Guide to Writing Effective Exam Essays

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Your North Star: Demonstrating Mastery
Every exam question is an opportunity to show what you know and how you think like a lawyer. Your goal is not simply to answer correctly—it's to demonstrate that you have mastered the course material and can apply it skillfully to novel situations. Keep this question in mind: **How can I use this question to demonstrate my command of the material?**

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1 Understanding Different Question Types

Law school exams test different skills through different question formats. The exam for my Business Organizations course may include various types of essay questions, each requiring a distinct approach.

A. Type 1: Issue-Spotter Questions

What they look like: A detailed fact pattern followed by a prompt asking you to identify and analyze the legal issues. Sometimes the prompt is general ("What claims can be brought?"); other times the exam provides specific sub-questions to guide your analysis (e.g., "A. Did the directors breach their duty of care?" "B. Did the directors breach their duty of loyalty?").

What they test: Your ability to identify legal issues, organize them coherently, apply law to facts, and reach reasoned conclusions. When sub-parts are provided, the exam is giving you organizational guidance; when they're not, demonstrating your own organizational skill is part of what's being tested.

Example from prior exams: *Fall 2017 Getaway Hotels question*

B. Type 2: Conceptual/Theory Questions

What they look like: A broad statement or proposition about corporate law, followed by a prompt like "Evaluate this statement" or "Explain the function of X and why we need it."

What they test: Your understanding of big-picture themes, policy rationales, and connections across different doctrines. These questions assess whether you can step back from specific rules to see the forest, not just the trees.

Example from prior exams: *Fall 2013 question about whether there's really just a duty of loyalty with a sliding scale*

C. Type 3: Strategic Advisory Questions

What they look like: A scenario where you're asked to advise a client on how to proceed (e.g., "You represent X. How would you advise them?")

What they test: Your ability to think strategically, anticipate legal obstacles, and provide practical guidance that integrates legal knowledge with business reality.

Example from prior exams: *Fall 2015 question about advising Paramount's CEO in defending against QVC's hostile bid*

D.   Type 4: Advocacy Questions

What they look like: You're asked to make the best argument for one side (e.g., "Write a brief arguing for reversal").

What they test: Your ability to construct persuasive legal arguments, marshal facts and law in support of a position, and anticipate counterarguments—even for positions you might personally disagree with.

Example from prior exams: *Spring 2015 question about writing an appellate brief for Air Products*

2   Core Principles for Writing Effective Essays

A.   Identify All Relevant Legal Issues (For Issue-Spotter Questions)

Before you start writing, take time to **spot every legal issue** raised by the fact pattern. An issue exists wherever there's a legal question that requires analysis.

How to do it:

- Read the fact pattern carefully, *twice.*

- Ask yourself: "What claims could be brought? What defenses exist? What legal standards apply?"

- Look for **trigger facts** that implicate specific legal rules (e.g., a board decision without adequate information suggests duty of care issues; a transaction between a director and the corporation raises duty of loyalty concerns).

- Create a **quick outline** of issues before writing.

- Organize issues **logically**—often chronologically or by legal relationship.

> **Prioritizing your analysis:** Not all issues are created equal. The bulk of your points will come from identifying and thoroughly analyzing the **central claims and issues**—the ones that go to the heart of the fact pattern and require the most sophisticated analysis. These deserve the lion's share of your time and attention.
>
> That said, there are points to be earned for recognizing **secondary claims that are plausible but ultimately unsuccessful**. A strong answer might note: "Plaintiffs could also argue X, but this claim would likely fail because..." This demonstrates comprehensive issue-spotting and shows you understand why certain arguments don't succeed—which is itself a form of mastery.
>
> However, exercise judgment about what's worth raising. **Stay within the course's scope**—an exam in Business Organizations is not the place to analyze antitrust implications or securities fraud claims we haven't studied. And **avoid claims that are wildly implausible** given the facts. Stretching to find a fifteenth issue where only five are supported by the facts wastes precious time and signals uncertainty about what actually matters. Your goal is to show you can distinguish the significant from the trivial, not to demonstrate that you can imagine any conceivable claim.

Why it matters: Missing a major issue is the cardinal sin of exam writing. You cannot demonstrate mastery of material you don't address. But equally important is showing that you can **prioritize**—recognizing which issues are central, which are secondary but worth noting, and which aren't worth pursuing at all. This is exactly what practicing lawyers must do when advising clients.

> **Good example:** "This fact pattern raises issues concerning both the duty of care and the duty of loyalty. First, the board may have breached its duty of care by approving a $50 million acquisition after only a 20-minute presentation, with no independent valuation or due diligence regarding the target's primary asset. As discussed below, this failure to inform themselves of material information reasonably available likely constitutes gross negligence that would forfeit business judgment rule protection under *Smith v. Van Gorkom.* Second, the CEO's 30% ownership stake in the target company makes this a conflicted transaction, raising a duty of loyalty issue. The board's approval may provide a safe harbor, but as I analyze in Part II, this depends on whether the CEO's interest was fully disclosed and whether a majority of disinterested directors approved in good faith."

B. Organize Your Answer Clearly

Structure your response so that it's **easy to follow** and demonstrates **logical thinking**. A well-organized answer allows me to see your analytical process clearly.

How to do it:

- **For issue-spotters:** Use issue headings or clear topic sentences to signal transitions between issues.
- **For conceptual questions:** Create a logical structure for your argument (e.g., "There are three reasons why we need two levels of corporate law...").
- **For advisory questions:** Organize by strategic options or chronologically by steps the client should take.
- Follow a consistent analytical framework (see IRAC below).
- Use **paragraphs** strategically—each should address one main point
- Include **signposting language** ("First," "By contrast," "However," "Turning to the second issue").

> **Recommended framework for issue analysis (IRAC):**
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> - **I**ssue: What legal question needs resolution?
> - **R**ule: What legal standard applies?
> - **A**pplication: How does the rule apply to these facts?
> - **C**onclusion: What's the likely outcome?

Why it matters: A clear structure makes your analysis easier to follow and shows you think systematically—a critical lawyering skill.

C. Apply Law to Facts—Don't Just Recite the Rules

A common mistake is **"issue spotting without analysis"**—identifying an issue, stating the relevant rule, and then jumping to a conclusion without explaining *how* the rule applies to *these specific facts*.

How to do it:

- After stating a legal rule, immediately pivot to **"Here..."** or **"In this case..."**.
- **Quote or paraphrase specific facts** from the problem and explain their legal significance.
- Show your work: explain **why** particular facts satisfy or fail to satisfy elements of a legal test.
- Make explicit connections: "Because [specific fact], [legal standard] is [met/not met]."
- Avoid conclusory statements like "the directors were grossly negligent"—instead, explain what they did (or failed to do) and why that constitutes gross negligence.

This applies even to conceptual questions: When asked to evaluate a theoretical proposition, use **concrete examples from cases or hypotheticals** to illustrate your points.

> **Bad example:** "The business judgment rule protects board decisions made on an informed basis, in good faith, and in the honest belief that the action was in the company's best interests. The directors likely violated their duty of care."

> **Good example:** "The business judgment rule requires that directors inform themselves of 'all material information reasonably available' before making a decision. *Smith v. Van Gorkom.* Here, the board approved the $50 million acquisition after only a 20-minute presentation with no written materials, no expert valuation, and no due diligence regarding the target's primary asset—the pending patent application that constituted 80% of its claimed value. This failure to inform themselves of reasonably available material information (the patent's status and validity) likely constitutes gross negligence, removing business judgment rule protection."

Why it matters: Legal analysis is the **application of general principles to specific situations**. Anyone can memorize rules; demonstrating mastery means showing you can *use* those rules to solve real problems.

D. Cite Specific Legal Sources

Support your analysis with **precise legal authority**—statutory sections, case names, and regulatory provisions. This demonstrates you know not just what the law is, but **where it comes from**.

How to do it:

- For statutory provisions: **cite the specific section**.
  - "DGCL § 144(a)(1) requires that conflicted transactions be approved by disinterested directors..."
  - "Under DGCL § 251(c), a merger requires board approval followed by shareholder vote..."
- For case law: **name the case** (full citation not required on exams).
  - "The *Caremark* standard requires a good faith effort to implement an oversight system..."

- For multi-part tests: **identify the source and enumerate elements**.
    - "As established in *Weinberger v. UOP, Inc.*, the entire fairness standard requires proof of (1) fair dealing and (2) fair price."

This applies to all question types: Even in conceptual or advisory questions, ground your arguments in specific authorities.

Why it matters: Specific citations demonstrate **precision and command of the material**. They also provide the analytical framework—once you cite a statute or case, you've told the grader what standard applies and can proceed to apply it.

> If you can't remember the exact case name, use descriptive phrases: "Under Delaware's entire fairness standard…" or "Applying the test for interested director transactions…" This is better than vague references to "the law" or "the rule."

E.   Present Arguments on Both Sides (When Appropriate)

For contested issues, demonstrate that you understand **competing arguments**. Strong lawyers anticipate counterarguments; strong exam answers do too.

When this applies:

- **Issue-spotters:** Almost always—most fact patterns involve debatable questions.

- **Conceptual questions:** Yes—show you understand competing perspectives on theory/policy.

- **Advisory questions:** Yes—identify obstacles and counterarguments your advice must address.

- **Advocacy questions:** Partially—you're arguing for one side, but acknowledging the strongest counterarguments (before explaining why they fail) makes your position more persuasive.

How to do it:

- After presenting one side's argument, **explicitly address the opposing view**.
    - "However, the defendant could argue that…".
    - "A court might reject this argument because…".
    - "On the other hand…".
- For each side, **ground arguments in specific facts and legal authority**.
- Acknowledge when facts are ambiguous or when legal standards require judgment calls.
- Show you understand **policy tensions** underlying legal rules.

"The plaintiff will argue that the directors breached their duty of care by failing to conduct adequate due diligence. *Smith v. Van Gorkom* supports this position, as directors there were held grossly negligent for approving a merger after only two hours of consideration without prior notice. Here, the board similarly acted hastily, approving the acquisition at an emergency meeting with limited information.

However, the directors can argue that unlike *Van Gorkom*, they reasonably relied on the CEO's expertise under DGCL § 141(e). The CEO had 20 years of industry experience and personal knowledge of the target company. Additionally, while the meeting was brief, the directors had previously discussed potential acquisitions in this market segment at three prior board meetings, suggesting more familiarity with the strategic context than the *Van Gorkom* board possessed.

On balance, while reliance on management expertise is permitted, it does not excuse the complete absence of basic due diligence regarding the acquisition's primary asset—the patent application. A court would likely find the reliance unreasonable given the transaction size ($50 million, or 40% of company assets) and the readily available information about patent status that was never consulted."

Why it matters: Law is rarely black-and-white. Showing you can **see both sides** demonstrates sophisticated legal thinking. Moreover, addressing counterarguments **strengthens your conclusion** by showing you've considered and rejected alternatives. Remember your North Star: ***How can I use this question to demonstrate my command of the material?*** Arguing both sides is a great way to do this.

F.   Reach Clear Conclusions (When Appropriate)

After presenting balanced arguments, **take a position** on how you think the issue would likely be resolved. Don't leave the grader guessing about your judgment.

When this applies:

- **Issue-spotters:** Always—reach a conclusion on each issue.
- **Conceptual questions:** State your view on the theory/proposition, but the focus is more on the quality of analysis than having "the right answer."
- **Advisory questions:** Always—you must give clear advice.
- **Advocacy questions:** Always—you're arguing for a specific outcome.

How to do it:

- Use clear language: "A court would likely find..." or "The better argument is..." or "Plaintiffs would probably prevail because..."
- **Explain your reasoning**: why does one argument outweigh the other?
- Base conclusions on **weight of authority, strength of facts, or policy considerations**
- If an issue is genuinely close, you can say so—but still indicate which way you'd predict it goes: "This is a close question, but given Delaware courts' emphasis on [X], the outcome would likely be [Y]."
- Be **decisive without being overconfident**: "likely," "probably," "would tend to" are appropriate hedges; "impossible to say" or "could go either way" are cop-outs.

Why it matters: Lawyers must **advise clients**, which requires making judgments under uncertainty. Your conclusion shows you can **synthesize analysis into actionable guidance**. Moreover, well-reasoned conclusions (even if debatable) demonstrate mastery better than fence-sitting.

3   Specific Strategies for Each Question Type

A.   For Issue-Spotter Questions

Your mission: Identify all legal issues raised by the facts and analyze each one thoroughly.

A note on format: Some issue-spotters provide specific sub-questions (e.g., "A. Did the directors breach their duty of care?"), while others ask more generally ("What claims can be brought?"). When sub-parts are provided, you have built-in organization—use it. When they're not, creating your own clear structure is part of demonstrating mastery.

Step-by-step approach:

1. **Read twice, outline once** (5–10 minutes for a long fact pattern)

   - First read: Get the story.

   - Second read: Spot trigger facts and legal issues.

   - Create roadmap: List issues in logical order.

2. **If sub-parts are provided, read all of them before beginning**

   - Understand how issues relate to each other.

   - Avoid repeating analysis across parts.

   - Note when later parts build on earlier conclusions.

3. **Allocate your time** based on complexity and the issue's importance.

   - Don't spend 45 minutes on the first issue if there are five issues

   - If sub-parts exist, use them as a rough guide to time allocation

4. **For each issue, follow IRAC:**

   - **Issue:** State the question (1 sentence).

   - **Rule:** Articulate the legal standard with citation (2–4 sentences).

   - **Application:** Apply rule to facts, presenting both sides (4–10 sentences).

   - **Conclusion:** State likely outcome with reasoning (1–2 sentences).

5. **Use clear transitions** between issues.

   - "Turning to the second issue..."

   - "The board's conduct also raises questions about..."

   - If answering sub-parts: "As discussed in Part A..." when cross-referencing is appropriate.

6. **Check coverage** before finishing.

   - Did I address all major facts?

- Did I miss any obvious issues?

- If sub-parts exist: Did I answer each one directly?

Common pitfalls:

- Rushing through issue identification and missing issues.

- Spending too much time on early issues.

- Stating rules without applying them to facts.

- Ignoring facts that don't fit your preferred conclusion.

- Answering a different question than the one asked (especially with sub-parts).

B. For Conceptual/Theory Questions

Your mission: Demonstrate that you understand big-picture themes, policy rationales, and connections across the course.

What I want to see:

- Sophisticated understanding of why rules exist.

- Ability to see patterns and connections across doctrines.

- Critical thinking about trade-offs and competing values.

- Use of specific examples to illustrate abstract points.

Step-by-step approach:

1. **Identify the key claim(s) in the statement**.

   - Break down complex propositions into component parts.

   - Example: "There is really no duty of care" is different from "judges apply a sliding scale based on conflicts".

2. **Take a position early**.

   - "This statement is largely correct, though it oversimplifies...".

   - "This proposition captures an important truth about X, but fails to account for Y...".

   - "I disagree with this characterization because...".

3. **Organize your response thematically**.

   - Group related points together.

   - Build from simpler to more complex observations.

   - Use clear paragraph structure.

4. **Support every point with concrete examples**.

   - Cite specific cases or statutory provisions.

   - Show how your examples illustrate the theoretical point.

- Example: "This sliding scale is evident in Delaware's treatment of conflicted transactions. Under *Sinclair Oil*, when a controlling shareholder stands on both sides..."

5. **Address counterarguments**.

- "One might argue that..."

- "This view is challenged by..."

- Show you've considered multiple perspectives.

6. **Synthesize at the end**.

- Return to the original proposition.

- Restate your position with nuance.

- Identify any remaining tensions or questions.

Common pitfalls:

- Staying too abstract without concrete examples.

- Listing cases without explaining how they relate to the concept.

- Ignoring parts of the proposition that are harder to address.

- Writing everything you know without organizing around the question asked.

C. For Strategic Advisory Questions

Your mission: Provide practical, legally-grounded advice that your client can actually use, demonstrating that you understand how the various tools of corporate law work together.

What I want to see:

- Clear, actionable recommendations.

- Legal analysis supporting each recommendation.

- **Strategic thinking about how different legal tools interact and complement one another.** Corporate law provides a toolkit—proxy contests, tender offers, bylaw amendments, litigation, charter provisions, deal protections, and more. The best answers show you understand not just what each tool does in isolation, but how they can be combined, sequenced, and leveraged against each other.

- Anticipation of obstacles and the other side's likely responses.

- Recognition of trade-offs and risks.

Step-by-step approach:

1. **Identify your client's goal**.

- What does the client want to accomplish?

- Example: "Air Products wants to acquire Airgas despite losing in court."

2. **Identify legal and practical constraints**.

- What legal obstacles exist? (e.g., poison pill remains in place, staggered board).

- What business considerations matter? (e.g., need board cooperation for due diligence).

- What's the timeline, and how does it interact with election cycles, financing commitments, or regulatory approvals?

3. **Inventory the available tools**.

   - What mechanisms does corporate law make available to advance your client's objectives?

   - Consider: governance levers (voting, proxy contests, written consents, bylaw amendments), transactional structures (tender offers, mergers, asset sales), defensive or offensive measures (poison pills, deal protections, litigation), and informational tools (books and records demands, disclosure requirements).

4. **Think about how tools interact and complement each other**.

   - This is where strategic sophistication shows. A hostile bidder doesn't just launch a tender offer—it pairs the offer with a proxy contest to remove the board that's blocking it. A target doesn't just "say no"—it combines a poison pill with a staggered board to buy time, while perhaps seeking a white knight.

   - Ask: How can different tools be *sequenced*? (e.g., win a proxy contest first, then have the new board redeem the pill). How can they *reinforce* each other? (e.g., litigation to enjoin defensive measures while simultaneously running a proxy contest). How might the other side *counter*, and what's your response?

5. **Generate and evaluate strategic options**.

   - Develop concrete paths forward, each combining available tools.

   - For each option, analyze: legal viability, likelihood of success, timeline, cost, and risks.

   - Consider how the other side will respond and whether your strategy accounts for that.

6. **Organize your advice clearly**.

   - Option A: Present the option, explain which tools it employs and how they work together, analyze risks and benefits.

   - Option B: [same structure].

   - Recommendation: Which option(s) you'd recommend and why.

7. **Ground everything in legal authority**.

   - Don't just say "run a proxy contest"—explain the election timeline under DGCL § 211, whether directors can be removed without cause under § 141(k), and how a staggered board affects the strategy.

   - Don't just say "make a tender offer"—explain how it interacts with the poison pill, what conditions you'd include, and what disclosure obligations arise.

8. **Address likely counterstrategies**.

   - "The board might respond by adopting a poison pill, but we can counter by..."

   - "If they seek an injunction, our argument would be..."

- "To neutralize their *Revlon* argument, we should structure the deal as..."

9. **Be realistic about trade-offs**.

   - Acknowledge when the client's goal may not be fully achievable.

   - Identify which combinations of tools offer the best path forward.

   - Discuss cost-benefit considerations, including reputational and relationship costs.

Common pitfalls:

- Treating each legal tool in isolation rather than as part of an integrated strategy.

- Providing advice ungrounded in specific legal authority.

- Suggesting strategies that ignore legal constraints or practical realities.

- Failing to anticipate how the other side will respond.

- Being too tentative ("we might possibly consider perhaps...").

- Ignoring how timing and sequencing affect which options are available.

D.   For Advocacy Questions

Your mission: Make the strongest possible argument for your assigned position, even if you personally disagree with it.

What I want to see:

- Forceful, persuasive argumentation.

- Strategic selection and presentation of facts.

- Effective use of legal authority.

- Anticipation and pre-emption of counterarguments.

- Professional legal writing.

Step-by-step approach:

1. **Identify your assigned position**.

   - What outcome are you arguing for?

   - What standard of review applies?

2. **Identify strongest arguments**.

   - What facts help your client?

   - What legal authorities support your position?

   - What policy considerations favor your side?

3. **Lead with your strongest argument**.

   - Don't bury your best point.

- Make it clear and compelling.

4. **Use facts strategically**.

   - Emphasize helpful facts.

   - Contextualize or distinguish unhelpful facts.

   - Don't ignore bad facts—address them on your terms.

5. **Address counterarguments pre-emptively**.

   - "Opposing counsel will likely argue X, but this fails because…"

   - Defuse their best arguments before they make them.

6. **Use persuasive writing techniques**.

   - Active voice.

   - Confident language (but not overconfident).

   - Clear topic sentences.

   - Logical progression.

7. **Conclude forcefully**.

   - Restate what you're asking for.

   - Summarize why you should prevail.

Common pitfalls:

- Failing to argue forcefully because you think the other side is "right".

- Ignoring bad facts rather than addressing them.

- Writing in a tentative or apologetic tone.

- Neglecting to make affirmative arguments in favor of your position.

- Forgetting you're writing for persuasion, not objective analysis.

4   Writing Tips

Do:

- Write clearly and directly.

- Use topic sentences.

- Connect each paragraph to your overall argument.

- Cite specific authorities.

- Apply law to facts.

- Address both sides.

- Reach conclusions.

Don't:

- Write everything you know without focus.

- Use vague or conclusory language.

- Ignore inconvenient facts.

- Spend too long on one issue.

- Write in bullet points (use prose).

- Apologize or hedge excessively.

5 Final Thoughts

Effective exam writing is a **skill you can develop** through practice. Each time you work through a practice problem or hypothetical, focus on:

- **Spotting** all the issues (for issue-spotters).

- **Understanding** conceptual connections (for theory questions).

- **Thinking strategically** (for advisory questions).

- **Arguing persuasively** (for advocacy questions).

- **Structuring** your analysis clearly (for all questions).

- **Connecting** legal rules to specific facts (for all questions).

- **Supporting** your reasoning with authority (for all questions).

- **Balancing** competing arguments (for most questions).

- **Concluding** decisively (for all questions).

Remember: the exam is not a trap or a mystery. It's an opportunity to **show what you've learned** and **how you think**. Different question types test different skills, but they all assess your ability to do what lawyers do—**identify legal problems, analyze them rigorously, argue persuasively, and provide sound judgment about their resolution**.

Your preparation throughout the semester has given you the knowledge. These exam-writing principles will help you **communicate that knowledge effectively** under exam conditions.

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You've got this.

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