There are two main purposes to this course. We're here to develop your ability to

1. handle complex negotiations where both legal and business issues arise; and
2. work well with your lawyer or client.

As you know from your basic negotiation course, negotiation is a social skill, and like all social skills you have to practice it if you want to get better at it. To give you the chance to practice, we'll do a number of simulated negotiations in and out of class. We'll also use lectures, games (and perhaps also videos and guest lectures) to help you develop your understanding.

The simulations we'll use will cover a wide range of business situations. They may include:

- A partnership agreement
- A litigation settlement negotiation
- A highly complex new venture equity deal for a new venture
- A negotiation in which you’ll reverse roles
- A bankruptcy workout

Since there is really no way to make up the experiences we create in class, and since your participation will help your classmates learn, I will expect you to attend each class.

A word about time and effort: real-life complex negotiations by their nature demand a lot of time and effort if you want to handle them well. Similarly, complex deal simulations can demand a lot too, especially since you must coordinate with teammates. Since I know you have busy lives, our task is to balance realism with reasonableness. I’ve designed the course to do that. Since you want to learn many practical, valuable things in the course, you’ll need to be ready to do a fair amount of reading (~33 pages/week) and to commit about 1-2 hours on certain weeks for out-of-class meetings with your teammates and your counsel or client(s), and to be in good communication with them. If you feel these requirements will be too burdensome, then alas, you may want to drop the course.

If you have not taken a course with me before, there is an article you'll need to read, which I describe in the syllabus and which you can pick up in class or on our Blackboard website: “I FORESAW IT- A Way to Improve Your Preparations for Negotiating.” If you have not taken a basic negotiating course yet at the law school or the business school, you may not take the course.

Since this is a new and innovative course, I may make some changes to the syllabus as we go through the course. I will keep you well-informed and will be sure the changes are as manageable as possible.

Welcome to the course! I hope it will be one of the very best highlights of your time at NYU, and that it will help you handle complex transactions with confidence and wisdom.

---

* L03.0042.001

November 7 draft
Specific Course Objectives

By the end of this course, I want you to be able to demonstrate that you can wisely

1. Communicate effectively with your lawyer or client
2. Coordinate, strategize, and set wise roles with him/her
3. Know how to work with issues that touch both legal and business concerns
4. Apply your basic negotiation training to complex situations with agents and principals
5. Make wise decisions about when to sue and settle
6. Work effectively with term sheets
7. Work effectively with draft contracts
8. Understand the basics of any deal using a set of theoretical and practical tools, and
9. Know when you have reached a wise outcome using specific measures of success

Day -To-Day Course Logistics

When and How to Reach Me:

Phone: You are welcome to call me any time from 10:00 a.m. to 11:00 p.m. any day but Sunday. My phone number is (212) 799-8720. Please do not call to tell me you will miss a class.

E-mail: My address is sf14@nyu.edu.

Handouts- You'll find handouts for the day's class in a stack near the door as you walk in. Please take one of each handout.

Blackboard Website: Please check Blackboard at your earliest convenience to make sure you have access to our website and that your name and correct email address are listed there. Unless I otherwise announce, I will post all our course handouts within 72 hours after a class under "Course Documents." You may also find a given quiz there within a few hours after the class I assign it. You'll find the syllabus under "Course Information."

Feedback Via Phone or email Sometimes I may give you comments on your work by phone or by email. It lets me give you detailed feedback more quickly. That's why I'll ask you to put your phone number and email address on your memo.

TA: Our TA for the course is Valerie Zimmer. Her email addresses: vn32@stern.nyu.edu, and vzimmerl@gmail.com.
### Grading and Credits

**Law Students**

<table>
<thead>
<tr>
<th>Component</th>
<th>If a law student does the final project</th>
<th>If a law student waives the final project</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class participation</td>
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<td>20%</td>
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<tr>
<td>One or two take-home quizzes (total)</td>
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<td>35%</td>
</tr>
<tr>
<td>Two required comment memos</td>
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</tr>
<tr>
<td>One required contract</td>
<td>5%</td>
<td>5%</td>
</tr>
<tr>
<td>Optional final project</td>
<td>25%</td>
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</tr>
<tr>
<td>Credits for course</td>
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**Business Students***

<table>
<thead>
<tr>
<th>Component</th>
<th>Percentage</th>
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<tbody>
<tr>
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<tr>
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<td>35%</td>
</tr>
<tr>
<td>Two comment memos</td>
<td>40%</td>
</tr>
<tr>
<td>Credits for course</td>
<td>1.5</td>
</tr>
</tbody>
</table>

*Business students may not do a final project.

**A Word About Grading Policy Generally**

There is no curve. If every student does excellent work, I believe every student should receive an excellent grade. At the same time, I believe that the requirements for excellence in the course should be similar to those in the business world, so excellence in the course takes considerably more thought and effort than average work does.

When it comes time to give letter grades, here's the grading system I'll use: A= 91.00 or better; A-= 90.00 or better; B+= 87.00 or better; B= 83.00 or better; B-= 80.00.

**Class Participation.** A key part of class participation is being here. I expect you to be fully prepared each class to discuss assigned readings and simulations, to be active in our in-class exercises, and thoughtful in your contributions. You should expect me to call on you periodically. When I do, you should be ready to comment on the observations of other students and the material under discussion. I will also encourage you to talk about things that anger you, amuse you, surprise you, or strike you as just plain wrong. Since you'll be writing comments about several simulations that we'll do or debrief in class, it's especially important not to miss those classes. I will also look for signs you were listening to your classmates when you write about simulations we discuss in class.

**Asking Questions.** One very good way to participate in class is to ask questions. I particularly encourage you to ask 'dumb' questions. (As you'll see, one of the central points of the course is that 'dumb' questions have remarkable value in negotiations.) Usually they are the best contributions of all.
**Attendance Sheet.** Please be sure each class to sign the attendance sheet- a standard feature of negotiation courses around the world. A sheet helps assure us that I'm giving you the credit you deserve for being here.

**Listening.** Part of your grade on the memos will depend on how well you listen to classmates’ comments, quote them, or describe an in-class debate on a specific topic.

**Laptops, Internet, and WiFi.** I do permit students to use laptops in class. However, out of respect for everyone and to improve class participation, I do not permit students to use the Internet during class. If you have a special need, please speak with me about it outside class.

**Bountiful Table Contract Draft-** Another part of your class participation grade will depend on the timely completion and submission of the Bountiful Table Contract Draft by Class 4 or Class 5. (See Class 3 box for details.)

**Self-Assessment.** To help determine your grade for class participation, I will rely in part on your own assessment, using a simple form which I will ask you to complete and submit in our last class.

**Class Participation Grading Guidelines.** To determine your grade for class participation, I usually begin by assigning each student a base grade. Then I add points for good comments and questions, and involvement in the simulations. I also deduct points for lack of involvement and missed classes (see below). Class participation grades usually range from about an 83 to a 95.

**What If You Do Miss Class(es)? Excused Absences.** Each class meeting is worth 5% of your grade for the course. The only exceptions are for

- religious or civic obligation
- serious family emergency or
- serious illness

Just give me a brief note explaining the matter as soon as you reasonably can if this is the case.

**Other Absences.** Please do not ask to be excused for other reasons, such as

- an interview
- a work eruption
- a computer malfunction
- an unexpected business trip, or
- a conflicting event

While these things are certainly important, I expect you to make this course a priority as you would a major business undertaking. There's no need to notify me or apologize to me if you miss a class.

**If You Expect to A Class.** Please talk to me about it as soon as possible after class. While I'd love you to stay, we may conclude you shouldn't take the course this semester. Since we only have a few classes in the course, the administration has asked me to be strict about this policy.

**The Two Required Simulation Memos.** I'll tell you how to prepare each of the two comment memos. In each, you'll discuss specific, transferable lessons you've learned from a given simulation and how the experience, the debriefing, the readings, and the lecture helped you learn them. (I may also ask you to comment thoughtfully and constructively in a paragraph about the work of the classmate you negotiated with. I will never grade you on what someone else says about you; rather, only the writer's grade will be affected.)
Each of the simulation memos will be a team memo which you will write with one or more classmates. Unless I say otherwise in this syllabus, please have each memo submitted in class in hard copy form.

**The Required Contract (Lawyers Only)**
I’ll tell you how to prepare the contract. You’ll submit it late in the semester, after working closely with your client(s). There will be little or no commentary to add.

**The Optional Final Project for Law Students Only**
If you are a law student, you may elect to submit a final course project. If you do, your project must involve additional research work above and beyond the basic work I assign you in the rest of the course. If you wish to do it, then by November 14, you should submit a one-paragraph project proposal to me. The project should produce 8-12 single spaced pages of original writing (not counting exhibits) or show equivalent effort in another medium. The topic should be one that allows you to explore some aspect of negotiating or advising a client about a complex business matter, be it a transaction, a settlement, or a related process, that requires you to (1) do original research about the law and (2) engage in some way with real life professionals or business people. Some examples of the possibilities:

- Draft or review a contract based on a real or simulated term sheet and do field interviews and other research to test its viability
- Observe an actual negotiation or closing at a law firm and discuss the experience, adding research to deepen your insights
- Take a Harvard business case which includes one or more term sheets, draft a contract based on it, discuss the issues you spotted, and use your course training and field interviews to assess it.
- Negotiate an additional simulated negotiation of a complex equity deal with a business student, and write a comment on the experience, your results, and your discussions about it with real life practitioners to whom you describe the outcome.
- Take a deal or settlement in the news, interview one or more of the parties, research the law governing one key part of the deal, and comment on the pros and cons of that agreement.
- Write a paper inspired by one or more of the discussion questions in the back of “Can We Work Together? The Trust Dilemma and the Elements of Agreement,” a reading you’ll do early in the course. Develop the question into a full paper topic.

The project must demonstrate your ability to use your legal skills and your course training to produce a contract that serves a client’s interests well and that removes serious time bombs.

I strongly encourage you to use the assignment as an excuse to meet real life practitioners, to delve more deeply into the satisfactions and frustrations of law firm life, to make valuable contacts, and generally to see what the real world has to say about this sort of work.

**The project is due December 27 at 6 p.m.**

Whatever you choose to do, I will review your project and give you detailed comments about it in two weeks (or short comments in one week if you prefer.)

If you are a business student, you may not earn extra credit doing this assignment.
**A Word About Writing.** Since good writing counts in business, I will base part of your grade for written work on your writing. Use simple words and sentences whenever you can. Please be succinct.

**The At-home Quiz(izes).** Each of the two quizzes will present you with a negotiation case and ask you to answer questions about them using course concepts. You'll need to return each to me in class. I've designed each quiz to take one hour or less. You must do the first quiz; you may elect to do the second quiz. If you do one, it will be worth applicable percentage of your final grade. If you do both, the average of the two quizzes will be worth that percentage. There's no need to tell me you won't do the second quiz—simply don't submit it and I'll understand you elected not to do it.

**Deadlines.** If you miss a deadline for a written assignment, I will deduct three points for that assignment for the first day it's late, and one point for each additional day except Sunday. The only exception is for religious or civic obligation, serious family emergency, or serious illness. Just give me a note as soon as you reasonably can if this is the case. Please do not ask for an exception for other reasons.

**Biography**

My name is Seth Freeman, J.D. I practiced corporate and securities law at large New York firms for six years following my graduation from the University of Pennsylvania Law School in 1984. Since 1991 I have taught law and business at several schools, and I am now an assistant clinical professor at NYU's Stern School of Business. I am also an adjunct professor at Columbia Business School, where I teach in the full time and EMBA programs, and a visiting professor of international business negotiation at Bordeaux École de Management in France, the World Economic Forum, and at Sun Yat-Sen University. I've also taught at Beijing University’s MBA programs in China, and at Seton Hall Law School. I teach courses on a variety of subjects including negotiation and conflict management, the economics of complex decisions, entrepreneurial negotiation, securities regulation, corporate law, and general business law.

I also serve as a trainer and consultant on negotiations for organizations such as Avaya, UBS, PoloRalph Lauren, Spire Capital and the Population Council.

I'm married to my wife Cary, who is an actress. We live on the Upper West Side. We are hoping to adopt a child this coming year.

I have also been an active student of mediation and other forms of alternative dispute resolution. I served as a mediator for the Queens Mediation Center, and as a member of the board of directors of the Society of Professionals in Dispute Resolution, New York Chapter.

My work in private practice included transactions involving initial public offerings, corporate restructurings and aircraft financing.

I graduated from Cornell University in 1981 with a degree in economics.
Syllabus and Reading List

Required readings:
• Copyrighted Materials I'll Distribute to You In Class*
• Digital Reading Pack*

Recommended readings:
• Beyond Winning: Negotiating To Create Value In Deals and Disputes, Mnookin et. al.

*How To Purchase Materials and Get Your Digital CoursePack for Negotiating Complex Transactions with Executives & Lawyers

Other Required Copyrighted Materials
Please be sure to pay the copyright fee by midnight, November 7. The fee covers copyrighted materials I distribute in class which we use for simulations and the reading pack. To pay the fee, please-
• Go to www.bookstores.nyu.edu and click on "Book Inquiry and Ordering"
• Then check the box for "Search by course and type the B65.2161.10 and click 'Begin search.'
• Order one copy of the item entitled "B65.2161.10 FREEMAN CLASS HANDOUT FEE/F07".
• You and I will receive an email confirmation that the fee has been paid.
• Scroll down and click "add to bag"
• Follow instructions. You can pay by credit card.
• Although shipping and tax appear on the web site checkout screen, you won’t be charged for either.
• If you do not find it listed on the site, check back a few days later.

Digital Reading Pack
To access your digital CoursePack:
1. Open a Web browser and go to www.xanedu.com.

2. If you are a registered XanEdu user:
   Log in to go to your My XanEdu page. At the bottom of your My XanEdu page is a field labeled ‘Do you have a key for a CoursePack or ReSearch Engine?’. Enter the 16-digit key shown below, including the hyphens, into this field and click ‘Go’.

   If you are not a registered XanEdu user:
   You’ll need to register and create a user name and password. Click the Register link under the “Students” login area on www.xanedu.com. Click the button labeled ‘Student Registration’. Complete the online registration form. Enter the 16-digit key: 9666-7281-2610-6345 for B65.2161/Fall07. Include the hyphens. Submit the form. Your My XanEdu page is displayed.

3. Select your CoursePack from the My Course Packs list and click ‘Go’.

Important things to know about the key and your digital CoursePack
• You can enter the numeric key shown above only one time. If you have a problem or question, call XanEdu Customer Service at 800-218-5971, Option 3, or send email to contact@xanedu.com.

• Access to your digital CoursePack cannot be resold. Once you enter the numeric key, only you can access the CoursePack.

• You will have unlimited access to your digital CoursePack until whichever comes first:
  ➢ six months after the date of purchase,
  ➢ or two months after the last day of your course (as specified by your instructor).

• To access your CoursePack at anytime:
  1. Open a Web browser and go to www.xanedu.com.
  2. Log in with your user name/password combination.
  3. Select the CoursePack from the My Course Packs list on your My XanEdu page.
  4. Click ‘Go’.
You should complete the reading assignments before the class indicated unless otherwise noted. Sometimes I will also distribute other materials.

* (October 31 - Law Students Only)

This class only- 6:00-8:15 p.m.  

**Special Lawyers' Introduction to the Course; Introduction To the Writing Project**

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<tr>
<th>Reading: No assignment</th>
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<tbody>
<tr>
<td>Pick up:</td>
</tr>
<tr>
<td>“Can We Work Together? The Trust Dilemma and the Elements of Agreement”</td>
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1. (Wednesday, November 7)

**Introduction to the Course:**

*Introduction to the Lawyer- Business Client Relationship*

Brief introduction to the course; Transactions costs economics; **Vernon/Green simulation**

<table>
<thead>
<tr>
<th>Required Reading:</th>
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<tbody>
<tr>
<td>• Vernon/Green simulation basic and role-specific information and draft partnership agreement.</td>
</tr>
<tr>
<td>• If you have not previously read the “I FORESAW IT” article, please do so as background.</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Recommended Reading:</th>
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<tbody>
<tr>
<td>Beyond Winning, pp. 1-3; Chapter 5</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Find in the Outline for Class 1:</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Essay: &quot;How To Get an Excellent Grade on a Memo&quot;</td>
</tr>
<tr>
<td>• First Memo assignment</td>
</tr>
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</table>

<table>
<thead>
<tr>
<th>Handout Fee Due by Tonight:</th>
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<tbody>
<tr>
<td>You can pay on-line following the instructions at the top of the reading list in this syllabus. Please don't bring money to class.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Do In Class:</th>
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</thead>
<tbody>
<tr>
<td>To help us prepare for the upcoming simulations, please print your name, email address, and phone number(s) on the special roster I'll circulate in class.</td>
</tr>
</tbody>
</table>
2. (Wednesday, November 14)  

*Law-Client Dealings, Planning, and Roles; Theories of Deals and Trust; Vernon Green II, Sue or Settle Game;* Complex transactions and the roles of lawyers and business people; Trust theory; Using Trust Substitutes for planning the Elements and Structure of a Transaction

**Required Readings:**
“Can We Work Together? The Trust Dilemma and the Elements of Agreement”

**Recommended Readings:**
“Value Creation by Business Lawyer: Legal Skills and Asset Pricing”
“Doing Business- The Management of Uncertainty in a Lawyer’s Work”
Beyond Winning, Chapter 9, 10
“Will You Negotiate or Litigate?”

**Due In Class 2:**
- First memo on Vernon/Green simulation, following the memo assignment in outline for class 1.
- Student Survey (last page of this syllabus)

**Also Due in Class 2: Law students only:** if you wish to do the optional final project, please submit a one paragraph proposal memo (see The Optional Final Project for Law Students Only above in this syllabus.)

**Do In Class**
Find the teammates I assign you for the Bountiful Table simulation and trade contact information with them.

**Pick up:**
- The First Quiz, which is due in class 3.
- Bountiful Table Simulation Materials and Team Assignments

No class Wednesday, November 21- have a good Thanksgiving
3. (Wednesday, November 28) Negotiating The Term Sheet and the Detailed Contract I-

**Bountiful Table Simulation**, Working with a Lawyer/Client on a Term
Sheet, Measures of Success

**Required Readings:**
Read the Bountiful Table Simulation Materials and then prepare with your teammate(s) as you would
for an important negotiation.

**Pick Up In Case**
- The Bountiful Table Contract Drafting and Contract Negotiation Materials
- Second Assignment memo on the Bountiful Table Simulation (in the class outline)
- Columbia Venture Partners-MedTech materials
- Role Reversal Simulation Materials

**Due in Class**
The First Quiz

**Do in Class**
Join the team I assign you for the Bountiful Table Contract Drafting and Contract Negotiation Simulation, and trade contact information with your teammates.

**Do by Class 4:**
By class 4, the attorney in Bountiful Table who will first draft the documents will circulate a copy of
the drafts to his/her clients and to each business person on the other side and their attorney for review
and revision, with a copy sent to me, Prof. Freeman, at sf14@nyu.edu. That submission will constitute
that attorney’s satisfaction of the required contract writing assignment. Details of these assignments
appear in the Bountiful Table Contract Drafting and Contract Negotiation Materials.

**Do by Class 5**
During the period between class 4 and class 5, the attorney who receives the first draft must discuss it
with his/her client(s), send a revised version to the other attorney with a copy to me, Prof. Freeman, at
sf14@nyu.edu. That submission will constitute that attorney’s satisfaction of the required contract
writing assignment. Then both sides’ attorneys must discuss the revised drafts out of class, in
consultation with their client(s). Details of these assignments appear in the Bountiful Table Contract
Drafting and Contract Negotiation Materials. In class 5, the two teams will negotiate the final language
of 3-5 clauses I will identify. That follow-up negotiation that will last about 45 minutes.
4. (Wednesday, December 5) Details and their Implications
MedTech VC Demonstration/Guest Lecture (time permitting); Role Reversal Simulation

Required Readings:
Columbia Venture Partners-MedTech materials I distributed in Class 3
“Venture Capital Negotiations: VC versus Entrepreneur,” pp. 1-12 (Digital Coursepack)
“Notes on Financial Contracting: Deals, pp. 24-35 (Digital Coursepack)
Role Reversal Simulation Materials I distributed in Class 3
Materials on the Bountiful Table Contract Drafting and Contract Negotiation Simulation you picked up in class 3, and the tasks I describe there. (I note the gist of these tasks in the box for class 3 above under “Do By Class 4.” Details appear in the simulation materials.)

Recommended Readings:
“The Deal is Done- Now What?” Beyond Winning, Chapter 12, Conclusion

5. (Wednesday, December 12) Negotiating the Contract
Bountiful Table Contract Drafting and Contract Negotiation Simulation; Negotiating Contract Language, and its Implications for Lawyers and Clients; Guest Talk by Joe Rubin (time permitting)

Required Readings and Tasks:
Bountiful Table Contract Drafting and Contract Negotiation simulation revised draft work (I note the gist of these tasks in the box for class 3 above under “Do By Class 5.” Details appear in the simulation materials.)

Find Attached to Outline for Class 5:
Class participation self-assessment form, which you'll submit in class 6.

Pick Up
Bankruptcy Multi-party Negotiation Simulation materials
6. (Wednesday, December 19)  

Complex Organizational Talks; Overcoming Resistance

Bankruptcy Multi-party Negotiation Simulation. A Field Trip to a Closing; Putting It All Together; Conclusion

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**Required Readings:**
Bankruptcy Multi-party Negotiation Simulation materials you picked up in class 5.

**Recommended Readings:**
Beyond Winning, Chapter 7

**Pick up:**
Bankruptcy Multi-party Negotiation Simulation materials

**Also Due in Class:**
Class participation self-assessment form you received in class 5.

**Due in Class OR by December 21.**
The required second comment memo on the Bountiful Table Simulation, following the format I describe in the Assignment memo I distributed in class 3. You may submit the memo in class or take the extra time and submit it via email to me at sf14@nyu.edu. This is a team memo; the members of your team (i.e., the students who negotiated on your side) will collectively submit a single memo. Be sure to include each team member's email address and phone number. Each member of the team will get the same grade I assign to the memo.

**Pick up**  
Optional Second Quiz, which, if you elect to do it, is due via email December 27 at 6 p.m.*

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*Due via email December 27 at 6 p.m.*
The Optional Second Quiz. Send a copy to our TA Valerie Zimmer, whose email address will appear on the quiz, and cc me at sf14@nyu.edu. Each question is of equal weight.

*Due via email December 27 at 6 p.m.*
Law students only: the Optional Law Student Course Project. Send a copy to our TA Valerie Zimmer, whose email address I will have given you, and a copy to me at sf14@nyu.edu.
Summary of Deadlines of Deliverables
(this list does not include reading assignments and out-of-class simulation work)

Class 2    Anonymous Student Survey
Class 2    First memo on Vernon/Green simulation
Class 3    First quiz
Class 4    First Draft of Bountiful Table Contract (½ of law students)
Class 5    Second Draft of Bountiful Table Contract (other ½ of law students)
Class 6 OR December 21  Second memo on Bountiful Table simulation
Class 6    Class Participation Self-Assessment Form

Due via email
December 21 at 6 p.m.  Optional second quiz
Due via email too
December 27 at 6 p.m.  Optional Law Student’s Course Project (Law Students only)

Class       1                 2                 3                 4                 5                 6

= non-gradable assignment
= required, gradable assignment
= optional item

Summary of Class Meeting Dates

- Class *  (October 31) - Law students only
- Class 1  (November 7)
- Class 2  (November 14)
- No class November 21 - Thanksgiving
- Class 3  (November 28)
- Class 4  (December 5)
- Class 5  (December 12)
- Class 6  (December 19)
(Blank)
Especially if you have not taken a course with me before, please take a few minutes before our 2nd class to jot down answers to the following questions. I'm asking these questions to help me learn better how to make the course valuable for you. You may write on the back or attach a sheet if you need more space. You may include your name if you'd like, or you may write anonymously.

If you have taken a course with me before, you can fill out this survey too, though you don't have to.

1. Are you a law student or a business student?

2. Tell me about a learning experience at school that was particularly meaningful for you. It could be lecture, an exercise, a case, an assignment, a conversation, or something else altogether. What specifically did the Professor (or others) do that made the experience so rewarding for you?

3. Tell me about the best professor you've ever had. What specifically did you like about his or her approach?

4. Tell me one thing one of your professors did that helped develop a good rapport with your class.

5. Please tell me anything else you would like me to know that may help me understand your needs and hopes for the coming semester.