

*the improvement of the legal profession
through legal education*

WORKSHOP ON
Transactional Law

June 10–12, 2009
Westin Long Beach Hotel
Long Beach, California

www.aals.org/midyear2009/



Association of American
Law Schools

Why Attend?

“Transactional law” refers to the various substantive legal rules that influence or constrain planning, negotiating, and document drafting in connection with business transactions, as well as the “law of the deal” (i.e., the negotiated contracts) produced by the parties to those transactions. Traditionally, the law school curriculum has emphasized litigation over transactional law. However, many modern lawyers serve corporate clients, and a significant percentage of lawyers engage in some form of transactional practice. Hence, law schools must place greater emphasis on training law students to be transactional lawyers, and should support law faculty engaged in scholarship focused on transactional law. To this end, in 1994, the AALS held a workshop on the transactional approach to law, which sparked experimentation and innovation in teaching and scholarship related to transactional law. Since that time, there have been significant developments in transactional law. This Workshop not only will take stock of those developments, but also will enable participants to gain some in-depth perspective regarding the relative benefits and drawbacks of those developments.

Law schools have attempted to respond to the demand for increased transactional training in a variety of ways, from integrating transactional law into traditional law school courses to developing stand alone “Deals” or “Business Planning” courses. A number of law schools have developed innovative programs in transactional law. This Workshop will enable participants to discuss specific methods of teaching transactional skills with an eye towards ferreting out best practices. Should professors interested in teaching transactional law focus on substantive law, “transactional skills,” (i.e., planning, negotiating, and drafting), economic or other theories of business transactions, or all of the above? Should transactional skills be taught in separate courses or integrated into substantive courses? If taught in separate courses, should such courses be part of the first-year curriculum, integrated throughout the three years, or focused on the upper-level curriculum? How do you modify or supplement the traditional case method to teach students useful transactional skills?

The Workshop also will explore the challenges and benefits that arise for those who write or would like to write transactional scholarship. An as initial matter, the Workshop will address how best to define “transactional scholarship” in a way that accurately captures the potential breadth and depth of transactional law, and how transactional scholarship differs from traditional legal scholarship. The Workshop also will explore best practices for writing scholarship in this area, including methodologies for researching the legal, financial and practical effects of various corporate transactions. The Workshop will feature concurrent works-in-progress sessions, enabling participants to exchange ideas and insights regarding new scholarship related to transactional law.

One important goal of the Workshop is to bring together faculty from different doctrinal areas of law, including faculty who teach in the clinical setting. Transactional law touches many substantive areas of law, and it is closely identified with bankruptcy, business associations, contracts, commercial law, intellectual property, labor and employment law, securities regulation, and taxation. The Workshop will provide a unique opportunity for faculty members to make connections between their primary fields and transactional law, and thus should appeal to a broad spectrum of scholars and teachers.

~Planning Committee for the Workshop on Transactional Law

Lisa M. Fairfax, University of Maryland, **Chair**

Victor Fleischer, University of Illinois

Peter Pitegoff, University of Maine

D. Gordon Smith, Brigham Young University

Alfred Chueh-Chin Yen, Boston College

Who Should Attend?

Teachers of antitrust, business associations, clinical, commercial law, comparative law, contracts, consumer law, corporate finance, employee benefits, international business transactions, international organizations, intellectual property, law and economics, professional responsibility, real estate transactions, taxation and corporate finance will find this Workshop of interest.

When is this Workshop?

The workshop will be held at the Westin Long Beach Hotel in Long Beach, California June 10–12, 2009. The workshop will begin on Wednesday, June 10, with a plenary session starting at 2:00 p.m., followed by two full days (June 11–12) of plenary and concurrent sessions as well as small group discussions. In addition to the conference sessions, receptions will be held on Wednesday and Thursday evenings and luncheons will be held on Thursday and Friday.

Type of Registration	Received by May 20	Received After May 20
Conference on Business Associations		
Faculty of Member and Fee-Paid Schools	\$535	\$595
Faculty of Non Fee-Paid Law Schools	\$585	\$645
Workshops on Transactional Law and Work Law		
Faculty of Member and Fee-Paid Schools	\$495	\$545
Faculty of Non Fee-Paid Law Schools	\$545	\$595
Entire Mid-Year Meeting (includes conference and both workshops)		
Faculty of Member and Fee-Paid Schools	\$780	\$865
Faculty of Non Fee-Paid Law Schools	\$830	\$915

Program

Wednesday, June 10, 2009

9:00 a.m.

AALS Registration

2:00 – 2:15 p.m.

Welcome

Rachel Moran, University of California,
Berkeley and AALS President

Introduction

Lisa M. Fairfax, University of Maryland,
Chair, Planning Committee for AALS
Workshop on Transactional Law

2:15 – 3:30 p.m.

Joint Plenary with Conference on Business Associations and Workshop on Transactional Law

Integrating Transactional Law in the Traditional Courses

Iman Anabtawi, University of California,
Los Angeles

Joan M. Heminway, University of Tennessee

Usha R. Rodrigues, University of Georgia

Tina L. Stark, Emory University

3:30 – 3:45 p.m.

Refreshment Break

3:45 – 5:15 p.m.

Joint Plenary with Conference on Business Associations and Workshop on Transactional Law: Transactional Scholarship in Business Associations Works-in-Progress

**Is Breaking Up that Hard To Do? Reverse
Termination Fees and Board Fiduciary Duties
in Private Equity Related Transactions**

Afra Afsharipour, University of
California, Davis

Workshop on Transactional Law

How Complete Are Our Capital Markets? Assessing the Role of Financial Derivatives in Going-Private Transactions

Robert P. Bartlett III, University of
Georgia

Should Partnership Tax Define “Merger” and “Division”? (And If So, How?)

Heather M. Field, University of California,
Hastings

The Search for an Unbiased Fiduciary in Corporate Reorganizations

Michelle Morgan Harner, University of
Nebraska

5:15 – 7:00 p.m.

Joint AALS Reception for Conference on Business Associations, Workshop on Work Law and Workshop on Transactional Law

Thursday, June 11, 2009

9:00 – 10:00 a.m.

Plenary: What is the Big Idea?

Scott L. Cummings, University of
California, Los Angeles

Gaurang Mitu Gulati, Duke University

Erin A. O’Hara, Vanderbilt University

David A. Westbrook, State University of New
York, Buffalo

10:00 – 10:15 a.m.

Refreshment Break

10:15 a.m. – 12:00 p.m.

Concurrent Sessions

- **Empirical Study of Contracts**

D. Gordon Smith, Brigham Young
University

- **Ethics and Social Responsibility of Business
Transactions**

Lisa H. Nicholson, University of Louisville

Workshop on Transactional Law

- **International**

David Zaring, Assistant Professor of Legal Studies, Legal Studies and Business Ethics Department, The Wharton School University of Pennsylvania

- **Legal Profession**

Karl S. Okamoto, Drexel University

- **Non-Profits**

Evelyn Brody, Chicago–Kent College of Law

12:00 – 1:45 p.m.

AALS Luncheon

Ronald J. Gilson, Columbia University and Stanford Law School

2:00 – 3:30 p.m.

Plenary: Methods of Scholarship

Margaret M. Blair, Vanderbilt University
Russell Korobkin, University of California, Los Angeles
Frederick Tung, Emory University

3:30 – 3:45 p.m.

Refreshment Break

3:45–5:15 p.m.

Plenary: Innovations in Transactional Scholarship Works-in-Progress:

Information Flow and Fraud Interdiction: An Empirical Study of Law Firm Due Diligence

Erik F. Gerding, University of New Mexico

Report on an Empirical Investigation of Outsourcing Agreements

Margaret M. Blair Vanderbilt University
Erin A. O'Hara, Vanderbilt University

More Than Merely Incidental: An Argument for Third Party Beneficiary Rights in Inner-City Redevelopment Contracts

Patience A. Crowder, The University of Tulsa

Workshop on Transactional Law

5:30 – 7:00 p.m.

Joint AALS Reception for Workshop on Work Law and Workshop on Transactional Law

Friday, June 12, 2009

9:00–10:00 a.m.

Plenary: Case Methods

George S. Geis, University of Virginia

Celeste M. Hammond, The John Marshall
Law School

Therese H. Maynard, Loyola Law School

10:00–10:15 a.m.

Refreshment Break

10:15–11:30 a.m.

Plenary: Teaching Innovations

Finance Transactions Concentration

Thomas F. Disare, State University of New
York at Buffalo

Philip Halpern, State University of New
York at Buffalo

Amy Deen Westbrook, State University of
New York at Buffalo

Mittal Steel in Liberia

Christiana Ochoa, Indiana University at
Bloomington

Teaching Transactional Business Law Skills through an Intellectual Property Lens

Shubha Ghosh, University of Wisconsin

Speaker: Kenneth G. Dau-Schmidt,
Indiana University at Bloomington

11:30–11:45 a.m.

Refreshment Break

Workshop on Transactional Law

11:45 a.m.–12:45 p.m.

Small Groups on Teaching

Real Estate Transactions

James C. Smith, University of Georgia

Corporate and Finance

Elizabeth F. Brown, University of St.
Thomas

Entrepreneurship and Intellectual Property

Dan L. Burk, The University of Minnesota

International and Comparative

Franklin Gevurtz, University of the Pacific
McGeorge

1:00 – 2:30 p.m.

AALS Luncheon

Speaker to be announced

2008 Committee on Professional Development

Barbara Bintliff, *University of Colorado*

Dorothy Andrea Brown, *Washington and Lee University*

Laura Hines, *University of Kansas*

Frederick M. Lawrence, *The George Washington University*

Leonard L. Riskin, *University of Florida*

Catherine T. Struve, *University of Pennsylvania*

Jay Tidmarsh, *Notre Dame Law School*

Stephanie M. Wildman, *Santa Clara University*

Alfred Chueh-Chin Yen, *Boston College*, **Chair**

Upcoming AALS Programs

Visit www.aals.org/calendar/ for more information.

Upcoming AALS Programs

Workshop For Pretenured Minority Law School Teachers

June 17-18, 2009

Washington, D.C.

Workshop For New Law School Teachers

June 18-20, 2009

Washington, D.C.

Workshop For Beginning Legal Writing Teachers

June 20-21, 2009

Washington, D.C.

Faculty Recruitment Conference (FRC)

November 5-7, 2009, Washington, D.C.

2010 Annual Meeting

January 6–10, 2010, New Orleans, Louisiana

2011 Annual Meeting

January 4-8, 2011, San Francisco, California

Workshop on Transactional Law

Hotel Reservation Request

Westin Long Beach

333 East Ocean Boulevard

Long Beach, California 90802

Call (562) 436-3000 or Fax (562) 901-3432

Guest Name _____

School _____

Address _____

City _____ State _____ Zip _____

Telephone Number _____

Fax Number _____

Arrival Date and Time _____

Departure Date and Time _____

I will arrive at the hotel after 12:00 midnight

Number of people in room: 1 2 3 4

Share With: _____

Bed Type Preference: King Double (2 beds)

Remarks/special needs:

If anyone in the room has a disability, please indicate the nature of the disability and any special accommodations needed: _____

Single/Double: \$179 for single/double occupancy; plus 15.045% sales tax

CUT-OFF DATE: May 18, 2009

I would like to guarantee for arrival after 6 p.m.

Deposit Enclosed: Check or Money Order

American Express Diners Club Carte Blanche

Discover JCB MasterCard Visa

Number: _____

Exp. Date: ___ / ___ / ___

Authorized Signature:

Reservation Request

The Westin Long Beach is pleased you have chosen it for your upcoming visit.

In guaranteeing your reservation for late arrival (arrival after 6:00 p.m.) the Westin Long Beach requires that you either:

1. Make your hotel reservations online. Visit www.aals.org/midyear2009/ and click 'housing'.
2. Send the Hotel Reservation Request Form, with check or money order covering the first night's room and tax.
3. Fax (562) 901-3432 or call the hotel at (562) 436-3000 with your reservation, along with the entire number of one of the following credit cards: American Express, Carte Blanche, Discover, Diners Club, Enroute, JCB, MasterCard or Visa. If faxing the form, don't forget the expiration date and your signature, and be sure that you receive a confirmation from the hotel.

The Westin Long Beach will not hold your reservation after 6:00 p.m. on the day of arrival without guaranteeing the reservation with one of the above methods. AALS encourages you to guarantee your room because an unexpected arrival after 6:00 p.m. will result in a cancellation of the reservation. Deposits will be refunded only if cancellation notification is received by the hotel by 6:00 p.m. on the day of arrival.

Single/Double: \$179 for single or double occupancy; plus 15.045% sales tax.

CUT-OFF DATE: May 18, 2009

Check-in time is 3:00 p.m. and check-out time is 12:00 p.m.

Making a reservation prior to the cut-off date does not guarantee availability of the AALS rate. To ensure accommodations, please make your hotel reservation early.

AALS Mid-Year Meeting

How Do I Register?

The Workshop on Transactional Law is part of the AALS Mid-Year Meeting. The Mid-Year Meeting consists of three professional development programs. When registering for one workshop, you are automatically registered for both workshops. The Conference on Business Associations has a separate fee. The registration fee for the workshops and conference is discounted 30% when signing up for the entire Mid-Year Meeting. You can choose to register for the Conference and/or Workshops using the methods below.

1) Register Online

For those in the AALS Directory of Law Teachers, go to www.aals.org/midyear/. You can pay the registration fee by using American Express, Visa or MasterCard.

2) Fax or Mail

You can register using the form in this brochure, or download the registration form at www.aals.org/midyear/. The registration form can be faxed if paying by American Express, MasterCard or Visa to (202) 872-1829 or mailed with payment directly to AALS at 1201 Connecticut Avenue, NW, Suite 800, Washington, DC 20036

Confirmation: A confirmation letter for your paid registration will be mailed to you. If you have not received a confirmation letter, please contact AALS Registration at (202) 296-1662 or email registration@aals.org to verify your registration.

On-Site Registration: If your form with payment has not arrived at AALS by May 27, 2009 it will be necessary for you to register on-site. There is an additional charge of \$25.00 to register on-site. AALS accepts cash, personal or school checks, American Express, MasterCard and Visa for on-site payment.

Refund Policy: The registration fee will be refunded in full for cancellations through April 23; a refund less \$50, which covers administrative costs, will be given for cancellations received April 24 through April 29; 50% of the registration fee will be refunded for cancellations received April 30 through May 6; and no refunds will be given after May 6. Contact AALS Registration at (202) 296-1662 or email registration@aals.org.

Disability Related Accommodations: If you require a disability-related assistance in attending sessions, please contact the Meetings Department at AALS by April 11, 2008 at (202) 296-8851 or by email to disability@aals.org.

AALS Mid-Year Meeting

Registration Form

Name: _____

*Badge name will appear as listed in AALS *Directory of Law Teachers*

Law School: _____

Address: _____

City: _____ State: _____ Zip Code: _____

Phone: _____ FAX: _____

E-mail Address: _____ Years Teaching: _____

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Complete This Section Only if Registering for the Workshops or the Entire Mid-Year Meeting:

Primary workshop attendance interest:

Transactional Law Work Law

Luncheon Attendance

Transactional Law

Work Law

Thursday, June 11

Friday, June 12

Vegan meal (no dairy; no animal products)

Payment Information

Check (made payable to AALS in U.S. dollars). Mail form and payment to AALS, 1201 Connecticut Avenue, Suite 800, Washington, DC 20036

American Express Mastercard Visa

Print Name on Card: _____

Credit Card # _____

Exp. Date: ____ / ____

I authorize this charge on my credit card:

Signature of Cardholder

Date



Association of American Law Schools

1201 Connecticut Avenue, NW, Suite 800
Washington, DC 20036

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