

**Advanced Contracts
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Students were asked at the end of the course to write 2 pages (maximum) about anything they felt they learned in the course. All names have been removed from these submissions.

#1

Advanced Contracts is hands down my favorite law school class; it's the only class in which I have felt like an actual attorney. It was hard to get used to at first, since I was not used to the format but once I got a hang of it I was surprised by the quality of class discussions. This class thought me valuable lessons in the art of contract advising, strategy and teamwork.

In regards to contract advising and strategizing, I feel that I came out of this class with a better sense of what my future clients will be expecting out of our attorney-client relationship. Before this class, I did not have a sense of what the real world attorney-client relationship entailed. I now know that I will not advising clients on clearly defined matters, instead much of the defining will be done by me. This was eye opening because I feel that law school pretty much teaches you to write a memo on one or two clearly defined legal issues. In real practice, we will have to define the legal issues as they relate to our clients goals. This was probably the hardest thing my group had to wrestle with, in trying to formulate our legal analysis as it pertained to our client's goals we initially made the mistake of infringing upon business matters in which we had no business delving into. Once we realized that our value was in advising client's without interfering in their non-legal business decisions we really got in a groove. I think this should be a year long course, I feel that all of us were just getting into our groove at the end of the semester and that our best work was just ahead of us.

One of the most important thing this class thought us was the value of team work and team dynamics. This sounds cheesy but many of us were used to solitary confinement after our 1L year. Having to rely on others and learning to trust others was difficult. I learned how to work with different personalities and even found out a lot about my own personality. I the past, I have always taken the leadership role, however, our group dynamics made the development of one of our members a better option. Throughout our 1L year _____ was one of the shiest people in law school. In fact, on the first day of class she was afraid to even talk in class. Her professional growth was probably one of the most rewarding things I witnessed in class. Her growth was especially evident in one particular discussion in which she and _____ dueled back and forth for minutes. It was awesome! In addition to realizing that I did not always need to be in charge I learned that I have a strong personality and that I need to tone it down when I am working with others. I don't like wasting time, and it took me a while to realize that our group had different working styles. _____ liked to talk about the case in great detail three or four times, I was ready to go after two. _____ was the quiet type and deferred to either _____ or I. We had fun working together, I always used humor to deal with our stress but many times I felt that our four hour meeting could have been an hour and a half tops. Writing the memos also had its challenges; they always took way longer than expected. I hate to admit it but they were actually fun to write. I think it had to do with the process. Seeing the memos develop from bullet point discussions to fully fledged legal advice was pretty cool. The only thing I regret is not talking more in class, and that's why I think a year-long class would be better. I was just getting into a groove and then it ended.

Overall, advanced contracts made me feel that my advice was actually worth something and it made great use of the concepts and research skills we learned our 1L year. It also

reminded me that team work and learning to work with others, a skill that teachers have been trying to ingrain in our heads since the first grade, is easier said than done.

#2

Doctrinally, I learned several things this semester. One major lesson that I learned was that California's parol evidence rule is not nearly as ridiculous as Judge _____ would have impressionable 1Ls believe. Unfortunately, being able to introduce evidence to show that a term is ambiguous does not mean you get to say the contract means whatever you want it to mean. It also means that there needs to be an identifiable term you are trying to enforce, so there are limits can be effectively argued, despite California's post-modern approach to language.

I learned a similar lesson with regards to breaches of the implied covenant of good faith and fair dealing. Having to link the breach to the performance a term also limits the scope of arguments were able to make in Yo-Go I. Unfortunately, our attempt to imply a term in the agreement that the parties generally act openly and truthfully did not appear to be effective.

Both of those cases also taught me about the importance of attention to detail and making very precise arguments. Coming in to this class, I think I was good at thinking about the big picture and overall strategy, but probably glazed over the details too often. I think I have gotten better at translating that kind of thinking into the gritty specifics of each case over the course of the class.

This class also changed how I thought about contract problems in general. When we first approached the Martindale problem, we treated the written documents as if their plain meaning conclusively stated the agreement between these problems. This course taught me to take a second look, and to treat the documents as evidence of a greater agreement rather than a conclusive statement of the relationship between the parties. I think looking at problems that way makes it easier to approach problems that may look one-sided at first.

IX was another problem that stretched my current thinking, because I had never worked on a problem that wasn't adversarial before. I thought it was interesting to see how we could use contract law to address risks or problems created by other bodies of law.

Generally, I think I learned more about how to assess and strategize with regards to various legal situations rather than any particular element of contract law. I think this class gave me an opportunity to think deeply about specific factual arguments that is lacking in other courses. We spent a lot of time discussing the factual story we wanted to tell, and often used that as our starting point. From there, a lot of our work was spent trying to figure out how to tie those facts to the relevant law, and thinking about how to combine our strongest factual arguments with our strongest legal arguments. That process seems much more realistic than other courses, where you learn the law first and then finally apply it to facts on exam day. I think that sort of in-depth thought about real problems was one the most valuable aspects of the course.

I thought the in-class discussions were also very valuable. I thought it was useful to have to do the “elevator talk.” I never really had to give succinct, oral presentations of complex issues before, so I enjoyed that challenge. I also liked the spirited back and forth in the class; it was interesting to see which arguments that caught on in the wider class and which ones failed. That process taught me the importance of being able to express ideas quickly and simply.

Finally, I thought working in a group setting was really valuable. The problems in this course really illustrate how good legal thinking requires a group process. I think everyone approached each problem differently, and no one person ever had a problem completely figured out. I think each group member brought an unique perspective to the group, and I think it helped to bounce ideas and discuss each problem with each other.

Advanced Contracts Personal Reflection

I feel sincerely honored to have been a part of this class because the level of academic dialogue and legal analysis honed my ability to focus on key legal issues, think strategically for a client, and work collaboratively in a group. I never realized that developing a legal analysis of a case through in class discussions and teamwork could be such a dynamic, organic process. It was interesting to see how each group's ideas developed after the bullet point discussions and then even more so during the memo and debriefing discussions, when each group was able to compare its strategies with those recommended by other groups. This class has improved my ability to research analogous case law and identify relevant examples and distinctions and then incorporate that information into a memo that will be useful to the client. I wanted to take this opportunity to review some of the lessons that I learned from participating in/leading discussions and writing memos playing the attorney role as well as the benefits of participating in/leading discussions and responding to attorney memos from the client perspective. Also, I will reflect on some of the strategies I have learned to accommodate different personalities and work habits within a group to achieve the best final product.

Our debriefing discussion of Martindale Foam taught me to recognize the distinction between legal decisions and business decisions and to be aware that when treading the fine line between the two, it is often better to offer suggestions as opposed to definite proposals. Also, this case helped me to understand the relationship between the strength of different legal arguments and how that legal analysis translates to strategic negotiations. Your feedback emphasized that it was more important to remain objective and directly analyze counterarguments rather than be a cheerleader for the client. It can be challenging to analyze the law strategically for a client while remaining realistic and objective about the most likely outcomes. Also, after our debriefing discussion I thought about ways in which I may have focused so intently on the language of the contract itself that I overlooked the overall story that may have been most revealing of the parties' true intentions. In terms of Sun Chemical and analyzing the likelihood that a court would read in an agency relationship, the most important take away for me was a comment you made in our feedback: "The world doesn't work the way contracts say it does." Your comment gives me a different perspective when I read contracts now because I know to anticipate the type of actual, day-to-day behavior that a contract clause will allow as opposed to just focusing on the language itself.

Innovation Exchange taught me that sometimes the most strategic, well crafted legal strategy may not be the most realistic for a client, particularly a start-up, to implement. For example, even though our group proposed that team members should have the flexibility to independently determine profits for each member up front, I recognize that requiring team members to share profits equally is easier to understand and to apply. However, perhaps the most valuable lessons I learned from Innovation Exchange have less to do with legal analysis and more to do with group work. My most important take away was that the intelligence and

diligence of each member of a team does not matter if miscommunication undermines efforts to collaborate. Sometimes, a person might have great insight into a case but if the analysis cannot be developed and clearly communicated with enough time before the deadline so the fellow group members can get on board, then it's almost impossible for a group to collaborate. Had we been able to establish more clearly defined roles up front, specific deadlines when drafts were due, and more effective means of communicating, we would have saved ourselves a lot of stress! On a side note, it's interesting that our team work for this class provided useful insight into the types of rules and guidelines that would be most efficient for IX teams.

Additionally, I recognize that I have a fairly strong personality and unlike a lot of women who are unable to speak up and voice their opinions, I enjoy opportunities to step up, participate, and verbalize my thoughts. However, it's important for me to consider that other people may have difficulty taking control of a group, setting guidelines, or voicing ideas even though they have valuable information to contribute. Looking to the future, I will try to find ways to accommodate different personality types and work habits so that I do not miss out of a team member's potential valuable contributions. For example, while working on Yo-Go I found that encouraging a group member to explain her ideas by asking specific questions helped her to feel that her comments were both welcomed and valued. Our team did a great job working together on Yo-Go because each member met the deadlines, clearly communicated independent analyses, supported each other's arguments and interpretations, and was willing to accommodate other members' working styles. Also, I can see that decreasing my own level of stress and anxiety is an important step for me to take personally so that I can try to enjoy my legal education and the practice of law, as opposed to putting so much pressure on myself to perform that I'm unable to appreciate the intellectual challenge.

It was very interesting to hear the Yo-Go speaker (the real _____) talk about how market value for damages would be argued in a way that gave the judge or jury "hooks" i.e. strategic legal arguments that supported specific, desired outcomes. Also, I hadn't previously thought about the different ways to characterize ADC and Lilly Bach so that they would become more likeable to the decision maker. Along those lines, I also never thought about jurors as falling into one of two categories: "do justice" or "follow the rules." I think the distinction between the two is very useful. Identifying the types of arguments each group will likely accept and favor provides valuable insight about which arguments to press and which to presume will be ignored.

Throughout the semester, I also enjoyed the experience of switching gears and leading class discussions and writing comments about attorney memos from the client's perspective. Reviewing the legal analyses and attorney recommendations from this viewpoint highlighted the importance of painting a clear picture for the client of what is at stake (as you emphasized in class!). I also appreciated the real-world applicability of this learning environment because I didn't feel like I was writing a memo for a grade, but rather that I was working to provide the best possible solution for our client. I found that when working on an attorney memo or even doing the initial brainstorm with my group, forcing myself to think about the types of comments

clients would make helped me to identify key legal issues and stay focused on providing clear and realistic legal strategies.

To conclude, I really appreciated the real world applicability of the class structure and feel confident that working on these cases has improved my ability to do both litigation and transactional work (I would have been much more prepared for Skadden if my 1L classes had been structured this way and I'm looking forward to applying my new skills when I go back this summer). Any client would be lucky to have any one of the groups in our class work on his or her case. Thank you for teaching a great class!

#4

Advanced Contracts – Individual Reflection

Advanced Contracts has been the most valuable class I have taken at USC. It has allowed me to explore many different topics of contract law, experience the practicality of the law, and develop greater teamwork and public speaking skills.

Many Areas of Contract Law

By using eight different cases that covered multiple contract issues, I was always interested and engaged in the class. I think the class had a great balance between litigation and transactional issues. It seems that most classes really focus on the litigation side of contract law, but I am far more interested in transactional work. In my future career, I would much rather be the person working to bring clients together and creating the contract, as opposed to being the person a client calls when said contract falls apart. This class has only augmented that feeling. Even the litigation cases were interesting because they always covered different topics, whether it be the U.C.C. or joint ventures. Although I obviously cannot say I mastered every area of contract law, this class has definitely spiked my interest in many different areas of law that I previously had ignored. For this, I believe this class was invaluable.

The Practicality of the Law

Analyzing so many different areas of contract law lead to a richer experience because it allowed me to see the practicality of the law. Having real-life situations to analyze, brainstorm, and problem solve made this class very exciting. Especially after first year courses, I really enjoyed a completely different learning environment. While reading older cases and judges' opinions are part of the law, it was great to see those rules applied in reality and in a business situation. I hope to work in some transactional capacity, or own my own business, so this class was extremely helpful. While I had some experience with contracts, this class revealed the complexity of them and business ventures. This course has really inspired me to get more involved with the business side of law and pursue more classes and/or education involving business and law.

The different cases also were practical because an attorney needs to learn how to deal with many different issues at the same time. While many law school courses take one topic at a time, discuss it, and then move on to another, this class really required me to stay on top of multiple issues at the same time, and see how they relate. Whether it was the material or the learning environment (probably both), I felt this class was far more practical than others in that sense.

Teamwork and Speaking Up

As you know, my group had many ups and downs. While frustrating at times, I think those experiences really helped me grow as a future attorney, and as a person. As a group, we always seemed to turn out a great product, but we all had different working styles and personalities. I try to pride myself on being levelheaded and getting along with all personalities, and up until this point that had always worked within a group setting. This approach did not work with this group, especially when there were conflicts between team members. This experience forced me to speak up and take more of a leadership role. I was able to work with all of the group members and help encourage compromises among arguing team members. Even when communication broke down, I felt that I, along with my group, was able to move past our differences and work together to produce another strong product for the last memorandum. I feel this will really help me in the future when I will be working with many different people, both clients and attorneys.

The class discussion also brought out a side of me that had not previously existed. To be honest, I can count amount of times I talked in class during first year on one hand. While I am not a shy person, I do tend to take a back seat in group discussions. Through this class, I have become more confident in my ideas and ability to convey them to others in a group setting. I can remember during the first bullet point discussion that I strongly disagreed with one of the ideas being discussed and it was being widely accepted by the rest of the class. For whatever reason, I felt I had to speak up. Once I did for the first time, I felt very comfortable speaking in class and openly discussing opinons with my classmates. I do not want it to seem like I had a low self esteem before, but this class definitely helped my confidence and overcoming a slight fear of public speaking.

Professor Hadfield, I want to thank you for this class because it really has made a difference in my education. I am really looking forward to working with you in the future on my note.

#5

Advanced Contracts – Reflections

Obviously, Advanced contracts is much different than my other courses. In terms of substantive law, there is not really much I learned from this class, as compared to my other classes. Well, if I ever encounter a franchising agreement, or joint ventures, I have some insight on how the law works. But I don't think that is the point of Advanced Contracts. The approach in identifying issues, analyzing and prioritizing are key skills that are learned, and quite frankly need to be learned as attorneys. Just like any subject, things are not truly learned until they are applied. For example, I thought I knew and understood the parol evidence rule, and interpretation of contracts. But until Specialty Foods came along, I understand that you can't just say the contract is ambiguous, but that the specific word or phrase is ambiguous, etc. This makes me think about all the other rules I have learned throughout my law school career, and how useful they are, without having to apply them to an actual situation. Since, normal classes really focus on issue spotting, instead of deep analysis of the rules, they try to see if the rules apply, not how they apply. I did not understand the difference between the two until having to deal with a "client" who wants an outcome. Also, prioritizing your limited time and space was very difficult. With only 2000 words, there were many issues that we had to cut out. This was uncomfortable, as in normal law school classes, I was taught to "kitchen sink" it, and write down any and every plausible argument, regardless of whether it would actually have an outcome that was wanted/needed by the client. So it wasn't just prioritization from our (the clients) points of view, to only address the arguments which can be won, but also prioritize in terms of the arguments that clients actually want so they can reach their goal. For example, in United Mines, we were torn between the government's restrictions, and the ability to get a "major" to join United Mines in their joint venture. We really tried to put ourselves in the clients shoes and see what their main concerns were (and strive to achieve that goal). We felt that their biggest issue is getting government compliance of the joint venture, so our primary goal was to remove any roadblock to the government preventing the project from continuing. Then the secondary issue was getting a "major" on board with the best terms for United Mines (hence the bidding system). Once we better understood the issues of the client, that is when we, as attorneys, could then think of the law that gets you there. We would first try to think of the law that applies and go forward to see what outcome it gave. But as I got more exposed, I learned that you need to look at the client's goals, and work backwards to see what law applies to achieve that goal.

Also, working with the group dynamic is a skill that is difficult to learn. First, the ability to interact with the group members themselves was not as smooth as I originally thought. Not to be misunderstood, I felt as though my group worked out very well, but because I was already pretty close with the other members of the group, some of the interactions almost became harder. When we would argue about a topic, it would possibly result in hurt feelings when one's respective side wasn't picked. Because we were friends, we were more sympathetic to each other, which worked against us being objective. If we were working with random people, I wouldn't care as much about the others in my group, and I feel I would assert my own opinions more. But because we were friends, it was harder to tell someone their argument shouldn't be included. For example, there was an issue (notice

requirement when reselling the goods) that _____ worked on for quite some time for YoGo II. In my opinion, there was no point in including notice, because it didn't get us anywhere. However, _____ spent a significant amount of time researching the issue (mainly because _____ and I told him too, since there was potentially an issue), and he was adamant that notice was an important issue. We did not want to dismiss all of his work, even though we ultimately felt that issue did not help our clients. Ultimately, we decided to put it in the paper (albeit briefly). I actually did not really like the compromise, as it should either not be in the paper, or be properly addressed in the paper. So by just briefly mentioning it, I feel it was actually a bit of a detriment. Now that I look back, I should have voiced my opinion, but I didn't want to put down all of his hard work. It is hard to go against the grain when you think something is wrong, because you don't want to come off like a jerk. In general, it is all too easy to just accept what the other members say, instead of trying to argue. From all indications, the ability to work in a group is a vital skill out in the legal world, so being able to give (and take) criticism is something found out I really need to work on (definitely something I would not have learned otherwise).

Secondly, working in a group to ultimately create one end product was difficult. Our group decided to write each memo collectively, instead of having the point person do the majority of the work. In fact, we randomly decided the point person at the end, to ensure we would all be motivated to work. But, with all the ideas, and writing styles, it was difficult to create a cohesive, flowing paper, that was succinct with the group's final outcome. I don't really know how to avoid this issue without one person actually writing a significant amount of the paper themselves.

Third, I have always found that I learn much better in groups. I study in groups for most part, if not for all my classes. Discussing your point of view, explaining, and supporting your opinion, is how I really learn, not to mention getting issues you don't understand explained to you. So naturally, I felt comfortable in the group setting in terms of facilitating learning.

As for the class itself, the popularity speaks for itself. Even though the class is a lot of work, everybody that I have talked to loves the class. It is obvious a very practical class to take, because it seems like these are the lesson I will be learning as a first year associate. Better to learn this stuff now! I think this class really showed me how much I don't know about the legal field. I thought I had a pretty good grasp of contracts law. But you don't see such complex situations until you go into practice. And once you see them, you don't really know what to do with them. Not to say that I would now be able to take any contracts dispute and be able to analyze the situation with proper research, but at least because of this class, I understand the process that needs to happen in order to ultimately reach the goal of giving "value" to your clients, somewhat better. And ultimately, that's what being a lawyer is about.

#6

My “Take Away” from this course falls into three main categories. First, I found myself exposed a great deal of contract law doctrine and other substantive areas of the law that I had yet to learn. Second, I learned a great deal about how to work effectively in groups and how to structure a team -relationship in order to sustain a functional team dynamic. Finally, and this is probably the one that I did not expect when registering for this course, I have begun to understand how to address specific client needs, as well as recognize the difference between business and legal decisions. I apologize in advance if some of my thoughts seem a bit generalized; I supposed I am a bit of an aspiring “big picture” sort of lawyer.

My first year contracts course left something to be desired, so at first I found myself overwhelmed by the expectation that the memos delve into very specific areas of contract law, some of which I can’t even recall learning in first year contracts. A good example is the perfect tender rule. This issue came up in a couple of case study discussions, and my understanding of this rule prior to advanced contracts was limited to the one line definition in Gilbert’s law summary. While at first I felt somewhat useless in my group when discussing an issue related to this area, I found that over the course of the semester I gained confidence in conducting deeper research into areas I had never encountered before. And, in fact, isn’t that what being a lawyer is all about? I have to assume that out of law school, I will often be asked to address very specific questions of law related to areas of which I do not have previous knowledge. Another good example of this is recognizing that in order to make a good faith argument, good faith must be tied to a particular obligation; didn’t know that, now I do. So, this course helped me further my substantive knowledge as well as improve my confidence in addressing areas novel to me.

The team aspect of the class also surprised me in that I feel my group made it through the semester without a single major hitch (just a few very minor ones). I attribute this to our decision to lay out the groundwork of our group structure right from the start and stick to it. From the very first email sent on the very first assignment, we decided that the point person would run the show. She would establish a schedule, run the meetings, assign research, and take lead on the memo writing. I suppose we took the description of the point person in your syllabus quite literally. Still, this worked great because on each assignment the point person knew her role and there was never a question as to who had what responsibility. I remember when initially considering the IX case, my own group’s dynamic immediately came to mind when confronting

the question of innovation teams. I have now seen in practice that often it is best for a single person to take the lead in group work and delegate responsibility from there. Of course, our group was successful because each group member took the point person designation with a grain of salt, and was respectful of other group members' ideas and concerns. Still, at the end of the day we always respected our group rule that the point person would make the final decision on what would be incorporated into our work product and this ensured that everyone was satisfied with our final product on each memo.

In terms of the distinction between business and legal decision making, I have improved my understanding ten-fold. On the first assignment, I remember our greatest difficulty was separating these decisions and focusing our attention on the legal consequences of a particular business decision. For example, on the memo I was point person (IX), I think my group learned how to avoid spending time on debating how the site would make profit and instead focused on how to create legally binding relationships that might support the type of business our client hoped to establish. Further, at points in the semester we had some trouble in addressing the specific questions that the client had presented to us and addressed questions that were not asked (Martindale is a good example). I think that playing the client role on later memos really helped me to understand these distinctions as I was forced to consider the client's perspective, and this allowed me to recognize when a group was or was not directly answering my question. Finally, I learned a great deal about addressing the value of certain legal positions. A very good example of this came up on several assignments, that being the questions: "you have presented this analysis, but what is the likelihood that it will succeed? Or what is the likelihood that a court will allow us to include certain evidence, or what is the likelihood that a court will interpret such evidence favorably?"

I really do think that I could take this course again and derive the same amount of benefit as I have this semester, perhaps more. While I definitely value the substantive legal knowledge I have gained, I value even more the practical skills I developed. My legal research has improved a great deal, and as was mentioned in class your quick tutorial on Westlaw was extremely helpful. Further, the somewhat restrictive word count limitations on memos forced me to develop a writing style that is succinct and to the point, as well as tailored to my audience

(in this case, the client). Finally, this course was fun. Class discussions were engaging, and some even priceless (like the discussion of how the word “all” could be interpreted as not meaning “all”).

Advanced Contracts Reflection Memo

I am very thankful for the opportunity this class has provided me. In most law school classes there is little opportunity to receive feedback throughout the semester that you can apply in your next effort, nor is there opportunity to really interact with your peers. We're so privileged to be a part of one of the more diverse *professional* law schools in the nation, but what's the use if you don't get an opportunity to really practice the law with your peers? This was my favorite thing about Advanced Contracts.

Adding Value to Your Client's Business

I learned a lot about what it takes to add value to your client's business. I regained a lot of the confidence in my ability to be a lawyer that 1L took from me. I was surprised to learn that a lot of creativity goes into the lawyering process, and for that reason, I was happy to find I really enjoy it.

I. Through Legal Analysis

To begin I learned a few things about how to strategically address legal problems. When confronted with a set of complicated facts explaining your clients legal problems it can be difficult to know where to begin. Instead of asking what the law would say about these facts, I learned that for me, the best place to begin is to ask myself, what *should* the law say about these facts. How has injustice been done to my client, or if the facts are less favorable, where does it appear that injustice was done? Only after identifying these areas, does it make sense to me to find the law on which to hook my arguments.

I suspect this will change with time, as I specialize and become more familiar with a particular area of practice, but even after that this strategy will be valuable. Research is a daunting task, and now that I have realized this simple first step I am fairly confident I will never feel completely overwhelmed by it again. Furthermore, I think approaching the law this way allows one to creatively address their client's issues in a way that starting with the law might not. Especially to the extent that what _____ said was true, finding the most accepted legal argument is not necessary going to win your client's case. Laws have been drafted the way they are to ensure justice, and your client likely wouldn't have done what they did unless they felt they had some right to do it. I love that contract law allows for this kind of imagination and creativity, and this is why I found the IX memo, and its asking us to draft a series of agreements, so intriguing.

I also learned, but I still have a lot of learning to do, about how the creation of certain legal relationships by contract creates liabilities for clients. There is a difference between what the law says, and the operative facts that can arise from that kind of legal relationship. Its important to understand this difference in having the foresight in contract drafting to keep your client as far away from the gray area where liability can arise as possible. This is no easy task, but I was also happy to see it is an exercise in using one's imagination.

II. Through Teamwork

I could write so much more than I've written in my reflections (and I'm sure I've written too much in them already!) about the interpersonal skills that this class has developed in all of us. I thought our final class discussion about how group dynamics can add value to and subtract value from one's work product was very interesting. The issues our group faced were entirely unanticipated, and I can thank this class for showing me what potential problems might arise, and helping me develop the tools that can help prevent them from coming to fruition. The type of student that comes to law school is driven to begin with, and being here does not do anything to taper their anxieties. It will never be an easy process to moderate others anxieties and ultimately the whole experience taught me the importance of having a confident, even presence that allows communication to occur as effectively as possible.

It is surprising that law school doesn't provide lessons on this point, and yet even in our first year writing classes we were held accountable for professionalism. Especially now, as our students are increasingly coming straight out of undergrad, more of us have a lot to learn about working in a group to address very complex issues. What organizational framework allows this to happen? How *does* one properly dissent from a group opinion? How does one properly present a new idea? Write an email to a superior? Handle people who purport to do their work but provide no substance? Bring those who work differently onto the same page and give them an opportunity to contribute?

Ultimately it comes down to having the confidence to bridge the communication gap, and approach a project earnestly while maintaining a sense of calm in an environment that may be anything but. I know this class has helped me get there. I could write so much more about what I've learned in both a legal and professional capacity, but it would be too much to read! Suffice it to say, *thank you so much* for the opportunity to practice these skills, receive feedback, and learn from them. This class will be difficult, if not impossible, to top!

#8

Individual Reflections

This semester, Advanced Contracts taught me several things that the rest of my “typical” law classes at USC have not. I think the group work and class discussion structure, as well as the subject matter of the case studies, all contributed to how enriching the course ended up being for me. I feel I learned the most about evaluating client goals and priorities, collaborative problem solving, and group dynamics.

Faced with various case studies, our group had to make determinations of what the clients needed and how we prioritized those particular client goals. Coupling business considerations with the legal implications of possible decisions and strategies, our group made great strides in using the law to guide our client in making their decisions. I learned that in evaluating business contracts, it makes sense to evaluate the client goals before diving into the legal issues. Keeping the big picture of what one’s client is trying to accomplish, an attorney must then use the law to make those things happen—as opposed to focusing too closely on the intricacies of the legal stance of the client from the beginning and losing sight of a company’s goals. Further, I learned that there are usually several goals a client may be attempting to accomplish, and it becomes really important to prioritize those goals. Some goals may be more important than others, and as an attorney, I learned how to be more concise and be able to give an “elevator speech” of only the most vital goals.

Another valuable lesson I will take from this class was the unique aspect of collaborative problem solving, both within our groups and as a class during discussions. At first, it was difficult for me to truly listen to others and simultaneously offer ideas, but I think I really learned how to do so over the course of the semester. Learning when it is appropriate to listen and when it is appropriate to speak up, I found this class helped to

bolster my confidence and know that my ideas are valuable in a collaborative atmosphere. I also learned that in making strategic determinations, it is really helpful to talk through problems with others and have a variety of ideas because there are often so many different ways of thinking through the types of legal and business issues we dealt with. While at times it can be frustrating to veer away from your own feelings on a particular problem, ultimately it is more rewarding for the group to take all ideas into account.

Lastly, contrary to the mostly individualized aspect of most law school classes, this class focused predominantly on working in our groups and the creation of memos as a team. As a result, all four members of the group were forced to adapt to different personalities and work styles, which proved more difficult at certain times than others. I learned that striking a balance to take each member's strengths into consideration and create a system of collaboration that will work for everyone is very important. I also learned that keeping a positive attitude and staying calm are two key facets to dealing with people one might not typically choose to work with. I am glad I was forced to do so, and I worked hard to improve my own approach to group work. As a result, the class was helpful in guiding those lessons, and I will definitely strive to continue improving my role in group dynamics throughout my career.

As we discussed in class, it is becoming increasingly important to demonstrate value in the legal workplace. I think many of the things I learned in this class will allow me to do so, and I will certainly remember to work in a way that is conducive to continuing to add to my value as an attorney, no matter what the practice area. Honing my abilities to add quality to group projects and prioritize client problems, I am confident that I will add value to my classes, and my career, moving forward.

#9

Individual Reflections

After spending fifteen weeks studying contracts and engaging in class discussions, I have realized how far I have come since the beginning of the semester. Being part of group 1, and being first to go on the first day, I literally had no idea what to do when we were discussing Martindale I. When we were confronted with bullet points, my group initially tried to outline an entire approach for how to speak with our clients. We quickly realized during discussion how much we completely misunderstood the assignment and went back to the drawing board.

This example is just a short representation of how much my thinking has shifted around this semester. One of the most important aspects I learned from Advanced Contracts was substantive contract law and how to apply it. Although I took the introductory to contracts course, it was amazing how much I forgot in a little less than a year. Advanced Contracts allowed me to solidify contracts issues that I had either forgotten or was not quite comfortable enough with in the first place. One such example was the Parol Evidence rule. Although I recalled from contracts that parol evidence allowed individuals to bring in extrinsic evidence for aspects of the contract that require interpretation, I did not realize that a lawyer must point to the specific term within the contract that requires interpretation. While it was painful to learn the extent of this rule during the Specialty Foods discussion as I realized our entire paper relied on a huge assumption that we could interpret the entire section 3.1 as ambiguous and not simply a single term, it was much more important for me to learn this lesson during my law school career than during an actual client consultation.

A second important aspect I learned was how to organize real memorandums and engage in discussion with clients. For example, my group organized Martindale I by stating all the options and the strength of the options that Martindale could utilize. However, we soon realized that this approach is inefficient as the client wants to know what it should do as opposed to all the possibilities it could do. In

subsequent memorandums we addressed this issue by creating introductions summarizing the best course of action. We also learned to keep our introductions and conclusions succinct as clients do not want to waste time relearning what they already know.

A third important lesson I learned from the class was what it means to work in a group. First off, I was extremely fortunate to work in a group where everyone pulled their weight and was very friendly. While I heard that other groups assigned a true point person, we actually wrote and edited the memorandums together as a collective. The point person only served as the final polisher. That being said, one of the challenges we often met with was the issue of group think. Once one person came up with an idea in our group, everyone immediately jumped on the bandwagon and went in that direction. This mentality was a problem since it hurt us from thinking outside the box. Nevertheless, we addressed this issue starting with our third project by always having one person play the devil's advocate. Furthermore, on several occasions a group member would be unable to meet with the group on the first day, so we would bounce ideas off him on the second day to hear his opinions. Although it was extremely painful to throw out one of our arguments after working so long on it, we sometimes needed to do so as it was weak.

The other important lesson I learned relating to group work was balancing how much the members contributed during group discussion. While everyone was very vocal behind the scenes, my group in particular had two very prominent speakers who enjoyed spearheading conversation, and consequently we let them take the lead. This was usually great for the group as the other two members could listen to the course of the conversation and chime in during situations of necessity. This mentality only presented an issue when the vocal group members would say something that the other members did not necessarily agree with and was not in the memorandum. I realized that in a real scenario, this would be a huge dilemma as I would not want to publicly contradict other lawyer statements in front of clients. I am still unsure of how to deal with this issue. Also, this necessity to speak helped me grow

since while I was not initially comfortable speaking in front of 30 other colleagues at the beginning of the semester, by the end I felt far more confident for the future.

I also want to quickly address my self-assessment form for United Mines. I want to apologize for the late submission as I thought my submission went through Tuesday night but I neurotically checked again the following day to realize it did not. I think I attached the file but did not hit submit. I feel this blemish is not indicative of all the work I performed this semester.

In conclusion, I really have grown since the beginning of this semester with relation to my experience, knowledge, and application of contract law. Thank you for allowing me to partake in such an out-of-the-box course and to have a change of pace from my other final-based courses in law school. I hope to take more practical courses, like Advanced Contracts, over the remainder of my law school career. Have a nice fall break.

#10

Part of the difficulty I had with this course was reconciling my need for clarity and firm resolution with the multi-faceted and unclear problems we were given. Initially, I felt frustrated by the lack of guidance we received on substantive aspects of contract law. I had signed up for the course believing that it would involve a great deal of review of contract law, which is a subject that I struggled with first year. However, as I grew to understand the nature of the work involved and the importance of understanding and satisfying the client's expectations, it was easier to adjust to the format of the class. Although I did not receive the comprehensive review of substantive contract law that I had been expecting, I did come away from the course being a lot more comfortable with contract law issues. The most valuable insight I gained from taking the course was a general understanding of the methodology and framework for attacking legal problems having a lot of moving pieces.

The first challenge that I quickly learned to deal with was the "elevator conversation" issue of only dedicating time and resources to addressing those issues which were most important for the client. For example, after wasting valuable space in our first memo on laying down the basic precepts of contract formation, my group realized that such discussion was useless to our client. In subsequent memos, we learned to cut right to the meat of the issue and focus on the strengths and weaknesses of what we saw as our key arguments. In addition, it took some time for me to become comfortable with making legal recommendations without fully knowing all of the applicable facts and without having spent extensive time researching.

There was also an additional dimension to our legal analysis that we learned to tap into – getting the client what they want. Although our first impulse was to present straight legal analysis based on our research, we had to figure out how to adjust our analysis and work very hard to obtain an outcome that was valuable to the client. This was particularly difficult in cases that seemed to be a losing battle for the client, such as the Specialty Foods franchising case. Although the franchise agreement was extremely one-sided, all of the franchisor's agreements at that time had been drafted with similar language, and at any rate the realities of franchising in general just appeared to weigh against our client's case. In other cases, however, such as Yo-Go II, we felt more optimistic about the client's ability to obtain a favorable outcome, or at least to make convincing legal arguments.

A second important issue was the business-legal advice division. Although lawyers are generally prohibited from giving business advice to clients, business considerations really seem inextricably linked to the legal analysis of clients' problems. In order to understand what goals the client wants to achieve, and therefore what legal analysis is appropriate, we need to know what their business objectives are. Rather than simply deferring tough issues to the client's business discretion, it would be more useful if we could instead make some basic, educated assumptions about what we think the client needs (and informing client of such assumptions) and conduct our analysis accordingly. The client could then correct any erroneous assumptions and we would revise our legal analysis accordingly.

A third challenge was the problem brought up by _____ – that despite our best efforts to craft brilliant legal arguments, litigation and even arbitration is uncertain and often comes down to

factors that are beyond our control, such as the likeability of a client or attorney. Thus, it was often our approach in the memos to advise against litigation. Instead, we presented the best legal arguments in the hopes of using them as leverage to obtain a favorable result through negotiation with the client. However, it's still not clear to me how exactly one would go about entering into negotiations – it doesn't seem wise to present all of your cleverly crafted legal arguments to the other side. So, how then, would we go about communicating our belief that we would have a strong case against them in court, thereby forcing them to settle the issues with us outside of court? Further, although attorney groups often advised negotiation as the desired course of action, rarely did we see any explicit delineation of what, exactly, we wanted to be negotiating for, and how.

In terms of the group work process, I found it to be extremely useful. I'm not sure if in practice attorneys work in groups the way we did here, but it was great that other members of my group could poke holes in my legal analysis and catch issues that I had missed. Also, I found that our group's approach to the assignments was particularly efficient in terms of time management. Each group member was responsible for one bullet point submission, one memo, and one client comment submission. However, we did all of the brainstorming as a group and used group meetings to create very detailed outlines for the designated point person to follow. That way, the point person was more of a transcriber of the group's ideas, rather than having to do the entire analysis himself or herself. Once a draft was written by the point person, each group member edited it and gave comments, but final revisions were left to the point person's discretion. This ensured that our memos flowed nicely since only one person was writing. It also distributed the work fairly among the group.

In-class discussions were in general helpful and quite entertaining – however, bullet point discussions could have been more efficient. The client groups should have participated more in those discussions; instead, it seemed that the attorney groups were simply asking each other for ideas to put into their respective memos. I did, however, like the fact that we alternated groups in chairing the discussions. I also felt that chairs should have been more vocal in trying to change the subject when the discussion was focusing too much on a single issue. For example, we should not have spent so much time discussing the lost volume seller issue for Yo-Go II.

Overall, I think this was an extremely practical course in terms of giving me an idea of the general process that should be followed when addressing diverse legal problems. Having previously drafted opinion letters to clients during summer internships, I can see that this course has strengthened my ability to process and analyze information and relate my analysis to clients in a helpful way. I'm now very cognizant of the importance of client's needs over plain legal analysis, and although it's important to get the law right, I think it's equally as important to present an analysis that has value to the client. I'm also a lot less intimidated now about tackling legal problems that seem to involve a myriad of areas of law that I'm unfamiliar with. Now that I have a framework and a general approach to problem-solving, it seems less daunting. I can drill down into the important issues and direct my analysis to those issues. This course was also useful in mimicking the actual constraints that attorneys face – that of limited time and resources – when dealing with hundreds of client matters on their dockets. Although

I'm still far from being an expert in contract law, I feel that I now have the strategies necessary to provide meaningful legal advice to clients in need.

#11

I think the most important thing I learned this semester in Advanced Contracts was how to present information in a way that is useful for your client. In other law school courses, we are asked to simply memorize and regurgitate as many legal issues as possible. This class instead challenged us to organize the various potential legal issues within each case study into distinct legal strategies. It was incredibly useful for us to put our knowledge of contract issues to the test in this manner, as this more closely mirrors what we will be doing as practicing attorneys. Our clients will not be impressed by how many little legal issues we can name; instead, they will want our advice on what their best course of action is (as well as their best alternatives). Although I found it frustrating at times, I really saw the benefit in the word limits to our memos, as it pushed us to make judgments of what concepts were important enough to include, and which we should devote more/less space to.

Toward this end, I also found it incredibly helpful for us to play the role of the client. It gave us a much different perspective of the issues than when we served as attorneys, and it allowed us to think critically about how information should be presented. As clients, we focused our attention much more on the end goal of the case study (which sometimes got lost in attorney group analysis—including our own—when trying to parse out the various potential legal issues). Thus, we were often much quicker to realize that despite the hard work groups put into discussing various legal concepts, sometimes either the original question was left unanswered, or groups failed to present a clear legal strategy for the clients to follow.

This course also challenged me think about contract issues in a more business-oriented manner. I feel like I have much more a litigator's mind (*What is our winning argument, and how will they try to counter it?*), and our business memos (Sun Chemical and Innovation Exchange) really got me to think about things from a business perspective. I struggled a lot with this approach at the beginning, both because of the difference in mindset and because I lacked a foundation in business concepts (I think it might have been helpful to have taken Business Organizations beforehand). In the end I realized that the business- and litigation-oriented mindsets are not mutually exclusive; the business memos just required us to consider the various other goals our business clients might have other than simply "winning."

I greatly enjoyed our class debates; it was great how free-flowing they were, and it really pushed us to understand our arguments (and the potential counterarguments), knowing that our classmates wouldn't hesitate to challenge us. I always found it interesting to hear how differently our attorney groups approached the same problem, and I liked having the chance to pick my classmates' brains on how they reached their conclusions or weighed the various issues. I learned much more by having a conversation with them than I could by simply reading their memos.

Similarly, I also really enjoyed talking out issues with my group members. We all began each case study with slightly different understandings of what were the main issues, and I learned a lot from our discussions in trying to decide what issues we should write about in our memos. We were lucky in that we all seemed to have different strengths, so we tried to mesh them together in a way that would best help the group.

#12

Individual Reflection

One of the most important things I took away from this class was learning how to better work in a group. In general, when it comes to group work I tend to just sit quietly and offer my opinion only when it is needed. Early on in the semester I shied away from conflicts even if I felt that the discussion was addressing the wrong issue or being structured the wrong way. As the semester went on and we continued to discuss different issues in class I realized that not having enough of my own opinions in the memo, or simply not agreeing with everything that we had argued really restricted my opportunities to participate in discussions. It was hard to speak confidently when I did not completely agree with the points the group had made. As the semester continued on I began to voice my opinion more in the discussions and I felt that this had a positive influence on my ability to participate during class discussions.

I also feel that early on we had a hard time as a group when it came to delegating certain aspects of the memo. We were not really sure how to split up certain parts and this often led to a few people doing a majority of the work. Initially we thought that it would be best if everybody tried to do everything together as a group, but it would never really work out that way because it was hard for everyone to get their opinion in. As the semester went on we became much better at splitting up the assignments. We learned that it was best if we assigned issues to research to each group member and then come together and let each person explain what they learned about their issue. During these brain storming sessions we could all give each other input and at the end we could have two people get together and write the memo and then allow the other two group members to edit and give feedback and then go from there to make a final product. We felt that this way of doing memos kept everyone involved.

I believe I also learned how to better write a memo that was better suited for a client as opposed to a memo that is written for a judge or fellow attorney to read. I had become accustomed to having to cite to every single sentence I wrote without really giving very many real opinions. Writing these memos gave me the opportunity to practice explaining legal issues to somebody that was not coming from a legal background. It also helped me learn how to better structure a memo to help achieve a client's goal. It was hard to not just write a memo that was based on what we thought was best for the client to do. We had to realize that this memo was being written to help the clients achieve their goals.

Learning how to deal with group discussions was probably my favorite part of the class. I usually prefer not to talk during class or meetings but as the semester went on I realized that it was best to get involved in the discussions because they really allowed me to flesh out issues that I was not clear on. Talking to the other students in the class really gives you the opportunity to get different aspects on an issue that you might have never thought of. It also gives you the opportunity to get feedback on ideas that you and your group have come up with. I was able to find better ways of phrasing my ideas by hearing myself or other students talk them through during the discussions. Sometimes you do not realize how unstructured or unclear your thoughts or arguments are until you try and explain them to someone and realize that you have no idea how to put it clearly into words. I felt that the class brainstorming sessions were really helpful in that regard. Overall, I felt that I learned some important lessons about what it would be like to be a lawyer from this class and I am glad that I took it.

#13

Individual Reflection

This has been a very different experience from other classes I have taken at USC law. I will comment on the unique aspects of the course below. In all, I had a great time in this class and think that I learned many valuable skills.

Working in Groups

I think working in a group setting is an important skill to learn. My group functioned particularly well because most of the members knew each other and were familiar with each others' abilities. Because group work represents a large portion of our grade, I can understand how having a dysfunctional group would be very distressing to an individual student. Because my group had a lot of trust for one another, the process of letting one group member "take the point" and make big picture decisions for the group on an individual case worked well—group members trusted the point person to expend more effort on his or her problem and the point person always fulfilled this expectation. Trusting your group members is not easy, especially for law students who are used to being control of their own destiny with respect to the grades they receive. However, I think that learning to rely on others is an essential skill for practicing law. It is unnerving to rely on others, but it is essential to do so in this class if you don't want to spend the entire semester researching every potential issue raised by a case.

Client Groups v. Attorney Groups

The client groups worked well during the bullet point discussions, but not as well during the memo discussions. By the time the memos are discussed in class, the attorney groups have done much more research into the issues than the clients have. This leads to a somewhat lopsided conversation: attorney groups are talking to each other about their research and client groups are wondering happened to issues that were discussed during the bullet point class meeting. I understand that the

attorney groups should gain experience explaining issues to non-lawyers, but I don't feel like the attorney groups got this experience by explaining things to the "clients."

I think an interesting experiment would be to assign half the groups to handle the case from one party's perspective and assign the other groups to represent the other party. For the litigation focused cases, like Specialty Foods, this would help groups realize and address counterarguments. For the cases designed on contract structure, like United Mines, the groups could attempt to reach an agreement that would serve both parties' purposes. I think the best discussions resulted from disagreements between attorney groups, and thus if groups were representing opposing parties each issue would get the attention it deserves. However, this approach would require active involvement from the professor in case the class got bogged down on one particular dispute.

Individual Cases

I think that Innovation Exchange was a very good case to discuss in this class. Understanding a business goal and then attempting to create a structure that achieves that goal is very different from the analysis most classes require. Most classes present a situation and then ask students to predict the likely outcome. Students are very rarely asked to take what they know about an area of law and create something entirely new, which is what the IX case required from us.

The litigation focused cases were less effective than IX for the reasons elaborated on in the "client group v. attorney groups" section. By the time attorney groups had written memos on these disputes, the client groups did not see things the same way as the attorneys. This prevented the client groups from challenging the attorney's evaluation of the situation. Moreover, if all of the attorneys were working from the same perspective, some counterarguments would be given short shrift. This problem was most apparent in the Yo-Go cases, where the issues were complex enough to prevent clients from raising relevant counterarguments.

Personal Reflection

Although there were undoubtedly a number of interesting issues that arose throughout the course, I found myself most interested in the behavioral considerations. Specifically, prior to the course I had never strongly considered the fact that people do not necessarily act rationally in the face of contract issues. As an Economics major I had always been taught that behavior, especially behavior affecting economic position, is rational in most instances. There are certainly instances where it is not but I never thought to think they applied in the legal arena. With that bias, I never considered the possibility that in a contract dispute parties would do anything other than behave in a way as to maximize their relative economic positions. This class, through class discussion and detailed analysis in the memorandums, revealed that this is hardly the case.

Throughout the course it was evident that the clients were eager to “win” any contract dispute. Their questions and concerns focused heavily on pushing for the outcome that came as close as possible to the outright win. Their concerns gave very little effect to the costs associated with pursuing such an outcome. As we know, in the real world very few cases are fully litigated due to the cost prohibitions. This outcome begged the question of whether sophisticated business persons would behave similarly – that is, were the law student clients reflective of clients as a whole? Ultimately, I concluded that sophisticated business persons would behave similarly.

Turning back to my economics background I believe the theory that most closely embodies this type of irrational behavior is “escalation of commitment.” The traditional example used by economics professors is the dollar auction game. The professor offers a \$20 bill for auction, and the bidding begins at \$1 and rises in \$1 increments. The winner of the auction has to pay the professor the winning bid and the second highest bidder also has to pay the professor his or her bid and receives nothing in return for the payment. Inevitably, bidding gets reduced to two bidders and, with neither wanting to lose and still

have to pay, the bidding continues well past \$20. The more people have invested the harder it becomes to let go. "Escalation of commitment" has been used to explain various outcomes including the United States' long-term involvement in the Vietnam War and the recent success of online auction sites such as Swoopo.com.

Looking at the contractual dispute example I believe "escalation of commitment" explains the behavior of interested parties. Often litigation is like war and once you are in it becomes very hard to get out. Putting aside other considerations including animosity and the like, people simply do not like spending time and money and not winning. When I say "winning" I mean getting the outcome that they desire. There are numerous scenarios where settling or giving into demands is the absolute correct choice but a party will push on further seeking the superior outcome. This type of behavior is dangerous and irrational and I now see how important it is as a lawyer to have this perspective. Although you cannot make choices for your clients, you can be a voice of reason. Lawyers have a duty to protect their clients and can only do so if they do not similarly fall victim to the "escalation of commitment" phenomenon.

I would have never made this connection in a classic law school class. Only after sitting through weeks of discussion did I draw the parallel. My greatest takeaway from the class is this and other lessons that were only available through emulating a traditional lawyer-client relationship. I came into the class a believer in practical coursework so I cannot say that it changed my outlook but it did reinforce my belief.

#15

Individual Reflection

This course provided me with two new experiences in my law school career: thinking critically and developing solutions to real-world client problems, and learning to work successfully in a team of students. In regards to the substantive portion of this course, I appreciated the idea that we were treated as if we were actually lawyers. It was fairly realistic in some ways. We did not get to choose our clients (as would be the case in a real world situation as an incoming associate) nor our assignments. So it was challenging in the sense that we had to adapt to various different industries and problems from week to week. This wasn't a specialty course in one type of contract law – we had to learn to be flexible and cope with the challenges that derive from being thrown into various situations with various clients.

This experience was also realistic in the sense that we had to actually deal with “clients,” who could be troublesome at times. For example, sometimes the clients asked about things that were not that important in the grand scheme, and shifted attention from the more pressing, urgent matters. Or it was easy to see that they did not (and rightfully so) spend that much time analyzing the attorney memos. That is, I believe, a realistic representation. Clients are spending a lot of money for their attorneys to figure out solutions and distill their legal work down for them in a concise, straightforward manner that allows them to then make the decisions about what to do in a given case. The clients also helped to keep us grounded by drawing the attorneys back to the big issue. It was easy for those in the attorney roles to get somewhat bogged down in micro-details of a particular area of law, but the clients often sought to get us back on track by asking big picture questions: how is this going to affect our bottom line? How long is this going to take if we litigate? What are our chances of winning on any of these claims? In sum, they took us from thinking on a purely theoretical level to a practical level, and it helped us to realize the importance of maintaining a balance between the two.

Aside from the practical experience I gained in analyzing different contractual issues, this class also taught me something about working in a group with fellow law students. While attorneys at a firm often work in concert with one another on a particular case, I hope that the experience will be different from that which I had while working with law students. On one hand, some students do not care about putting much effort into coursework, while on the other hand, some students are so competitive that they do not trust their group members when their ideas are different from their own. It is a very hard balance to strike with such individuals and I found myself constantly faced with two problems: 1) what do I do when a group member refuses to do any work; and 2) what do I do when another group member refuses to listen to my idea? At the end of the day, if someone refuses to be of any assistance despite your requests, you simply have to shoulder the additional work. While it is not an ideal scenario, it is the most practical solution to the problem when you do not have the power to fire someone from your team.

Moreover, the experience of having your ideas and advice fall on deaf ears is frustrating, but I fear it is something I have to anticipate and be prepared to deal with as a woman in this profession. My team was composed of three men and myself, and I do think that gender unfortunately plays a role in whether or not your ideas are listened to and whether you are trusted to have leadership abilities. The problems I faced in my group this semester were unanticipated when I signed up for this course, but I will say that I think they are fairly reflective of issues that may arise in my career.

#16

Case Law

I mentioned to you that I did not know the value of case law before taking your class (I feel that you were not sure what I meant and I did not explain myself well). I want to make a distinction between the case and the rule that the case represents. Often law students want the rules. However, it is immensely helpful to the accurate application of any rule that you see it in action. It's not so much that this is some strange or new proposition. It is more that after taking your class and fumbling through our first few assignments I feel compelled to make sure my arguments will stand up to client and attorney scrutiny.

Group Dynamics

In my group of four people I experienced three distinct personalities (_____ and I turned out to be strangely similar). _____ and I are both confrontational and confident. We establish our own opinions and will argue rationally to support them. If we were in a group of eight people and seven before us came to some conclusion different than ours we would be the outlier who would stick to our original opinion until thoroughly convinced otherwise. I found this to be an immensely helpful personality trait. Whenever _____ and I clashed with a group member (or each other) we didn't for the sake of politeness ignore it. I found that when we had these internal debates we would break down our arguments into their smallest parts. This way we could spoon feed what we saw as obvious to others who could not understand or did not agree. During this process we would see both the holes in our arguments and in the alternatives proposed by the divergent opinion. This would often lead to a better understanding of the problem as well as the law. It would also often motivate us to do research to back up our beliefs. The second personality type is what I conceptualize as the mediator (_____). _____ and I were partly driven by a desire to produce quality work but our competitive nature was also clearly present. _____ was very different. His personality lent itself to trying to

understand and see the value in divergent view points. He was not very confrontational at all. By constantly trying to find a middle ground and by trying to understand and explain the differences of opinion _____ was immensely helpful. His personality contributed to the group identifying holes in the arguments. He also helped keep us focused. Learning how different people work together and how the group can be stronger than the sum of its parts was awesome.

Group Issues

The third personality type is the one that tries to ride on the coat tails of other people's work. I don't say it to be mean. I am trying to honestly and objectively view the situation. At the "problem based teaching" event many professors asked about problems within groups. I believe that learning how to work with different personalities is something that we need to be able to do. At the law firm I seriously doubt that anyone is going to go complain to a partner that one of the group members on a project is not helpful (these things would be realized in time). I was very happy with my group for the most part and do not see it as a flaw of the class that not everyone will be able to work well together. I actually see it as another learning process. For our last memo, our group met for very long hours on Friday and Saturday. We thought that we may not have to meet on Sunday. One of our members left early on Saturday. The remaining three members decided to meet again on Sunday and we also decided not to tell our fourth member. I believe that this is what would happen at a firm. If you are not making a positive contribution (and maybe actually making a negative one) you will not get the work. We were not upset at this person and actually felt bad about not letting them know that we were also going to meet on Sunday but the work product was the priority. These types of events actually contribute to the realism of the class. I found it to be very educational.

Conclusion

Overall, I found the class to be a lot of fun. I did not view it as work. I now feel that I truly have gained a valuable skill. If it were not for this class I am not sure that I would see the value of my

education here at USC (besides the increased earning potential). I wish I could take advanced contracts

2.

Reflections

- I thought the switch in the middle of class from random discussion to 15 min leading discussion from both client and attorney groups was a good change.
 - I think it helped to make sure that we were not stuck on one issue; we were able to hit all the major issues which was necessary to write a good memo
 - It also made sure clients had to participate. In the beginning not many clients asked questions because they didn't have to. I think it made the process much more engaging.
- Of the 4 cases each group had to do, I liked Martindale and Yo-Go because it allowed us to get really familiarized with the cases and to fully understand the complexities of a problem.
 - Separating the issues to 2 distinct memo papers allowed each group to be on the client side and attorney side for one large problem. I thought it helped me stay engaged throughout the bullet point- memo- debrief discussions. It also highlighted that most real world problems wouldn't deal with just issue, but could encompass multiple facets of the legal field.
- Because of the bullet-point and discussion in class, there was a lot of exchanging of theories and ideas. A lot of times at bullet discussion, we would run across a solution to a problem we as a group haven't thought of. At first, it made me weary that our ideas would get stolen, but after awhile I realized that it helped flush out the arguments by presenting them to various groups. I noticed that the groups with the most "outliner" theories didn't share or elaborate their ideas in class – leading them to have one-sided arguments.
- Even after debriefing, I didn't feel like we fully learned how much value we brought to our clients.
 - I understand that the way the class is set up, there is no one "right" answer to the case problems and that we were practicing the thought process in analyzing a problem. However, I think I would have felt little more sense of accomplishment if there were clearer answers to what would have been the best legal advice to give to our clients.
 - For example, in Specialty Foods, all the groups came up with a certain percentage of likelihood on the likelihood that our arguments were going to succeed. Because of the lack of real world experience, we didn't really have any idea how accurate our predictions were. A statement from you

about what you thought was the strongest argument and the likelihood of success would have been insightful in gauging our analysis.

- In terms of substantive contract law, I felt that most of what we researched and learned for each case were highly case specific and would probably not be that useful once we started practicing. The main value of this class was practicing and honing the analytical steps we should take to tackle legal problems – how to begin approaching a problem, where to research, what issues would the client like to hear, what issues should the client hear, how legal orientated our advice should be (compared to more business oriented), and how we bring value to the client.
 - I think one thing I really thought was absent in the class was your voice. I think I would have liked a little more structure and more focus on substantive law.
 - Perhaps, if you picked a topic to discuss (ie – jurisdiction) and give us small legal problems to exercise our knowledge and skills first and then went into something like Australia foam case, we would have been able to tackle certain issues better.
 - I knew very little about damages and remedies. Even after all of the cases dealing with these topics, I don't think I have increased my knowledge in those fields very much – much of what we learned were so case specific, I am not sure how they would apply more generally.
- One really great value I learned in class was the value of group work. In law school, the system is set up so that we are constantly competing with each other. I started to feel like I had to accomplish everything on my own. However, I realized how much better it is for clients to have multiple minds working together on issues – to really understand all aspects of the problem. I hope to take this outlook with me to my firm job next year. It's not so much about proving how well I can do on my own or how much better I am than others as much as figuring out what would get our clients in the best position.

Thank you Professor Hadfield. I had a great time in class. I know I talked a lot and often times I didn't make sense (those comments made sense to me in my head!). But truly, I learned a lot. Hope you continue to teach this class for future lost law students. =)

#18

Individual Reflections

- In this course, I learned many things that are associated with difficulties in giving advice. In particular, I found new perspectives when I was trying to understand issues, to discuss in brainstorming sessions, and to write a memo.
- Understanding issues
 - Through this class, I came to understand that legal advice is a factor in making business decisions. It is not everything, nor is it a separate decision. For example, in the Innovation Exchange case, to make the rule for team formation more flexible was a business decision, but after considering legal consequences of doing so, it was better to recommend more rigid rule for formulation of teams. In the Martindale case, on the other hand, in order to decide what course of action to take, including repudiation and litigation, a legal assessment of how strong Martindale's claim would be was necessary information for Martindale to make such a business decision of whether to continue the relationship with Smith.
 - Relationship between companies
 - advice on law was advice on how corporations will deal with each other.
 - In order to advise on the relationship, we need to look at the broader environment in which our client must do business.
- Group work/brainstorming
 - I found the importance of brainstorming, and how it affects our final product.
 - Fleshing out all ideas and insights each member has about the issues in a case helps when we actually wrote out a memo.
 - Through brainstorming sessions, we came up with new ideas and perspectives on the issues of a case. One member's idea stimulated the other member. Thus, it was more than just the sum of what each of us spotted.
 - Some people were good at researching, while others were good at coming up with new perspectives and putting together our individual ideas. So I found diversity in team members' strengths was important. For instance, Mila has experience in working at a film company, so she could spot issues relating to Intellectual Property rights and other business related issues more than the other members.
- In writing a memo
 - It was difficult to combine parts each person wrote and make the whole piece coherent.
 - It was interesting to find out that even though we discussed thoroughly before we started writing an actual memo, each member had different understanding of what we as a group recommending the client. So, it became clear that

it is necessary that we communicate with each other while writing our own sections in the memo.

- It was also difficult to work over the email especially when everyone is not working at the same time.
- Having a clear idea of what the most important message we want our client to get was helpful in writing a concise memo. We had to cut a lot of arguments, and in deciding what to cut, we needed to know the priority of messages.

I learned such a great deal in this course! The following is a short discussion of the lessons I was able to take away throughout the semester.

For starters, I felt it both during my 1L contracts exam and I felt it coming into your class: I did not understand contract law as well as I should given how much time I spent learning so many doctrines and reading so many cases. The information was jammed in my head like disjointed pieces of information, and it wasn't until I worked through real examples in the case studies that I was finally able to gel together how contract law fits in with actual business transactions and litigation. It was kind of a shock to see how disconnected my understanding of contract law was with how it is used and applied outside of an academic setting. Your course felt like the second half to what should have been a two-semester contracts class (one part theory and doctrine, one part application). I wish I had taken this class sooner so that my memory of 1L contracts was fresher, but I'm glad I was fortunate enough to take it at all before graduating from law school.

I also learned some important things to fill gaps in my knowledge, like how good faith has to be tied to a specific contractual obligation, and how you have to point to specific language when claiming ambiguity for parol evidence. I knew in my head that agency analysis was very fact specific, but I guess I didn't really understand that the implications of such an inquiry means digging really deep not only into the facts of the cases in our research, but into the facts of our own client.

I think I learned a lot of lessons about client advising. Triaging was a really difficult exercise, but it was so helpful to do it in groups. Having a variety of viewpoints led to some really creative discussions within our group and I found that to be really enjoyable and organic and collaborative. I found it useful to know that the choice between litigation and negotiations is not really THE choice, and that the client has to understand all of the options (and the strength of such options) before they can make an informed decision. Learning what is a business question versus a legal question was really good to learn, and I especially appreciated learning that the scope of my advising depends in part on who the client is – for example, Sun Chemical had whole departments and other lawyers work through certain issues already and they asked us for a specific answer to a specific

question; versus Innovation Exchange where the business questions were closely tied to the legal questions and it was just three individuals trying to put an idea together. It was in that case that I understood and appreciated the lawyer's ability to create or manipulate a legal environment that would best effectuate the client's business goals. Also, it was really important for me to learn this whole advising process, because I feel more confident in my ability to assess a situation, navigate my way through different options, and then be able to advise a client in a way that is helpful to them and doesn't take up a 30 page memo.

Working in groups was a good reminder to me about the important balance between being too passive and being too controlling. I saw moments in our group where someone being too controlling on triaging hurt our ultimate analysis, but being too passive on the drafting hurt our coherence and sophistication of our arguments. It is a delicate push and pull and it takes some practice to know in which situations it is a good time to push and a good time to give. I was reminded that I need to speak up sometimes when I know I am right, and I saw that it is worth it to take risks and not be so afraid of being wrong. I am generally nervous in public speaking situations and was doubly nervous in your class because I felt I didn't know contract law as well as others. However, I remember one of our first memo discussions where I knew I had a good point to make, was questioned aggressively by another group and then I kind of just whimpered away. I wished I had been less afraid to push back and engage in healthy, aggressive discussion, and I tried to push myself the rest of the semester out of my comfort zone. It was good practice for me personally, and I was really impressed by (and learned a lot from watching) my colleagues in the class who were unafraid to take a position and stick by it no matter how heavily questioned.

Overall, I am so very glad I took this course. It came highly recommended to me from a friend who took it last semester and it was one of the most real-world and practical courses I have taken in law school. In terms of some general thoughts I had, I thought the pace was perfect. We were kind of thrown into the work, but you gave us just enough guidance in the beginning for us to feel confident enough to get our hands in there and start working. Even though the students didn't talk much in debriefing, it was the time in which the main lessons I took away from this course were kind of cemented in my brain – things we couldn't teach each other in discussion for our lack of experience, and I really

appreciated your seasoned perspective on how to approach the problems. I hope you don't take our being quiet as a sign of it being an unproductive time. Also, it was interesting to hear the guest practitioner's perspective and his particular strategy, but I didn't feel like it built our skill set or stretched our learning like our regular class sessions did. I would definitely prefer once or twice only for such a session rather than having one there for each debriefing. Finally, your comments in our memos were so helpful and I think we all appreciate the time it takes for you to give each memo such a detailed read.

Thank you for a really challenging and rewarding semester! We worked so hard and spent so many hours on meetings and brainstorming and memos, and not one of us in my group ever had qualms about it. It was obvious how much we were getting out of our time and work. I made great friends with my group members, and came out of the class with respect for the process you taught us and for the colleagues I practiced and learned it with. I really feel like I will be a better practitioner after this class and I would take it again! I would recommend this course to anyone.

#20

When registering, this class probably appealed to a lot of people because it was a series of group projects instead of the classic (and dreaded) issue-spotting exam. Issue spotting, however, is probably my academic forté. After my first semester of law school, I discovered that I had a knack for taking traditional law school exams. The draw of this class, for me, was the allure of learning practical skills. After two years of theory, philosophy and black letter law, I wanted to see what a class, advertised as teaching practical skills, had to offer.

As it has turned out, while I haven't discovered that analyzing contracts is my new forté (I still have a long way to go!), this has been the most useful and educational class I have taken in law school. In the past semester, I have learned how to develop business judgment, look at problems strategically, work in a group and perform legal research in a real world context.

From the very start, these case studies included an element of exercising business judgment. In Innovation Exchange (IX), for example, we considered the effect of our actions on IX's public image and drafted lengthy team rules in order to prevent future litigation that might delegitimize the company's reputation. Learning to think from a business perspective was difficult for me because it required an element of un-training. The courts in the many, many cases that we read in school discuss their analyses by ("ostensibly," Angel would say) directly applying black letter law and syllogistically coming to a conclusion; however, here we were asked to look at a set of facts and give primary consideration to external factors, without regard to the law. Then, keeping in mind the business objectives we had identified, we would research the law and draft recommendations that catered to these objectives.

A similar exercise in un-training was the strategic perspective that we had to utilize in analyzing the case studies. Again, instead of "solving" the cases syllogistically, we worked to frame the cases in such a way that minimized our client's liability and exposure. While the traditional law school education provides answers and requires students to understand why the answers fit into the law's landscape, these cases had no answers and required creativity and manipulation of the law in order to craft our own answer; it was like having studied art history and then being asked to paint a picture. At first it was a foreign concept, and we struggled with Martindale I. It was interesting and rewarding, though, to see our strategic instincts develop as the semester progressed. By the time we reached Yo-Go International, we were quicker to identify the order in which the client should be present the viable arguments, in order to maximize the possibility of success. For example, we placed the argument for good faith and fair dealing last because we were concerned about angering the judge by re-claiming a defense that he had previously dismissed as invalid.

It was extremely fascinating to hear _____ share with the class the incredible strategies considered and executed by trial lawyers in the real world. I was amazed at the amount of research that could be done in order to identify feasible strategies; I had never heard about mock juries before and the correlation between socio-economics and judgments that these juries revealed. "Hypothetically," these external considerations ended up affecting the strategies pursued in the Yo-Go International case, as the milk cooperative ended up forgoing a jury trial due to the risk of lower damages.

Another practical skill I worked on was my ability to work effectively in a group. In college, my business classes always touted the importance of working in groups; accordingly, we had mandatory group projects in every single class. I remember spending countless hours in group meetings that were inefficient and uninspired, only to spend more hours correcting and perfecting our work product on my own. This was my first experience working with a group that was extremely motivated and effective. During our first meeting, we agreed upon a protocol: each case study would have a point person (s/he would assign tasks, compile the members' thoughts/ideas and make all the executive decisions) and the other group members would provide support services to the point person. From the very beginning, my group was cohesive and supportive. I particularly saw how nice it was to work with a motivated group when I served as point person. My team members were very active in providing legal research and editing drafts; their unique perspectives and techniques in both tasks were greatly helpful. And the brainstorming sessions would have been far less productive if I had engaged in them alone. So while I may not have gained any experience in managing a delinquent team, my faith in the success of group work was restored.

Legal research continues to be my biggest academic weakness, but this class definitely helped strengthen this skill. During first year, when we were first learning how to legal research, we were fooled into thinking that legal research is generally a very straight forward endeavor. In our legal writing classes, we were presented a set of a facts and after a few key strokes, we were able to identify the seminal case that would carry us through to an A grade. But as I quickly learned in this class, this is not how legal research unfolds in the real world. Sometimes, there was not even a straight forward question to pursue in these case studies and we would have to search for a legal question that would produce an answer amenable to our client's case. Or, as in Sun Chemical's licensing agreement concerns, there was often a lack of case law that spoke to our issues. It was extremely frustrating to perform hours of legal research, only to emerge with half of a case that spoke to something merely analogous to our facts.

Beyond developing practical skills, I also developed deeper knowledge of certain topics that I had not yet learned in law school. After this class, I have a better understanding of licensing and the UCC, for example. It was interesting to learn about these subjects through legal research and case analysis, which added a unique element of understanding. Specifically, in preparing the Yo-Go International memorandum, I learned more about the UCC than was explored in our first year contracts course. In researching case law about UCC installment contracts, I learned how it was nearly impossible to escape the presumption of an installment contract.

Overall, I would highly, highly, highly recommend that my peers take a practical skills course. Hands down, I learned more in this class than I've learned in any other class. It definitely ended up being more work than any other class, but I think it was more than worth it.

#21

Personal Reflection

My group was really terrific. A lesson I experienced (not necessarily learned) is that a good group of people can separate the wheat from the chaff extremely quickly. This efficiency carried through to our out-of-class meetings, email correspondence and shared research and editing responsibilities. I think a key component of efficiency is compromise, and all members of the group were happy to back off an idea without feeling personally slighted.

I was glad to learn that there is a place for story-telling in contracts. It is not just a static puzzle of subsections. While _____ may have over-stated the preeminence of the story in contract disputes in his talk on Tuesday, I think a case like Specialty Foods would be nothing without the story. Putting sympathetic clients aside, a story is helpful when arguing about the original intent of the parties. On the other hand, I was reminded through one class assignment not gloss over merger clauses either. Even in California with its lax extrinsic evidence rule, a merger clause cannot be easily explained away.

It was interesting to experience the breadth of contract subject matter. I liked that the class went straight into areas of the law that many of us were unfamiliar with. It seems realistic that we, in the future, will have to hit the ground running in a similar fashion. It was helpful to see the application of core contracts principles across fact patterns from domestic retail to international mining. This course successfully reinforced my first-year contracts class.

Working in a group ensured that my thought processes were coming across clearly. Our interaction was important to put me on notice when I made a logical leap without providing the necessary explanation. Working in a group of four actually more than quartered the amount of time it would take to tackle these assignments alone.

Again, a lesson I experienced more than learned was that the most important time in the process for me is at the beginning. I need to spend a lot of time familiarizing myself with the materials and getting a feel for what is legally and emotionally compelling about my task. This makes group discussion and research move so much more quickly. Every member of the group was extremely prepared.

Finally, I really appreciate the value of technology in tackling these legal problems. The proficiency of my group to share drafts, share edits, provide comments, perform simultaneous research and analysis, and then bring it all together into a final product impressed me. It is not as grand an idea as IX, but my group was definitely a virtual group when we weren't sitting beside each other in class. I was so pleased with the professionalism of my group members. As much as this class was about contracts, for me it was a lesson about synergy.

#22

I can honestly say with confidence that this class has been by far the most useful class I have taken since being a student here at USC. This class has helped me learn numerous things. First, I believe that this class really helped me learn how to successfully work in a group. While I have had exposure to working in groups before, I have never been placed in a professional setting where I needed to solve a problem using skills I will eventually use in my career. I learned that while working in a group it is essential to having open lines of communication and not be afraid to share any ideas one may have or concerns for that matter. There were times while writing memos that I felt somewhat uncomfortable about criticizing or pointing out a flaw I believed existed in someone's logic. However, in time I learned that not agreeing and having different opinions is the whole point of being in a group and saying what is on your mind respectfully is actually a critical component to creating a good final product. I believe that our memos throughout the semester progressively got better which was reflective in the improvements we made in how we collaborated as a group. I also learned that in a group, being a leader and taking charge of a task is very important, but not as important as making sure that your group members trust your judgment and want to listen to you. Furthermore, being the leader or in this case the point person did not mean that you were given supremacy over everyone else, it just meant that you were responsible for mediating the group work. At first I considered the point person to be the one who would have to do the most work and make sure that the memo was perfect. Yet, I learned that it was quite the opposite. As a point person you must learn to approach all of your group members in a way that makes the process of solving the task at hand both efficient and optimal. As a result, as our group learned to do this better, by the end of the semester being a point person hardly meant much of a change in duties at all.

Taking this class also opened my eyes to how much I actually knew about contracts already and also how much I had left and still have left to learn. Learning in a classroom and out of a book definitely provided me with a solid basis in contracts, but I had never had the opportunity to actually apply what I

learned to real life scenarios. This class did exactly that and was truly an eye opening experience. In my 1L class, contracts seemed so straightforward and the concepts did not seem difficult to grasp, but through this class I learned that every detail of a contract can make a world of difference. From whether or not it was foreseeable that an entire milk silo would be contaminated to whether or not cows could have been sold to decrease milk production, every aspect of a contract and the actions that go along with it matter. Before, I would have looked at a scenario and probably skipped over many details and facts because I would simply look for the easiest way to solve the problem. However, contract law I have learned is much more than that. To be a good attorney for your client you must not just solve the issue at hand, you must attempt to find every argument for and against your client so that ultimately you discover all possible options so that the very best one can be chosen. Furthermore, solving the issue of a contract breach and which course to choose that is best for your client is as important as anticipating what arguments will be made against you.

The last thing I have taken away from this class, which is probably the most valuable to me, is learning how to speak in front of my peers in class. Speaking in front of people and in class has always been a problem for me because I usually get very shy and afraid. However, I really think that this class has helped me make leaps and bounds into becoming comfortable with class participation and I know that this is something that will not only better me as a lawyer but also as a person.

#23

Overall, I enjoyed this class because of its interactivity, which was the main reason why I signed up for it in the first place. Also, I am very interested in the interaction of business and legal issues, and contracts in general, and especially this course, deal extensively with such interaction. The main takeaways from the class for me were: (1) searching for a narrative in every case in the first place; (2) benefits of teamwork; (3) improvement of legal research skills.

Topics and Finding a Narrative

I am personally mostly interested in topics related to intellectual property and technology. Thus, my favorite problem was “Innovation Exchange.” However, although other topics came from business areas, which were very distant from my interests (such as mining or milk production), the approach of this class helped me find exciting things in working with such topics as well.

The strategy that I learnt from this class was finding the right “narrative” before approaching the problem’s legal aspects. I think such approach is the right one in practice. In most cases, you can find multiple arguments on both sides, and find strength in different evidence. In order to evaluate which way you are going to go, seeing the narrative behind the situation is the issue of utmost importance. Once you have your version of the events, it is much easier to find the legal “bricks” that you will build this story upon. This class has also taught me another important skill – to always look at the narrative from both points of view: your client’s and the opponent’s. Such perspective is very helpful not only in litigation (because you need to know what the other side will argue), but also in very preliminary stages of negotiations because understanding what the other side wants will always help you to better find mutual consensus and come to a deal.

Teamwork

Another thing that I liked about this class was the opportunity to work in teams. I believe that both in school and in the real business world, teamwork is a valuable opportunity to get to the best result in a most efficient way. Finding the strongest and weakest points in each team member is an important task in the team building process, and I hope that we were successful at that. Some of us were better at

writing and editing, others – at research or speaking in class. I think that our combined skills resulted in much better papers than the ones that could have been written had we done everything on our own. Also, looking at every problem with multiple sets of eyes was a valuable opportunity.

Legal Research

Finally, I think this class has improved my legal research skills. The problems were designed in a way that forced us to imitate real-life work of an associate in a law firm, the work where you first have to evaluate what exactly you have to research and how broad your research must be. I have previously externed for an appellate judge and done research there, but the work there was slightly different. When researching for the judge, I was already given all the elements of the puzzle. I had to look up whether what the attorneys were arguing was really consistent with the cases they were relying upon (and other cases that they could have omitted from their briefs). But the problems in this class made us go further and find legal basis for arguments that courts could later evaluate. When doing courtroom research, I was already given all context. Here, I had to create context myself. And the research for this class illustrated that very different context can be created from the same facts depending on the kind of research you do. This experience was valuable for my understanding of legal work in general.

Thank you for the interesting course!

#24

Individual Reflection

Law school employs use of the Socratic method of teaching. This system, named after the Classical Greek Philosopher Socrates, focuses on inquiry and debate by asking and answering questions to stimulate rational thinking and to illuminate ideas. While some individuals deem this method to be well suited for the classroom, it certainly fails to prepare students for the real world. I acknowledge that it is great to get your mind thinking like a lawyer, but the practicality of the law school methodology is questionable. I suppose that is the reason why some people say law school teaches you how to think and write like a lawyer, but it fails to teach you how to be a lawyer.

For the foregoing reasons, Advanced Contracts has been a breath of fresh air in my law school experience. It is by far my favorite class of law school because of its practicality. It not only makes you think like a lawyer, but it also teaches you how to be a lawyer. For instance, I realized that I did best on the exams in which I brought up the most causes of action and/or defenses. While greater points are allotted to the strongest arguments, even a weak point argument gets you some points as long as it is presented and knocked down. However, this is an

unrealistic perception of what it's like to present legal arguments in the real world. In the real world, you wouldn't bring up frivolous arguments for the sake of getting points. Unbeknownst to this, our group brought up a latitude of arguments in our first bullet points even if they were weak e.g. unconscionability. With your guidance, however, we later started thinking about our memos in the client context and realized that frivolous arguments would not only confuse our clients, but also take away from our credibility in a court room setting.

Interestingly enough, I learned this ideology in the Advanced Contracts class, but then saw it in action in real life not too long afterwards. While externing in Bankruptcy Court a few weeks ago, I evaluated an opposition to a motion for relief from stay. The attorney, who represented the Debtor and opposed the motion for relief from stay, had approximately seven causes of action listed in his memorandum. He also provided ample case law to support each of his causes of actions. However, the issue was that a few of his arguments were essentially frivolous. Even more unfortunate is that the frivolous arguments were listed

before his stronger causes of actions. As a result of the frivolous arguments, the attorney had lost his credibility in my eyes. I therefore tentatively ruled that the motion for relief from stay be granted, which the judge did in fact follow. Thus, one take away from my experience has been that if the argument isn't worth making, it is probably best left unsaid. While an attorney may want to show his or her client all the various avenues he or she has explored in attempting to get the client a promising verdict, it would probably be best if the attorney orally informed the clients of his or her research and limited his or her work product to arguments that actually hold weight.

Moreover, the class taught me how to structure a memo for a client and how to convey legal principles to a client. The memo's we draft in law school are geared to internal memos that are to be read by an attorney or memos that are to be submitted to the court. Given that most attorneys interact with clients directly, it is important to learn how to write for a client and how to convey the legal principles to a client in an ordinary

fashion. I feel that this class has allowed me to develop both of those skills. Overall the class was a great experience.

#25

Advanced Contracts F'09 Reflection

This class was the first class I've taken in law school in a different format than the regular law school class. I had gotten really accustomed to the law school class format, so this class was very different. I signed up for the class because I was interested in transactional law and you discussed on the first day that it was a good idea to add practical skills to your resume. I thought that breaking up into groups and discussing the issues and pointing out which issues were major seemed like what would actually take place at a law firm being approached by a corporate client. I thought the case studies were going to be more of what I thought "doing deals" was (more like M&A), but they actually presented a range of issues that might be brought to a law firm by a corporate client. That part was interesting and challenging.

The group-work part of the class at first made me nervous. I tried to study with a group my first year and it didn't work out well, so I avoided it for a while. My group, group _____, worked really well together though and there were no members who didn't pull their weight. All of the group members wanted to work hard to do well in the class as opposed to just getting by. We all did research and contributed ideas. We also agreed on how we were going to split up the work—each person wrote one memo and the corresponding bullet points and one client comment, but before anything was posted on blackboard we would meet as a group for hours and outline everything. This way, the point person would be well prepared to write the memo. We also would circulate the memo before posting it for additional comments. I think I was really lucky with my group. Eventually, I felt that working in groups was incredibly helpful in the learning process. I'm sure that the common goals and harmony of the group facilitated that conclusion.

We noticed after each group meeting that we were getting better at this. A lot of times we would read the case study and come to the group meeting kind of not knowing what to write, but we would start talking about some things and it would all become clear what the issues were and how they could be dealt with. Working in a group definitely helped each of us gather our thoughts and come to a clear understanding of what needed to be done in each case.

I also learned substantive material. I learned about parol evidence and how it's admitted when there is ambiguity, and there can almost always be ambiguity. I learned a lot about remedies that I had heard of but was not really familiar with such as, rescission, expectation

damages, reliance damages, specific performance, and punitive damages. Also there are preliminary injunctions, estoppel and others.

Even though we didn't actually have clients, a lot of times I would feel frustrated that we couldn't get them what they wanted. I think we dealt with a lot of client communication issues. Even just writing the memos, we considered a lot how would be the clearest way to present all of the interrelated issues to them. Also, we kept trying to go back to the "elevator" talk and keep in mind that clients need answers, not only explanations. In the beginning we had problems distinguishing between business decisions and legal advice especially because a lot of what we were doing was explaining the ammunition that each party would use against the other in negotiation.

I think towards the end a lot of our questions about client communication were resolved with regards to the written document being presented to the client; but we didn't have a chance to get into actual, in person client communication. I think this was because our client groups were actually just like us and not real clients. Playing the part of the client was actually kind of difficult because we are more used to playing the attorney that it's hard to think of what a client would want to know besides what you've already provided them with.

Our first case was Martindale II. We approached this case by thinking of all possible courses of actions and writing their pros and cons, and chose the course of action we felt most beneficial to the client and likely to occur. Next we had Specialty Foods, we approached it in the same way, although we were unable to provide our client with good news. Then we had United Mines, which was kind of a different story. We discussed the structure of the deal and then went through all the terms that we found problematic. Lastly, we had YoGo II, and we approached it by going through the UCC and discussing applicable provisions. I think the cases I preferred were the ones toward the end about structure (Innovation Exchange, United Mines). I think I liked them more because they were more about trying to avoid problems than actually resolving problems that had already occurred.

Overall, I know I am leaving this course with a better knowledge of how to advise a corporate client for a variety of issues that may face it. I hope that I will be able to transfer these tools I have acquired in class to any other issues that I face in practice.

Individual Reflection

On Groups

I found working in groups to be very fulfilling. In particular my group — _____ — had good chemistry and was especially suited for creative thinking, evidenced by our work on Innovation Exchange. Our weakest point, on the other hand, was probably legal research, which was evidenced most by Sun Chemicals, the project for which I was point. In that exercise we were able to formulate a good memo structure, with clear rules for the clients, but we could not substantiate every recommended change with specific case law. Even as we conceptualized and wrote the memo we knew this was a problem, we just could not find the cases we needed.

Our group had immediate chemistry, and a standardized decision process from day one: we would collaborate on bullet points via email and get them done two classes in advance; then we would do research on those bullet points for the actual bullet point discussion; then we would meet for 3-4 hours to complete research and hash out the structure of the memo together; then the point person would draft the memo based on our common outline and research, continually sending it out for revision until it was due.

This process worked out great, I think everyone had equal opportunity to voice their opinions and incorporate their ideas into the memo. There were rarely any “no’s” in our group, rather if there was disagreement we tried to find ways to combine ideas to make a better idea. All that being said, it may have been interesting to change groups half way through the semester. While I do not think it would have been as fun as working with my group and I would have been nervous about putting my grade in jeopardy, it may have been a good learning experience to quickly establish a working relationship with new people.

Personal Strengths and Weaknesses

Similar to my group as a whole, I think my strengths were my ability to think creatively about a problem and my ability to frame issues in a memo clearly so that an unsophisticated client could understand them. As far as weaknesses, the hardest part of this class for me was the legal research. I think that Sun Chemical and Yo-Go I both evidence that. Both of those exercises required that recommendations be strongly rooted in cases. I had a really hard time working with that because it was hard to 1) find the correct cases, 2) know when you have done exhaustive research so that you know the full picture, and 3) estimate how likely it is a court will agree with your legal analysis. By dealing with those three insecurities, my research abilities grew immensely. Now, although these are three things I still worry about when doing research, I feel more confident that I am looking in the right places and that I will find the correct cases than I did before this semester.

In general, before this class I looked at contracts in a very mathematical way by asking myself 1) was there offer and acceptance? And 2) was there consideration? If so, there was a contract and everything was good. Now, mostly due to my work on Sun Chemical, Specialty Foods, and IX, I look at contracts as founding documents for relationships. There is no way to perfectly articulate how a working relationship will develop and work over time, but a contract can help by setting out basic rules and

guiding a relationship in a certain direction so as to maximize mutual understanding between parties and minimize conflict. It is not mathematical it is fluid. I think this really started to become clear with Specialty Foods because that was a clear case where both parties thought they understood the parameters of the relationship, but the contract was not drafted well enough and both parties got off of the same page. Sun Chemical and IX advanced that understanding because they allowed my group and I the opportunity to design relationships. Understanding this, I would now look to be clear and practical when drafting a contract, using non-legal leverage whenever possible to maintain the parties relationships. In terms of litigation, I now would start by looking at how the parties viewed their relationship, honing in on facts that would support my client's view as the one that a jury would find to be more accurate.

Substantive Lessons

On top of all that, this class did introduce me to new legal concepts like severability, licensing, franchising, good faith and fair dealing, joint ventures, partnership, and anticipatory repudiation among others. While I am by no means well versed in any of these, I now at least know they exist, could hopefully spot them as issues in real life cases, research them, and write about them clearly and succinctly.

Conclusion

This class was the most practical I have had in law school. It has made me confident in doing legal analysis, presenting that analysis to a client, and thinking about creative ways to achieve clients goals — not just tell them what they cannot do.

Reflections

First of all, I loved this class! I knew I would, because I loved Contracts so much our first year. I have discovered that I learn far better if I am forced to actually grapple with the material being taught, rather than just passively taking notes. This holds true whether I am considering how much I enjoyed a class, as well as whether I am considering the grade I actually received at the end of the class. It's funny – I thought before coming to law school that everyone here would be so overly-motivated, or maybe just so much smarter than the people I had around me in undergrad (I didn't go to a big-name school). It didn't turn out to be the case, though. Everyone here *is* extremely smart and capable, yet I have learned that almost all of us do have the nature that it is less work to coast through the semester, and then figure everything out at the end before finals. It's like if we can hide in class, and pretend to understand, we will. That is why it is so important that we not really have that as an option. I know I've said this many times before, but that is why I loved your class and Professor _____ so much. There was no hiding in your classes. I felt like you both were very tough on us, but never in a gratuitous way at all – it made us want to do well, if not for ourselves, at least not to disappoint you. It was intimidating at first, but now when I get a professor who I feel doesn't want to take the time (often *any* time) to be sure we are following him or her, I feel a bit cheated.

I agree with you that this is an extraordinary amount of money we are taking on in debt to be here, and when I take classes like I have had with you, it feels justified. If I feel that I haven't actually learned anything at the end of the semester (despite doing all the reading and participating in class), it doesn't feel worth it. So, with all that said – I hope you have success in convincing the faculty of the merits of this type of teaching.

As for this class specifically, I found it difficult (but again, in a good way). I think United Mines may have been the most challenging problem, because it was so amorphous. I feel that each case taught a slightly different lesson (for example, the biggest take away for me in Martindale it was – don't get so bogged down in specifics that you can't see the big picture; and in Specialty Foods it was – don't get so big picture that you gloss over details). Yet, United Mines was a great example just to see how complex this can be in the real world – you really are starting from something that seems to have no concreteness to it sometimes. I like wake-up calls like this.

As for how we as a class handled this framework, I think overall the answer is: very well. I think one of my biggest frustrations was when people who were just starting their 15 minutes in the "chair" position would immediately change the subject, even though we had not finished an idea. This was especially true when the clients were the ones in the chair, because clients generally had less understanding of what was going on. I think a lot of times we got off relatively easy because someone would change the subject before we really had to answer a question. Sometimes I wanted you to jump in there and say 'hey – they didn't actually answer your question.' But again, there is no reason that shouldn't have been me or anyone in the class to have done that.

Also, I think this was more of a concern at the beginning than at the end of class, but I think there were a few people in class who managed to almost never speak, though I think everyone did at

least once or twice by the end of the semester. It is difficult, because you don't want to never talk, but you also don't want to feel like you are dominating the conversation. It's hard to draw people in too, because you don't want to have someone upset with you for putting them on the spot. This is good practice for the working world, though I hope the people I end up working with will be so engaged as to want to speak up in discussions.

I think my group in particular worked well together. We definitely had some growing pains in the beginning, but I was honest on all of my self-assessments, and so you were able to see that we did figure out a good balance with each other. Our group approached in a way that the point person really was the one in charge for the most part. They handled all of the writing, and the other three members supplied the research, the outline of ideas, and handled much of the editing. This structure worked well for us. I know several other groups all wrote the memos together as a group, and I think that is a good idea as well, though I do think that is a luxury that maybe won't occur in the workplace(?).

Overall, I feel like we all kind of liked each other in this class – I thought everyone was respectful, even when passionate about an idea. I'm sad to see this class end.

#28

I enrolled in Advanced Contracts primarily because the course description that was posted before the semester suggested that the course was sort of tailored towards developing practical skills. Whereas most law courses focus on teaching students new legal doctrine, this course would focus on allowing students to practice using already-known legal doctrine to resolve complex scenarios. To me, this course description sounded very appealing for at least two reasons: (1) applying legal doctrine to resolve complex situations is intellectually challenging and stimulating, and (2) using our legal judgment to resolve complex scenarios is really what our future employers are going to pay us to do. And in fact, throughout the semester, you kind of pushed us to continue to ask ourselves how we are adding value to our employer/client.

Now that I have completed this course, I can say that I am truly happy that I enrolled in it. I really think that this course has prepared me, in a variety of ways, to be a more effective legal counselor, and I am now more confident that I can render valuable legal advice. Moreover, I really found the case studies to be intellectually stimulating and I enjoyed working through them.

Takeaways from of the Course

I thought one of the main themes of the course was to try not to lose sight of the “big picture.” Specifically, as young attorneys, we may have a tendency to analyze legal issues in a vacuum without considering how a proposed resolution of a legal issue impacts a client. However, it is important that we not do this because a proposed resolution that adversely impacts a client really isn’t a resolution; and we aren’t really being valuable to the client if we cannot offer them a useful resolution. One of the more obvious examples of this (which was actually pointed out in the fact pattern itself) is seen in the Sun Chemical fact pattern: that fact pattern tied together the issue of jurisdiction to the contract. If an attorney had proposed to redraft the contract in a more favorable way without considering the jurisdiction issue, the attorney could have caused his or her client’s bankruptcy. This example illustrates the importance of being able to conduct legal analysis in light of the “big picture.”

Another key takeaway is that, as young attorneys, we should really try to have a full understanding of how a factual situation is before giving legal advice. This also was made apparent during the Sun Chemical case study. During the debriefing, you had mentioned that the contractual language may specify that only extremely limited control would be exercised, but the reality of the situation might be that much more control would actually be exerted. Therefore, it was just as important to let our client know that they really have to make actual efforts to limit their control (not just claim to limit control in the contract), as it was to suggest contractual modifications.

Another benefit of this course is that it offered us the ability to practice communicating our complex analyses to clients. In fact, for the first few case studies, you had us give ‘elevator

talks' as a quick way of communicating our analysis of a given fact pattern. In the later case studies, we still had to be able to communicate the essence of our arguments to our "client" classmates in a concise manner. In my experience, this is a very valuable skill. Specifically, this past summer I worked with in-house counsel at _____, and one of my assignments was to draft a memorandum regarding a trademark issue. I drafted the memorandum in light of the instruction that I received during my first-year legal research and writing course. However, the feedback that I received for that memorandum was that it was a little too technical, and that the business side may have trouble understanding it (at the time I hadn't realized that I was to be drafting the memo for business team as opposed to my supervising attorney). Basically, the first year course in legal research and writing prepares you to draft memorandums for partners, but this course gave us the opportunity to practice drafting memorandums specifically for clients. In fact, during this semester, I contacted _____ to let them know that if they are looking for interns for next summer, they should seriously consider looking for someone who has taken Advanced Contracts as I think this course is very valuable in this regard.

Another thing that I learned from this course is how to handle a memorandum's word limit. Undoubtedly, a word limit for the memorandums in this course is very much necessary as without a word limit, these incredibly complex case studies could seemingly be discussed indefinitely. I think that the best way to handle a word limit for these types of memorandums is to focus the vast majority of the memorandum on the main argument(s). I do think it is worthwhile to summarily (maybe in a couple sentences) address the weaker arguments just to show the client that they have been considered. I also think having a couple sentences on the weaker arguments is helpful for the drafting attorney as well to remind him/her that he/she had considered the weaker argument before dismissing it.

Finally, one of the implicit benefits that this course offers is simply the ability to practice problem solving. All of the case studies presented were complex and thought provoking, and they were all challenging in unique ways. Working through this broad mixture of problems is helpful for us because it gives us practice in applying our legal judgment in a variety of fact situations. I think this allowed us to practice being a well-rounded problem solver.

Conclusion

In conclusion, I think that all of these listed benefits and takeaways that I received from this course have made me a much more valuable legal advisor.

Individual Reflection

Major Takeaways of Course

Throughout the course of the class, I came to realize the importance of addressing two types of issues with clients. Firstly, it is important for an attorney to identify client goals. Business *people*, by their very nature, have some sort of business project in mind. Business *clients*, by their very nature, have retained legal counsel in order to facilitate the accomplishment of business projects. Therefore, it is critical for attorneys to realize why they have been hired, in other words, how they can facilitate the accomplishment of both specific and general client goals. Secondly, it is important to identify unseen (to the client) obstacles that may interfere with the accomplishment of the client goal(s). This requires even more work than it sounds like because several alternative courses of action should be anticipated as well. With each alternative may come a new set of obstacles that must be predicted and prepared for.

The Group Dynamic

Working in a group provided some challenges, but ultimately brought out the best of the class. The group environment opens up each student to 2-3 new perspectives on every particular issue. This exposure to different points of view helps broaden the lens with which any given student views a problem. At times, progress seems, and *is*, slower in a group dynamic. Points that seem logical to some group members must be painstakingly explained to others. However, it is moments such as these that really test a student's knowledge of the material/issue. In fact, these are the very same difficulties that may arise with clients. Such an experience forces a student to practice explaining even the most basic of theories, a skill that may be necessary when dealing with clients.

Sharing Your Thoughts

This class is different from others in one critical aspect: you are forced to discuss and debate your ideas aloud and in person. Clients, I can only assume, expect to meet with their legal counsel in person. While memorandums serve as a succinct medium in which an attorney or group of attorneys can explain their thoughts, the client meeting is ultimately the arena in which ideas are expressed and tested. This

course required students not only to put their ideas on paper, but also forced them to think about how to *give* legal advice, i.e. how to explain complex legal theories, the order in which topics would be discussed, how to avoid unnecessary digressions, etc.

Difficulties

Throughout the duration of this course, it became increasingly difficult to determine, at the onset, what the “problem” was. Our group would often look at proposed contract or set of circumstances and wonder “What’s wrong with this?” I believe this will continue to be a difficult task—figuring how to get the ball rolling and where to focus your attention.

#30

When I first signed up for Advanced Contracts I really had no idea what to expect from the class. A friend of mine was already enrolled in the class and recommended it. I missed the first two classes, so when I started the class I already felt behind. It took me a few weeks to get a feel for the class and a few more weeks to really understand what was going on. Luckily, I got “adopted” by a great group they really helped me understand what was going on in class. Once I was up to speed I started to enjoy the class much more.

The class was definitely challenging at times and frustrating at other times. It was frustrating at times because there were so many issues in some cases and so much advice that we wanted to convey to the client but we were limited by the memos. It was always tough to try and pick what we thought was the most important point and not include any “but if’s.” It could also be frustrating at times trying to find the issues. I remember that we all read United Mines and at first could not figure out what the issue was. After talking about it for a while though it slowly materialized and after we found the issue we found all sorts of problems. When we first started our meeting for United Mines we thought there would be no way we could get to 2000 words, and by the end we had to cut a significant portion to get under 2000 words. That’s also why the class was challenging at times, after we got past the initial frustration, we saw it as a challenge, and being law students we were very competitive to make sure that we excelled on the challenge.

What did I learn in this class? I think the primary thing I learned in this class is that there is always something to be found if you look hard enough. Working over the summer I learned that if I read my writing enough I can always find something to change, it is never perfect. I feel that this class helped reinforce that lesson but in regards to other people’s writing. Reading through these cases at times it seemed like there were no issues, but I learned that if I sit there long enough and keep reading it, something will appear. Having a group to bounce ideas off of and to keep you grounded is also very helpful when looking for these issues. Being able to see different angles of the same problem is one of the skills that people value most in a lawyer. It is also a skill that I don’t think can really be taught, but must be acquired through practice. This class was very beneficial in providing a place to practice this skill.

I also learned about contracts, but not what I thought I would learn about contracts. The title of Advanced Contracts had me prepared to learn the “nitty gritty” of drafting contracting terms and in depth UCC discussions. I was pleasantly surprised though when it turned out that the class wasn’t really about teaching you advanced forms of contracts, but really it was about using already created advanced contracts to teach relatively simple principles. I think the class worked well because in-depth contract law is easily forgotten, that’s why there are books and practice guides and sample forms. But the ability to analyze a contract and the ability to get your client what they need is something that can’t be found in a book or a practice guide, it is something that must be learned through experience. I think that’s what the purpose of this class was. While I did learn something about specific contracts, franchise law, the California milk industry, African precious metal mines and Australian foam companies, I more than likely won’t

remember the details in a year or two. What I will remember though is that I know that I need to listen to what my client wants and that if I look at a contract long enough I'll find something.

#31

Overall, I enjoyed the course and am sad that it has concluded. I realize that what I learned came from the experience of having to deal with the case studies themselves. This was especially apparent when _____ visited our class and said that his personal judgment stemmed from his experience over the years. I realize now that this experience is incredibly valuable as well as something one cannot gain from the traditional methods of a law course.

Thoughts on the course:

I very much enjoyed the course. I particularly liked how the course was structured in terms of having four assignments as opposed to one big project/final at the end of the semester. This more effectively measures what a student has learned and gives one a chance to improve based on the feedback provided. I personally appreciate this sort of structure because I learn best by being given feedback. Also, I believe that this structure more accurately mimics working in a legal environment as one improves with each assignment.

In terms of discussions, they are probably more effective in a smaller group setting where people can voice their opinions, especially where there are more outspoken participants. However, the fact that half of the class alternates in doing a case study somewhat remedies this, as the other half of the class will usually listen more than participate. Also, having each group chair a discussion provides those who would not normally speak a chance to discuss their thoughts. However, I do wish there was more guidance or moderation of the discussions because sometimes I wonder if we are on track, or whether the “blind is leading the blind.” In fact, I preferred when the discussions were interrupted in order to get us more on track. I also felt that the debriefings were incredibly helpful, even though some may disagree. Even though the groups do not participate often during the debriefings, I viewed it as a time when the professor could get certain points across and really provide insight into how we can approach a problem, particularly from a novice perspective. Perhaps the debriefings can better walk the groups through the steps of how to arrive from point A to B, much like what was done for *Sun Chemical* (including the question one asks oneself when they first read a prompt).

I do have some comments/concerns about the grading structure (admittedly, most of my thoughts likely stem from the fact that I am not clear on how each individual will be graded). When I think about how much each person has put into the course, I wonder how we can be differentiated from one another, specifically given the varying group situations and case studies. For example, if group X’s memos are given more points than group Y’s, but group X was assigned different case studies than group Y (and assuming both put in the same amount of effort and class participation), is it fair to say that members of group X should get a higher grade than those of group Y just because they received more points on memos in general? I find this problematic because the grade at that point seems to be partially left to “luck” – perhaps group X really understood the memo when in other circumstances, they would not have, and so one could speculate. Additionally, I assume that the case study pairs are supposed to be equivalent to each other in difficulty, but I question if that is really so in all instances. For example, *Specialty Foods* was definitely not the equivalent of difficulty to *Sun Chemical*, and I did feel that those who were assigned the former had a much better advantage over those of us assigned the latter.

Lastly, I agree that our group was “just getting into the groove” of how to approach these issues. I do wish there was some way to continue developing these skills, such as an Advanced Contracts II seminar or course in which we can do a final project (perhaps we can do this for that

extra unit next semester?). It is unfortunate that our group took so long to finally get pointed in the right direction, but at least we eventually got there!

Thoughts on groups and group work:

I like the group approach to the case studies because of the different perspectives each person offers. However, a free rider problem naturally occurs with such a structure and is very difficult to deal with. In my group, the free rider problem was not as bad as it could have been, but it did occur in the context of priority when working on a memo, and I was often frustrated (as I have voiced in self-assessment forms) with the lack of dedication I wanted my group to have. Additionally, I question how point allocation in the self-assessment forms factor into our individual grades. Often, I felt that I put in more work than the other members, but how does that factor into point allocation if the other members feel that they put in more effort than me? How is this reconciled given that our memo grade applies equally to everyone? I am also curious if one can detect who has continuously done more work than the others, and whether it is apparent that he/she is shouldering most of the group's burden. Perhaps one way that the free rider problem can be addressed is by allowing the class to switch groups halfway through the course. I would have very much liked to work with other people, especially given that I did not choose my group members (although I am grateful we worked well together for the most part). I think this may also make grading individuals a bit easier because different people may come to the same conclusion about the effort put forth by one person. However, I realize there are problems with this, such as how point people would be rotated, what if people do not get along, and so on. Still, I think it is an idea worth thinking about because it would introduce and show students other ways of thinking about and approaching a case study.

I want to also touch on having a three-person group. I never particularly thought our group was at a disadvantage until one day when I saw another anonymous group working in a study room next to us: two were working on client comments, and two were working on bullet points. It then dawned on me how much extra work each of us in our three-member group really had to do, and I realized that the quality of our memos probably reflected this. Oftentimes, one person could not complete an assigned task due to other priorities, and the burden of a three-person group was felt greatly. What concerns me about a three-person group is the quality of the memo. I often questioned why our analysis and work was not at the level of some of the other groups – was it because we had a three-person group, or because of the group dynamic, or a combination of these factors? I also questioned if it was logical to be compared to a four-person group, as oftentimes we felt overburdened. If it is possible in the future, I think the groups should be as consistent as possible with one another.

Personal reflection on my individual performance:

I reviewed the self-assessment forms that I turned in previously and I noticed two things: 1) I sound like I complain quite a bit and 2) I left some thoughts unfinished. In every group, there is usually one person who keeps everyone on task. Although at first reluctant, I stepped into this role and definitely got a lot more than I bargained for, i.e., being point person twice (which was not fun both times around)! However, I did learn a lot of personal qualities, such as being dependable and the importance of keeping my group on task. Oftentimes I felt taken advantage of, because my group members began to rely on me to delegate responsibilities/make decisions when what was needed was a critical analysis of the case studies. Nonetheless, I tried my best to understand and analyze each case study, if not for the sake of building my own “experience level.” Because I was in such a position in my group, I began to really take each memo outcome

personally, as a reflection of my own ability (although this is the wrong mentality to have because I did not control every single aspect of the memo). However, I do feel that my analysis has improved in general and I feel much more comfortable researching an issue now than I did before the class. I hope that this is reflected in the comments I have made in class, as well as the memos. Regardless of a three-person group, the case-study received, or any other factor, I believe that the time spent in crafting the memos and improving my skill was time well spent and something that I know I will always carry with me throughout my legal endeavors.