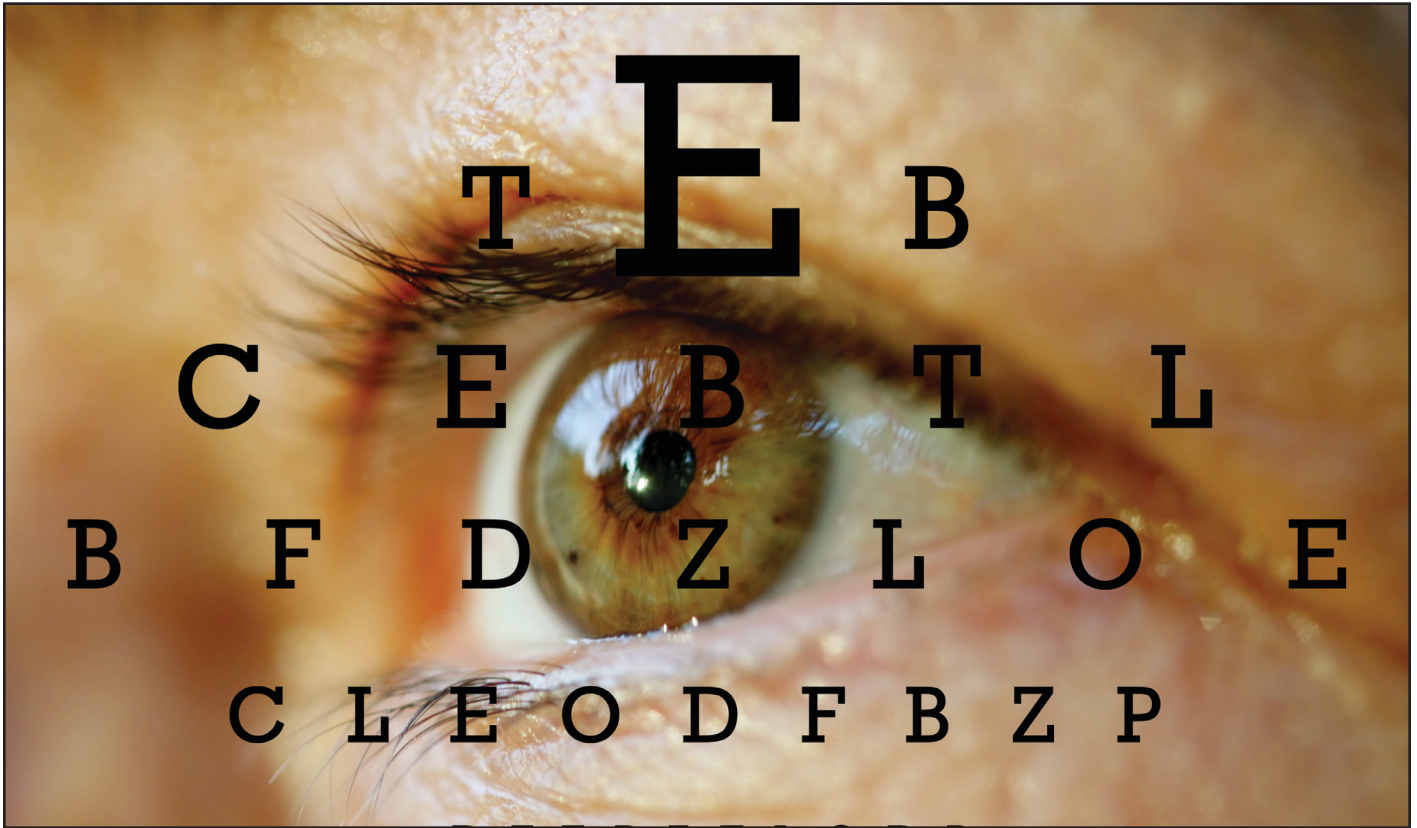


# Beyond Redlines And Spell-Check: Proofreading Tips From The Dark Ages

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by John J. Paschetto



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**The word-processing tools are great, but they can't replace your eyes and brain.**

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**THE ADVENT OF** personal computers and word-processing software has given lawyers a set of tools that practitioners in pre-computer days never imagined. Hard as it may be for young lawyers to conceive, before about 1980 you could not “create” a new document in a matter of seconds simply by saving an old document under a different name. You could not hit a key to find every occurrence of “Jones” and replace it with “Smith.” “Searching” a document for a certain provision meant skimming the whole thing with your own eyes.

Computer technology has freed lawyers and their assistants from countless dull, mechanical chores. Now, if you want to know how one

version of a document differs from another, you needn't compare the versions line by line. The computer will do it for you in an instant and will clearly mark what was removed and what was added. When a document is changed, no one needs to retype all of it and proofread all of it; only the specific changes must be keyboarded and proofed.

Yet these wonderful advances in technology can lull us into a false sense of security. Spell-check and grammar-check are excellent tools, but they are not substitutes for proofreading. Redlining is even more helpful—I'd probably give up air conditioning first. But there are times when redlining is just not possible. Then what do you do?

The skills that lawyers, secretaries, and editors developed before the computer age can still come in handy. Our predecessors invented low-tech, time-saving tricks that made their work more accurate and less tedious. Many of these tricks were taught to me by veteran editors when I worked in publishing before going to law school, and I continue to find them useful.

### **PROOFREADING—A “STAGE” OF MIND •**

Effective proofreading requires a peculiar frame of mind. It is not the same state of mind needed for editing; that job calls for attention to the sense and structure of what's being said. It's true that proofing requires some attention to meaning, so that, for example, you'll be able to tell whether “cite” or “site” is the correct word in a particular place. But proofing is more about mechanics: spelling, punctuation, grammar, defined terms, citations, cross-references—all of the little details where things are most likely to go wrong. Proofing well can be especially tough for lawyers, who tend to be fast readers and who focus on content to the exclusion of all else.

### **Proof In Stages**

Ideally, then, proofreading and editing would be separate tasks: We would have time to go through a document once to edit it and a second time to proof

it. But that is never the case in law practice; inevitably, we have just one reading of a document in which to accomplish both editing and proofing. Our effectiveness, however, can still be improved by isolating certain proofing tasks and performing them separately—in other words, by proofing in stages.

When proofing in stages, you create a division of labor for yourself. Here is how you might break it down:

- First you go through the document checking only the section numbering. All you look at are the section and subsection numbers to make sure they're in order and consistent. With auto-numbering now offered by most word-processing software, misnumbering of sections has become less common but still sometimes occurs. A more common type of error that this step should find is inconsistent use of subsection designators (letters, romanettes, etc.) from one section to another;
- Next, read all the headings. This should uncover any inconsistency in the way headings are worded or formatted, and any hierarchy problems (such as giving a main head to a part that logically should be a subsection);
- Third, check all the case citations (if any) for proper Bluebooking;
- Fourth, check all the cross-references for consistency (using “Sched.” as opposed to “Schedule,” for example) and for accuracy;
- Fifth, and finally, read the text itself in a combined proofing/editing effort, while ignoring the items checked in the previous stages.

Staged proofing may sound like a lot of extra work, but in practice it saves time and produces better results. Rather than trying to do everything at once (making sure the cites are correct, keeping an eye on the section numbering, and minding spelling, punctuation, and what the document actually says), you divide your labor so that the entire process goes faster and your concentration is devoted to fewer variables at any one time. By proofing in

stages, you will catch more mistakes than you would by spending an even larger amount of time trying to catch every mistake in a single, comprehensive read-through.

### **Right Spelling, Wrong Word**

When you finally do read the text itself, you should be alert for certain types of typographical errors. Spell-checking software has made absolute misspellings uncommon. You hardly ever see mistakes like “paralell” or “harrassment” in legal documents any more. What has become much more common is the use of correctly spelled words that are wrong in context. The use of “of” where “or” was meant, and vice versa, are by far the most frequent examples of this, but there are many others: “respectfully” in place of “respectively,” “form” in place of “from,” “rise” in place of “risk,” and so on.

### **Incomplete Edits**

A second type of error all too common in the computer age is the incomplete edit. For example, the drafter decides to change the phrase “not inconsistent with” to “pursuant to” but deletes only the words “not inconsistent,” with the result that the final product reads “pursuant to with.” Only attentive proofreading will catch this kind of mistake once it has been introduced into a document.

### **Has This Term Been Defined?**

One sign of a well-crafted document is careful handling of defined terms. When used with skill, defined terms cut verbiage while enabling fine precision. Used sloppily, they can create ambiguities, lead to unexpected constructions, and cause clients, other counsel, or judges to doubt your abilities. You don’t want to define the same term more than once, use a defined term that hasn’t been defined, or use a new term for a concept that already has its defined term.

Copy editors long ago developed a very simple tool for keeping track of things like defined terms:

the style sheet. Before reviewing a document, divide a blank sheet into six blocks and label each block with several letters of the alphabet. Then, while proofing, write every defined term you encounter, and the number of the page on which you first encountered it, in the appropriate block. As you come across subsequent uses of each defined term, you can refer to the style sheet to check that the term has in fact been defined and that it is being used consistently (e.g., if the defined term is “Asset Purchase Agreement,” you would not want to refer subsequently to “the Purchase Agreement” or “the APA”). A sample appears at the end of this article.

If the document under review lists all the defined terms and their meanings in one section, you can copy or print out that section and use it as your style sheet. You can check occurrences of defined terms against it for consistency and to ensure that every defined term has a definition provided or cross-referenced in that section.

### **COMPARING TWO DOCUMENTS THE OLD-FASHIONED WAY •**

When you need to compare two documents to make sure that one accurately follows the other, redlining is without doubt the most efficient way to proceed. On occasion, however, redlining is not possible. The original document may be available only in hardcopy or PDF form, or you may need to make a comparison when you do not have access to a computer. At such times, you can use a labor-intensive method that is sure to catch any changes, or if circumstances allow, you can use one of several shortcuts.

### **Side-By-Side, Line-By-Line**

The more laborious way to compare documents is to lay them side-by-side, with the newer version under your dominant hand (holding a pen) and the original version under your other hand. You read a few words of the original version, placing your finger at the point where you stopped, and then read the same few words in the newer version,

placing your pen where you stopped. You go back and forth like that through the entire document, marking on the newer version any differences from the original version. This is as slow and unpleasant as it sounds, but it does serve to catch any and all changes (provided you stay awake). If you need to use this tedious method for a long document, a faster way to get through it is to have someone read the original aloud—verbalizing all punctuation, capitalization, and paragraph breaks—while you follow along on the newer version. (One of my first part-time jobs in publishing involved reading manuscripts of journal articles aloud while the editor followed along on the galley proofs.)

### “Shadow” Method

There are also two shortcuts that can sometimes be used. When the two documents you’re comparing have been produced with the same typeface, type size, and other formatting, a very fast way to find any discrepancies between them is to put each page of one version on top of the corresponding page from the other version and to hold them both up to the light. With the pages lined up, any differences between the two versions will immediately become apparent. Unfortunately, this technique does not always work when one of the documents is a PDF, because conversion to PDF can reduce the scale of the document.

### First-Word, Last-Line Method

A second trick of proofreaders when comparing documents is placing the two side-by-side but, rather than reading every word of each version, comparing only the first word in each line of text and the entire last line of each paragraph. If the two documents were produced with the same typeface and type size, then it is highly unlikely (though not impossible) that a substantive change could be made without causing the line breaks within the affected paragraph to change as well. Admittedly, this method sometimes will give you “false positives,”

since line breaks occasionally change between versions for reasons known only to the computer. But it is nonetheless a relatively quick, reliable way of finding discrepancies between two documents when redlining is not an option and circumstances don’t justify the full-blown word-by-word comparison described above.

### DON’T LET DUST GATHER ON YOUR REFERENCE BOOKS

• As countless grade-school teachers have no doubt said on repeated occasions, reference books do us no good if we never open them. If you have to get out of your chair to use the dictionary, you might as well not have a dictionary at all. To benefit from having references, you need them within arm’s reach of wherever you sit when drafting and editing.

While dozens of good books are available on writing, there are three resources in particular that every lawyer should have handy:

- First, a good paperback dictionary. I recommend a paperback because any dictionary bigger than that will simply not be used as often as it should;
- Second, a grammar book with clear explanations of the rules of punctuation. My favorite is *A Grammar Book for You and I... Oops, Me!: All the Grammar You Need to Succeed in Life* (Capital Books; 1st ed. 2002) by C. Edward Good, who also happens to be an IP lawyer with Finnegan, Henderson, Farabow, Garrett & Dunner in Reston, Virginia. In addition to excellent explanations of the rules of grammar, his book includes a 50-page section on punctuation that will tell you just about everything you need to know on the subject;
- Third, the second edition of Bryan Garner’s *Dictionary of Modern Legal Usage* (Oxford University Press, USA; 2nd ed. 1995). In it, legal-writing guru and lexicographer Garner addresses an enormous number of usage problems that face drafters—whether to say “the

greater of x or y” or “the greater of x and y”; how to spell the past tense of “subpoena” when it is used as a verb; “guaranty” versus “guarantee”; and so on.

**CONCLUSION** • The simple techniques that I’ve described here worked for generations of edi-

tors and proofers before personal computers came along. Unquestionably, computers have made our lives as lawyers much easier. But the rough-and-ready methods developed in the days of typewriters and carbon paper remain valuable and should be kept in your toolbox.

## PRACTICE CHECKLIST FOR

### Beyond Redlines And Spell-Check: Proofreading Tips From The Dark Ages

Don’t confuse editing and proofreading. Editing is primarily about substance and meaning. Proofreading is more about mechanics—grammar, spelling, punctuation, defined terms, cross-references, citations, and so on. It is best to focus on these separately when reviewing documents.

- The best way to approach proofreading is to break it down into stages. For example, you could proof a document for each of the following, focusing on one thing at a time:
  - \_\_\_ Section numbering;
  - \_\_\_ Headings;
  - \_\_\_ Case citations;
  - \_\_\_ Cross-references;
  - \_\_\_ Overall text, excluding items already checked.
- Don’t rely too heavily on spell-checkers. A spell-checker can eliminate misspelled words in a document but not the use of the wrong word. Checking for mistakes like the use of “from” instead of “form” or “weather” instead of “whether” should be part of the text proofing that follows other elements of staged proofreading.
- Defined terms can be a source of trouble. Using the “Find” function can help you to pinpoint when a defined term first arises, but it won’t necessarily help if the term is not consistent throughout the document. A solution is to use a “style sheet”: Divide a sheet of paper into six blocks, label each block with four or five letters of the alphabet, and write each defined term in the appropriate block (and the pages it appears on) as you encounter it in the proofing process. Inconsistencies will be easy to spot.
- When documents are available in a format that supports the redlining function, use it. When they aren’t, and you have to do a comparison of hard copies, there are three possible ways to go about it:
  - \_\_\_ The side-by-side, line-by-line method, in which the hard copy documents are laid side-by-side, and the corresponding lines of each document are compared;
  - \_\_\_ The first-word, last-line method, in which the first word of each line and the entire last line of each paragraph are compared; and
  - \_\_\_ The shadow method, in which the corresponding pages in the two documents are laid together and held up to a light to see if the characters all line up.

- Use your reference books. (If they aren't in arm's reach they're not close enough!) Three good references to have on hand:
  - \_\_\_ A good paperback dictionary;
  - \_\_\_ *A Grammar Book for You and I . . . Oops, Me!: All the Grammar You Need to Succeed in Life* (Capital Books; 1st ed. 2002) by C. Edward Good; and
  - \_\_\_ Bryan Garner's *Dictionary of Modern Legal Usage* (Oxford University Press, USA; 2nd ed. 1995).

## Appendix

### Proofreading Style Sheet

#### A, B, C

the Agreement - 1  
 the Company - 1  
 Bankruptcy - 4  
 Class A Member - 6  
 Class B Member - 6

#### D, E, F, G

Grantor - 1

#### H, I, J, K, L

Hypothetical Tax Rate - 15  
 Indemnatee - 18  
 Loss - 18

#### M, N, O

Member - 3  
 Membership Rights - 4  
 1933 Act - 14  
 Notice - 21

#### P, Q, R

Property - 5  
 Refinancing - 7

#### S, T, U, V, W, X, Y, Z

Treas. Reg. - 7  
 Valuation Date - 10