

Kenneth A. Adams

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BOOKS

A Manual of Style for Contract Drafting (American Bar Association 3d ed. 2013). Since 2004, when the first edition was published, this book has been an ABA bestseller; one review has referred to it as “the bible of contract drafting.” In a 2011 opinion, the Delaware Court of Chancery, the foremost business-law court in the U.S., described *A Manual of Style for Contract Drafting* as “thought-provoking” and noted that “One can even share and in fact applaud Adams’ encouragement of clearer forms of contract drafting.” For more information and reviews, go [here](#).

The Structure of M&A Contracts (West LegalEdcenter 2011). For more information, go [here](#).

Legal Usage in Drafting Corporate Agreements (Quorum Books 2001). This book was the subject of a feature article entitled *Plain Language Key to Contracts*, *New York Law Journal*, Aug. 3, 2001; click [here](#) to go to a copy.

CONSULTING

Acts as consultant to companies seeking to improve the quality and process of their contract drafting. Clients include Johnson & Johnson, The Home Depot, and Gamesa, an international manufacturer of wind turbine generators.

SPEAKING ENGAGEMENTS

Presents in-house “Drafting Clearer Contracts” seminars in the U.S., Canada, and internationally for companies, law firms, and government agencies. Company clients include Aetna, AmerisourceBergen, Cablevision, Dassault Systèmes, Enbridge, Fidelity Investments, Johnson & Johnson, Mattel, Nuance Communications, Pratt & Whitney, Schlumberger, Shell, Sony PlayStation, TransCanada, Union Pacific, Viacom, Visa.

Conducts “Drafting Clearer Contracts” seminars in U.S. in partnership with West LegalEdcenter (since 2008) and in Canada in partnership with the Professional Development Program of Osgoode Hall Law School of York University, Toronto, Canada (since 2006).

Conducts contract-drafting seminars in Europe with marketing support from the Association of Corporate Counsel Europe and the International Association for Contract and Commercial Management. In 2015 conducted seminars in Zurich (hosted by ABB, the global engineering company). In 2014 conducted seminars in Geneva and in Walldorf, Germany (hosted by SAP, a world leader in enterprise software and software-related services). In 2013 conducted seminars in Geneva (hosted by the global law firm Akin Gump), Hamburg (hosted by ECE, the shopping-center developer), and Copenhagen (hosted by the global shipping company Maersk Line).

In partnership with SiS Conference Consulting, conducted seminars in China in 2015.

In partnership with Melbourne Law School, conducts contract-drafting seminars in Australia (since 2012).

In partnership with Marcus Evans, conducts contract-drafting seminars in South-East Asia and the Middle East (since 2012).

In partnership with Thomson Reuters, conducts contract-drafting seminars in Asia (since 2012).

Participated in panel discussions on contract drafting and contract automation at the 2010 and 2009 annual meetings of the Association of Corporate Counsel.

Was a speaker at the 2008 and 2007 annual meetings of the American Bar Association.

In April 2008 conducted contract-drafting seminars for the Sultanate of Oman Ministry of Legal Affairs and the Kingdom of Bahrain Directorate of Legal Affairs under the auspices of the American Bar Association's Rule of Law Initiative.

Created the following webcasts offered by West LegalEdcenter: Drafting Clearer Contracts (seven one-hour webcasts), The Structure of M&A Contracts, and Drafting and Reviewing Confidentiality Agreements.

CONTRACT AUTOMATION

Acts as "chief content advisor" (a consultant position) for ContractExpress, the leading document-assembly software (developed by Business Integrity). In addition to contributing to Business Integrity's Contract-Automation Clearinghouse blog ([here](#)), Ken has developed a document-assembly template of a confidentiality agreement that Business Integrity now maintains on its website ([here](#)) as an example of state-of-the-art document assembly. For more about how Ken works with Business Integrity, go [here](#).

EXPERT WITNESS

Acts as expert witness on matters related to contract language. Representations include acting as expert witness for Rogers Cable Communications Inc. in its dispute with Aliant Telecom Inc. This high-profile dispute, and Ken's role as expert witness, were discussed in *The Comma That Costs 1 Million Dollars (Canadian)*, New York Times, Oct. 25, 2006; click [here](#) to go to a copy.

TEACHING

Adjunct professor at Notre Dame Law School, Fall 2014, teaching contract drafting.

Lecturer at the University of Pennsylvania Law School, Fall 2005–Fall 2012, teaching contract drafting. This course was the subject of *Penn Law Plans to Give Contracts the Write Stuff*, Legal Intelligencer, Aug. 15, 2005; click [here](#) to go to a copy.

Adjunct professor at Hofstra University School of Law, Spring 2004–Spring 2005, teaching business drafting.

LAW REVIEW ARTICLES

Author of the following law review articles (a copy of each can be found [here](#)):

- *Eliminating the Phrase Represents and Warrants from Contracts*, 16 Tenn. J. Bus. L. (forthcoming 2015).
- *Bamboozled by a Comma: The Second Circuit's Misdiagnosis of Ambiguity in American International Group, Inc. v. Bank of America Corp.*, 16 Scribes J. Legal Writing (forthcoming 2015).
- *Dysfunction in Contract Drafting: The Causes and a Cure*, 15 Tenn. J. Bus. L. 317 (2014).

- *Revisiting the Ambiguity of “And” and “Or” in Legal Drafting*, 80 St. John’s Law Review 1167 (2006) (with Alan S. Kaye, professor of linguistics at California State University, Fullerton).
- *A Legal-Usage Analysis of “Material Adverse Change” Provisions*, 10 Fordham Journal of Corporate & Financial Law 9 (2005).

OTHER ARTICLES

Author of the following articles (a copy of each can be found [here](#)):

- *Beyond Words*, Solicitors Journal, September 30, 2014 (about *best endeavours* and its variants under English law).
- *Banishing Shall from Business Contracts: Throwing the Baby Out with the Bathwater*, The Australian Corporate Lawyer, September 2014.
- *Termination-on-Bankruptcy Provisions: Some Proposed Language*, Business Law Today, June 2014.
- *With “Efforts” Provisions, Reasonable Is Better Than Best*, The Lawyers Weekly, May 16, 2014.
- *It’s Time to Get Rid of the “Successors and Assigns” Provision*, The Advocate, June/July 2013.
- *Asia: Different Contracts, Different Cultures*, Asian Legal Business, Jan. 2013.
- *The Illusion of Quality in Contract Drafting*, New York Law Journal, July 17, 2012 (with Tim Allen, CEO of Business Integrity).
- *Making a Mess of Ambiguity: Lessons from the Third Circuit’s Opinion in Meyer v. CUNA Mutual Insurance Society*, Business Law Today, Nov. 20, 2011.
- *Whittling Away at Duty of Good Faith*, Recorder, June 28, 2011.
- *The New Associate and the Future of Contract Drafting*, New York Law Journal, Apr. 1, 2011.
- *The AAA Standard Arbitration Clause: Room for Improvement*, New York Law Journal, Mar. 9, 2010.
- *Retooling Your Contract Process for the Downturn*, New York Law Journal, Feb. 19, 2009.
- *Dysfunctional Drafting*, National Law Journal, Sept. 8, 2008.
- *Merger Pacts: Contract Drafting, Cerberus Litigation*, New York Law Journal, Feb. 19, 2008.
- *Transitioning Your Contract Process from the Artistic to the Industrial*, ACC Docket, Dec. 2007 (with Brian Quinn of Cisco Systems).
- *Making Sense of “Shall,”* New York Law Journal, Oct. 18, 2007.
- *What Does “Material” Mean?*, Deal Lawyers, Sept.–Oct. 2007.
- *Behind the Scenes of the Comma Dispute*, Globe and Mail, Aug. 28, 2007.
- *Revisiting Materiality*, New York Law Journal, Aug. 16, 2007.
- *“Wordsmithing,”* New York Law Journal, June 21, 2007.
- *Sending Contracts Offshore*, New York Law Journal, Apr. 19, 2007.
- *Wiki, Anyone?*, New York Law Journal, Fed. 15, 2007.

- *How to Avoid Contractual Train Wrecks*, National Law Journal, Nov. 6, 2006.
- *M&A Contracts: Addressing Pre-Closing Knowledge of Inaccurate Representations*, National Law Journal (Nov. 6, 2006).
- *Copyright and the Contract Drafter*, New York Law Journal, Aug. 23, 2006.
- *Understanding “Material Adverse Change” Provisions*, M&A Lawyer, June 2006.
- *Teaching Contract Drafting: The Two Elephants in the Room*, 14 Perspectives: Teaching Legal Research and Writing 92 (2006).
- *Can Lawyers Be Trained in Contract Drafting?*, The Lawyers Weekly [Canada], Mar. 17, 2006.
- *Debunking Urban Legends*, New York Law Journal, Dec. 2, 2005.
- *A Lesson in Contract Drafting: What’s Up with “Representations and Warranties”?*, Business Law Today, Nov.–Dec. 2005.
- *Translating English Language Contracts*, Bulletin of the Institute of Translation & Interpreting, Sept.–Oct. 2004.
- *Understanding “Best Efforts” and Its Variants*, Practical Lawyer, Aug. 2004.
- *Drafting a New Day: Who Needs that Recital of Consideration?*, Business Law Today, Mar.–Apr. 2003.
- *Drafting a Contract*, New York Law Journal, Sept. 27, 2002.
- *Legal Usage in Drafting Corporate Resolutions*, Practical Lawyer, Sept. 2002.
- *The New New Rules of Drafting (Part One)*, Michigan Bar Journal, July 2002.
- *The New New Rules of Drafting (Part Two)*, Michigan Bar Journal, Aug. 2002.
- *Drafting Matters*, New York Law Journal, July 5, 2002.

BLOG

Ken blogs at [Adams on Contract Drafting](#). From December 2010 to February 2013 he maintained The Concise Drafter blog. From April 2006 to December 2010 he maintained the AdamsDrafting blog. All Ken’s blog posts can now be found at Adams on Contract Drafting.

Starting June 2014, Ken contributes to Contract-Automation Clearinghouse ([here](#)), a blog maintained by Business Integrity, developer of ContractExpress, the leading document-assembly software.

AWARDS

- In July 2014 the Legal Writing Institute awarded Ken the Golden Pen Award for 2014, “to recognize his exemplary work in contract drafting.” The Golden Pen Award honors those who make significant contributions to advance the cause of better legal writing. For the text of the Legal Writing Institute’s announcement, go [here](#).
- The ABA Journal has included Ken’s blog (under different names) in its 2013, 2012, 2010, and 2009 “Blawg 100”—its selection of the hundred best legal blogs.

ADDITIONAL PRESS COVERAGE

- On October 8, 2013, the WSJ Law Blog published [this item](#) about Ken’s article critiquing an opinion of the Second Circuit Court of Appeals.
- As part of the launch of its “Legal Rebels” project, in September 2009 the ABA Journal named Ken one of fifty “legal innovators.” Click [here](#) for the ABA Journal’s profile and video interview.
- The July 17, 2009, issue of The Lawyers Weekly, a Canadian periodical, contains an article about Ken’s efforts to turn contract drafting into a commodity task. Click [here](#) to go to a copy.
- The March 24, 2009, Financial Times contains an article about Ken’s efforts to promote clearer contract language. Click [here](#) to go to a copy.
- The December 14, 2007, issue of The Lawyers Weekly, a Canadian periodical, profiled Ken. Click [here](#) to go to a copy of the article.

LAW-FIRM WORK EXPERIENCE

Lehman & Eilen LLP, Uniondale, New York
Senior Associate, Feb. 2004–Jan. 2006

Kramer Levin Naftalis & Frankel LLP, New York, New York
Associate, May 1998–April 2003

Winston & Strawn
Associate, Sept. 1994–Jan. 1998 (Geneva, Switzerland); July 1993–Aug. 1994 (New York, New York)

Jones Day, New York, New York
Associate, Oct. 1989–June 1993

EDUCATION

University of Pennsylvania Law School, Philadelphia, Pennsylvania: J.D. 1989; Law Review Board of Officers, Comment Editor 1988–89, Associate Editor, 1987–88.

University of York, York, England: B.A. (Honors), 2:1 Class, Archaeology, 1983.

BAR STATUS

Admitted to the New York Bar in April 1990.

PERSONAL

Fluent French; U.S. citizen; lived in Europe and Africa for 25 years.

April 24, 2015