

LAW 7119-01: CONTRACTS II

SYLLABUS

Prof. Bell
Spring 2013

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

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 10:15 am to 1 pm and again each Tuesday from 2:45 to 5 p.m. Because lunchtime administrative meetings sometimes demand my presence, you should make an appointment if you want to be sure we can meet from 11:30 am to 1 pm. 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 (7th ed. 2008). You may find the optional text, Selections for Contracts (2012), 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. 365-66, 453-54, 583-84, 691, 807-08, 880	(7)
II.		Determining the Parties' Obligations	
	Class 2:	pp. 366-81	(15)
	Class 3:	pp. 381-86, 390-91, 395-410	(23)
	Class 4:	pp. 410, 421-26, 430-41, 450-52	(17)
III.		Limits on the Bargain and its Performance	
	Class 5:	pp. 453-60, 465-77	(20)
	Class 6:	pp. 477-89, 494-507	(25)
	Class 7:	pp. 507-16, 522-29	(16)
	Class 8:	pp. 540-49, 555-62, 566-71	(21)
	Class 9:	pp. 571-82	(11)
IV.		Remedies for Breach	
	Class 10:	pp. 583-96, 600-06	(20)
	Class 11:	pp. 606-90, 613-19, 625-33	(18)
	Class 12:	pp. 637-61	(24)
	Class 13:	pp. 669-80, 688-90	(13)
	Class 14:	<u>Midterm Exam</u> Tues. March 5	(0)

V.	Performance and Breach	
	Class 15:	pp. 691-708 (18)
	Class 16:	pp. 708-23 (15)
	Class 17:	pp. 723-27, 731-36, 744-57 (23)
	Class 18:	pp. 758-71, 776-82 (20)
	Class 19:	pp. 783-99 (17)
VI.	Basic Assumptions: Mistake, Impracticability, and Frustration	
	Class 20:	pp. 807-24 (18)
	Class 21:	pp. 824-39 (15)
	Class 22:	pp. 842-61 (21)
	Class 23:	pp. 872-79 (8)
VII.	Third Parties: Rights and Responsibilities	
	Class 24:	pp. 880-95 (15)
	Class 25:	pp. 895-914 (20)
	Class 26:	pp. 914-18, 925-38 (18)
	Class 27:	pp. 943-49, 952-58 (12)
VIII.	Review	
	Class 28:	(review) (0)