

**LAW-883**  
**ADVANCED LEGAL WRITING FOR BUSINESS LAWYERS (FALL, 2020)**  
**SYLLABUS**

**PROFESSOR CONTACT INFORMATION**

Professor: Janis Penton

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Office hours: I have flexible office hours using zoom or phone. Please email to make an appointment.

**COURSE DESCRIPTION**

Students interested in business law and other transactional practice areas will develop skills to communicate clearly, concisely, and correctly in a business law setting. This will include identifying the audience and objective; structure and organization; clarity; consistency; and “plain English” best practices. Students will also gain experience drafting and editing, thereby reinforcing the concepts they are learning and discussing in class.

Students will practice these skills through a series of exercises and simulations completed inside and outside of class, individually and collaboratively. These exercises and simulations, which include a variety of types of written communications, are intended to help students improve their analytical, drafting, and editing skills and develop sensitivity to the expectations of attorneys, clients and others with whom they may work.

**COURSE OBJECTIVES AND CONTENT**

Legal practice is generally divided into litigation and “transactional.” The term ‘transactional’ often refers to structuring, negotiating and drafting transactions but also includes a broader array of practice areas requiring advice and counseling that are unrelated to any specific transaction or counterparty. This course is designed to reflect the types of assignments a young lawyer might receive in a broadly defined transactional practice. The semester is divided into two parts. Part 1 is designed to build a foundation to write clearly, concisely, and unambiguously using “plain English” best practices; focus on the intended audience and the objective of the communication; and emphasize the editing process. Part 2 focuses on reviewing, analyzing, and drafting effective contractual provisions, including proper use of forms and templates; understanding and drafting ‘boiler-plate’ provisions; and completion of a group simulation exercise.

**COURSE DETAILS**

- Unit Value: 2
- Grading Options: Numerical Only
- Schedule: T 10:15 am - 11:55 am
- Online using Zoom: <https://gouldonline.zoom.us/j/97039793392>
- Exam: None
- Writing Requirement: No
- Skills/Experiential Unit Requirement: Yes
- Participation: Required and graded
- Enrollment Limitation: 15 students; JD only

## REQUIRED MATERIALS

- **Books**
  - ‘Plain English for Lawyers’ by Richard Wydick, although only a limited number of pages are assigned, students may find this small paperback helpful for the semester.
  - ‘Transactional Lawyering Skills’ by Richard Neumann. Approximately 25 pages are assigned, although students may find the balance of the book useful.
- **Other Materials:** other, short readings are assigned and posted on blackboard.

## ASSIGNMENTS AND GRADING

This course is graded numerically, and there is no CR/D/F option. There is no final exam. Writing assignments will be discussed and completed as shown in weekly topics list below and as posted on blackboard. Grading will be allocated as follows:

- Memo 1: ungraded
- Memo 2: 20%, 50 pts max
- Email 1: ungraded
- Email 2: 20%, 50 pts max
- Contract simulation exercise writing assignments:
  - Issues memo to senior partner – 20%, 50 pts max
  - Issues email to client - 30%, 75 pts max
  - Contract revisions – ungraded
- Class participation 10%, 25 pts max

“Class participation” includes satisfactory and timely completion of ungraded assignments, as well as class attendance and overall participation. It also includes assessment of your in-class negotiation session in Week 13.

Assignment due dates are indicated in the assignments section of blackboard, in this Syllabus, and will be included in weekly announcements. Per school policy, late submission will result in a proportionate point deduction on that assignment’s grade and no assignment will be accepted more than 72 hours late unless I have given prior written approval.

Please submit assignments via blackboard, in Word format, double-spaced, Times Roman 12 pt.

## ATTENDANCE AND OTHER COURSE POLICIES

1. The class meets for 100 minutes once per week. Because much of what you learn will be by participating in class exercises and class discussions, attendance is mandatory. Students are allowed one unexcused absence.
2. Please try to log-on on time so we can begin on time.
3. Please use customary zoom classroom etiquette.
4. I will use blackboard for announcements, scheduling information, assignments, and other course materials; I will send edited work to you via email. I will send one or more announcements per week that contain the URL to log on to class sessions, a reminder of the assignment due the following week, the following week’s class agenda, and a link to the prior week’s class recording. The class blackboard page has separate tabs for Announcements, Syllabus, Weekly Content, and Assignments. The Weekly Content tab is divided into folders for each week, except Week 14 when we do not meet.

Each week’s folder includes the log-on link, the required reading, and that week’s slides. After the Week 15 folder there is a Zoom link folder with the full Zoom invitation. We will not use the ‘USC Zoom Pro Meeting’ tab. I will store the weekly recording links in the Zoom Link folder and/or each weekly folder whichever students find more convenient. The Assignments tab is divided into folders for each week with a writing assignment.

5. Collaboration: You may collaborate on the assignments only as indicated on the weekly topics, blackboard assignments tab, or as I state in class. Excluding assignments to be completed collaboratively and in-class peer review editing, you may not show (or read) any of your written work to anyone but me, and you may not look at another student’s the written work unless I expressly approve. All school academic integrity rules apply.

### WEEKLY TOPICS, READING, ASSIGNMENT

Following is a general plan of topics that we will cover in class, an approximate assignment schedule, and an approximate schedule of mandatory readings. These are subject to modification depending on the pace of in-class discussion. The details for each week follow the overview.

#### Overview of Weekly Topics

Week 1 August 25	Introductions, how this class will work
Week 2 Sept 1	Building a strong foundation for effective writing
Week 3 Sept 8	Drafting legal memos
Week 4 Sept 15	Drafting legal memos continued
Week 5 Sept 22	Drafting legal memos continued
Week 6 Sept 29	Drafting emails to effectively convey legal advice
Week 7 Oct 6	Drafting emails to effectively convey legal advice continued
Week 8 Oct 13	Drafting emails to effectively convey legal advice continued; letters in transactional practice
Week 9 Oct 20	Introduction to working with contracts – use of templates and forms Guest Lecturer – Learn to think like a litigator
Week 10 Oct 27	Introduction to working with contracts - boilerplate

Week 11 Nov 3	Contract Simulation – introduction to the agreement and identifying issues
Week 12 Nov 10	Contract Simulation– getting ready to negotiate
Week 13 Nov 17	Contract Simulation – negotiating and drafting
Week 14 Nov 24	No Class; Happy Thanksgiving
Week 15 Dec 1	Contract Simulation – finalizing terms; semester wrap-up

## Detail for Weekly Topics, Reading and Assignments

### Prior to Week 1

- Write your bio including your academic background, where you grew up, work experience, extracurricular activities and what you like to do in your spare time. Also, tell me why you are taking this class and what you hope to get out of the class. Do not exceed 150 words.
- Read:
  - ‘Why lawyers can't write’ by Bryan A. Garner  
[http://www.abajournal.com/magazine/article/why\\_lawyers\\_cant\\_write](http://www.abajournal.com/magazine/article/why_lawyers_cant_write)
  - ‘Transactional Lawyering Skills,’ chapter 4, pg. 27-32

### Week 1 Aug 25: Introduction

- Introductions
- How the class will work
- Class discussion of bio assignment
- ASSIGNMENT FOR WEEK 2:
  - Read: ‘How to Write Good Legal Stuff’ (University of Indiana), pg. 1 – 9, consisting primarily of lists.
  - Read *Plain English*: pg. 11-20 (except exercises 2, 3, 4); 23–25 (except exercise 6); 27-31 (except exercise 7); 33–36; 39–50 (except exercises 10, 11, 12).
  - Review Exercises 8 (6), 13(2), 15 (1) in *Plain English*. Sample answers are at the back of the book, but they are not the only nor even necessarily the best answers.

### Week 2 Sept 1: Building a strong foundation

- Discuss ‘Plain English’ reading and exercises and University of Indiana article
- Using acronyms, buzz words and jargon
- Discuss assignment for Week 3
- ASSIGNMENT FOR WEEK 3
  - Read Gould Office Memo Handout (same as used in 1<sup>st</sup> year writing class)
  - *Transactional Lawyering*: read Chapter 5, pgs. 37-42

### Week 3 Sept 8: Drafting Memos

- Discuss
  - Memo hand-out
  - Know your audience; who is the client
  - Understanding the facts and the question being asked
- ASSIGNMENT FOR WEEK 4:
  - Memo 1 to be sent to client's in-house lawyer re: the meaning of the term "creditor" so client can decide how to handle a business line (ungraded)

### Week 4 Sept 15: Drafting Memos continued

- Discuss Memo 1 and actual response; discuss client goals and expectations
- Peer review exercise to edit Memo 1
- Discuss Memo 2 assignment
- ASSIGNMENT FOR WEEK 5:
  - Memo 2 to be addressed to partner in your firm re: drafting jury trial waiver provision in an equipment lease (graded)

### Week 5 Sept 22: Drafting Memos continued

- Discuss Memo 2
- Peer review exercise to edit Memo 2
- ASSIGNMENT FOR WEEK 6:
  - Read hand-outs on Emails:
    - 'Emails in a Professional Legal Setting' (same as used in 1<sup>st</sup> year writing class);
    - ABA for Law Students – 'A young attorney's most important writing: Emails'
  - *Transactional Lawyering*: read Chapter 7, bottom of pg. 54 to bottom of pg. 56; Chapter 9, pg. 67-70; and Chapter 10, pg. 73- 74 (top), pg. 75 - 78

### Week 6 Sept 29: Drafting Emails

- Discuss readings about Emails
- Discuss emails
- ASSIGNMENT FOR WEEK 7:
  - Email 1: revise Memo 2 as an email to the client per the partner's request re: jury trial waiver provision in an equipment lease. (ungraded)

### Week 7 Oct 6: Drafting Emails continued

- Discuss Email 1
- Peer review exercise to edit Email 1
- ASSIGNMENT FOR WEEK 8:
  - Email 2: draft an email in response to the client inquiry re: drafting force majeure provision in a commercial lease during a pandemic. (graded)

### Week 8 Oct 13: Drafting Emails continued; letters in transactional practice

- Discuss Email 2
- Peer review exercise to edit Email 2
- Learning when not to write an email
- Letters in transactional practice: engagement, regulatory requests (e.g. IRS private letter rulings; SEC no-action); third-party closing opinions and related practice

- ASSIGNMENT FOR WEEK 9:
  - Read *Transactional Skills: How to Structure and Document a Deal*, Sepinuck and Hilson (excerpt from chapter 3); review exercise 3-4 and separate answer

Week 9 Oct 20: Introduction to working with contracts – Use of Forms

- Introduce guest lecturer: Paul Hall, DLA Piper
- Learn to think like a litigator when drafting and reviewing contracts
- Use of forms and templates
- Discuss Exercise 3-4
- ASSIGNMENT FOR WEEK 10
  - Read *Transactional Skills: How to Structure and Document a Deal*, Sepinuck and Hilson (excerpt from chapter 4); review following exercises:
    - 4-1: also think about how the wording would change if there are multiple contracts between the same parties as part of a single transaction;
    - 4-15; and
    - 4-19: in addition to the questions asked in the chapter, think about the modes of communication available and why parties would or wouldn't want to use any specific mode as well as appropriate send/receipt.

Week 10 Oct 27: Introduction to working with contracts - Boilerplate

- 'Boilerplate' provisions: what are they and why do we need them?
- Discuss Week 10 assignment and several types of boiler-plate provisions.
- Discuss upcoming simulation exercise
- Divide into groups: Buyer's, Seller's, and Bank's counsel
- ASSIGNMENT FOR WEEK 11
  - Review fact sheet for simulation exercise
  - Review template Escrow Agreement recitals, Articles 6 and 20, and Sections 10(j), 11, 12, 13, 16, and 17 and begin to annotate focusing on your client
  - By Week 13, Nov 17 read *Transactional Lawyering*: Chap. 12, pg. 91 – 95; Chap 13, pg. 97 – 100; Chap 14, pg. 103 – 108; and Chap 15 pg. 109-112 and 116.

Week 11 Nov 3: Escrow Agreement Simulation – introduction to the agreement and identifying issues

- Discuss:
  - Escrow Agreement template and the fact pattern
  - Perspective of each party
  - Recitals and their importance
  - Defined terms
  - Distribution provisions – how and when the money is distributed
- ASSIGNMENT FOR WEEK 12
  - Individually prepare a memo to the partner in your firm (Issues Memo) listing the sections you reviewed that you think should be revised to reflect the underlying deal and your client's best interests and redline your revisions. Limit to recitals, Articles 6 and 20, and Sections 10(j), 11, 12, 13, 16, and 17. Upload to Google docs before class Nov 10; submit to blackboard by 12:00 noon, Nov 11. This assignment will be graded.
  - By Week 13, Nov 17 read *Transactional Lawyering*: Chap. 12, pg. 91 – 95; Chap 13, pg. 97 – 100; Chap 14, pg. 103 – 108; and Chap 15 pg. 109-112 and 116

Week 12 Nov 10: Escrow Agreement Simulation – getting ready to negotiate

- Class discussion about escrow agreement – what provisions didn't you understand
- Class discussion about negotiating

ASSIGNMENT FOR WEEK 13

- Individually prepare an email to the client (Client Issues Email) containing the same information as you included in the Issues Memo. Limit to recitals, Articles 6 and 20, and Sections 10(j), 11, 12, 13, 16, and 17. This assignment will be graded.
- By Week 13, Nov 17 read *Transactional Lawyering*: Chap. 12, pg. 91 – 95; Chap 13, pg. 97 – 100; Chap 14, pg. 103 – 108; and Chap 15 pg. 109-112 and 116

Week 13 Nov 17: Escrow Agreement Simulation – negotiating and drafting

- Class discussion – questions from the reading
- Meet in groups – simulate an in-person negotiation session among all parties.
- Decide when final versions should be due – Tues Nov 24, Sun Nov 29, another day?

ASSIGNMENT FOR WEEK 14 and 15

- By 11/[24/29?], each group prepare a revised draft of the recitals, Articles 6 and 20, and Sections 11, 12, 13, 16, and 17 reflecting the negotiated terms. Submit a redlined draft showing all the changes made and a clean version incorporating all the changes.

Week 14 Nov 24: No Class, Happy Thanksgiving

Week 15 Dec 1: Escrow Agreement Simulation – finalizing terms and wrap-up

- Meet in client groups and sign-off on the new draft or request and negotiate further changes.
- Semester wrap-up

## Statement on Academic Conduct and Support Systems

### Academic Conduct:

Plagiarism – presenting someone else’s ideas as your own, either verbatim or recast in your own words is a serious academic offense with serious consequences. Please familiarize yourself with the discussion of plagiarism in SCampus, Part B, Section 11, “Behavior Violating University Standards” [policy.usc.edu/scampus-part-b](https://policy.usc.edu/scampus-part-b). Other forms of academic dishonesty are equally unacceptable. See additional information in SCampus and university policies on scientific misconduct, [policy.usc.edu/scientific-misconduct](https://policy.usc.edu/scientific-misconduct).

### Support Systems:

*Counseling and Mental Health* - (213) 740-9355 – 24/7 on call [studenthealth.usc.edu/counseling](https://studenthealth.usc.edu/counseling)

Free and confidential mental health treatment for students, including short-term psychotherapy, group counseling, stress fitness workshops, and crisis intervention.

*National Suicide Prevention Lifeline* - 1 (800) 273-8255 – 24/7 on call [suicidepreventionlifeline.org](https://suicidepreventionlifeline.org)

Free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week.

*Relationship and Sexual Violence Prevention and Services (RSVP)* - (213) 740-9355(WELL), press “0” after hours – 24/7 on call [studenthealth.usc.edu/sexual-assault](https://studenthealth.usc.edu/sexual-assault)

Free and confidential therapy services, workshops, and training for situations related to gender-based harm.

*Office of Equity and Diversity (OED)*- (213) 740-5086 | *Title IX* – (213) 821-8298

[equity.usc.edu](https://equity.usc.edu), [titleix.usc.edu](https://titleix.usc.edu)

Information about how to get help or help someone affected by harassment or discrimination, rights of protected classes, reporting options, and additional resources for students, faculty, staff, visitors, and applicants. The university prohibits discrimination or harassment based on the following *protected characteristics*: race, color, national origin, ancestry, religion, sex, gender, gender identity, gender expression, sexual orientation, age, physical disability, medical condition, mental disability, marital status, pregnancy, veteran status, genetic information, and any other characteristic which may be specified in applicable laws and governmental regulations. The university also prohibits sexual assault, non-consensual sexual contact, sexual misconduct, intimate partner violence, stalking, malicious dissuasion, retaliation, and violation of interim measures.

*Reporting Incidents of Bias or Harassment* - (213) 740-5086 or (213) 821-8298

[usc-advocate.symplicity.com/care\\_report](https://usc-advocate.symplicity.com/care_report)

Avenue to report incidents of bias, hate crimes, and microaggressions to the Office of Equity and Diversity |Title IX for appropriate investigation, supportive measures, and response.

*The Office of Disability Services and Programs* - (213) 740-0776 [dsp.usc.edu](https://dsp.usc.edu)

Support and accommodations for students with disabilities. Services include assistance in providing readers/notetakers/interpreters, special accommodations for test taking needs, assistance with architectural barriers, assistive technology, and support for individual needs.

**COVID 19-Emergency Assistance Funds for Students** <https://we-are.usc.edu/faqs/faq-support-funds/>

USC has resources available for students. Eligible students can apply for assistance from the COVID-19 Emergency Assistance Fund and the USC Student Basic Needs Department.

FAQs for each resource and important university resources for low-income students:

- 1) food insecurity (<https://studentbasicneeds.usc.edu/resources/food-insecurity/>)
- 2) housing insecurity (<https://studentbasicneeds.usc.edu/resources/housing-insecurity/>)
- 3) tech assistance (<https://studentbasicneeds.usc.edu/resources/technology-assistance/>)