



**COURSE OUTLINE**  
**CONTRACT DRAFTING §423A**  
**SUMMER 2013**  
***Professor Anne Lanphar***

- Class Begins:** June 7, 2013
- Time:** Friday Evenings, 5:00 p.m. to 7:00 p.m.
- Location:** TBA
- Instructor:** Professor Anne Nelson Lanphar, Esq. J.D. [alanphar52@yahoo.com](mailto:alanphar52@yahoo.com)
- Required Text:** *Drafting Contracts – How and Why Lawyers Do What They Do* (Aspen Publishers, 2007). ISBN-0-7355-6339-X. By Tina L. Stark. **PLEASE BRING THIS TEXTBOOK TO EVERY CLASS.**
- California Style Manual, Fourth Edition, (West Group San Francisco 2000).*  
By Edward W. Jessen. ISBN – 0-314-23370-9.
- Course Description:** The purpose of this course is to acquaint students with the fundamentals of contract drafting. Students are introduced to multiple concepts including: interviewing clients, avoiding ambiguity, using common style and usage, working with definitions, considering legal consequences, understanding document typography and layout, and reviewing and revising during negotiations. Students will learn to draft various forms of commercial documents. At the conclusion of the course, students should have a strong understanding of the myriad of issues faced by a transactional attorney.
- Tests:** There will be no in class tests *per se*. The “final” will consist of 2 graded documents prepared by the student outside of class USING Word. The “final” documents must be turned in electronically by a date specified. **“Final” documents turned in late, handwritten or not observing specified method delivery will not be considered and be given a ‘0’ grade.**
- Assignments:** Two assignments are due on dates indicated in course syllabus at the end of this document. Assignments must be prepared outside of class. The graded assignments must be typed. Assignments are due at the beginning of class (i.e. 5:00 p.m.). Assignments may be turned in early for full credit. **Assignments that are turned in late, handwritten or not observing delivery methods will not be considered and be given a ‘0’ grade.**
- Student’s Original Work:** Unless otherwise instructed, graded assignments and the “final” documents must be student’s own work and completed without assistance or conferring with any other individuals, including students. Students are subject to the Honor Code.
- Classes:** The student is required to bring the text to every class and have read the assigned chapters before class begins. Students must prepare, in writing, all assigned *Exercises* before each class and be prepared to discuss their work product.
- Attendance:** Attendance is subject to the School’s attendance policy. Attendance will be

taken at the beginning of each class.

**Course Requirements:** Each assignment will constitute 25% of the final grade. Extra credit will be awarded for class participation.

**Office Hours:** Office hours are by appointment only. A student may request an appointment by sending an email to the address noted above.

**Course Website:** **Students are required to enroll** on the Lexis/Nexis Web Courses at [www.lexisnexis/lawschool/webcourses](http://www.lexisnexis/lawschool/webcourses). Log on with your password, then click on Launch Web Courses. Click on the Courses tab. Click on the Browse Course Catalogue. Go to Professor Lanphar's "Drafting Contracts" course and click on "enroll" and follow the instructions. The website will be regularly updated with the required Assignments, sample documents, articles and links to sites of interest. **Students are responsible for checking the Web Site regularly for all materials posted.**

**Redlining:** Redlining (an editing technique used by transactional lawyers and business persons) is introduced to students in class 1 and will be a mandatory part of the assignments.

SESSION	TOPIC	ASSIGNMENT
Class 1	A Philosophy of Drafting; Contract Drafting; An Overview	Chapters 1, 2, 26 & 27 Prepare Exercise 26-2
Class 2	Getting started; Drafting Within the Law; Determining Substance	Chapters 18, 19, 22 & 25 Prepare Exercise 18-1 thru 18-7 <b>Assignment 1<sup>1</sup> Due</b>
Class 3	Definitions, Choosing the Right Concept; Organization; Redlining	Chapters 5, 6, 7 & 28 Prepare Exercise 28-1
Class 4	English Lesson, Rules of Interpretation; Avoiding Ambiguities; Drafting Style and Usage; English Lesson	Chapters 3, 4, 9, 10, 11 & 12
Class 5	Terms Creating Legal Consequences	Chapters 13, 14 & 15 <b>Assignment 2<sup>1</sup> Due</b>
Class 6	General Provisions and Signatures	Chapters 16 & 17 Prepare Exercise 17-1
Class 7	"Final" Discussion	Chapter 30 <b>Final – Assignments 3 &amp; 4<sup>1</sup> Due</b>

**NOTE:** Any changes to the foregoing syllabus or requirements will be noted on the Course Website.

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<sup>1</sup> All assignments will be discussed in the class when assigned and posted on the Course Website. However, information will be provided in class which will be necessary to complete the assignments.