

**LAW-883
ADVANCED LEGAL WRITING FOR BUSINESS LAWYERS
FALL 2024 SYLLABUS**

PROFESSOR CONTACT INFORMATION

Professor: Janis Penton

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Office hours: I have flexible office hours and can meet before or after class. I will be in the classroom by 8:15 if you want to drop by or make an appointment in advance. You can also email me to make an appointment to meet on zoom or by phone.

COURSE OVERVIEW

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

Students will practice these skills through exercises and simulations completed in and out of class, individually and collaboratively. These exercises and simulations include a variety of written communications, and 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 work.

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 and is often referred to as “business law.” This course is designed to reflect the types of assignments a young lawyer might receive in a broadly defined business practice.

LEARNING OUTCOMES

The semester is divided into two parts:

Part 1 is designed to build a strong foundation, with the following learning outcomes: (i) writing clearly, concisely, and unambiguously using “plain English;” (ii) focusing on the intended audience (including non-lawyers) and the communication’s purpose; and (iii) gaining proficiency in the editing process (including working effectively with others with respect and consideration).

Part 2 focuses on analyzing, and drafting effective contractual provisions, with the following learning outcomes: (iv) using forms and templates properly and drafting effective contract provisions emphasizing boilerplate provisions.

COURSE DETAILS

- **Unit Value:** 2
- **Grading Options:** Numeric Only
- **Schedule:** Wed 10:00 am - 11:40 am
- **Exam:** None
- **Writing Requirement:** No
- **Skills/Experiential Unit Requirement:** Yes
- **Participation:** Required and graded
- **Enrollment Limitation:** 12 students; JD only

REQUIRED MATERIALS

- **Books**
 - ‘Plain English for Lawyers’ by Richard Wydick (6th edition), ISBN-13: 9781531006990
 - ‘Transactional Lawyering Skills’ by Richard Neumann, ISBN-13: 9781454822325
- **Other Materials:** other short readings are assigned and posted on bright space.

ASSIGNMENTS

This course is graded numerically; there is no CR/D/F option. There is no final exam. Writing assignments are described in the weekly topics listed below and are posted on bright space.

Grading Breakdown

- 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 – 24%, 60 pts max
 - Client Memo - 24%, 60 pts max
- Class participation 12%, 30 pts max
Class participation includes satisfactory and timely completion of ungraded assignments, participation in class sessions (including peer editing exercises and uploading drafts to shared drives before class sessions as indicated), and participation in the group contract simulation exercise and negotiation session.

Description And Assessment

Assignments are designed to measure the listed learning objectives; specifically:

- Memo 1, Memo 2, Email 1, and Email 2 are designed to measure outcomes (i), (ii), and (iii).
- The Issues Memo and Client Memo are designed to measure outcome (iv)
- In class peer editing exercises and contract simulation in class group discussions and negotiation session are designed to measure outcomes (iii) and (iv).

A rubric is posted on bright space with each graded assignment.

Assignment Submission Policy

Assignments are to be submitted via bright space, in Word format, double-spaced, Times Roman 12 pt. per the deadlines shown on bright space. Assignments are submitted 1 day late if submitted after 12:00 noon on the applicable date, 2 days late if submitted after 12:00 noon on the next calendar day, and 3 days late if submitted after 12:00 noon on the second succeeding calendar day. Late assignments receive a 10 percent deduction in points for each day they are late, with no credit given for work submitted after 72 hours (three days) from the original due date, at the instructor’s discretion. Ungraded assignments will be edited and returned prior to the submission deadline for the respective graded assignment. Graded assignments normally will be edited and returned within ten days.

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. Non-attendance (including arriving late and/or leaving early without my consent) may result in a lower grade.
2. Please try to arrive on time so we can begin and finish on time. Punctual attendance is an important part of the learning process and is necessary to satisfy residence and class hours requirements.
3. I use bright space 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 include a

reminder of the writing assignment or reading due the following week and the following week's class agenda. The class bright space page has separate tabs for Announcements, Syllabus, Weekly Content, and Assignments. The Weekly Content tab is divided into folders for each week. Each week's folder includes the required reading, any additional materials, and that week's slides; weeks with writing assignments reference the Assignments tab. The Assignments tab is divided into folders for each week with a writing assignment; each folder includes all the information necessary to complete the assignment. Please check bright space regularly for changes.

4. Collaboration: You may collaborate on assignments only as indicated on the weekly topics, bright space assignments tab, or as I state in class. All academic integrity rules apply.

6. All work submitted for this course must be completed by each student personally. Using artificial intelligence (AI) tools to generate text as part of preparing student work is strictly prohibited. Submission or presentation of material generated by AI, including summarizing, paraphrasing, or editing such material, will be considered a violation of Academic Integrity. For additional information, please refer to the Academic Integrity and Plagiarism portions of [Gould Student Handbook](#) and [the USC Student Handbook](#).

7. Students will have an opportunity to complete a course evaluation at the end of the semester. I encourage you to complete the evaluation; I value student feedback and use it to improve the course.

WEEKLY TOPICS, READING, ASSIGNMENTS

Following is a general plan of topics we will cover in class. The details for each week, including assignment schedule and schedule of readings follows the overview. These are subject to change.

Overview

Week 1 August 28	Introductions, how this class will work
Week 2 Sept 4	Building a strong foundation for effective writing
Week 3 Sept 11	Drafting legal memos
Week 4 Sept 18	Drafting legal memos continued
Week 5 Sept 25	Drafting legal memos continued
Week 6 Oct 2	Drafting emails
Week 7 Oct 9	Drafting emails continued
Week 8 Oct 16	Drafting emails; letters in transactional practice
Week 9 Oct 23	Introduction to working with contracts – contract basics and using forms
Week 10 Oct 30	Introduction to working with contracts - boilerplate
Week 11 Nov 6	Contract Simulation – introducing the agreement and identifying issues
Week 12 Nov 13	Contract Simulation– getting ready to negotiate
Week 13 Nov 20	Contract Simulation – negotiating and drafting
Week 14	No Class; Happy Thanksgiving
Week 15 Dec 2	Semester wrap-up (class will meet on Zoom)

Detail for Weekly Topics, Reading and Assignments (subject to change)

Prior to Week 1

- Write your bio: include your academic background, work experience (including during law school and where you'll work after graduation, if known), what you like to do in your spare time, and why you're taking this class. Think of this as your first writing assignment. Please email your bio as a Word document to me by noon, the Tuesday before our first class. Do not exceed 100 words. In your cover email please include your preferred name and your lawmail address.
- Read:
 - 'Why lawyers can't write' by Bryan A. Garner
 - 'Transactional Lawyering Skills,' chapter 4, pg. 27-32

Week 1: 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.
 - Read: *Plain English*: pg. 11-19 (except exercises 1, 2, 3); 23 – 24 (except exercise 6); 32 (exercise 8(6)); 33 – 36; 41 – 52 (except exercises 10, 11, 12, 14). Review Exercises 8 (6), 13(2), and 15 (2) to discuss in class.
 - 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 necessarily the best answers.

Week 2: Building a strong foundation

- Discuss "How to Write Good Legal Stuff" and *Plain English* reading and assigned exercises.
- When not to follow the rules?
- How and when to use acronyms, buzz words, and jargon
- Assignment for Week 3
 - Read Gould Office Memo Handout (same as used in 1st year writing class)
 - Read *10 Tips for Legal Memos*
 - Read *Transactional Lawyering*, Chapter 5, pgs. 37-42

Week 3: Drafting Memos

- Discuss
 - Office Memo handout
 - Who's the audience for your communication?
 - Who's the client?
 - Do you understand the facts and the question being asked?
- Assignment for Week 4:
 - Memo 1 to be sent to a bank client's in-house lawyer re: the meaning of the term "creditor" so client can determine how to categorize a group of accounts (ungraded)

Week 4: 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: 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 1st 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: 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. (ungraded)

Week 7: 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. (graded)

Week 8: 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; 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 chapter 2;
- “The Golden Rule of Drafting,” *Transactional Lawyer*, October 2021
- “Modernizing Your Contracts and Living to Tell the Tale,” *Transactional Lawyer*, April 2019
- *Transactional Skills: How to Structure and Document a Deal*, Sepinuck and Hilson excerpt chapter 3
- Review exercise 3.4 from *Transactional Skills: How to Structure and Document a Deal*, Sepinuck and Hilson.

Week 9: Introduction to working with contracts – contract basics and using forms

- Contract structure
- Using forms
- Review 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: 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: 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 boilerplate provisions.
- Discuss upcoming simulation exercise
 - Divide into groups: Buyer’s, Seller’s, and Bank’s counsel
 - What is an escrow?
- Assignment for Week 11
 - Review fact sheet for simulation exercise
 - Review template Escrow Agreement introduction, recitals, and Sections 6 (and read 10(i)), 10(j), 11 (and read 10(k)), 13, 16, 17, 20(e), and 20(f) and begin to annotate focusing on your client.
 - Read “The Golden Rule of Drafting,” *Transactional Lawyer*, October 2022
 - By Week 13 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: Escrow Agreement Simulation – introduction to the agreement and identifying issues

- Discuss:
 - What’s an Escrow Agreement; review template and 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; attach a redline of your revisions. Limit to introduction, recitals, and Sections 6 (and read 10(i)), 10(j), 11 (and read 10(k)), 13, 16, 17, 20(e) and (f), and signature blocks.
 - By Week 13 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: 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

- Using the Issues Memo (including the edits and comments from the partner), individually prepare an email to the client (Client Issues Email) listing the sections you reviewed that you think should be revised to reflect the underlying deal and your client’s best interests; attach a redline of your revisions. Limit to introduction, recitals, and Sections 6 (and read 10(i)), 10(j), 11 (and read 10(k)), 13, 16, 17, 20(e) and (f), and signature blocks.
- By Week 13 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: Escrow Agreement Simulation – negotiating and drafting

- Class discussion – questions from the reading
- Meet in groups – simulate an in-person negotiation session among all parties.

No Assignment for Week 15

Week 14: No Class, Happy Thanksgiving]

Week 15: Semester wrap-up (class will meet on zoom)

- Semester wrap-up

STATEMENT ON ACADEMIC CONDUCT AND SUPPORT SYSTEMS

Academic Integrity:

The University of Southern California is a learning community committed to developing successful scholars and researchers dedicated to the pursuit of knowledge and the dissemination of ideas. Academic misconduct, which includes any act of dishonesty in the production or submission of academic work, compromises the integrity of the person who commits the act and can impugn the perceived integrity of the entire university community. It stands in opposition to the university's mission to research, educate, and contribute productively to our community and the world.

All students are expected to submit assignments that represent their own original work, and that have been prepared specifically for the course or section for which they have been submitted. You may not submit work written by others or "recycle" work prepared for other courses without obtaining written permission from the instructor(s).

Other violations of academic integrity include, but are not limited to, cheating, plagiarism, fabrication (e.g., falsifying data), collusion, knowingly assisting others in acts of academic dishonesty, and any act that gains or is intended to gain an unfair academic advantage.

The impact of academic dishonesty is far-reaching and is considered a serious offense against the university. All incidences of academic misconduct will be reported to the Office of Academic Integrity and could result in outcomes such as failure on the assignment, failure in the course, suspension, or even expulsion from the university.

For more information about academic integrity see [the student handbook](#) or the [Office of Academic Integrity's website](#), and university policies on [Research and Scholarship Misconduct](#).

Please ask your instructor if you are unsure what constitutes unauthorized assistance on an exam or assignment, or what information requires citation and/or attribution.

Students and Disability Accommodations:

USC welcomes students with disabilities into all of the University's educational programs. [The Office of Student Accessibility Services](#) (OSAS) is responsible for the determination of appropriate accommodations for students who encounter disability-related barriers. Once a student has completed the OSAS process (registration, initial appointment, and submitted documentation) and accommodations are determined to be reasonable and appropriate, a Letter of Accommodation (LOA) will be available to generate for each course. The LOA must be emailed to the Student Affairs office, and to ensure anonymity where possible, the Student Affairs office will communicate with faculty as needed. For classroom accommodations, the student can work directly with faculty to determine how best to implement the modification. This should be done as early in the semester as possible as accommodations are not retroactive. More information can be found at osas.usc.edu. You may contact OSAS at (213) 740-0776 or via email at osasfrontdesk@usc.edu. You can also contact Student Affairs for more information about accommodations in the law school (studentcare@law.usc.edu).

Support Systems:

[Counseling and Mental Health](#) - (213) 740-9355 – 24/7 on call

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

[988 Suicide and Crisis Lifeline](#) - 988 for both calls and text messages – 24/7 on call

The 988 Suicide and Crisis Lifeline (formerly known as the National Suicide Prevention Lifeline) provides free and confidential emotional support to people in suicidal crisis or emotional distress 24 hours a day, 7 days a week, across the United States. The Lifeline is comprised of a national network of over 200 local crisis

centers, combining custom local care and resources with national standards and best practices. The new, shorter phone number makes it easier for people to remember and access mental health crisis services (though the previous 1 (800) 273-8255 number will continue to function indefinitely) and represents a continued commitment to those in crisis.

[Relationship and Sexual Violence Prevention Services \(RSVP\)](#) - (213) 740-9355(WELL) – 24/7 on call

Free and confidential therapy services, workshops, and training for situations related to gender- and power-based harm (including sexual assault, intimate partner violence, and stalking).

[Office for Equity, Equal Opportunity, and Title IX \(EEO-TIX\)](#) - (213) 740-5086

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.

[Reporting Incidents of Bias or Harassment](#) - (213) 740-5086 or (213) 821-8298

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

[The Office of Student Accessibility Services \(OSAS\)](#) - (213) 740-0776

OSAS ensures equal access for students with disabilities through providing academic accommodations and auxiliary aids in accordance with federal laws and university policy.

[USC Campus Support and Intervention](#) - (213) 740-0411

Assists students and families in resolving complex personal, financial, and academic issues adversely affecting their success as a student.

[Diversity, Equity and Inclusion](#) - (213) 740-2101

Information on events, programs and training, the Provost's Diversity and Inclusion Council, Diversity Liaisons for each academic school, chronology, participation, and various resources for students.

[USC Emergency](#) - UPC: (213) 740-4321, HSC: (323) 442-1000 – 24/7 on call

Emergency assistance and avenue to report a crime. Latest updates regarding safety, including ways in which instruction will be continued if an officially declared emergency makes travel to campus infeasible.

[USC Department of Public Safety](#) - UPC: (213) 740-6000, HSC: (323) 442-1200 – 24/7 on call

Non-emergency assistance or information.

[Office of the Ombuds](#) - (213) 821-9556 (UPC) / (323-442-0382 (HSC)

A safe and confidential place to share your USC-related issues with a University Ombuds who will work with you to explore options or paths to manage your concern.

[Occupational Therapy Faculty Practice](#) - (323) 442-2850 or otfp@med.usc.edu

Confidential Lifestyle Redesign services for USC students to support health promoting habits and routines that enhance quality of life and academic performance.