

Advanced Contracts
Professor Hadfield
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Office Hours: Wed 2:30-4:30
(alternate weeks) and by
appointment

This goal of this course is to develop students' ability to strategically analyze contracting situations and problems, increase their knowledge of the factors that give rise to the need for contractual commitments and give them an opportunity to further their knowledge of contract law. The emphasis is not on learning new doctrine *per se* but on putting analytical and legal concepts to work and developing judgment about how to isolate key issues.

We will begin with a review of basic contract principles and some theoretical perspective on why parties need and use contracts to achieve their goals. We will then begin a series of 8 case studies, each of which is based on an actual case drawn from the files of a major commercial law firm. Note that most of the cases do not involve judicial opinions or litigation strategies; rather they involve questions such as how to respond to a proposed contract in the formation of a deal or how to protect your client against information disclosures in the context of early negotiations for a deal or how to structure an organization. There are no assigned caselaw materials; any caselaw that you feel you need to properly analyze a problem will come from your own research.

Students will work in groups of 3 to 4 to prepare analysis memos for 4 cases throughout the semester. You may choose to organize your group as you see fit; you may, for example, want to appoint a case manager for each case. In general, we will first have a full class discussion of the case; attorney groups will post on Blackboard a **one-page maximum** of bullet points for discussion that day. (Bullet points will be due by 6 pm the day before our discussion.) Attorney groups will then prepare and post on Blackboard an analysis memo which will form the basis for discussion in the following class. (Memos must be posted by noon the day before our discussion.) Members of groups who are not assigned as attorneys for a case will play the role of client, questioning the analysis presented by a group of attorneys. Each client group will post **one page maximum** of the group's views on the status of a major issue they feel they as clients need to resolve. These comments must include some independent and substantive legal thinking by the client group and not merely "we didn't feel we got an answer to X." Client comments are due two days after the memo discussion (so by midnight Saturday if we discuss the memo in Thursday's class.) We will have a debriefing session in a class after the case is finished.

All attorney memos and client comments must designate a point person who assumed final responsibility for the submission of the memo and each group member must take a turn as point person on an attorney memo and a client comment.

I will grade memos for the group as a whole. Points out of 20 will be assigned to all group members for each memo. I will drop the lowest score at the end of the year as long as the memo was diligently done (otherwise, I will average to obtain a score out of 60 from the 4 memos submitted.) I will assign 20 points to the group at the end of the semester based on the quality of client comments and 20 points individually at the end of the semester based on your contributions to memos and comments, paying particular attention to those on which you were point person, and in-class discussions.

The individual portion of the grade will also be based on a **two-page individual reflection** on issues in contract advising and strategy at the end of the course. The individual portion of the grade will also be based on your professionalism: showing up prepared for class, participating in discussions, submitting required materials on time, assuming responsibility within your group for meeting deadlines, contributing to the final product, resolving issues that may arise your group etc. Members of groups will complete and turn in a short group- and self-assessment form, which will remain confidential, in which they are given an opportunity to comment on any issues arising from the group work. These forms are due by midnight the day we meet to discuss an attorney memo from your group.

Classes in alternate weeks will be taught via video-conference. Attendance is mandatory. Materials and announcements will be posted on Blackboard. Please check that your Blackboard email address is correct.

A recap on when things will be due:

Attorney bullet points:	6 pm day before class
Attorney memos:	Noon day before class
Client comments:	Midnight two days after memo discussion class
Assessment forms:	Midnight day we discuss memo in class

These are STRICT deadlines for all postings; pretend they are court filing dates and times. Late submissions will count against you for ‘professionalism points’. In particular, failure to post your assessment form (the one most people tend to forget....) by the deadline will result in a deduction of 1 point on ‘professionalism.’ If it’s not handed in at all, I will deduct 2 points per missing form at the end of the semester.

Choosing cases:

Your group needs to complete attorney memos for 4 of the 8 cases. I will assign groups to either Martindale I or Martindale II. Your group then needs to email me preferences for each of the following pairs: Specialty Foods & Sun Chemical; Innovation Exchange & United Mines; and TBD I & TBD II.

A few points about groups:

Groups need to be formed by the time we meet for class on **September 3**. Create your group on Blackboard by 9 am that day. In addition, send me an email with your group's preferences for cases. Choose group members primarily on the basis of compatibility in working styles and schedules—I have found this to be the best recipe for success. If you live on campus for example or work Mondays and Wednesdays or have children at home, try to find people with similar patterns of availability for meetings and time to devote to this class. You can organize your group as you wish but unless you agree otherwise the default rules are: you must meet for at least an hour in person before and after the 'bullet points' class. If you are responsible for supplying work to someone who is responsible for drafting the final memo, you must get it to them at least 48 hours before the memo is due. If you are responsible for drafting a memo, you must distribute a draft to your groupmates at least 24 hours before the memo is due. If you are commenting on a draft you must get comments/revisions to the memo writer at least 12 hours before it is due. Note that **if this schedule doesn't work for you change it** (via contract of course.)

Course Outline

Please note this outline is subject to change. It is your responsibility to check for updates regularly.

Aug 25	Introduction
Aug 27	Practice case discussion
Sept 1	Contract theory and review
Sept 3	Practice case discussion
Sept 8	Martindale I (Bullet-points)
Sept 10	Martindale II (Bullet-points)
Sept 15	Martindale I (Memos)
Sept 17	Martindale II (Memos)
Sept 22	Martindale I Debriefing
Sept 24	Martindale II Debriefing
Oct 1	Specialty Foods (Bullet-points)
Oct 6	Specialty Foods (Memos)

Oct 8	Sun Chemical (Bullet-points)
Oct 13	Sun Chemical (Memos)
Oct 15	Specialty Foods Debriefing
Oct 19 (make up class)	Sun Chemical Debriefing
Oct 20	<i>No Class</i>
Oct 22	Innovation Exchange (Bullet-points)
Oct 27	Innovation Exchange (Memos)
Oct 29	United Mines (Bullet-points)
Nov 3	United Mines (Memos)
Nov 5	Innovation Exchange Debriefing
Nov 10	United Mines Debriefing
Nov 12	YoGo I Bullet Points
Nov 17	YoGo I Memo Discussion
Nov 19	YoGo II Bullet Points
Nov 24	YoGo II Memo Discussion
Dec 1	YoGo I Debriefing
Dec 3	YoGo II Debriefing