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**HEADLINE:** Penn Law Plans to Give Contracts the Write Stuff

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**BODY:**

When most attorneys attended law school, there were few elective options for those students interested in pursuing a transactional practice. This problem was especially acute for those looking for practical, rather than theoretical, training. But in recent years, law schools have sought to fill that void.

Case in point, the University of Pennsylvania Law School has introduced a new seminar this semester dealing with contract drafting. The class will be taught by Kenneth Adams, a Penn Law alum who will commute from his Long Island, N.Y., home. School administrators say the 14-student seminar has received a tremendous amount of interest from the student population.

By offering such a course, Penn is joining something of a trend, in that an increasing number of law schools are offering courses related to transactional practice. Legal writing courses have traditionally translated to teaching the writing of litigators - research memos, pleadings and appellate briefs. As a result, Adams said generations of law students have started work as corporate associates without ever having had any training in contract drafting. Instead, they have traditionally learned on the job, something that has become increasingly troublesome as the competitive pressures placed on law firms have reduced mentoring opportunities.

Adams said the perceived gap between the traditional theoretical teachings of law schools and the practical needs of law firms have received a good deal of attention in the past decade, starting with the 1992 publication of the *MacCrate Report*. It emanated from an American Bar Association taskforce established to consider the gap and concluded that law schools needed to offer students more clinical and skills-based courses. Just last year, the ABA's business law section began to ask law schools to increase their curriculum dealing with transactional skills.

Since the *MacCrate Report* was released, the number of such courses offered by law schools has increased dramatically, and continues to grow. This has been the case with contract drafting. Adams said a 2001 survey by the Association of Legal Writing Directors noted that 26 law schools offered courses in transactional drafting. Three years later, that number had grown to 35.

“Legal writing grew as an extension of moot court at Harvard Law,” Adams said. “Combined with the fact that most faculty members are more litigation-oriented and you see why litigators have received the lion share of the training.”

Adams’ course will be available to 2Ls, 3Ls and LL.M students, who will receive the wisdom of someone who has written two books and is working on a third on the subject but also practiced corporate law at Jones Day and Winston & Strawn in New York and Paris. Adams has taught a similar class at Hofstra University Law School near his Long Island home.

Adams’ course focuses on how to determine what to say in a contract, and how to say it. Among the topics explored will be the building blocks of a contract and issues to consider when turning a deal point into a contract provision. Special emphasis will be placed on having students put into practice the recommendations contained in Adams’ book, *A Manual of Style for Contract Drafting*, published last year by the ABA.

Penn Law Associate Dean Michael Knoll said the contract-drafting course is an example of the school’s expanding practical transactional curriculum. He said the law school has partnered with the Wharton School of the University of Pennsylvania to offer classes on deal making and negotiating that feature professors and students from both schools. In addition, Duane Morris of counsel Vincent Garrity, a corporate lawyer for the past 41 years, teaches a class in the acquisition of privately held companies.

Knoll said there is a huge waiting list of Adams’ contract-drafting course, which is a bit unusual for a course that has yet to be offered at the school. But he does not see the school rolling out many more in the immediate future.

“They are so teacher-intensive, so it would make it hard to have a lot of these classes, and we would need to really increase the number of teachers we have,” Knoll said. “But the trend clearly is to offer more business classes and fewer litigation classes. I think the transactional skills courses are catching up to the litigation courses.

“That being said, I don’t think you are going to see a student’s third year of law school entirely devoted toward skills courses. The class that Vince Garrity teaches is practical but not a skills class. You need to have a mix of theoretical, practical and skills courses.”

Villanova University School of Law Dean Mark Sargent could not be reached for comment Friday. But Temple University Beasley School of Law officials said that while the school doesn’t offer a contract-drafting course, it does have an ever-expanding transactional-based curriculum.

Temple Law professor Eleanor Myers created the integrated transactional program (ITP) 11 years ago for students not interested in pursuing a future in the courtroom. ITP is a two-semester, 10-credit course that combines trusts and estates, professional responsibility and training through six client files. Myers said the 48-student course was modeled after Temple’s famed trial advocacy program and was designed for 2Ls so that students could spend their third year taking a clinical course. But due to oversubscription, it has been largely populated by 3Ls.

Myers said Temple Law now offers several workshops for 3Ls interested in transactional law and is looking into developing a transactional accounting class geared toward 1Ls. Myers, though, chafes when she hears lawyers tell her that law schools need to taper down theoretical courses in favor of practical ones.

“I hate to see them posed as opposites,” Myers said. “I think the practical can help students understand the theoretical and vice versa. It’s a shame they are set up as an either-or type of thing.”

Myers admits that she has received good feedback about the clinical approach to teaching. She said ITP students often will tell her they were able to understand contract or deal issues in the practical setting of a law firm summer clerkship.

Audrey Talley, the hiring partner at Drinker Biddle & Reath who also has a transactional practice, said courses such as contract drafting are good additions to law school curriculums, regardless of sub-specialty.

“There are certain types of provisions that are important for young lawyers to know how they work and to be able to adapt to them and figure out what the remedies are,” Talley said. “I’ve taken for granted that we have to teach them these things, particularly highly specialized transactional areas, because what might be right for one might not be for another. So I think that starting with drafting experience will enhance any associates’ standing if they are able to work on it when they walk in the door.”

Cozen O’Connor hiring partner Martin Duffey said most lawyers did not have a skill like contract drafting when they graduated from law school. He said his firm does offer significant training to its transactional lawyers but is pleased to see the shift in law school curriculum.

“There is a clear trend away from just the theoretical,” Duffey said. “But the skills classes they had in the past were geared toward litigation and now a number of those are in the corporate area. So I think we will continue to provide training but we will be building off of a base instead of working from scratch.”

Garrity, who also serves as an adjunct professor at Temple Law, said he would have liked to had a course on contract drafting before he graduated from Harvard Law School in 1962.

“You’re never going to get it all in law school but every bit helps,” Garrity said. “But I still think a lot more needs to be done at the law firm level. Law schools shouldn’t be a practical training ground. You still need the basic theoretical courses.”

Myers said lawyers often do not have a realistic sense about what can be taught during three years of law school.

“We can teach them theory and also take a more practical or clinical approach,” Myers said. “But we can’t give them judgment. They can only get that through experience.”

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