



BUSINESS and TRANSACTIONAL *Law Center*



2013-14

The Business and Transactional Law Center at Washburn University School of Law prepares students to be effective transactional lawyers able to operate in today's dynamic business law environment.



DIRECTOR'S MESSAGE

AMY DEEN
WESTBROOK

As we prepare for a new school year, I would like to update you on the activities of the Washburn University School of Law Business and Transactional Law Center.

As one of the Law School's six Centers for Excellence, the Business and Transactional Law Center is committed to rounding out students' legal education by providing practice-oriented programs, helping students learn about business and transactional law in an array of courses, promoting faculty scholarship in the area, and sponsoring informative and innovative programs for students and practicing lawyers.

BTLC's Notable Events

NEW DUAL-DEGREE OFFERED IN LAW AND ACCOUNTING

Recognizing that legal and business studies complement each other and that real-world problems often require solutions from both legal and business perspectives, Washburn University has developed a dual-degree program to encourage students to obtain both Juris Doctor and Master of Accountancy degrees (J.D./M.Acc.) during their course of study at Washburn.

Under the dual-degree program, certain courses are accepted for credit by both the law and the business schools. The dual-degree was approved in May and commences in fall 2014.

PROFESSOR BOYACK INVITED TO SPEAK AT AALS

Professor Andrea Boyack, Assistant Director of the Business and Transactional Law Center, was an invited presenter at the Association of American Law Schools' 2014 Midyear Meeting, June 7-9, in Washington, D.C. Professor Boyack presented her thoughts on progressive pedagogy in the area of teaching transactional law as part of the Midyear Meeting's Workshop on Blurring Boundaries in Financial and Corporate Law.

Professor Boyack's presentation, "A Multi-Disciplinary Approach to Real Estate Investment and Finance Law", focused on bridging the gap between law school and practice. She stressed that transactional clients and attorneys do not conceive of legal issues as arising within clearly defined doctrinal areas; but rather they take a deal-centric approach. Professor Boyack discussed how this perspective might be brought into law school courses in order to better prepare tomorrow's transactional attorneys to achieve client goals.



Center faculty participated in the second annual Commercial Law Week Symposium in Tbilisi, Georgia. The State Academic Opera and Ballet and Theater in Tbilisi is pictured above. (Click here to learn more.)



Business and Transactional Law Certificate

CERTIFICATE OF CONCENTRATION

Students who desire to concentrate their elective and extracurricular courses of study in business and transactional law can seek a Certificate in Business and Transactional Law. The Certificate is an acknowledgment by the Faculty that the student has successfully completed a focused course of study to expand his or her knowledge in business law while developing essential skills of the transactional lawyer.

With the approval of the certificate advisor, the Certificate can include, when appropriate, a designation stating a particular area of concentration, such as: "Corporate Law," "Real Estate Law," or other descriptive designation.

COURSE OF STUDY

A student seeking the Certificate must complete 19 hours of approved coursework in business and transactional subjects, earning a grade point average of at least 3.0 in these classes.

EXTRACURRICULAR PROGRAMMING

To earn the certificate, students must participate in 500 minutes of extracurricular programming related to business and transactional law. The programming may be sponsored by the Business and Transactional Law Center or any student organization presenting a program supported by the Center. Organizations include Washburn's Business Law Society,

Intellectual Property Society, Real Estate Law Society, and Tax and Estate Planning Association. At least 300 of the 500 minutes must be earned at Center-sponsored programs.

A student may also attend American Bar Association, Kansas Bar Association or Continuing Legal Education programs in business and transactional law to satisfy the extracurricular requirement.

WRITING REQUIREMENT

To earn the Certificate, students must complete the upper-level writing requirement (or equivalent writing project) on a pre-approved business and transactional law topic. They may satisfy the Certificate writing requirement through a Directed Research or other writing opportunity approved in advance by the student's Certificate advisor.

LAWYERING EXPERIENCE REQUIRED

Students earning a Business and Transactional Law Certificate must complete a lawyering experience consisting of either a Transactional Law Clinic or an externship that involves a lawyering experience related to business and transactional law.

Business and Transactional Law Certificate administrators, working together with the externship coordinator, will determine whether an externship meets the necessary criteria.

EXTERNSHIP BUSINESS PARTNERS

Most State Agencies, Entities, and Boards
 Banking Entities and Corporations
 Chevron U.S.A.
 Children and Family Guidance Center
 Disability Rights Center
 Environmental Protection Agency
 Immigration and Customs Enforcement
 Internal Revenue Service
 Kansas Association of Counties
 Kansas Association of School Boards
 Kansas Attorney General's Office
 Kansas Coalition Against Sexual and Domestic Violence
 Kansas Corporation Commission
 Oil and Gas Conservation Division
 Kansas Court of Tax Appeals
 Kansas Department for Children and Families
 Kansas Department of Agriculture
 Kansas Department of Commerce
 Kansas Department of Health and Environment
 Kansas Department of Revenue
 Kansas Department of Revenue - Alcoholic Beverage Control
 Kansas Insurance Department
 Kansas League of Municipalities
 Kansas Legal Services
 Kansas Soybean Association
 Kansas State Bankers Association
 Local Corporations
 Midwest Innocence Project
 Non-profit Organizations
 Office of the Kansas Securities Commissioner
 Payless ShoeSource
 Prairie Band Potawatomi Court System
 Regional Federal Agencies
 Shawnee County Sheriff's Office
 State and Federal Courts
 Statewide and Nationwide Courts and Prosecutors/Defenders Offices
 Statewide Board of Indigents' Defense Services
 Topeka Metropolitan Transit Authority
 YWCA Center for Safety and Empowerment
And many others
Placement opportunities vary annually

2013-2014 Center Events



C. Michael Lennen, '74



Jeff Ellis, '77



Harry Herington

9/12/2013 - Careers as Corporate Counsel – My Path to Payless ShoeSource, presented by General Counsel **Miguel Rivera**.

9/12/2013 - Alumni Fellow **C. Michael Lennen, '74**, an attorney at Morris, Laing, Evans Brock & Kennedy, Chtd., co-sponsored with the Center for Law and Government and the Oil and Gas Law Center.

10/29/2013 – Commercial Real Estate Contracting, presented by **Jerry Jones, '91**, the head of commercial development for Slawson Companies, co-sponsored with the Real Estate Law Society.

10/24/2014 – Graduation, and then What? - Diverse Uses of the J.D., presented by **Jordan Schuetzle, Esq.** He is president of three separate venture capitalist companies that focus on energy exploration, housing development, and general capital investment.

11/11/2013 – The Business of Health Care Law, presented by **Jeff Ellis, '77**, a healthcare consulting principal with PYA.

11/12/2013 – Basics of an Aircraft Purchase and Financing Transaction, presented by **Jeffery D. Peier**, a senior member of the business section at Klenda Austerman LLC, hosted by the Committee on Air and Space Law.

11/14/2013 – International Commercial Law, presented by Professor **Freddy Sourgens**, co-hosted by the International Law Society and the Business Law Society

11/19/2013 – Bankruptcy, presented by **The Honorable Dale Somers**, a Federal Bankruptcy judge, District of Kansas.

11/21/2013 – NIC Speaker Series, presented by **Brad Bradley**, NIC, Inc.'s executive vice president, chief administrative officer, general counsel, and secretary

1/29/2014 – NIC Speaker Series: What Career Paths Are Open to Attorneys with a Small Cap Public Company, presented by **Tina Mize** and **Kate Hayes**. Both are associate general counsel at NIC, Inc.

1/30/2014 – The Role of In-House Corporate Counsel in a Changing Business Environment, presented by **Peter Vanderwarker, '98**, corporate counsel at Kansas City Power & Light.

2/13/2014 – NIC Speaker Series, presented by **Jayne Friedland Holland**, chief security officer and associate general counsel of demographic information, Kansas City, Missouri Area Legal Services.

4/3/2014 – NIC Series, presented by **Harry Herington**, chairman of the board and chief executive officer of NIC, Inc. He discussed how his law degree helps him in his life as a leader of a \$1.5 billion dollar company.

JIPSA Workshop Attracts National Audience

Members of the Junior Intellectual Property Scholars' Association (JIPSA) from across the United States gathered for their inaugural annual meeting and two-day workshop at Washburn Law on June 12 and 13. The workshop was designed to provide a forum for robust scholarly discussion as participants transition out of the spring semester and into the summer writing season.

Some of the timely topics at the workshop included patent reform, the protection of designs, the evolution of language in trademark law, recent copyright rulings by the United States Supreme Court, and the interaction between intellectual property and other disciplines such as international law and charity law.

Washburn Law Associate Professor Patricia Judd is a founding co-chair of the Junior Intellectual Property Scholars' Association, along with Professor J. Janewa Osei-Tutu at Florida International University College of Law. The association, launched in the fall of 2013, provides informal opportunities for junior scholars from across the nation and beyond to exchange ideas regarding scholarship and teaching in the field of intellectual property law.

"One of the wonderful things about the intellectual property community is the abundance of opportunities created for scholarly exchange," stated Professor Judd. "We are thrilled that JIPSA is already contributing to that



Front row: Sarah Burstein, Sam Halabi, Guy Rub, Brian Frye, and Janewa Osei-Tutu. Back row: Jake Linford, Ryan Vacca, Roger Allan Ford, Patricia Judd, and Yaniv Heled.



climate of cooperation in the field by creating a specific space for interaction among junior scholars. I am excited to be a part of this endeavor and am really pleased that our first workshop was such a success."

Scholarship and Activities Beyond the Center



Amy Deen Westbrook

Center Director

BOOKS AND MONOGRAPHS

International Business Transactions: A Context and Practice Casebook. (Carolina Academic Press, 2014).

CHAPTERS IN BOOKS

“Banking, Commercial & Contract Law,” (chapter 2), *Kansas Annual Survey* (Kansas Bar Association, 2014) (co-authored with Lori A. McMillan and Andrea Boyack).



Andrea J. Boyack

Center Assistant Director

ARTICLES IN LAW REVIEWS AND OTHER SCHOLARLY JOURNALS

“Muddying the Waterfall: How Ambiguous Liability Statutes Distort Creditor Priority in Condominium Foreclosures,” *67 Arkansas Law Review* 225 (2014) (co-authored with William E. Foster).

“Common Interest Community Covenants and the Freedom of Contract

Myth,” *22 Journal of Law and Policy* 767 (2014).

“Community Covenant Alienation Restraints and the Hazard of Unbounded Servitudes,” *42 Real Estate Law Journal* 450 (2014).

“Sovereign Debt and the Three and a Half Minute Transaction: What Sticky Boilerplate Reveals About Contract Law and Practice,” review of *The Three and a Half Minute Transaction: Boilerplate and the Limits of Contract Design* by Mitu Gulati and Robert E. Scott, (The University of Chicago Press, Chicago and London, 2013), *35 Whittier Law Review* 1 (2013).

Cited in Illinois Supreme Court 115342, *Spanish Court Two Condominium Association v. Carlson* (March 20, 2014): “Community Collateral Damage: A Question of Priorities,” *43 Loyola University of Chicago Law Review* 53 (2011).

Cited in United States District Court of Massachusetts, *Jepson v. Deutsche Bank National Trust Company* (September 18, 2013): “Community Collateral Damage: A Question of Priorities,” *43 Loyola University of Chicago Law Review* 53 (2011).

CHAPTERS IN BOOKS

“Banking, Commercial & Contract Law,” (chapter 2), *Kansas Annual Survey* (Kansas Bar Association, 2014) (co-authored with Amy Deen Westbrook and Lori A. McMillan).

OTHER PUBLICATIONS

Review, “Tiger Cub Strikes Back: Memoirs of an Ex-Child Prodigy about

Legal Education and Parenting” (Peter H. Huang, 1 *British Journal of American Legal Studies* 297 (2012)), Article of the Month (April 2014), Institute for Law Teaching and Learning.

Review, “Using the Client-File Method to Teach Transactional Law” (Bradley T. Borden, 17 *Chapman Law Review* 101 (2013)), Article of the Month (October 2013), Institute for Law Teaching and Learning.

PRESENTATIONS

“A Multi-Disciplinary Approach to Real Estate Investment and Finance Law,” 2014 AALS (Association of American Law Schools) Mid-Year Meeting, Workshop on Blurring Boundaries in Financial and Corporate Law, Washington DC, June 8, 2014.

Panelist, “Avenues into Legal Academia,” J. Reuben Clark Law Society 2014 Annual Conference, University of Missouri Kansas City School of Law, Kansas City, Missouri, February 15, 2014.

Presenter, Current Issues in Common Interest Community Law, ABA Real Property, Trust and Estate Law Section’s Legal Education and Uniform Laws Group, Professors’ Corner Webinar, October 9, 2013.

“Freedom of Contract and the Endangered Right to Transfer,” Central States Law Schools Association 2013 Scholarship Conference, University of Arkansas School of Law, Fayetteville, Arkansas, October 5, 2013.

“Muddying the Waterfall,” Central States Law Schools Association 2013 Scholarship Conference, University of

Arkansas School of Law, Fayetteville, Arkansas, October 5, 2013 (with William E. Foster).

“Curricular Integration and Cat Herding,” Central States Legal Writing Conference, University of Kansas School of Law, Lawrence, Kansas, September 28, 2013 (with Tonya Kowalski).



Aida M. Alaka

Associate Dean for Academic Affairs and Professor of Law

Legal Drafting: Translating the Deal into a Contract,” Legal Analysis & Writing Workshop IV, Free University of Tbilisi School of Law, October 9-11, 2013 (with Tonya Kowalski).



William E. Foster

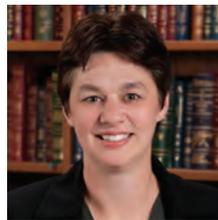
Associate Professor of Law

“Memorializing the Meal: An Analogical Exercise for Transactional Drafting,” 36 *University of Hawaii Law Review* 403 (2014) (co-authored with Emily Grant).

“Analogical Exercises for Transactional Drafting,” Fourth Biennial Conference on Teaching Transactional Law and Skills, Educating the Transactional Lawyer of Tomorrow, Emory University

School of Law, Atlanta, Georgia, June 6, 2014 (with Emily Grant).

“Muddying the Waterfall,” Central States Law Schools Association 2013 Scholarship Conference, University of Arkansas School of Law, Fayetteville, Arkansas, October 5, 2013 (with Andrea Boyack).



Emily Grant

Associate Professor of Law

“Memorializing the Meal: An Analogical Exercise for Transactional Drafting,” 36 *University of Hawaii Law Review* 403 (2014) (co-authored with William E. Foster).

“Analogical Exercises for Transactional Drafting,” Fourth Biennial Conference on Teaching Transactional Law and Skills, Educating the Transactional Lawyer of Tomorrow, Emory University School of Law, Atlanta, Georgia, June 6, 2014 (with William E. Foster).



Janet Thompson Jackson

Professor of Law and Interim Co-Director of Washburn Law Clinic

Panelist, “Curricular Reform - Preserving the Integrity of Experiential Learning

Curriculum Reform Track,” 37th Annual Conference on Clinical Legal Education, The Association of American Law Schools, Chicago, Illinois, April 29, 2014.



Patricia L. Judd

Associate Professor of Law

“The TRIPS Balloon Effect,” 46 *New York University Journal of International Law and Politics* 471 (2014).

“Intellectual Property’s Forgotten Development Divide,” 2014 Junior Intellectual Property Scholars’ Association Workshop, Washburn University School of Law, Topeka, Kansas, June 12, 2014.

“Retooling TRIPS,” 2013-2014 Regional Junior Faculty Workshop, Washington University School of Law, St. Louis, Missouri, February 28, 2014.



L. Ali Khan

Professor of Law

“Arbitral Autonomy,” 74 *Louisiana Law Review* 1 (2013).

Taught an intensive week-long course in secured transactions to lawyers and law students in Tbilisi, Republic of Georgia (July 11-18, 2013).

(continued on next page)



Joseph P. Mastrosimone
Associate Professor of Law

“Limiting Information in the Information Age: The NLRB’s Misguided Attempt to Squelch Employer Speech,” 52 *Washburn Law Journal* 473 (2013). See also: “Mastrosimone on the NLRB’s Election Rules,” Workplace Prof Blog, June 19, 2013.

“Unionizing College Football Players Is More Than a Hail-Mary Pass,” *The Huffington Post*, January 31, 2014.

“NLRB Should Rethink Not Reissue Election Reform Rules,” *The Huffington Post*, December 13, 2013.

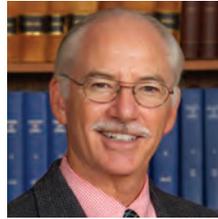


Lori A. McMillan
Professor of Law

Banking, Commercial & Contract Law,” (chapter 2), *Kansas Annual Survey* (Kansas Bar Association, 2014) (co-authored with Amy Deen Westbrook and Andrea Boyack).

“Noncharitable Nonprofit Organizations in Canada: An Empirical Examination” in *The Quest for Tax Reform Continues: The Royal Commission on Taxation Fifty Years Later* (Kim Brooks, editor) (Carswell, 2013).

“Transferee Shareholders and The Long Arm of the IRS,” 141 *Tax Notes* 223 (October 14, 2013).



David E. Pierce
Norman R. Pozez Chair in Business and Transactional Law
Professor of Law and Director of the Oil and Gas Law Center

“2014 Survey on Oil & Gas: Kansas,” 1 *Texas A & M Law Review* 79 (2013-2014).

“Kansas Oil & Gas Update,” 19 *Texas Wesleyan Law Review* 335 (2013).

“Recent Developments in Oil and Gas Law,” 2014 Selected Topics and Miscellany CLE, Washburn University School of Law, Topeka, Kansas, June 26, 2014.



William Rich
James R. Ahrens Chair in Torts and Constitutional Law
Professor of Law

Quoted, “School Funding Advocates Concerned Politics May Impact Finance Ruling,” *Lawrence Journal-World*, September 29, 2013.

“When Regulations become Takings,” National Center for Commercial Law, Commercial Law Week, Tbilisi, Georgia, May 21, 2014.

“Citizens United,” Topeka Center for Peace and Justice, Washburn University School of Law, Topeka, Kansas, September 19, 2013.



Frédéric G. Sourgens
Associate Professor of Law

“International Investment Law and Arbitration: 2012 in Review,” *Yearbook of International Investment Law and Policy 2012-2013* (edited by Andrea Bjorklund) (Oxford University Press, 2014) (co-authored with Nicholas Birch, Kabir Dugal, Ian Laird & Borzu Sabahi)(peer reviewed).

“What is a Distressed Investor to Do?,” 1 *Journal of Damages in International Arbitration* 103 (2014) (co-authored with Michael D. Nolan).

“Keep the Faith: Investment Protection Following the Denunciation of International Investment Agreements,” 11 *Santa Clara Journal of International Law* 335 (2013).

Additional faculty scholarship and activities can be found at:

washburnlaw.edu/profiles/faculty/scholarship

Small Business and Transactional Law Clinic

Washburn University School of Law's Small Business and Nonprofit Transactional Law Clinic (Transactional Clinic) is a live-client clinic where upper-level law students provide business and legal assistance to small businesses and nonprofit organizations in Topeka and surrounding areas.

The Transactional Clinic has two primary goals: to help students develop skills in business counseling and transactional law under the supervision of an experienced licensed attorney who is also a member of the law school faculty, and to serve the legal needs of small businesses and nonprofit organizations who cannot afford to hire legal counsel.



Professor Janet Thompson Jackson, interim co-director of the Law Clinic, advises student intern Jessica Conrow.

The Transactional Clinic handles counseling on entity selection, entity formation, applications for federal tax-exempt status, contract drafting, lease review, copyright and trademark registrations, and other transactional work.

Sample Student Externship



Michael Fowler, '14, interned during the summer of 2013 at NIC, Inc., an electronic government services provider in Olathe, Kan. In 2011, Forbes ranked NIC #20 on its list of the "100 Best Small Companies in America."

Fowler also arranged a Lunch & Learn speaker series at the law school featuring employees of NIC (NASDAQ: EGOV).

See page 3 for related information on the NIC speaker series.

About Us

Washburn Law's Business and Transactional Law Center brings together faculty, alumni, business leaders, and government officials to provide Washburn Law's students with the opportunity to develop their professional skills.

Led by a talented and innovative faculty and a distinguished, visionary Board of Advisors, the Center offers programs that enhance students' traditional legal education. Center-sponsored programs include many types of specialized educational and training opportunities designed to teach students the professional skills they must develop to be effective lawyers. Center faculty advise students wishing to obtain one of the four Certificates related to the Center.

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