

LAW 7119-01: CONTRACTS II

SYLLABUS

Prof. Bell
Spring 2014

COURSE DESCRIPTION AND OBJECTIVES

Contracts II continues the project we began last semester, in Contracts I, of studying the fundamentals of contract law. We will again focus primarily on the Restatement of Contracts (2nd) and Article 2 of the Uniform Commercial Code. Broadly put, whereas we studied the *creation* of contractual obligations last semester, this semester we will study their *effects*. Topics covered in Contracts II will include:

- Determining the parties' obligations;
- Limits on the bargain and its performance;
- Remedies for breach;
- Performance and breach;
- Mistake, impracticability, and frustration of purpose;
and
- Third parties.

Together with Contracts I, Contracts II should prepare you to analyze a wide variety of contract law issues at a general level. Dealing with particular types of contracts, such as intellectual property licenses or commercial leases, may require additional and specialized study. This class should also help to polish your legal reasoning skills and introduce you to some of the practical and ethical concerns of a working attorney.

GRADING

Grade will be determined as in Contracts I. A final exam of essay and multiple-choice questions will count for 75% of your grade for the course. The essay portion will predominate and will be partially closed-book; you will be allowed use your casebook, any material that I or the academic fellow handed out for the course, and any notes that you or your study group prepared. The multiple-choice part of the exam will be closed-book. A similarly formatted mid-term exam will count for 25% of your course grade.

Your class participation may also affect your grade. I will throughout the semester call on students at random to ask questions about the assigned materials and related hypothetical problems. If you are not prepared to engage in such a discussion you may elect to pass. There is no penalty for passing once, but any student who elects to pass more than once or who fails to pass but exhibits inadequate preparation will lose .1 points from his or her final grade each time.

HOW TO CONTACT ME

I encourage you to contact me if you have questions or comments about what we discuss in class or about law school in general. Look for me in my office, room 438, each Tuesday and Thursday from 8 a.m. until 10:00 a.m., and each Tuesday from 2:30 until 5 p.m. I'm often also available at lunch on those days but because meetings sometimes intervene, I suggest that you make an appointment if you want to be sure to catch me in from 11:30 a.m. to 1 p.m. You can reach me at tbell@chapman.edu or 714/628-2503. On the appropriate Blackboard site and at www.tomwbell.com/teaching.html you can find course documents and study materials.

READING ASSIGNMENTS

This syllabus sets forth the readings assigned from the course's sole required text, Farnsworth, et al., Cases and Materials on Contracts (8th ed. 2013). You may find the optional text, Selections for Contracts (2013), useful as a reference. Please note that while I will make a good faith effort to follow this syllabus, I reserve the right to change it during the semester.

	<u>class #</u>	<u>assignment</u>	<u>(# of pages)</u>
I.		Introduction and Overview	
	Class 1:	pp. 405-06, 489-90, 617-18, 725, 841-42, 925	(7)
II.		Determining the Parties' Obligations	
	Class 2:	pp. 406-20	(14)
	Class 3:	pp. 421-25, 428-30, 433-48	(21)
	Class 4:	pp. 448, 459-63, 467-78, 486-87	(17)
III.		Limits on the Bargain and its Performance	
	Class 5:	pp. 489-96, 501-14	(20)
	Class 6:	pp. 514-18, 522-36	(18)
	Class 7:	pp. 536-40, 546-59	(18)
	Class 8:	pp. 574-80, 583-95, 601-04	(21)
	Class 9:	pp. 604-15	(12)
IV.		Remedies for Breach	
	Class 10:	pp. 617-30, 634-39	(20)
	Class 11:	pp. 639-43, 647-52, 657-61	(14)
	Class 12:	pp. 661-74	(13)
	Class 13:	pp. 674-78, 687-92, 700-04, 709-11, 716-18	(15)
	Class 14:	<u>Midterm Exam</u> Tues. March 11	(0)

V.	Performance and Breach	
	Class 15:	pp. 725-42 (18)
	Class 16:	pp. 742-56 (14)
	Class 17:	pp. 756-63, 766-69, 779-91 (23)
	Class 18:	pp. 791-805, 809-16 (20)
	Class 19:	pp. 816-24, 836-39 (11)
VI.	Basic Assumptions: Mistake, Impracticability, and Frustration	
	Class 20:	pp. 841-42, 848-65 (19)
	Class 21:	pp. 865-80 (15)
	Class 22:	pp. 882-98 (16)
	Class 23:	pp. 899-905, 915-23 (15)
VII.	Third Parties: Rights and Responsibilities	
	Class 24:	pp. 925-39 (14)
	Class 25:	pp. 939-41, 952-64, 969-71, 973-978 (19)
VIII.	Contract Drafting Exercise	
	Class 26:	TBD
	Class 27:	TBD
IX.	Review	
	Class 28:	(review) (0)

ADMINISTRATIVE NOTICES

Learning Outcome Assessment: The law school has designated three learning outcomes as important for all students: legal analysis, legal writing, and client representation. This course focuses on the legal analysis of statutes, cases, persuasive codifications, and uniform laws. Under the heading of “client representation,” it also includes consideration of how to practice law professionally and ethically. (For other, more general descriptions of the course’s learning outcomes, please see above under “Course Description and Objectives.”)

Accommodations: In compliance with ADA guidelines, students who have any condition, either permanent or temporary, that may affect their ability to perform in this class are encouraged to contact Associate Dean of Student Affairs and Administration Jayne Kacer or the University Disability Services Office. Dean Kacer is located in the law school Dean's Suite and can be reached at kacer@chapman.edu or 714-628-2641. You also may contact the Office of Disability Services at 714-516-4520 or www.chapman.edu/disabilities. If your request for an accommodation is granted, please discuss with your professor *only* those accommodations that relate to classroom learning, e.g., the need to sit in a special location, audio taping, etc. Because exam grading is anonymous, please do not discuss with your professors any accommodations related to exams. These accommodations will be handled by the Registrar's Office. The granting of any accommodation will not be retroactive and cannot jeopardize the academic standards or integrity of the course.

Equity and Diversity Notification: Chapman University is committed to ensuring equality and valuing diversity. Students and professors are reminded to show respect at all times as outlined in Chapman’s Harassment and Discrimination Policy: <http://tinyurl.com/CUHarassment-Discrimination>. Any violations of this policy should be discussed with the professor, the Dean of Students, and/or otherwise reported in accordance with this policy.