

Kenneth A. Adams

164 Brompton Road
Garden City, NY 11530-1432
Cell phone: (516) 318-6956
kadams@adamsdrafting.com

BOOKS

A Manual of Style for Contract Drafting (American Bar Association 4th ed. forthcoming October 2017). 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 (Thomson Reuters 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*, 3 Aug. 2001, go [here](#).

CONSULTING

Acts as consultant to companies seeking to improve the quality and process of their contract drafting. For more information, go [here](#).

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, Cisco, Dassault Systèmes, Enbridge, Fidelity Investments, Intel, Johnson & Johnson, Mattel, Nuance Communications, Pratt & Whitney, Schlumberger, Shell, Sony PlayStation, TransCanada, TSYS, Union Pacific, Viacom, Visa, VMware.

Conducts public “Drafting Clearer Contracts” seminars in U.S. in partnership with Thomson Reuters (since 2008) and in Canada in partnership with Osgoode Professional Development (since 2006).

Conducts public “Drafting Clearer Contracts” seminars in Europe hosted by law firms (Orrick, Roschier) and companies (EMBL, ABB, ECE, Maersk Line).

In partnership with SiS Conference Consulting, conducts public “Drafting Clearer Contracts” seminars in China (since 2015).

In partnership with Melbourne Law School, conducts public “Drafting Clearer Contracts” seminars in Australia (since 2012).

In partnership with Marcus Evans, conducted public “Drafting Clearer Contracts” seminars in South-East Asia and the Middle East (since 2012).

In partnership with Thomson Reuters, conducts “Drafting Clearer Contracts” seminars in Asia (since 2012).

Participated in panel discussions on contract drafting and contract automation at meetings of the Association of Corporate Counsel in 2017, 2016, 2010, and 2009 and ACC Europe in 2017.

Speaker at the 2017 annual meetings of the Association of Corporate Counsel and ACC Europe.

In May and September 2017 conducted contract-drafting seminars for the Kuwait Chamber of Commerce and Industry and the Saudi Center for Commercial Arbitration under the auspices of the Commercial Law Development Program of the U.S. Department of Commerce.

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.

Offers through Osgoode Professional Development an online five-part "Drafting Clearer Contracts" program, available on demand.

CONTRACT AUTOMATION

Ken helps his consulting clients automate their templates using the software Contract Express.

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, 25 Oct. 2006; click [here](#) to go to a copy.

TEACHING

Adjunct professor at Notre Dame Law School, teaching contract drafting (fall 2014–fall 2016).

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

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

LAW REVIEW ARTICLES

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

- *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 45 (2014–15).
- *Eliminating the Phrase Represents and Warrants from Contracts*, 16 Tenn. J. Bus. L. 203 (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](#)):

- *When Contracts Seek to Preempt Judicial Discretion*, Judicature, Fall 2017 (with Vice-Chancellor J. Travis Laster of the Delaware Chancery Court)
- *Know Your Enemy: Sources of Uncertain Meaning in Contracts*, Michigan Bar Journal (Oct. 2016)

- *Litigating the Meaning of Contract Language? Consider Retaining an Expert (Part II)*, Legal Solutions Blog, 6 June 2016
- *Litigating the Meaning of Contract Language? Consider Retaining an Expert (Part I)*, Legal Solutions Blog, 31 May 2016
- *The Problem with Contract Drafting and What Young Lawyers Can Do About It*, The Lawyer, 8 March 2016
- *Granting Language in Patent License Agreements: An Analysis of Usages*, Landslide (ABA Section of Intellectual Property Law), Jan./Feb. 2016
- *Reconsidering the Recital of Consideration*, New York Law Journal, 9 Dec. 2015
- *Adams v Anderson on Contract Drafting*, Law Society Gazette, 30 Nov. 2015 (with Mark Anderson)
- *The Phrase Represents and Warrants Is Pointless and Confusing*, Business Law Today, Oct. 2015
- *Fixing Your Contracts: What Training in Contract Drafting Can and Can't Do*, ACCDocket.com, 22 Sept. 2015 (with Chris Lemens).
- *Inures to the Benefit and Trademark Licensing*, 105 Trademark Reporter 944 (2015).
- *Top Ten Tips in Drafting and Negotiating International Contracts*, Association of Corporate Counsel "Top Ten" Legal Resources, 21 April 2015 (with René Mario Scherr, Regional General Counsel, South Asia, East Asia & Oceania, Tetra Pak).
- *Beyond Words*, Solicitors Journal, 30 September 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, Sept. 2014.
- *Termination-on-Bankruptcy Provisions: Some Proposed Language*, Business Law Today, June 2014.
- *With "Efforts" Provisions, Reasonable Is Better Than Best*, The Lawyers Weekly, 16 May 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, 17 July 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, 20 Nov. 2011.
- *Whittling Away at Duty of Good Faith*, Recorder, 28 June 2011.
- *The New Associate and the Future of Contract Drafting*, New York Law Journal, 1 Apr. 2011.
- *The AAA Standard Arbitration Clause: Room for Improvement*, New York Law Journal, 9 Mar. 2010.
- *Retooling Your Contract Process for the Downturn*, New York Law Journal, 19 Feb 2009.
- *Dysfunctional Drafting*, National Law Journal, 8 Sept. 2008.

- *Merger Pacts: Contract Drafting, Cerberus Litigation*, New York Law Journal, 19 Feb. 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, 18 Oct. 2007.
- *What Does “Material” Mean?*, Deal Lawyers, Sept.–Oct. 2007.
- *Behind the Scenes of the Comma Dispute*, Globe and Mail, 28 Aug. 2007.
- *Revisiting Materiality*, New York Law Journal, 16 Aug. 2007.
- *“Wordsmithing,”* New York Law Journal, 21 June 2007.
- *Sending Contracts Offshore*, New York Law Journal, 19 Apr. 2007.
- *Wiki, Anyone?*, New York Law Journal, 15 Feb. 2007.
- *How to Avoid Contractual Train Wrecks*, National Law Journal, 6 Nov. 2006.
- *M&A Contracts: Addressing Pre-Closing Knowledge of Inaccurate Representations*, National Law Journal (6 Nov. 2006).
- *Copyright and the Contract Drafter*, New York Law Journal, 23 Aug. 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], 17 Mar. 2006.
- *Debunking Urban Legends*, New York Law Journal, 2 Dec. 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, 27 Sept. 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, 5 July 2002.

BLOG

Ken blogs at [Adams on Contract Drafting](#). From December 2010 to February 2013 he maintained The Koncise 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.

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](#).
- After including Ken’s blog in its “Blawg 100”—its list of the hundred best law blogs—for five out of six years, in 2015 the ABA Journal named Ken’s blog to its Blawg 100 Hall of Fame.

ADDITIONAL PRESS COVERAGE

- On 8 Oct. 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.” Go [here](#) for the ABA Journal’s profile and video interview.
- The 17 July 2009 issue of The Lawyers Weekly, a Canadian periodical, contains an article about Ken’s efforts to turn contract drafting into a commodity task. Go [here](#) for a copy.
- On 24 Mar. 2009 the Financial Times published an article about Ken’s efforts to promote clearer contract language. Go [here](#) for a copy.
- The 14 Dec. 2007 issue of The Lawyers Weekly, a Canadian periodical, profiled Ken. Go [here](#) for a copy.

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.

25 September 2017