

Transactional Training Resource Guide

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The Transactional Training Resource Guide is a bibliography of materials relating to the teaching of transactional skills. It is designed to be helpful both to law school professors and to professional development directors at law firms. It includes training materials that are commercially available, treatises, textbooks, and articles on the pedagogy of teaching transactional skills. If available, the Resource Guide provides the URL of the website where you can purchase or review the resource. The Resource Guide is also available on the website of the Emory Center for Transactional Law and Practice. If you access it there, you can click on a link that will take you to the website for the resource.

The Resource Guide is a work in progress—and always will be. If you know of any materials that should be included in the Resource Guide, including your own, please let me know by e-mailing me at tina.stark@emory.edu.

Business and Financial Statements

Robert N. Anthony and Leslie Pearlman Breitner, *Essentials of Accounting* (2010). This self-teaching, self-paced, workbook can introduce both students and lawyers to financial accounting. It covers balance sheets, income statements, and statements of cash flows. Lawyers will understand it.¹

<http://www.pearsonhighered.com/educator/product/Essentials-of-Accounting/9780136071822.page>

Robert B. Dickie, *Financial Statement Analysis and Business Valuation for the Practical Lawyer* (2006). Mr. Dickie is one of the most well-regarded CLE teachers of accounting. His book provides the basics, plus sophisticated material for the more intrepid reader.

<http://www.amazon.com/Financial-Statement-Analysis-Valuation-Practical/dp/1590314743>

Carla J. Garrett and Hayden J. Trubitt; Matthew B. Swartz, ed., *Lawyer's Guide to Formulas in Deal Documents and SEC Filings* (2008).

http://www.lawcatalog.com/product_detail.cfm?productID=11731&setlist=0&return=search_results&CFID=10387485&CFTOKEN=43172e1b8aa0d1c-10D7D282-0304-D64F-705384038D2BFC8E

¹ I learned accounting from an earlier edition of this book 30 years ago.

Robert W. Hamilton and Richard A. Booth, *Business Basics for Law Students: Essential Concepts and Applications* (4th ed. 2006). Among the topics covered are the following: time value of money, real estate transactions, insurance, valuation, accounting, bankruptcy, how the stock market works (not SEC rules, but how shares are bought and sold), dividends, and mergers and acquisitions. http://www.aspenpublishers.com/Product.asp?catalog_name=Aspen&product_id=0735557446

Howell E. Jackson, Louis Kaplow, Steven M. Shavel, W. Kip Viscusi and David Cope, *Analytical Methods for Lawyers* (2003). Chapters Four and Five focus on accounting, the interpretation of financial statements, and finance. Check with West about the possibility of buying a modified version of the book that only has a few chapters. <http://west.thomson.com/product/40139322/product.asp>

Harvard Business School is a terrific resource for teaching materials. Its course materials are available for purchase at its website. Problems sets are available, for example, on the statement of cash flows and financial analysis. Also available are HBS professors' "Notes" on such topics as auditors' reports, venture capital, bank loans, mergers and acquisitions, and ethics in business transactions. Finally, e-learning modules are available. They cover a variety of topics, including accounting and the time value of money. http://harvardbusinessonline.hbsp.harvard.edu/b02/en/academic/edu_home.jhtml;jsessionid=AECKQ5QTVC3CECTEQENSELQ

Daniel Lipsky and David Lipton, *A Student's Guide to Accounting for Lawyers* (3d ed. 1998). This book gives the reader an understanding of accounting concepts without requiring the reader to learn T-accounts. It has the most lucid description of treasury shares that I have ever read. http://bookstore.lexis.com/bookstore/catalog?action=product&prod_id=10555&cat_id=SR&returnURL=http%3A%2F%2Fbookstore.lexis.com%2Fbookstore%2Fsearch%3Faction%3DkeywordSearch%26keyword%3DLipsky

Terry Lloyd, *Accounting and Finance for the Practicing Attorney: What Every Lawyer Needs to Know About Corporate Finance*. The core of these materials is a programmed learning text that guides the user through the application of basic financial concepts in legal practice. Advanced modules on financial analysis and valuation principles are also included. What makes the materials unusual is that a person can be reached at an 800 number to answer any questions that the user has. http://www.mgi.org/download/Brochures/PLI_Fin_wbdn.pdf
Full disclosure: Terry Lloyd and I previously co-taught CLE accounting courses.

Management Simulations, Inc., *Capstone and Foundation -- Business Simulation Games* (2005). Management Simulations, Inc. provides on-line business simulation programs (read "games"). Participants work in teams and compete

against each other running businesses, all of which are in the same industry. Each management team chooses a business strategy, creates its product, advertises, underwrites research and development, and otherwise runs its business. After each round of the game, each team is ranked by several performance measurements: profits, stock price, market share, and ROI. These simulation programs are widely used in college business courses and by corporations. Among the corporations that use these programs as training tools are Allstate, General Electric, and Pricewaterhouse Coopers.

<http://www.capsim.com/>

The Stock Market Game. Even though this simulation game was originally created for students in grade school through college, at least one investment banking firm has also used it. The game is played under the auspices of the Securities Industry and Financial Markets Association Foundation for Investor Education.

www.stockmarketgame.com

The Wall Street Journal. The Journal can be an excellent teaching tool. It has a web site just for professors. The Journal offers students a one-semester subscription at a discounted rate. (If ten or more students subscribe, the professor receives a complimentary one-year subscription.) Included with the subscription is access to WSJ.com and a student guide to the paper including a section on how to read the stock tables. The Journal has representatives who would be more than happy to work with anyone who is thinking about using the newspaper.

<http://info.wsj.com/professor>

Web Encyclopedias Dealing with Business and Economic Concepts

www.investopedia.com – This website provides dictionaries, articles, and tutorials on investments. In addition, there are “simulator” training materials and a fantasy investing game.

www.pli.edu/public/newsletters – Each week the Pocket MBA writes a mini-essay in simple, understandable language explaining business and economic concepts. Once you sign up, you gain access to past essays. A great resource in easy bite-size pieces.

www.ventureline.com – This website includes a glossary of accounting terms. The glossary can be used on-line for free or downloaded – for a price.

www.wikipedia.org – This website is an encyclopedia, covering far more than business-related topics. Some business related topics are dealt with tersely, while others are given a more extensive treatment.

Commercial Lending

Thomas S. Hemmendinger, *Hillman on Commercial Loan Documentation* (5th ed. 2000).

http://www.pli.edu/product/book_detail.asp?ptid=501&stid=59&id=EN000000000000625

William C. Hillman, *Documenting Secured Transactions: Effective Drafting and Litigation* (2002).

http://www.pli.edu/product/book_detail.asp?ptid=501&stid=59&id=EN000000000000644

Michael A. Leichtling and Jeffrey J. Wong, eds., *Commercial Loan Documentation Guide* (2002). If teaching a course on commercial lending, this treatise would be an excellent resource for the professor.

http://bookstore.lexis.com/bookstore/catalog?action=product&prod_id=10198&cat_id=T&pcat_id=68&pub_id=1

Sandra Schnitzer Stern, *Structuring and Drafting Commercial Loan Agreements* (2003). If teaching a course on commercial lending, this treatise would be an excellent textbook for students.

<http://www.sheshunoff.com/store/693.html>

Commercially Available Transactional Training Materials

Robert N. Anthony and Leslie Pearlman Breitner, *Essentials of Accounting* (2010). This self-teaching, self-paced, workbook can introduce both students and lawyers to financial accounting. It covers balance sheets, income statements, and statements of cash flows. Lawyers will understand it.²

<http://www.pearsonhighered.com/educator/product/Essentials-of-Accounting/9780136071822.page>

Computer-Assisted Legal Instruction (CALI ®). CALI provides e-learning exercises. Although the exercises were originally created for law students, some of the exercises are appropriate for junior lawyers. Access is limited to member law schools and law firms.

Drafting a Contract: The Sale of Goods – Scott Burnham

Drafting Contracts Using “Shall”, “May” and “Must” – Debra Cohen

Drafting with “And” and “Or” – Marjorie McDiarmid

Letters of Intent and Other Formal Preliminary Agreements – Jennifer Martin

² I learned accounting from an earlier edition of this book 30 years ago.

Punctuation and Grammar Basics for Law Students – Wayne Schiess.
www.cali.org. E-mail: info@cali.org. Phone: 612-627-4908.

Conducting a Due Diligence Review is a set of materials that offers training in the skills and principles of corporate due diligence. They were developed by ALI-ABA, the Practising Law Institute, and Continuing Education of the Bar (California) in collaboration with eight major U.S. and Canadian law firms. Based on a hypothetical acquisition of an operating subsidiary, the module's six practical exercises simulate an actual due diligence investigation. By reviewing the documentation and answering the questions posed by the exercises, lawyers learn to identify and understand the benefits, costs, and obstacles underlying a major corporate transaction. These materials are excellent. Full disclosure: I am updating these materials.

<http://207.103.74.122/aliaba/b751.asp>

DealLawyers.com provides legal information on mergers and acquisitions, joint ventures and private equity. Their services include webcast training programs, articles, an on-line document library, and discussion forums. The Board of Advisors culls its members from the top M&A firms. Access is limited to subscribers. This site would be too expensive for most law students.

www.deallawyers.com

Harvard Business School is a terrific resource for teaching materials. Its course materials are available for purchase at its website. Problems sets are available, for example, on the statement of cash flows and financial analysis. Also available are HBS professors' "Notes" on such topics as auditors' reports, venture capital, bank loans, mergers and acquisitions, and ethics in business transactions. Finally, e-learning modules are available. They cover a variety of topics, including accounting and the time value of money.

http://harvardbusinessonline.hbsp.harvard.edu/b02/en/academic/edu_home.jhtml;jsessionid=AECKQ5QTVVC3CECTEQENSELQ

Negotiating and Drafting the Acquisition Agreement is a set of materials that offers training in the negotiation and drafting of an acquisition agreement. The materials were developed by ALI-ABA, the Practising Law Institute, and Continuing Education of the Bar (California) in collaboration with eight major U.S. and Canadian law firms. The materials' eight exercises simulate the acquisition of a wholly-owned subsidiary to give lawyers an experience-based understanding of representations and warranties, covenants, purchase price and post-closing adjustment, closing conditions, termination, indemnification, post-closing matters, and negotiation strategies.

<http://www.ali-aba.org/aliaba/B776.asp>

NITA. *Transactional Practice: A Friend in Need - Forming a Nonprofit Corporation* (1999). These materials examine the issues confronting Walter Fields, an individual who wants to start a nonprofit corporation to help the

homeless. The documents covered include: a Client Retainer Agreement, Articles of Incorporation, Corporate By-laws, and an Application for Tax-Exemption. Other projects include: advising a client about the restrictions on running a nonprofit corporation, review of a proposed fundraising contract, a presentation to the Board of Directors, and a conference with an IRS agent.
<http://www.nita.org/page.asp?id=7&catid=39&prodid=72>

NITA. *Transactional Practice: Quality Paper Products -- Purchasing a Closely Held Business* (1999). The exercises in *Quality Paper Products* include negotiation of the sale price and warranties, drafting an asset purchase agreement, and preparing several employment and consulting agreements. Professional responsibility issues addressed include confidentiality and conflicts of interest.
<http://www.nita.org/page.asp?id=7&catid=39&pagenum=3>

Carolyn E.C. Paris, *How to Draft for Corporate Finance* (2001 and Supp. 2006). This book includes general instruction on drafting and specific instruction on the drafting of corporate finance agreements. Exercises are included. Ms. Paris is a former partner of Davis Polk & Wardwell. She was also the Director of Practice Information and Professional Development at that firm.
<http://ria.thomson.com/estore/detail.aspx?ID=WPDCC&SITE=/FinancialReporting/Governance>

Social Science Research Network (SSRN). The SSRN disseminates scholarly working papers and forthcoming papers. In addition, it disseminates case studies that law and business professors use in their courses. New case studies are added on a regular basis. Several of the case studies available follow. Many more are available, generally at no charge.

SSRN. Susan Chaplinsky and April Triantis, *SecureNet, Inc.: Series A Round* (2004). This case study focuses on an entrepreneur who is attempting to raise a first round of venture capital financing.
<http://ssrn.com/abstract=909733>

SSRN. Victor Fleischer, *Streetwatch* (May 12, 2003). This case study highlights the problems of contracting in a world of great uncertainty. Streetwatch is a startup company that must choose between two investment offers.
http://papers.ssrn.com/sol3/papers.cfm?abstract_id=407140

SSRN. Victor Fleischer and Geoffrey W. Smith, *Columbia Venture Partners-Medtech Inc.* (June 2003). This case study involves a potential investment by Columbia Venture Partners, a venture capital fund, in MedTech Inc., an emerging developer of medical devices for the cardiovascular market. The case offers an opportunity to examine the relative importance of various terms in typical venture capital contracts, such as valuation, liquidation preference, conversion rights, board representation, tag-along and drag-along rights, and vesting. The case also illustrates the use of negotiation tactics, including the use of "market" or industry

standards, efficient risk allocation, and how to bring other objective criteria into the discussion.

http://papers.ssrn.com/sol3/papers.cfm?abstract_id=417520

SSRN. Thomas F. Hellmann, *Symantec Corporation: Acquiring Entrepreneurial Companies*. This case study examines the process of managing an acquisition: prospecting deals, doing due diligence, and deal structuring.

http://papers.ssrn.com/sol3/papers.cfm?abstract_id=79279

VC Experts sponsors a web site devoted to venture capital. It features self-paced on-line courses, a research data bank, form agreements with commentary, and hyperlinks to other sites devoted to venture capital. One professor teaches an entire course on venture capital using this site.

<http://vcexperts.com/vce/>

Business Organizations

D. Gordon Smith and Cynthia A. Williams, *Business Organizations: Cases, Problems, and Case Studies* (2d ed. 2008). This textbook uses case law, problems, and case studies to examine the role of law in business transactions.

<http://www.aspenpublishers.com/Product.asp?catalog%5Fname=Aspen&category%5Fname=Business+Organizations+236&product%5Fid=0735571406&Mode=BROWSE&ProductType=T>

Larry E. Ribstein and Jeffrey M. Lipshaw, *Unincorporated Business Entities* (4th ed. 2009). The book highlights business planning issues in agency, partnership, limited partnership, and LLC law by using series of hypotheticals with recurring sets of characters. The teacher's manual includes simulation exercises that require students to apply what they have been learning.

Contracts and Contract Drafting

Textbooks

Susan L. Brody, Jane Rutherford, Laurel A. Vietzen, and John C. Dernbach, *Legal Drafting* (1994).

<http://www.aspenpublishers.com/Product.asp?catalog%5Fname=Aspen&category%5Fname=&product%5Fid=0735516936&Mode=SEARCH&ProductType=T>

Scott J. Burnham, *Drafting and Analyzing Contracts* (3d ed. 2003) (The Teacher's Manual of the textbook includes an excellent bibliography of books and articles on contract drafting.).

<http://www.lexisnexis.com/store/catalog/productdetail.jsp?pageName=relatedProducts&catId=114&prodId=10908>

Barbara C. Child, *Drafting Legal Documents: Principles and Practices* (2d ed. 1992).

<http://west.thomson.com/product/22071447/product.asp>

Michael L. Closen, Gerald E. Berendt, Doris Estelle Long, Marie A. Monahan, Robert J. Nye, John H. Scheid, *Contract Law and Practice* (2d ed. 2007). This first-year contracts textbook includes materials on transactions and drafting considerations.

http://bookstore.lexis.com/bookstore/catalog?action=product&prod_id=45212&cat_id=SR&returnURL=http%3A%2F%2Fbookstore.lexis.com%2Fbookstore%2Fsearch%3Faction%3DkeywordSearch%26keyword%3D%2522contract%2Blaw%2Band%2Bpractice%2522

Reed Dickerson, *Materials on Legal Drafting* (1981) (out of print).

David G. Epstein, Bruce A. Markell, and Lawrence Ponoroff, *Making and Doing Deals: Contracts in Context* (2d ed. 2006). This first-year contracts textbook is designed to provide students with an understanding of how contract law operates in the “real world.”

http://bookstore.lexis.com/bookstore/catalog?action=product&prod_id=41994&cat_id=SR&returnURL=http%3A%2F%2Fbookstore.lexis.com%2Fbookstore%2Fsearch%3Faction%3DkeywordSearch%26keyword%3Ddavid%2Bepstein

Elizabeth Fajans, Mary R. Falk, and Helene S. Shapo, *Writing for Law Practice* (2004).

<http://west.thomson.com/product/40133126/product.asp>

Thomas R. Haggard, *Contract Law from a Drafting Perspective – An Introduction to Contract Drafting for Law Students* (2002).

<http://west.thomson.com/product/40116392/product.asp>

Thomas R. Haggard and George W. Kuney, *Haggard and Kuney's Legal Drafting, Process, Techniques, and Exercises* (2d ed. 2008).

<http://www.westacademic.com/Professors/ProductDetails.aspx?tab=1&productid=141719>

Robert M. Hardaway, *Preventive Law: Materials on a Non Adversarial Legal Process Chapter 9* (2d ed. 1997).

http://www.alibris.com/booksearch?qwork=5322525&matches=5&author=Hardaway%2C+Robert+M.&browse=1&cm_sp=works*listing*title

Howell E. Jackson, Louis Kaplow, Steven M. Shavel, W. Kip Viscusi and David Cope, *Analytical Methods for Lawyers* (2003). Chapter Three offers students a practical framework for determining what kinds of provisions contracts should include; for instance, when to use a cost-plus fee as opposed to a fixed payment

fee structure or how to formulate a contract to ensure that work is completed on time.

<http://west.thomson.com/product/40139322/product.asp>

Peter C. Kostant, *Business Organizations: Practical Applications of the Law* (1996).

<http://www.amazon.com/Business-Organizations-Practical-Applications-Law/dp/0316502499>

George W. Kuney, *The Elements of Contract Drafting with Questions and Clauses for Consideration* (2007).

<http://west.thomson.com/product/40122066/product.asp>

George W. Kuney & Donna C. Looper, *Mastering Legal Analysis and Drafting* (forthcoming 2009). This textbook covers legal analysis and drafting of letters, memoranda, briefs, contracts, and legislation. It is a how-to book aimed at both first year law students and upper-level students.

<http://www.cap-press.com/books/1968>

George W. Kuney and Robert M. Lloyd, *Contracts: Transactions and Litigation* (2006). Although this first-year contracts casebook does not teach students how to draft, its transactional approach may be of interest to those teaching contract drafting.

Christina L. Kunz & Carol L. Chomsky, *Contracts: A Contemporary Approach* (forthcoming 2010). One of the goals of this first-year textbook is to familiarize students with common contract clauses, their standard variations, and some of the issues arising as to those clauses, so that students will be able to read and edit contract language.

Robert J. Martineau and Michael B. Salerno, *Legal, Legislative and Rule Drafting in Plain English* (2005).

<http://west.thomson.com/productdetail/131689/22054119/productdetail.aspx>

Deborah H.B. McGregor and Cynthia Adams, *The International Lawyer's Guide to Legal Analysis and Communication in the United States* (2008). Part V of the textbook is devoted to contract drafting.

Carolyn E.C. Paris, *How to Draft for Corporate Finance* (2003). This book includes general instruction on drafting and specific instruction on the drafting of corporate finance agreements. Exercises are included. Ms. Paris is a former partner of Davis Polk & Wardwell. She was also the Director of Practice Information and Professional Development at that firm.

<http://ria.thomson.com/estore/detail.aspx?ID=WPDCC&SITE=/FinancialReporting/Governance>

Sue Payne, *Basic Contract Drafting: A Narrative Approach* (Forthcoming 2010).

Peter Siviglia, *Exercises in Commercial Transactions* (1995).

<http://www.cap-press.com/books/183>

Tina L. Stark, *Drafting Contracts: How and Why Lawyers Do What They Do* (2007). This textbook emphasizes the nexus between the business deal and the contract, both in the material taught and in the exercises students work on. Early chapters teach the contract concepts, while later chapters focus on how to write clearly and unambiguously. In addition, the textbook includes material on client interviewing and a chapter on how to add value to the deal. (Please note the conflict of interest. I am the author of this book.)

<http://www.aspenpublishers.com/Product.asp?catalog%5Fname=Aspen&category%5Fname=&product%5Fid=073556339X&Mode=SEARCH&ProductType=T>

Treatises

Kenneth A. Adams, *A Manual of Style for Contract Drafting* (2d ed. 2008).

<http://www.abanet.org/abastore/index.cfm?section=main&fm=Product.AddToCart&pid=5070601>

Kenneth A. Adams, *Legal Usage in Drafting Corporate Agreements* (2001).

<http://www.amazon.com/Legal-Usage-Drafting-Corporate-Agreements/dp/1567204104>

J. K. Aitken, *The Elements of Drafting* (originally written by E. L. Piesse; Australian) (1995).

<http://www.amazon.com/Elements-Drafting-Piesse/dp/0455210233>

Scott J. Burnham, *The Contract Drafting Guidebook* (1992).

<http://openlibrary.org/b/OL1748396M/contract-drafting-guidebook>

Peter Butt and Richard Castle, *Modern Legal Drafting – A Guide to Using Clearer Language* (British and Australian) (2001).

<http://www.cambridge.org/uk/catalogue/catalogue.asp?isbn=0521001862>

Continuing Education of the Bar – California, *Drafting Business Contracts: Principles, Techniques & Forms* (2006). Although this treatise deals with drafting issues under California law, much of it is applicable to drafting contracts in general. It is practical and well-done – although legalese does creep into the contract provisions.

<http://www.ceb.com/CEBSite/product.asp?catalog%5Fname=CEB&product%5Fid=BU30800&Page=1>

Howard Darmstadter, *Hereof, Thereof, and Everywhereof – A Contrarian Guide to Legal Drafting* (2d ed. 2008).

<http://www.abanet.org/abastore/index.cfm?section=main&fm=Product.AddToCart&pid=5070597>

Robert C. Dick, *Legal Drafting in Plain Language* (Canadian) (1995).

http://www.carswell.com/description.asp?iInputType=1&stBack=selSearch%3Din dextitle%26txtSearch%3DLegal%2BDrafting%2Bin%2BPlain%2BLanguage%2B %26NextRec%3D0%26session%5Fid%3D178370977&session_id=178370977& DocID=1543

Reed Dickerson, *The Fundamentals of Legal Drafting* (1986).

Out of print, but occasionally available at www.amazon.com.

Elmer A. Driedger, *A Manual of Instructions for Legislative and Legal Writing* (Canadian) (1982).

Out of print, but occasionally available at www.amazon.com.

Cynthia L. Elderkin & Julia S. Shin Doi, *Behind and Beyond Boilerplate: Drafting Commercial Agreements* (Canadian) (2d ed. 2005).

<http://www.carswell.com/description.asp?docid=3955>

Robert A. Feldman and Raymond T. Nimmer, *Drafting Effective Contracts: A Practitioner's Guide* (2d ed. 2004). In addition to providing general information on the drafting of contracts, this treatise provides in depth treatment of agreements for the sale of goods and services, promissory notes, guaranties, and security agreements.

<http://www.aspenpublishers.com/Product.asp?catalog%5Fname=Aspen&category%5Fname=&product%5Fid=0735503761&Mode=SEARCH&ProductType=M>

Carl Felsenfeld and Alan Siegel, *Writing Contracts in Plain English* (1981).

Out of print, but occasionally available at www.amazon.com.

Charles M. Fox, *Working with Contracts – What Law School Doesn't Teach You* (2d ed. 2008). This is a good, short introduction to drafting acquisition and finance agreements. Much of the material has general applicability.

http://www.pli.edu/product/book_detail.asp?id=45402

Bryan A. Garner, *Legal Writing in Plain English* (2001). Part Three is devoted to contract drafting.

<http://www.press.uchicago.edu/cgi-bin/hfs.cgi/00/14160.crl>

Bryan A. Garner, *The Redbook: A Manual on Legal Style* (2006).

<http://west.thomson.com/product/40045944/product.asp>

Thomas C. Haggard and George W. Kuney, *Legal Drafting in a Nutshell* (3d ed. 2007).

<http://west.thomson.com/product/12231832/product.asp>

George W. Kuney and Donna C. Looper, *Mastering Legal Analysis and Drafting* (Forthcoming 2009).

David Mellinkoff, *The Language of the Law* (1963).
Out of print, but occasionally available from www.amazon.com.

Morton Moskin, ed. *Commercial Contracts: Strategies for Drafting and Negotiating* (2007). The first volume of this two-volume treatise includes chapters on the formation of contracts, boilerplate provisions, damages, and contract interpretation. The second volume includes chapters on joint venture agreements, shareholders' agreements, franchise agreements, leases, and settlements.
<http://www.aspenpublishers.com/Product.asp?catalog%5Fname=Aspen&category%5Fname=&product%5Fid=0735528322&Mode=SEARCH&ProductType=M>

Securities and Exchange Commission -- The Office of Investor Education and Assistance, *A Plain English Handbook: How to create clear SEC disclosure documents*.
<http://www.sec.gov/pdf/plaine.pdf>

Peter Siviglia, *Commercial Agreements: A Lawyer's Guide to Drafting and Negotiating* (1993). This treatise discusses the business and legal issues in a wide variety of contracts in addition to providing general guidance on drafting.
<http://west.thomson.com/product/13510146/product.asp>

Peter Siviglia, *Writing Contracts – A Distinct Discipline* (1996).
<http://www.cap-press.com/books/51>

Tina L. Stark, ed., *Negotiating and Drafting Contract Boilerplate* (2003).
http://www.lawcatalog.com/product_detail.cfm?productID=2159&return=listview&setlist=0&

Tina L. Stark, *Handbook on Contract Drafting* (Forthcoming 2010).

Corporate Finance and Business Planning

William J. Carney, *Corporate Finance: Principles and Practice* (2d ed. Forthcoming 2010). Each chapter begins with the applicable finance principles that explain the function of contract terms, and cases are followed by questions about alternative methods of drafting.
<http://www.westacademic.com/Professors/ProductDetails.aspx?productid=128299&tab=2>

Therese H. Maynard and Dana M. Warren, *Business Planning: Financing the Start-up Business and Venture Capital* (forthcoming spring 2010). This new

casebook addresses issues related to organizing and financing a start-up business, with students reviewing, revising and drafting a range of transactional documents.

Carolyn E.C. Paris, *How to Draft for Corporate Finance* (2001 and Supp. 2006). This book includes general instruction on drafting and specific instruction on the drafting of corporate finance agreements. Exercises are included. Ms. Paris is a former partner of Davis Polk & Wardwell. She was also the Director of Practice Information and Professional Development at that firm.

<http://ria.thomson.com/estore/detail.aspx?ID=WPDCC&SITE=/FinancialReporting/Governance>

Due Diligence

Lisa M. Brownlee, *Intellectual Property Due Diligence in Corporate Transactions: Investment, Risk Assessment and Management* (1998).

<http://west.thomson.com/product/15033039/product.asp>

Conducting a Due Diligence Review is a set of materials that offers training in the skills and principles of corporate due diligence. They were developed by ALI-ABA, the Practising Law Institute, and Continuing Education of the Bar (California) in collaboration with eight major U.S. and Canadian law firms. Based on a hypothetical acquisition of an operating subsidiary, the module's six practical exercises simulate an actual due diligence investigation. By reviewing the documentation and answering the questions posed by the exercises, lawyers learn to identify and understand the benefits, costs, and obstacles underlying a major corporate transaction. These materials are excellent. My teaching notes are available to law professors upon request.

<http://207.103.74.122/aliaba/b751.asp>

Valerie Ford Jacob and Stephanie Goldstein, *Conducting Due Diligence in a Securities Offering* (2009).

<http://www.barristerbooks.com/Ford%20Jacob.04.htm>

David A. Katz, *Due Diligence Checklist*, 1606 PLI Corporate Law & Practice 577 (Course Handbook Series No. 10830, 2007).

Gary M. Lawrence, *Due Diligence in Business Transactions* (2004).

http://www.lawcatalog.com/product_detail.cfm?productID=1049&setlist=0&return=search_results&

Benjamin D. Nelson, *Representations, Warranties and Legal Due Diligence in Venture Financings*, 20 Insights 7 (February 2006).

Arthur H. Rosenbloom, ed., *Due Diligence for Global Deal Making* (2002).

<http://www.ordering1.us/bloombergbooks/product.php?pid=14>

John F. Seegal, *Initial Due Diligence Checklist*, 1610 PLI Corporate Law & Practice 365 (Course Handbook Series No. 11552, 2007).

Section of Business Law, American Bar Association, *Manual on Acquisition Review* (1995).

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Continuing legal education programs have courses on due diligence on a regular basis. Search in PLI and ALI-ABA for the most recent course books.

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³ For materials on conducting due diligence in an international transaction, please see the materials listed under Due Diligence.

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DealLawyers.com provides legal information on mergers and acquisitions, joint ventures and private equity. Their services include webcast training programs, articles, an on-line document library, and discussion forums. The Board of Advisors culls its members from the top M&A firms.

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<http://www.pon.org/catalog/index.php?osCsid=7a08caa3c59b689b2b959ffa6ab5fd2c>

Other materials are listed in “Articles on Teaching Transactional Skills.”

On-line Teaching Materials

Computer-Assisted Legal Instruction (CALI ®). CALI provides e-learning exercises. Although the exercises were originally created for law students, some of the exercises are appropriate for junior lawyers. Access is limited to member law schools and law firms.

Drafting a Contract: The Sale of Goods – Scott Burnham

Drafting Contracts Using “Shall”, “May” and “Must” – Debra Cohen

Drafting with “And” and “Or” – Marjorie McDiarmid

Letters of Intent and Other Formal Preliminary Agreements – Jennifer Martin

Punctuation and Grammar Basics for Law Students – Wayne Schiess.
www.cali.org. E-mail: info@cali.org. Phone: 612-627-4908.

eLaw. eLaw is a website devoted to the legal issues associated with entrepreneurship – the setting up and running of new businesses. The site includes syllabi and course materials and is regularly updated. This is an excellent new resource for the academic community.

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Harvard Business School is a terrific resource for teaching materials. Its course materials are available for purchase at its website. Problems sets are available, for example, on the statement of cash flows and financial analysis. Also available are HBS professors' "Notes" on such topics as auditors' reports, venture capital, bank loans, mergers and acquisitions, and ethics in business transactions. Finally, e-learning modules are available. They cover a variety of topics, including accounting and the time value of money.

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⁴ I express my sincere thanks to Katherine McLeod, a librarian at the Fordham University School of Law, who researched and compiled the first iteration of this bibliography in 2001.

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