meetings with clients, presented as background documents -- but I've never encountered such a luxury (or constraint) during my practice. It might be better to present these conversations simply as dramatic dialogues, instead of leading students to expect that transcripts are a norm. @ The discussions of Non-Disclosure Agreements refer to the "term" of the NDA, without making it clear that there are at least two different time frames to be negotiated in any NDA, which students need to learn to distinguish well. Many tactical issues relating to the use of NDAs go unmentioned -- e.g., the book takes it for granted that an NDA will be mutual. (Again, my expectations are set by Silicon Valley practice, e.g. tech development.) @ The book encourages, in more than one scenario, the use of a term sheet PLUS a non-binding, executed letter of intent. Personally, I think it's a better practice to stick with just an unsigned term sheet if the parties won't need to perform any obligations prior to execution of a definitive agreement, and to use an executed LOI only when one or more parties need to be bound in the interim (e.g. no-shop or due diligence obligations during certain MA negotiations). I spend close to 2 hours in my course giving students practice in distinguishing between when to use term sheets and LOIs. @ A few exercises mention a "negotiation prep sheet," where the client's position is to be filled in upon further instructions from the instructor, but the book does not seem to teach about BATNAs. @ The book has a bias toward "Plain English" drafting, which not all practitioners will share -- even those who believe that contracts should be intelligible to non-lawyer clients. Cf. the more intermediate position of "standard English" advocated by Kenneth Adams in his *Manual of Style for Contract Drafting* 2nd (ABA 2008). Also, the book anticipates that even if two sides to a deal start out with different styles, they will be able to converge on Plain English. It ignores the reality that sometimes one has to tolerate a bit of legalese because of power differentials, e.g., where the lawyer who wrote it represents your client's humongous customer, or else simply to save the other side's face. I've subtracted one star in the aggregate for the unclear structure and for these substantive issues. I hope that most of these matters will be remedied or clarified in a future edition.

0 of 0 people found the following review helpful. GREAT PRODUCT! By Harambe Bauls GREAT PRODUCT! 0 of 1 people found the following review helpful. best book on contracts i have ever read! By Customer this is a must own/read for anyone who has any involvement with drafting or negotiating contracts. the concepts are clear and concise, derived from practical, real-life examples.

Basic Contract Drafting Assignments: A Narrative Approach is a unique supplement of contract drafting exercises designed to be used with any contracts or drafting course book. Instructors who want to incorporate drafting exercises into the classroom experience will find an invaluable asset in his supplement, which provides students with the tools necessary to develop skills that can be applied to various types of advanced transactional work. Divided into four interest-catching sequences, this concise paperback takes a narrative approach, and gives students the opportunity to learn by doing: The first assignment in each sequence introduces the clients, their businesses, and their needs. In the second and third assignments those clients evolve and grow, and their business needs change. Each sequence features assignments of varying lengths and types, including gathering information, interviewing the client, outlining the issues that need to be considered from both sides of the table, and drafting the necessary memos, letters, and final contract.

The assignments focus on methodologies in four areas: How to conceptualize in writing the parties rights, duties, risks, and protections. How to organize a contract on both the macro and the micro levels. How to draft for clarity and enforceability. How to express boilerplate terms. Additional resources for students and instructors include: Entertaining and informative appendices, among them What Deal Lawyers Say to Each Other: A Dictionary of Contract Negotiation and Drafting Slang Ten Tips for Interviewing a Client about a Transaction Decoding the Comments on Student Contracts: Some Samples with Illustrations Basic Contract Drafting Assignments will augment and enhance any book you are currently using by providing a wealth exercises that will help students learn real-world drafting techniques and skills.