

# CONTRACTS I

LAW 504/SECTION 1

FALL 2017/SPRING 2018

PROFESSOR JAMES M. DOUGLAS

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## **THE PROFESSOR**

**NAME:** James M. Douglas

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**LOCATION:** Room 223G

**OFFICE HOURS:** Monday, Wednesday and Friday  
9:00 a.m. – 11:00 a.m. and 12:00 p.m. – 5:00 p.m.  
Thursday  
12:00 p.m. – 4:00 p.m.

**(Other times by appointment)**

### **NOTE FROM THE PROFESSOR:**

The dates listed on the assignment sheet are tentative, and our actual schedule may be slightly faster or slower. We will, however, complete “all” of the assignments before the end of each semester.

I know that this appears to be a lot of work and it is. But this is fun work, and at the end of the academic year, we will all know a lot more about contracts and about ourselves. This includes me. Let’s have fun and remember reading and learning is “fundamental”!

## **COURSE BOOKS & MATERIAL**

1. Problems in Contract Law
2. Cases and Materials

## **COURSE DESCRIPTION & OBJECTIVE**

### **DESCRIPTION:**

This course covers the concept of Contract Law. Contract Law covers the legal relations freely entered into by two or more parties. Contract Law covers the exchange of goods, services and property. This course will cover the following areas of contract law:

### **OBJECTIVE:**

- I. Who can contract
- II. Formation of the relationship
- III. The agreement and it's interpretation
- IV. Excuses to performance
- V. When is it breached and if so what are it's remedies

## STUDENT LEARNING OUTCOMES

By the end of the spring semester you should be able to solve contract problems within the following areas:

- I. Formation of Contracts
  - a. Mutual Assent
    - i. Offer and Acceptance
    - ii. Mistake, misrepresentation, non-disclosure, confidential relationship, fraud, undue influence, and duress
    - iii. Problems of communication & battle of the forms
    - iv. Indefiniteness or essence of terms
  - b. Capacity to contract
  - c. Illegality, unconscionability, and public policy
  - d. Implied-in-fact contract & quasi-contract
  - e. Pre-contract obligations based on detrimental reliance
- II. Consideration
  - a. Bargain theory
  - b. Adequacy of consideration: mutuality of obligation, implied promises & disproportionate exchange
  - c. Modern substitutes for bargaining: oral consideration, statutory substitute, preexisting obligations
  - d. Modification of contracts, Compromise and settlement of disputes
- III. Third-party beneficiary contracts
  - a. Intended beneficiaries
  - b. Incidental beneficiaries
  - c. Impairment or extinguishment of third-party rights by contract modification or mutual assent
  - d. Enforcement by the promisee
- IV. Assignment of rights and delegation of duties
- V. Statute of Frauds
- VI. Parol evidence and interpretation
- VII. Conditions
  - a. Express
  - b. Constructive
    - i. Conditions of exchange: excuse or suspension by material breach
    - ii. Immaterial breach and substantial performance
    - iii. Independent covenants

- c. Constructive conditions of non-prevention, non-hindrance, and affirmative cooperation Obligations of good faith and fair dealing in performance and enforcement of contracts
- d. Suspension or excuse of conditions by waiver, election, or estoppel

VIII. Remedies

- a. Total and partial breach of contract
- b. Anticipatory repudiation
- c. Election of substantive rights and remedies
- d. Specific performance injunction against breach & declaratory judgment
- e. Rescission and reformation
- f. Measure of damage in major types of contracts and breach
- g. Consequential damages: causation, certainty & foreseeability
- h. Liquidated damages and penalties
- i. Restitution and reliance recoveries
- j. Remedial rights of defaulting parties

IX. Impossibility of performance and frustration of purpose

X. Discharge of Contractual duties: accord & satisfaction and release

XI. Questions involving the U.C.C.

- a. Formation
- b. Good-faith
- c. Statute of Frauds
- d. Firm offer
- e. Battle of the forms
- f. Interpretations and the Parol Evidence Rule

## GRADING

Your grade from me will be determined as follows:

- First Exam: 25%
- Second Exam: 50%
- Third Exam: 25%



## ACCOMMODATIONS

Reasonable accommodations will be made if they would allow a person with disabilities to effectively participate in the law school program. Reasonable accommodations may include:

1. A change in the law school program, so long as it does not alter the program's fundamental nature;
2. Structural modifications (i.e., ramps, wide doorways, accessible bathrooms);
3. Providing modified equipment (i.e., braille keyboard on a word processor); and/or
4. Providing aids such as interpreters or readers.

**PLEASE REFER TO THE STUDENT ACCOMMODATIONS HANDBOOK FOR SPECIFIC PROCEDURES.**

## **PARTICIPATION, ATTENDANCE & PROFESSIONALISM**

### **Class Attendance:**

Class attendance is required. As per Article III, §9 of the Student Rules of Matriculation, if you miss more than eleven (11) classes you may have your grade reduced up to two (2) letter grades, depending how far you exceed the limit. A dismissal from class for lack of proper preparation will count as a missed class. You are required to arrive at class on time and remain until dismissal. Those who arrive late, leave early, or who take restroom breaks during the class, disrupt the rest of us. It is, therefore, expected that you will arrive on time, remain until class is over and take restroom breaks before or after class. **The class attendance rule will be strictly enforced.**

### **Class Preparation:**

Prior to each class you are required to prepare written briefs for each case included in the Reading assignment and to develop a complete understanding of the cases, and the notes that follow each case. All briefs must be in your own hand writing. No printed materials will be allowed in class. The class discussion will center on your understanding of the cases and the area of law covered by the cases. It is expected that you will completely understand the assigned cases and the textual materials in the casebook when you enter the classroom.

Class is not a place for me to explain the cases and the textual materials to you. The classroom is, instead, the place for us to take what you learned from the cases and the textual materials to the next level. That is, we do not ask the question “what?” It is not helpful for me to ask “what if” unless you already know “what.”

As stated earlier, you will be expected to have written briefs. All briefs must be in your own hand writing. No typed materials are allowed. You may, however, bring your case books to class, but you will not be permitted to open them until I give you permission to do so.

### **Class Participation:**

The classroom experience is not designed to provide an opportunity for me to demonstrate the depth of my knowledge about the subject matter. In fact, the classroom experience is designed to provide for you, the student, an opportunity to demonstrate to me the depth of your knowledge base. I will pose a series of questions to you based on the reading assignment. You will be expected to correctly answer all questions posed by me. If you are unable to properly respond to my questions, it says to me that you are not adequately prepared for class. Any student not adequately prepared will immediately be excused from class and will be registered as not present. One point will also be deducted from your total points when all of your examinations are combined.

Lawyers are most often expected to think and respond on their feet. You are, therefore, required to stand in class whenever you speak. You will notice that I also stand when I speak. If you have some physical problems that make it difficult for you to stand you must see me during the first week of class.

## **What is the First Year of Law School About?**

**David Barnhizer**

Long ago and far away-actually not so far away (but long ago) since it was Columbus, Ohio-I became a First Year law student. Like most new law students I had successfully completed an undergraduate degree at a decent college, majoring in Psychology with a minor in History. I thought how different could law school be? After all not only had I received good marks in some complex courses I did quite well on the LSAT without any advance preparation because I was devoting any "spare" time to competing in basketball and track in college and earning spending money by playing poker and Blackjack. I quickly found out just how naive and ignorant was my assumption of educational competence. The reality is that I have never encountered such a profound "culture shock" and feeling of confusion, ignorance and inadequacy of the kind that hit me in the first term of my first year of law school study. The "secret" no one shared at that point is that the law school experience was designed and intended to do just that-and still is.

### **The "Socratic Method" or How to Bend an Unsuspecting Student's Mind**

Socrates is an old, dead Greek dude who is perhaps best known for drinking poison hemlock after a conviction for "corrupting the youth of Athens". The irony is that from the perspective of those in power he "corrupted" his students by teaching them to question everything, including the behavior and even the underlying legitimacy of the claim to power. Why do you think that countries such as China, Russia, and states ruled by powerful religious elites imprison or kill people who disagree with them or challenge their claim to power? Dictatorships cannot tolerate criticism or dissent.

To be an effective lawyer of the kind that inhabits an America organized under the system we call the Rule of Law you need to be "corrupted" in the sense of learning how to question, challenge, think, penetrate "smokescreens", and distinguish real facts from assumptions and opinions. You also must be able to apply all these skills to problems and situations of all kinds because that is what representing clients is all about. Theoretical knowledge without the skills required to apply may be personally satisfying for some but it is useless for lawyers and judges.

I mentioned Socrates above because if you are a new law student Socrates should probably be appreciated for his idea that we all need to be brought to the point where we understand the depths of our own ignorance before we are able to begin building a powerful and integrated system of awareness, knowledge and technical capability. That is one of the reasons law school teaching, particularly in the First Year, is often described as relying mainly on what is called "the Socratic Method". As a First Year teaching method it will often leave you feeling as if you are shadow boxing an invisible opponent from inside a paper bag. The Socratic Method is aimed at forcing people to question everything. Just when you think you understand something and grasp at a piece of knowledge as a lifeline, the teacher will do his or her best to make you question its certainty and reliability.

At this point you might want to say something to your law professor like "why are you messing with my head? Can't you just say what you mean and mean what you say? Enough games! Just tell me what the law IS!" Or you can rise up after the first three weeks and as a class belt out Pink Floyd's *"The Wall"* as in *"We don't need no education! We don't need no thought control. No dark sarcasm in the classroom. Teacher! Leave those kids alone!"* The problem is that while law students sometimes see what is going on as a kind of sadistic "madness" there is in fact a "method" in the First Year classroom and it is one that is essential.

### **Analytical Skepticism, Disbelief, Factual Distinctions and the Doctrines of Law**

When I was teaching Criminal Law or Jurisprudence to First Year law students I tried to help them understand that they were undergoing a transformative experience and not simply "learning stuff". You will never be the same after completing the First Year of law school. The "Socratic" teaching strategy of the first year is aimed at removing your preconceptions and teaching you the core skills of intensive analysis and skepticism along with awareness of the complex matrix made up of core principles of law, things we call "legal doctrines". That analytical skepticism and continual testing of the foundations and assumptions of everything, by the way, is one reason people don't like lawyers (or law students). We *are* irritating because we are always questioning, quibbling, asking "why" and challenging. "Regular" people do not like this.

This process of analytical skepticism includes making you question yourself, forcing you to distinguish "real facts" from assumptions, recognizing when something stated as indisputable is really an opinion or policy statement predicated on unstated assumptions or biases, and how to use language with precision. Simply put, the Socratic approach is designed to make us confront how little we actually know. While it is going on in the First Year this process has the inevitable effect of making us "feel stupid", frustrated and even angry. I remember the first time I dared to raise my hand in my Property class about three weeks into the term and answered the professor's question with what I considered to be a sophisticated response. He dismissed my effort with a comment that what I said was only a "social" argument that "had nothing to do with law". It took some time before I dared offer my view again. And Professor Lynn was a good and decent man, not mean or sadistic. On the other hand he was a law professor charged with the task of teaching First Year law students how to "think like a lawyer".

Trying to get my "head around" the shifting substance of legal doctrine in the First Year of law school was an enormous challenge. I did find, however, that after three months of intense frustration things started to come together almost subconsciously after returning from Christmas break and not having thought about the material I was studying for several weeks. Although I read only part of it, a classic book by former Chicago law professor Karl Llewellyn titled *The Bramble Bush* is well worth reading for First Year law students. Although it was first published more than half a century ago a new edition edited by the

University of Wisconsin's Stuart Macaulay and published in 2012 makes this insightful analysis of the First Year experience even more helpful as well as technically useful for the law student.

One of the critical distinctions between law school and virtually all other forms of education is that while you will be learning rules and law and facts because knowing "stuff" *is* always important, law is mostly all about application, interpretation, distinction, issue recognition, question formulation and criticism. Don't just tell me something doesn't "make sense". Tell me *why* it doesn't make sense and what would be needed to make it work within the specific doctrines of law applicable to the facts and situation. Don't tell me that a judicial decision "isn't fair" or "just" but define your terms, apply your most relevant legal doctrines and demonstrate the unfairness within the framework of the artificial system we call law.

### **Issue Recognition, Fact-based Distinctions, and Application of Legal Doctrines**

Ultimately, the question of your success in the First Year of law school depends on the quality of your development in the skills of issue recognition, fact-based distinctions, and the analysis and application of legal doctrines to specific issues and problems posed to you by the teacher. Having knowledge is of course important because analysis needs substance to manipulate. But using and applying that knowledge to problems-including recognition of what is not relevant-are the skills that are being taught as well as the performance for which you will be rewarded on your examinations. Showing how much "knowledge" you possess is *not* what the First Year is about. Demonstrating the ability to use and apply that knowledge within compartments of relevance is the goal.

Later on in your law school experience you will go beyond linguistic precision and learn how to use language to explain and persuade, or at times manipulate and obfuscate because, after all, that is a large part of what lawyers do. But in the First Year of law school you are being "stripped down" so that you can be rebuilt intellectually from the ground up. This experience is frightening, confusing, enervating and ultimately empowering for First Year law students who come to law school from the successes of undergraduate educations and find themselves treated as intellectual "babies" who know nothing and are treading on a foundation of shifting sand in the form of words, doctrines and norms. In a way, the First Year law school experience can be compared (and only a little "tongue in cheek") to the processes of Chinese Water Torture or the "death of a 1000 cuts". The first "drip" or "nick" seems almost laughable but as it goes on and on and on the cumulative pressure builds. I'll suggest some ways to deal with the pressure later in the semester when mid-term exams are coming up.

## A Few Other Things to Keep in Mind

### *You will be learning a "Foreign Language"*

Without going into lengthy explanations some of the following points might also help orient new First Year students about what to expect and how to cope. First of all, it is useful to think about much of the experience as one in which you are learning a new and mysterious "foreign" language that will often seem incomprehensible until "suddenly" you find that it is beginning to make sense. This process takes time. I remember struggling with the doctrine of consideration in the formation of a contract. You won't understand what I mean at this point but I had "visions of peppercorns" dancing in my head, along with pregnant cows and two different sailing ships Peerless who left an Asian port for England at the same time.

Nor should any human being have to deal with the byzantine doctrines related to future interests in conveyances of property or with what is called "The Rule against Perpetuities". This doesn't even begin to touch on the "Twilight Zone" of Civil Procedure doctrines and its morass of technicalities or the numerous fact-specific mental states involved in the commission of criminal acts. "Premeditation", "knowledge", "purpose", "reckless", "foreseeability", "reasonable doubt", "reasonableness", "strict liability", "subjective v. objective" standards for interpretation of behavior, and on and on. If there were real justice in the universe no one would be subjected to such mind-bending complexities. But such is law. After all, "a lawyer's gotta make a living."

### *First Year Classes Tend to be Large, Vicarious and "Passive" Activities*

For reasons that are largely economic the learning experience in the core First Year subjects takes place in large classes in which many students have an understandable fear of being called on. The size of the classes not only reduces the frequency of being "under the gun" but it makes the process largely vicarious in that you are watching other students "sweat" and interact with the teacher and expected to learn as a largely passive observer. If this seems a bit strange because most law professors would proclaim that the First Year experience is the most important in law school because the analytical skills being learned and the ability to distinguish and manipulate doctrine and facts are the foundational skills on which becoming an effective lawyer are constructed-it is.

This matter of large First Year classes makes the First Year of law school even more difficult and frustrating because much of the experience is passive and vicarious rather than fully participatory. Some law schools are seeking to move somewhat away from the "passive" model of the First Year to one more experiential and "active" but this raises significant economic issues for law schools. I had the good fortune to be assigned to an Honors class in Contracts my First Year of law school with only sixteen students. It was fantastic, highly participatory with a brilliant professor and it also helped me and the other participants learn more quickly what was going on and to transfer that knowledge to our other First Year courses in which there were 100 students in a section.

### ***We All Felt Inadequate in the First Year***

The new law student's fear of not fully understanding what is going on and trying to apply ideas and language that are technically unfamiliar even if they sound like words with which you dealt with before law school is not irrational. Remember, we said the First Year Socratic approach is intentionally designed to dismember you intellectually and demonstrate your ignorance. To make matters worse, faculty members are seeking to use your inadequacy as an example to the other students in the class so in a sense you may find yourself a "tool" by which others learn what is going on. Generally speaking your feeling of intellectual humiliation is aided by the fact that it takes several months before you have a real sense of what the teacher wants from you and that makes it difficult to know how to answer the questions that are asked. Basically, the best thing from August until the end of November you should hope that you are in class with a reasonably merciful professor.

### ***The Readings are often Designed to 'Hide the Ball'***

One of the problems is that you will be reading carefully edited case excerpts chosen for a very specific purpose rather than the complete case. This can be confusing because it offers only a piece of what the cases are about rather than the full context. In part this is a teaching strategy that could be called "hiding the ball" and its effect gives the teacher significant leverage in controlling the interactive process in the classroom. But the casebook authors choose the material to help create a specific analytical dialogue, to pose critical questions that put you through a desired developmental process centered on specific doctrines relevant to the material you are studying (Contracts, Procedure, Criminal Law, Property, Torts), and challenge you to open your minds to the nature of legal reasoning, relevance and problem solving. It can sometimes be helpful, however, and now is easily possible due to the on-line search systems, to look at the case being studied (after reading the text assignment) and obtaining a more focused and rich understanding of the specific issue in question.

### ***Study Groups, Commercial Outlines, Hornbooks, etc.***

You will also experience significant uncertainty about what best helps you learn the material. Along with this most new law students will have difficulty in organizing and structuring the material they are studying. Many students like to create study groups in which members of the groups take responsibility for a particular topic and then provide that information to other members. I tried this approach once and found that it was not something that worked for me because I approach information in a way that can best be described as "massive domination". I personally need to "feel" it, absorb data, and process it into my own patterns in order to achieve the comprehensive understanding I feel I need. This does not mean the approach will not provide value to others but the study group strategy has to be approached carefully. This is because some members don't fulfill their obligations. Others may not understand the subject to the degree you like or need and



their interpretations may be superficial or even misleading. If you form a study group early on in the term you simply do not know whether the other members are able or willing to do what is required.

Beyond the issue of study groups is the individual question of how to approach the material to maximize understanding and gain mastery. Many students have poor work habits, or are sloppy thinkers and mostly "BS" artists. They can sound good in a general discussion but the real test is the ability to recognize issues, avoid "red herrings" and tangents, understand what is being asked as well as what is not being asked, and apply law to facts with clarity and depth through a process of coherent writing. The study of law requires discipline and a focused strategy for success. There is a need to "work smart" rather than simply "work hard". There is no automatic reward for putting in massive hours. I have known students who burn themselves out with enormous effort but who never actually put the "stuff" together as a system they can use to analyze problems. For me I found it most useful to actually read assignments, highlight what I saw as the most important issues and points, take detailed notes, and then about halfway through the term I would begin the process of creating a specific individualized outline of the material.

Many students like to rely on commercially published outlines but for me the process of generating and editing my own version allowed me to fully internalize the material to the point that it was easier to apply analytically. Other sources include what are called "Hornbooks" in specific subject matter areas and these can be helpful and easily accessed. But I emphasize that creating a coherent outline through your own labor offers a dynamic process that brings the material into a level of understanding that I never found was equaled by simply studying the works of others.

## **POLICIES & PROCEDURES**

### **Student Rules:**

It is the responsibility of each student to know the rules and regulations of Thurgood Marshall School of Law. You can access the Rules and Regulations Handbook on TMSL's website, [www.tsulaw.edu](http://www.tsulaw.edu), and clicking on the **"Students" tab, then "Student Affairs," "Student Rules and Regulations,"** and finally **"Student Rules and Regulations 2017-2018."**

### **Computers and Cell Phones:**

The use of laptops, tablets, cell phones, or any other internet access/electronic device during a class session is strictly prohibited. Any student violating this policy will receive a letter grade reduction.

# CALENDAR



## THURGOOD MARSHALL SCHOOL OF LAW

TEXAS SOUTHERN UNIVERSITY  
ACADEMIC CALENDAR 2017 – 2018

### FALL SEMESTER 2017 (SEVENTY DAYS OF CLASSES)

|  |                    |                                      |
|--|--------------------|--------------------------------------|
| Orientation                                  | Monday-Friday      | August 14-18, 2017                   |
| <b>First Day of Class</b>                    | <b>Monday</b>      | <b>August 21, 2017</b>               |
| Last Day to ADD/DROP                         | Friday             | August 25, 2017                      |
| <b>Labor Day (NO CLASSES)</b>                | <b>Monday</b>      | <b>September 4, 2017</b>             |
| <i>Purge of all unpaid course selections</i> | Thursday           | September 20, 2017                   |
| Mid Term Examinations                        | Mon – Fri          | October 16-20, 2017                  |
| <b>VETERANS DAY (NO CLASSES)</b>             | <b>Friday</b>      | <b>November 10, 2017 (tentative)</b> |
| <b>Thanksgiving Holiday</b>                  | <b>Thurs – Fri</b> | <b>November 23-24, 2017</b>          |
| Last Day of Classes                          | Thursday           | November 30, 2017                    |
| Last Day to Drop a Class                     | Thursday           | November 30, 2017                    |
| First Year Professors' Grades due            | Thursday           | November 30, 2017                    |
| Reading Period (NO CLASS)                    | Friday - Sunday    | December 1-3, 2017                   |
| Final Examinations                           | Mon –Fri           | December 4 -Dec. 15, 2017            |
| Commencement                                 | Saturday           | December 16, 2017                    |

### SPRING SEMESTER 2018 (SEVENTY DAYS OF CLASSES)

|  |               |                          |
|--|---------------|--------------------------|
| School Opens                                 | Tuesday       | January 2, 2018          |
| First Day of Class                           | Monday        | January 8, 2018          |
| Last Day to ADD/DROP                         | Friday        | January 12, 2018         |
| <b>M L K Holiday (No Classes)</b>            | <b>Monday</b> | <b>January 15, 2018</b>  |
| <i>Purge of all unpaid course selections</i> | Wednesday     | February 7, 2018         |
| <b>President's Day Holiday (No Classes)</b>  | <b>Monday</b> | <b>February 19, 2018</b> |
| Mid Term Examinations                        | Mon – Fri     | March 5– 9, 2018         |
| Spring Break                                 | Mon – Fri     | March 12 – 16, 2018      |
| <b>Good Friday (No Classes)</b>              | <b>Friday</b> | <b>March 30, 2018</b>    |
| Last Day of Classes                          | Wednesday     | April 25, 2018           |
| Last Day to Drop a Class                     | Wednesday     | April 25, 2018           |
| First Year Professors' Grades due            | Wednesday     | April 25, 2018           |
| Reading Period (No Classes)                  | Thur. – Sun   | April 26 - 29, 2018      |
| Final Examinations                           | Mon- Fri      | April 30 – May 11, 2018  |
| Hooding Ceremony                             | Friday        | May 11, 2018             |
| Commencement                                 | Saturday      | May 12, 2018             |

Please note that the calendar events and /or dates are subject to change.

TMSLAW REGISTRAR  
Approved 5/31/2017

## READING ASSIGNMENTS

|                            |   |
|----------------------------|---|
| August 21                  | <b>Read: pp. 1-17</b><br>Introduction to Contract Law<br>Discussion of Subject Matter and Course Requirements<br><b>Read: What is the First Year of Law School About?</b><br><b>David Barnhizer</b> |
| August 23                  | <b>Read: pp. 17-27</b><br>Introduction to Contract Law  |
| August 25                  | <b>Read: pp. 29-46</b><br>Objective Theory of Contract: Offer and Acceptance in Bilateral Contracts   |
| August 28                  | <b>Read: pp. 46-60</b><br>Offer and Acceptance in Bilateral Contracts   |
| August 30                  | <b>Read: pp. 60-75</b><br>Offer and Acceptance in Unilateral Contracts  |
| September 1                | <b>Read: pp. 75-95</b><br>Postponed Bargaining: Agreement to Agree  |
| September 4<br>September 6 | <b>LABOR DAY (NO CLASS)</b><br><b>Read: pp. 98-113</b><br>Consideration   |
| September 8                | <b>Read: pp. 113-127</b><br>Consideration   |
| September 11               | <b>Read: pp. 127-144</b><br>Consideration   |
| September 13               | <b>Read: pp. 144-157</b><br>Mutual Assent under the Uniform Commercial Code   |
| September 15               | <b>Read: pp. 157-169</b><br>Mutual Assessment-Qualified Acceptance<br>Problem 2-4   |
| September 18               | <b>Read: pp. 169-188</b><br>Qualified Acceptance: Battle of the Forms   |
| September 20               | <b>Read: pp. 188-202</b><br>Electronic and “Layered” Contracting  |
| September 22               | <b>Read: pp. 202-212</b><br>Electronic and “Layered” Contracting<br>Problem 2-6   |

|              |  |
|--------------|--|
| September 25 | <b>Read: pp. 213-222</b><br>Promissory Estoppel                                    |
| September 27 | <b>Read: pp. 222-232</b><br>Promissory Estoppel                                    |
| September 29 | <b>Read: pp. 232-251</b><br>Promises in a Commercial Contract                      |
| October 2    | <b>Read: pp. 251-263</b><br>Liability in the Absence of Acceptance                 |
| October 4    | <b>Read: pp. 263-278</b><br>Liability in the Absence of Acceptance                 |
| October 6    | <b>Read: pp. 278-281</b><br>Pre-Acceptance Reliance<br>Problem 3-2; Problem 3-3    |
| October 9    | <b>Read: pp. 282-301</b><br>Restitution in Absence of a Promise                    |
| October 11   | <b>Read: pp. 301-313</b><br>Liability for Benefit Received: Restitution            |
| October 13   | <b>Read: pp. 313-325</b><br>Liability for Benefit Received: Promissory Restitution |
| October 16   | <b>Read: pp. 326-331</b><br>Problem 3-4 Problem 3-5                                |
| October 18   | <b>Read: pp. 333-344</b><br>Statute of Frauds                                      |
| October 20   | <b>MID-TERM EXAM</b>   |
| October 23   | <b>Read: pp. 344-355</b><br>Statute of Frauds                                      |
| October 25   | <b>Read: pp. 355-366</b><br>Statute of Frauds<br>Problem 4-1                       |
| October 27   | <b>Read: pp. 366-380</b><br>Problem 4-2  |
| October 30   | <b>Read: pp. 412-422</b><br>The Parol Evidence Rule                                |
| November 1   | <b>Read: pp. 422-442</b><br>The Parol Evidence Rule                                |
| November 3   | <b>Read: pp. 443-463</b><br>The Parol Evidence Rule                                |

|             |   |
|-------------|---|
| November 6  | <b>Read: pp. 381-401</b><br>Principles of Interpretation                    |
| November 8  | <b>Read: pp. 401-412</b><br>Reasonable Expectations Doctrine                |
| November 10 | <b>Read: pp. 463-469</b><br>Problem 5-1 Problem 5-2                         |
| November 13 | <b>Read: pp. 471-481</b><br>Implied Contract Terms                          |
| November 15 | <b>Read: pp. 481-498</b><br>Implied Obligation of Good Faith                |
| November 17 | <b>Read: pp. 498-513</b><br>Implied Obligation of Good Faith                |
| November 20 | <b>Read: pp. 513-524</b><br>Implied Obligation of Good Faith                |
| November 22 | <b>Read: pp. 524-530</b><br>Implied Obligation of Good Faith<br>Problem 6-1 |
| November 24 | <b>THANKSGIVING HOLIDAY (NO CLASS)</b>                                      |
| November 27 | <b>REVIEW-Last Day of Class</b>   |

**CONTRACTS II**  
**LAW 504/SECTION 1**  
**SPRING 2017**

**PROFESSOR JAMES M. DOUGLAS**

## READING ASSIGNMENTS

|             |   |
|-------------|---|
| January 8   | <b>FALL SEMESTER EXAM REVIEW</b>                                |
| January 10  | <b>Read: pp. 530-541</b><br>Warranties<br>Problem 6-3           |
| January 12  | <b>Read: pp. 541-555</b>  |
| January 15  | <b>MLK DAY (NO CLASS)</b>                                       |
| January 17  | <b>Read: pp. 555-562</b><br>Minority Incapacity<br>Problem 7-1  |
| January 19  | <b>Read: pp. 562-574</b><br>Mental Incapacity                   |
| January 22  | <b>Read: pp. 574-592</b><br>Duress and Undue Influence          |
| January 24  | <b>Read: pp. 592-603</b><br>Misrepresentation and Nondisclosure |
| January 26  | <b>Read: pp. 603-622</b><br>Misrepresentation and Nondisclosure |
| January 29  | <b>Read: pp. 622-633</b><br>Unconscionability                   |
| January 31  | <b>Read: pp. 633-645</b><br>Unconscionability                   |
| February 2  | <b>Read: pp. 645-661</b><br>Unconscionability                   |
| February 5  | <b>Read: pp. 661-675</b><br>Public Policy<br>Problem 7-2        |
| February 7  | <b>Read: pp. 675-694</b><br>Public Policy                       |
| February 9  | <b>Read: pp. 694-700</b><br>Problem 7-3<br>Problem 7-4          |
| February 12 | <b>Read: pp. 701-724</b><br>Mistake                             |
| February 14 | <b>Read: pp. 724-743</b><br>Impossibility and Impracticability  |
| February 16 | <b>Read: pp. 743-755</b><br>Frustration<br>Problem 8-1          |



|             |   |
|-------------|---|
| February 19 | <b>PRESIDENT'S DAY (NO CLASS)</b>                                       |
| February 21 |   |
|             | <b>Read: pp. 755-765</b><br>Contract Modification<br>Problem 8-3        |
| February 23 | <b>Read: pp. 765-784</b><br>Contract Modification                       |
| February 26 | <b>Read: pp. 785-800</b><br>Express Conditions                          |
| February 28 | <b>Read: pp. 800-809</b><br>Express Conditions<br>Problem 9-1           |
| March 2     | <b>Read: pp. 809-821</b><br>Material Breach and Constructive Conditions |
| March 5     | <b>Read: pp. 821-828</b><br>Material Breach                             |
| March 7     | <b>Read: pp. 828-836</b><br>Anticipatory Repudiation                    |
| March 9     | <b>MID-TERM EXAM</b>  |
| March 12    | <b>SPRING BREAK (NO CLASS)</b>  |
| March 14    | <b>SPRING BREAK (NO CLASS)</b>  |
| March 16    | <b>SPRING BREAK (NO CLASS)</b>  |
| March 19    | <b>Read: pp. 836-849</b><br>Right to Demand Adequate Assurances         |
| March 21    | <b>Read: pp. 851-866</b><br>Computing Expectation Damages               |
| March 23    | <b>Read: pp. 866-877</b><br>Computing Expectation Damages               |
| March 26    | <b>Read: pp. 877-895</b><br>Foreseeability and Certainty                |
| March 28    | <b>Read: pp. 895-913</b><br>Mitigation                                  |
| March 30    | <b>GOOD FRIDAY (NO CLASS)</b>   |
| April 2     | <b>Read: pp. 913-928</b><br>Mitigation                                  |
| April 4     | <b>Read: pp. 928-943</b><br>Nonrecoverable Damages<br>Problem 10-1      |
| April 6     | <b>Read: pp. 951-970</b><br>Problem 10-4                                |

April 9                    **Read: pp. 971-988**  
Reliance Damages

April 11                  **Read: pp. 988-1000**  
Restitutionary Damages

April 13                  **Read: pp. 1000-1012**  
Problem 11-1

April 16                  **Read: pp. 1012-1034**  
Specific Performance

April 18                  **Read: pp. 1034-1052**  
Problem 11-2  
Agreed Remedies

April 20                  **Read: pp. 1057-1077**  
Third Party Beneficiaries

April 23                  **Read: pp. 1077-1095**  
Assignment and Delegation

April 25                  **Read: pp. 943-951**  
Buyers' and Sellers' Remedies under the UCC