

Transactional Law Clinic I
University of Houston Law Center
Spring 2014

Assistant Clinical Professor Kafah Bachari

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Office hours:

Tuesdays & Wednesdays 10:00 am – 12:00 pm and by appointment

Client Intake/Interview:

Monday 9:00 am – 4:00 pm

Tuesday & Wednesday 12:00 – 3:00 pm

Course hours:

Tuesday 4:00 pm – 6:00 pm

Classroom:

TBA

Course Description:

As a student attorney in the Transactional Law Clinic you will have the opportunity to provide legal services to business clients in a real world setting. Providing accurate & helpful legal advice requires attention to detail, good communication skills, an understanding of the client's needs & concerns, and the ability to craft legal solutions that work in a business context. It also requires strong legal writing skills. In this course we will focus on developing these skills through clinic work, case round discussions, reading assignments, & in conversation with practitioners who join us as guest speakers.

The skills you will gain will be applicable to your work as a student attorney in the Transactional Law Clinic and in your future transactional practice. The skills taught in this course will even be useful to litigators.

Course Work:

Our textbook is *Drafting Contracts: How and Why Lawyers Do What They Do*. Unless stated otherwise, all readings and drafting assignments are from this book.

The optional drafting assignments are helpful to the learning process and to the quality of your clinic work. Students may turn in optional drafting assignments to me for review and comment. Students who put significant effort into these assignments learn the most from the course and generally perform well in the clinic. The converse is also true. However, you are responsible for all clinic work, which takes priority over any optional drafting assignments. **It is your responsibility to manage your time efficiently.**

All work that is submitted to me for review **MUST** adhere to the following guidelines:

- put your name on every page in the header;**
- when appropriate, also place the term “DRAFT” or “EXECUTION COPY” on the first page header below your name;
- use a font at least as large as the font in this document (Times New Roman, 12 point);
- use one inch margins all around;
- insert a blank line between paragraphs;
- paginate any document longer than one page;
- e-mail me a copy; and
- print out one copy and bring it to case rounds.**

Guest Speakers:

During the course of the semester we may have guest speakers. You are expected to show guest speakers the utmost respect by closing your laptop and refraining from using any electronic devices during the guest speaker’s presentation.

As part of your class participation grade you are expected to ask questions and engage in meaningful conversation with the guest speaker concerning his or her topic.

Conferences:

I will hold mid-semester conferences during the week of March 3 and exit interviews during the week of April 14, please contact me to set up an appointment. I will provide detailed information concerning the conferences later in the semester.

Grades:

Course grades will be based on the following:

Class participation: 25%

Clinic work: 75%

Class participation will take into account class attendance, class participation, and familiarity with reading assignments.

Clinic work will take into account your ability to apply the concepts we discuss in class and from the course book to produce high quality work for your clients. **All clinic work must be timely completed, closed, or transferred by April 28, 2013.**

By signing in each week on the attendance sheet, you are certifying that you are prepared for class. Being prepared for class includes being able to clearly articulate your client's legal and business needs and how you propose to address them.

Collaboration with Students and Others:

I encourage you to cooperate with each other in all aspects of this course. You should feel free to share ideas with each other. You each, of course, must do your own writing, except for those instances when you work with another student as a member of a team. You may not solicit or receive the aid of anyone outside this class, such as practicing lawyers or students who previously took this course.

Please feel free to ask questions and to give me feedback throughout the course. I look forward to our semester together.

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JANUARY 14 & 21

Course Introduction & Case Rounds:

Introduction & Student Attorneys present on their assigned client matters and discuss next steps.

Recommended Reading:

Translating the Business Deal into Contract Concepts.

Chapter 1 – A Few Words.

Chapter 2 – The Building Blocks of Contracts.

Chapter 3 – Translating the Business Deal – Part 1.

Chapter 4 – Translating the Business Deal – Part 2.

Chapter 5 – A Contract's Parts.

Chapter 18 – Legalese.

Chapter 19, § 19.4 – Numbering schemes.

Appendix B (Website Development Agreement) – Read the introductory provisions.

Optional Drafting Assignment:

Exercise 5-1.

Exercise 5-2.

Exercises 18-1 through 18-7.

JANUARY 28 & FEBRUARY 4

Case Rounds.

Student Attorneys present & discuss each client matter.

Recommended Reading:

Drafting the Preamble, Recitals, Words of Agreement, Definitions, and Action Sections.

Chapter 6 – Introductory Provisions.

Chapter 7 – Definitions and Defined Terms.

Chapter 8 – Action Sections

Chapter 23, § 23.9.3 -- Exhibits.

Appendix B (Website Development Agreement) – Skim the definitions and read sections 2 through 5 and 7 through 11.

Appendix C (Escrow Agreements).

Optional Drafting Assignment:

Exercises 6-1 and 6-3.

Exercises 7-1, 7-2, and 7-5.

Finish Exercise 7-7.

Exercise 8-3, Versions 1 and 4.

Draft action sections for Trademark Licensing Agreement described in Exercise 5-3.

FEBRUARY 11 & 18

Case Rounds.

Student Attorneys present & discuss each client matter.

Recommended Reading:

Drafting Representations and Warranties, Covenants and Rights, Conditions, Discretionary Authority, and Declarations.

Chapter 9 – Representations and Warranties.

Chapter 10 – Covenants and Rights.

Chapter 11 – Conditions.

Chapter 12 – Discretionary Authority and Declarations.

Chapter 13 – Will and Shall.

Chapter 14 – Drafting the Contract Concepts – A Summary Chart.

Chapter 27, § 27.6.2 – Using a Precedent.

Optional Drafting Assignment:

Exercise 8-2.

Exercises 11-2.

Exercise 12-1.

Using the information in Exercise 5-2, draft Adele Administrator's representations and warranties from the perspective of HHI.

FEBRUARY 25 & MARCH 4

Case Rounds.

Student Attorneys present & discuss each client matter.

Recommended Reading:

Drafting the Endgame Provisions, Signatures, Numbers and Financial Provisions.

Chapter 15 – Endgame Provisions.

Chapter 17 – Signatures.

Chapter 22 – Numbers and Financial Provisions

Optional Drafting Assignment:

Draft the endgame provisions described in Exercise 5-3.
Exercise 17-1.
Exercise 21-5.
National Security Exercise.

MARCH 18 & 25

Case Rounds.

Student Attorneys present & discuss each client matter.

Recommended Reading:

Reviewing and Commenting on a Contract.

Chapter 28 – How to Review and Comment on a Contract.

Optional Drafting Assignment:

Exercise 28-1.
Complete Steps 1 through 3.

APRIL 1 & 8

Case Rounds.

Student Attorneys present & discuss each client matter.

Recommended Reading:

The Drafting Process & Adding Value to the Deal.

Chapter 15 – Endgame (review).
Chapter 25 – Adding Value to the Deal.
Chapter 27 – The Drafting Process.

APRIL 15 & 22

Final Case Rounds.

Student Attorneys present & discuss each client matter.

Recommended Reading:

Drafting Ethically. Chapter 30 – Ethical Issues in Drafting.