

# TRANSACTIONS

THE TENNESSEE JOURNAL OF BUSINESS LAW

## ARTICLES

THE "CIRCLE OF ASSENT" DOCTRINE:  
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EDDIE BAKER

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MICHAEL A. AKIVA

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ARBITRATION, BUSINESS ENTITIES, CONTRACTS, INSURANCE,  
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*Associate Professor of Law*

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VOLUME 7

SPRING 2006

NUMBER 2

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## CONTENTS

BUSINESS FACULTY NOTES 231

### ARTICLES

THE “CIRCLE OF ASSENT” DOCTRINE: AN IMPORTANT  
INNOVATION IN CONTRACT LAW *Robert M. Lloyd* 237

ACQUISITION ESCROWS IN TENNESSEE: AN ANNOTATED MODEL  
TENNESSEE ACQUISITION ESCROW AGREEMENT *Joan MacLeod Heminway  
& Timothy M. McLemore* 273

THE ACCURACY AND MANIPULABILITY OF LOST PROFITS  
DAMAGES CALCULATIONS: SHOULD THE TRIER OF FACT BE  
“REASONABLY CERTAIN?” *Jonathan T. Tomlin &  
David R. Merrell* 295

A CRITICAL ANALYSIS OF THE CHARITABLE GIVING ACT OF 2005  
AND THE CHARITABLE AID, RECOVERY, AND EMPOWERMENT  
ACT OF 2005 *Eddie Baker* 323

“DURING THE TENDER OFFER” OR SOME TIME AROUND IT:  
HELPING COURTS INTERPRET THE BEST-PRICE RULE *Michael A. Akiva* 353

### CASE NOTE

*ARC LIFEMED, INC. V. AMC- TENNESSEE, INC.*: IMPLICATIONS  
FOR THE APPLICATION (OR LACK THEREOF) OF THE INTERNAL  
AFFAIRS DOCTRINE *Christian M. Craddock* 387

### MEMO TO THE PARTNER

ARTICLES OF AMENDMENT FOR TN COMPANY, INC. *Jordana K. Nelson* 401

### CASE COMMENTARIES

ARBITRATION, BUSINESS ENTITIES, CONTRACTS, INSURANCE,  
LABOR & EMPLOYMENT, PROPERTY, & TAX 419

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## BUSINESS FACULTY NOTES

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**Professor Iris J. Goodwin's** recent article, "Donor Standing to Enforce Charitable Gifts: Civil Society vs. Donor Empowerment," appearing in the May 2005 issue of the *Vanderbilt Law Review*, has been cited on two blogs. Professor Goodwin is currently working on her next research paper, which focuses on nonprofit organizations. In this next project she is examining the *cy pres* doctrine and how the Rawls' concept of public reasoning might appropriately influence charities in these types of proceedings.

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**Professor Joan Heminway** returned to the University of Tennessee College of Law this semester after completing a semester as a visiting professor at Boston College Law School. She received the Marilyn V. Yarbrough Faculty Award for Writing Excellence at the College of Law's annual awards ceremony and dinner in February 2006. In addition to the annotated escrow agreement she co-authored with University of Tennessee College of Law alumnus Timothy M. McLemore being published in this issue of *Transactions*, Professor Heminway recently completed an article entitled "Caught in (or on) the Web: A Review of Course Management Systems for Legal Education," which will be published this spring in the *Albany Law Journal of Science and Technology*. In addition, she is editing a book of essays on Martha Stewart's legal troubles that is scheduled to be released by Carolina Academic Press later this year. In April 2006, Professor Heminway will talk about criminal securities fraud prosecutions as a participant in an academic roundtable at the University of Maryland School of Law on "The Criminalization of Corporate Law." This summer she will present papers at two academic conferences.

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**Professor Amy Morris Hess** was selected to receive the 2005 Treat Award for Excellence from the National College of Probate Judges in recognition of her significant contributions to the improvement of probate and trust law. The award was presented at the College's annual banquet in November. In October 2005, Professor Hess was elected to membership in the American College of Trust and Estate Counsel. In addition to teaching and mentoring, Professor Hess continues to work on updates and revisions to *Bogert: The Law of Trusts and Trustees*.

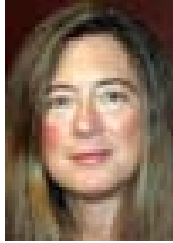


**Professor Jeff Hirsch** recently gave a presentation at the American Economic Association/Labor and Employment Relations Association conference and co-authored a paper in conjunction with that presentation entitled “The NLRA After Seventy Years: What Next?” He has submitted his article “Taking State Property Rights out Of Federal Labor Law” for publication and has recently agreed to co-author a book entitled “Understanding Employment Law.”



**Professor George Kuney** received the Harold C. Warner Outstanding Teacher Award at the University of Tennessee College of Law’s annual awards banquet. This spring, West will publish *Contracts: Transactions and Litigation*, a casebook that he co-authored with Professor Robert Lloyd. This summer Professor Kuney expects to publish *California Law of Contracts*, a new one-volume comprehensive treatise from the University of California’s Continuing Education of the Bar. After completing a law review article on the state of successor liability doctrine nationally, he expects to publish new editions of *The Elements of Contract Drafting* and *Legal Drafting in a Nutshell* for West and produce a series of articles on specific standards for performance under contracts; including best efforts, reasonable efforts, and the state of a party’s actual knowledge. He is working with Professor Jack Ayer of UC Davis’s King Hall; Michael Bernstein of Washington, DC’s, Arnold & Porter; and Jonathan Friedland of Chicago’s Kirkland & Ellis to produce “Chapter 11 -- 101 for The American Bankruptcy Institute,” which is aimed at bridging the gap between law school and practice in this field. Professor Kuney continues to consult and give presentations on these and related subjects to members of the academy, the bench, and the bar. Professor Kuney and Professor Donna Looper coached the University of Tennessee College of Law’s Conrad Duberstein Bankruptcy Moot Court Team, which competed in New York during March 2006.





**Professor Becky Jacobs** continues to work with the Knoxville mediation community. This year, the University of Tennessee College of Law Mediation Clinic and the Community Mediation Center conducted a joint training program for civil mediators. Professor Jacobs coached student Moot Court teams in two separate competitions in 2005-2006: the ABA's Representation in Mediation Competition and the Philip C. Jessup International Law Moot Court team. The Jessup team advanced to the Semi-Finals at the Regional level. Professor Jacobs' most recent article, "The Post-Apartheid City in the New South Africa: A Constitutional Triumph?," has been accepted for publication and will appear in print in the Fall of 2006. She will teach this summer in the ABA-approved Summer Legal and Policy Study in Rio de Janeiro sponsored by Georgia State University in consortium with Florida International University College of Law and Seattle University School of Law. Professor Jacobs also has been invited to participate as an instructor in The Black Lawyers Association South Africa Commercial Law Education Project.



**Professor Don Leatherman** was in Los Angeles in November of 2005 to participate on a panel for the Mergers and Acquisitions Conference presented by the Practising Law Institute. The panel considered current developments for consolidated groups. Professor Leatherman spoke on the same topic at the ABA Tax Section meeting in San Diego in February 2006. Professor Leatherman's chapter for an e-book for CCH on fundamental federal income tax concepts for consolidated groups was published in late 2005.



**Professor Robert Lloyd's** article "The 'Circle of Assent' Doctrine: An Important Innovation in Contract Law" appears in this issue. Another article by Professor Lloyd, "Proving Lost Profits After *Daubert*," is currently under consideration at several law reviews. A contracts casebook co-authored by Professor Lloyd and Professor George Kuney is in the final stages of publication. In March, Professor Lloyd and John Mudock of Boulton, Cummings, Connors & Berry, conducted a national teleconference on "Promissory Notes in Commercial Financing Transactions."



**Professor Carl Pierce's** article, "Client Misconduct in the 21st Century" was published in the *University of Memphis Law Review* - 35 U. MEM. L. REV. 731 (2005). The article, part of a larger examination of ABA Model Rule 1.2(d), examines the Rule's specification of the client's conduct that a lawyer may not encourage or assist - i.e., criminal or fraudulent conduct. It examines the client conduct embraced by this prohibition and argues for the broadening of the prohibition to include additional misconduct, such as breaches of fiduciary duty, intentional torts, and wrongful discharge of a lawyer for complying with the lawyer's professional responsibilities. Professor Pierce continues to serve as a reporter for the Tennessee Bar Association Standing Committee on Legal Ethics and Professional Responsibility, which is reviewing and generating proposals for revision of the Tennessee Rules of Professional Conduct in light of the approval by the ABA in 2002 of the recommendation of its Ethics 2000 Commission for revision of the ABA's Model Rules of Professional Conduct. In collaboration with Karen Britton, Director of Admissions and Career Services at the College of Law, Professor Pierce helped coordinate the presentation by the Knoxville Chapter of the Association of Legal Administrators of a four-part lunch and learn program on the "Business of Practicing Law."

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**Professor Thomas Plank** was awarded the 2005 Carden Award for Outstanding Achievement in Scholarship (for a distinguished record of scholarship over a period of years) by the University of Tennessee College of Law at the February honors banquet. In January, Professor Plank served as a discussion leader at the Eastern District of Pennsylvania Bankruptcy Conference 17th Annual Forum, which analyzed provisions of the Bankruptcy Code governing rejection of leases and appointment of trustee in chapter 11 cases. The United States Supreme Court twice cited one of Professor Plank's articles, "The Constitutional Limits of Bankruptcy," 63 TENN. L. REV. 487 (1996), in deciding that the United States Constitution empowered Congress to abrogate states' sovereign immunity in bankruptcy cases. Professor Plank wrote a chapter entitled "The Key to Securitization: Isolating the Assets to Be Securitized from the Risk of An Insolvency Proceeding" in the newly published, John Arnholz and Edward E. Gainor, *Offerings of Asset Backed Securities* (Aspen Publishers 2005).



**Professor Gary Pulsinelli** continues to concentrate on research and teaching. His article “Share and Share Alike: Increasing Access to Government-Funded Inventions under the Bayh-Dole Act” will be published in the spring issue of the *Minnesota Journal of Law, Science, and Technology*.



**Professor Greg Stein** has been elected as Chair-Elect of the Real Estate Transactions section of the Association of American Law Schools. He continues to serve as Co-Chair of the Legal Education Committee of the Real Property, Probate and Trust Law Section of the American Bar Association. Professor Stein will participate in a panel discussion at this year’s spring meeting of the ABA Real Property, Probate & Trust Law Section, addressing several recent developments in land use law. He will speak at this summer’s conference of the Southeastern Association of Law Schools on Chinese real estate law. Professor Stein recently gave a presentation on “Recent Developments in Real Estate Law” to the Sevier County Bar Association.



**Professor Paulette J. Williams** teaches in the Business Law Clinic. She and her students are working on several projects for new businesses, non-profits, and community organizations. Professor Williams’ chapter “Preservation of Affordable Housing” was published in 2005 in *The Legal Guide to Affordable Housing Development* (Tim Iglesias and Rochelle E. Lento, eds.). Her review of Susan R. Jones’ book *The Legal Guide to Microenterprise Development* appears in the Fall 2005 issue of the *Journal of Affordable Housing and Community Development Law*. Professor Williams serves this year as the Chair-Elect of the Clinical Legal Education Association, the co-chair of the Legal Educators Committee of the ABA Forum on Affordable Housing and Community Development, and a member of the Executive Committee of the AALS Section on Clinical Education. She will be making panel presentations this spring at the Faculty Conference and Workshop on Teaching Transactional and Exempt Organization Law, and at the AALS Conference on Clinical Legal Education.