

## CONTRACTS SYLLABUS – Fall 2017

Professor Cauble

E-mail: [ecauble@depaul.edu](mailto:ecauble@depaul.edu)

Phone: 312-362-5948, Office: Room 704

**Course Materials:** There are two required books for the course: (1) Frier & White, “The Modern Law of Contracts” (3<sup>rd</sup> Edition) (referred to as the “Text” below) and (2) Burton & Eisenberg, Contract Law: Selected Source Materials 2017 Edition (referred to as the “Statutory Supplement” below). In addition, handouts that are assigned for each class are available on the course page.

**Course Goals:** At the end of the course you will be able to: (1) analyze fact patterns to determine whether enforceable contracts exist, what terms are contained in any contracts, and what legal remedies are available in the event of contract breach, (2) read and interpret key sources of contract law, and (3) draft short portions of contracts.

**Requirements:** Students must attend class and be prepared for class. Students should read the assigned material carefully and give thought to the questions contained in the handouts.

**Computer Usage:** Computers may be used in class only for taking notes.

**Grading:** Each student’s preliminary course grade will be based on a three-hour examination that will include essay and short answer questions. The exam is open note/open book – you may use the Text, the Statutory Supplement, any course handouts, and any notes, outlines or other materials. The school’s exam software will prevent you from accessing notes on your computer. Therefore, you should print any materials that you intend to use. Each student’s preliminary grade may be adjusted (upwards or downwards) by one-half grade to reflect class attendance and class participation.

**Course Page:** A course page for this class is available on the University’s D2L system ([d2l.depaul.edu](http://d2l.depaul.edu)). Handouts assigned for each class and materials distributed in class are posted on the course page. If you have trouble accessing the course page, please e-mail me ([ecauble@depaul.edu](mailto:ecauble@depaul.edu)), and I will send you handouts by e-mail until you are able to access the course page.

**Office Hours:** I will have regularly scheduled office hours on Tuesdays from 3:00 – 4:00 (except on the dates for optional meetings listed below) and Thursdays (except for the first Thursday of each month) from 3:00 to 4:00. My office is Lewis room 704. In addition, you may e-mail me or stop by my office to arrange for a meeting at a time other than during regularly scheduled office hours.

**Optional Meetings:** I will hold three optional meetings during the semester. These are an opportunity for you to ask general law school questions or questions particular to contracts. They will be held on the following dates and at the following times (room number to be announced): Tuesday September 12<sup>th</sup> 3:00 – 4:00, Tuesday October 10<sup>th</sup> 3:00 – 4:00, and Tuesday November 14<sup>th</sup> 3:00 – 4:00. I will also hold an optional review session to be scheduled during the exam period.

**Assignment Schedule:** The assignment schedule follows. The amount of material covered per class will likely vary, and I will provide weekly updates with more accurate forecasts about the materials we will cover the following week. Certain problems and questions are included in handouts assigned. You should be prepared to discuss the answers to the problems and questions in class. However, written answers to the problems and questions will not be collected. In addition, later in the semester, you will participate in a contract negotiation and drafting exercise that will require you to meet and work in teams outside of class for approximately 4 hours in total. More information will be provided at the relevant time.

Date	Topic	Material Assigned
Tuesday (8/22)	Introduction	<p><b>Text:</b> iii – iv and 1-14 (through Problem 1-1)</p> <p><b>Statutory Supplement:</b> UCC Sections 2-102, 2-105(1), 1-103(b); Restatement 2d Contracts Sections: 1, 2(1), 16</p> <p><b>Handouts:</b> Assignment One Handout</p>
Thursday (8/24)	What Promises Are Enforceable: Consideration	<p><b>Text:</b> 32 – 40 (through Problem 2-1)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Sections: 71, 79</p> <p><b>Handouts:</b> Assignment Two Handout Questions 1 – 9</p>
Tuesday (8/29)	What Promises Are Enforceable: Consideration (con't)	<p><b>Text:</b> 40 – 49 (through Problem 2-2), 49 (starting with Petroleum Refractionating Corp) – 53 (skip Problem 2-3)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Sections: 71, 74, 79, UCC Section 2-306</p> <p><b>Handouts:</b> Assignment Two Handout Questions 10 – 18</p> <p>Assignment Three Handout Questions 1 – 5</p>
Thursday (8/31)	What Promises Are Enforceable: Consideration (con't)	<p><b>Text:</b> 53 (starting with Harrington v. Taylor) – 55</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Section 87(1)(a)</p> <p><b>Handouts:</b> Assignment Three Handout Questions 6 - 13</p>
	What Promises Are Enforceable: Reliance	<p><b>Text:</b> 65 (starting with Ricketts v. Scothorn) – 70 (skip Problem 2-6)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Section 90</p> <p><b>Handouts:</b> Assignment Four Handout Questions 1 -5</p>
Tuesday (9/5)	What Promises Are Enforceable: Reliance	<p><b>Text:</b> 70 (starting with Cowles Media case) – 84 (skip note 1 on page 83)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Section 90</p> <p><b>Handouts:</b> Assignment Four Handout Questions 6 – 18</p>
	What Promises Are Enforceable: Summary and Review	<p>Complete Part I Review Questions (available on course page under tab labeled “Part I Review”)</p> <p><b>Note: We will discuss these questions in class. You may also submit written answers to the questions (by emailing them to me at <a href="mailto:ecauble@depaul.edu">ecauble@depaul.edu</a>) if you would like individual feedback on your written answers – doing so is not required and will not affect your grade one way or the other, but you may find it helpful as a way of practicing before the exam.</b></p>

<p><b>Thursday (9/7)</b></p>	<p><b>Contract Formation: Introduction and Offer and Acceptance</b></p>	<p><b>Text:</b> 91 – 93, 97 (starting with B. Offer and Acceptance) - 101 (skip problem 3-1) and page 121 (read the section labeled “The Offeror is Master of the Offer”)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Sections: 24, 30, 36</p> <p><b>Handouts:</b> Assignment Five Handout Parts I – VI (pages 1 – 4)</p>
<p><b>Tuesday (9/12)</b></p>	<p><b>Contract Formation: Introduction and Offer and Acceptance (con’t)</b></p>	<p><b>Text:</b> 117 (starting with Arden case) – 120 (through Problem 3-3)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Sections: 36, 59, 61</p> <p><b>Handouts:</b> Assignment Five Handout Parts VI and VII (pages 4 – 6)</p>
	<p><b>Contract Formation: Introduction and Offer and Acceptance (con’t)</b></p>	<p><b>Text:</b> 127- 128 (note #1 and first paragraph under note #2), 128 (starting with: “Note: Contracts Accepted by the Offeree’s Performance”) – 130</p> <p><b>Statutory Supplement:</b> UCC Sections: 2-205, 2-104(1); Restatement 2d Contracts Sections: 25, 36, 41(1), 41(2), 42, 43, 45, 62, 87(1)(a)</p> <p><b>Handouts:</b> Assignment Six Handout Parts I – V (pages 1 – 3)</p>
<p><b>Thursday (9/14)</b></p>	<p><b>Contract Formation: Offer and Acceptance (continued)</b></p>	<p><b>Text:</b> 121 – 123 (through Problem 3-4)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Sections: 40, 63, 42, 43</p> <p><b>Handouts:</b> Assignment Six Handout Parts VI – end (pages 4 – 10)</p>
<p><b>Tuesday (9/19)</b></p>	<p><b>Contract Formation: The Effect of Misunderstanding on Contract Formation</b></p>	<p><b>Text:</b> 103 (beginning with the Merced County case) – 116 (through note #3)</p> <p><b>Statutory Supplement:</b> Restatement 2d Contracts Section 20</p> <p><b>Handouts:</b> Assignment Seven Handout</p>

<p><b>Thursday (9/21)</b></p>	<p>Discuss drafting assignments that you complete in class on Tuesday</p>	
	<p><b>Contract Formation: Formation in Complex Deals -- Breakdowns During Negotiation</b></p>	<p><b>Text:</b> 141 (read the first 2 paragraphs under “C. Negotiation and Closure”) &amp; 142 (starting with the case) – 147 (through note 2)</p> <p><b>Statutory Supplement:</b> UCC Section 2-204(2), 2-204(3); Restatement 2d Contracts Sections: 22(2), 27 (including comment c)</p> <p><b>Handouts:</b> Assignment Eight Handout</p>
<p><b>Tuesday (9/26)</b></p> <p><b>WARNING: GIVE YOURSELF PLENTY OF TIME TO CAREFULLY READ EVERYTHING, AND PLAN ON REVISITING THE MATERIAL AGAIN AFTER WE DISCUSS IN CLASS. THIS TOPIC IS VERY DETAILED</b></p>	<p><b>Contract Formation: Special Issues with Standard Form Contracts – Battle of the Forms</b></p>	<p>Complete Assignment Nine Handout Parts I – II (pages 1 – 12) (and read the pages in the Text and the sections in the UCC to which the handout refers)</p>

<b>Thursday (9/28)</b>  <b>WARNING: GIVE YOURSELF PLENTY OF TIME TO CAREFULLY READ EVERYTHING, AND PLAN ON REVISITING THE MATERIAL AGAIN AFTER WE DISCUSS IN CLASS. THIS TOPIC IS VERY DETAILED</b>	<b>Contract Formation: Special Issues with Standard Form Contracts – Battle of the Forms (con’t)</b>	Complete Assignment Nine Handout Part III (page 13) (and read the pages in the Text and the sections in the UCC to which the handout refers)
	<b>Contract Formation: Special Issues with Standard Form Contracts – Rolling Contracts Approach</b>	Complete Assignment Nine Handout Part IV (pages 14 – 15) (and read the pages in the Text and the sections in the UCC to which the handout refers)
<b>Tuesday (10/3)</b>	<b>Contract Formation: Statute of Frauds</b>	<b>Text:</b> 227 – 236 (through note 1)  <b>Statutory Supplement:</b> UCC Sections: 2-201, 2-104(1); Restatement 2d Contracts Section 110(1), 131, 132  <b>Handouts:</b> Assignment Ten Handout pages 1 – 6 (stop before e. Potential Exception #4)
<b>Thursday (10/5)</b>	<b>Contract Formation: Statute of Frauds (con’t)</b>	<b>Text:</b> 250 (starting with Lige Dickson case) – 256  <b>Statutory Supplement:</b> UCC Sections: 1-103(b), 2-201  <b>Handouts:</b> Assignment Ten Handout pages 6 (starting with e. Potential Exception #4) - end
	<b>Contract Formation: Summary of Review</b>	<b>Complete the Part II Review Questions</b> (on the course page under the Part II Review Tab)  NOTE: AS BEFORE, WE WILL DISCUSS THE ANSWERS IN CLASS, BUT, IF YOU WOULD LIKE INDIVIDUAL FEEDBACK ON YOUR ANSWERS, PLEASE SEND THEM TO ME BY EMAIL BEFORE CLASS ON THURSDAY.

<p><b>Tuesday (10/10)</b></p>	<p><b>Contents of the Contract: Parol Evidence Rule</b></p>	<p><b>Text:</b> 257 – 263 (through note 3), 287 (starting with WWW. Associates case) – 290 (through end of case), Note #3 (pages 291 – 292), Pacific Gas case (pages 292 – 295), Notes #3 (page 297)</p> <p><b>Statutory Supplement:</b> UCC Sections 2-202, 1-303(a) – (c); Restatement 2d Contracts Sections: 209, 210, 214, 215, 216</p> <p><b>Handouts:</b> Assignment Eleven Handout</p>
<p><b>Thursday (10/12)</b></p>	<p><b>Contents of the Contract: Contract Interpretation</b></p>	<p><b>Text:</b> 275 – 286 (skip notes 1 and 2 on pages 285 - 286), Note #4 on page 292</p> <p><b>Handouts:</b> Assignment Twelve Handout</p>
	<p><b>Contract Interpretation Exercise</b></p>	<p><b>Handouts:</b> Contract Interpretation Exercise Handouts (Answer Questions in the Questions handout based on material in the handout labeled: Contract Interpretation Exercise Renter’s Insurance Policy. Note: when you answer questions, please make a note of the particular contract provisions on which your answers are based)</p>
<p><b>Tuesday (10/17)</b></p>	<p><b>Contents of the Contract: Contract Interpretation (con’t)</b></p>	<p><b>Statutory Supplement:</b> UCC Sections: 1-303, 2-209(5)</p> <p><b>Handouts:</b> Assignment Thirteen Handout Parts I-II</p>
	<p><b>Contents of the Contract: Good Faith</b></p>	<p><b>Text:</b> 327 (starting with Centronics case) – 336 (through note 3) and review Baker v. Bailey (259 - 262)</p> <p><b>Statutory Supplement:</b> Read all sections to which Assignment Thirteen Handout refers</p> <p><b>Handouts:</b> Assignment Thirteen Handout: All Parts</p>
<p><b>Thursday (10/19)</b></p>	<p><b>Contents of the Contract: Warranties</b></p>	<p><b>Text:</b> 356 – 366 (through Note 3), 366 (starting with Massey-Ferguson) – 368 (you can stop after the second full paragraph); Note 1 on pages 379 – 380</p> <p><b>Statutory Supplement:</b> UCC Sections: 2-313, 2-314, 2-315, 2-316</p> <p><b>Handouts:</b> Assignment Fourteen Handout Parts I – V</p>

Tuesday (10/24)	<b>Contents of the Contract: Warranties (con't)</b>	<b>Handouts:</b> Assignment Fourteen Handout Part VI (and read the statutory provisions to which it refers)
	<b>Contents of the Contract: Modifications</b>	<b>Text:</b> 380 (starting with "E. Modifications") – 387 (through Problem 4-6 Question 1)  <b>Statutory Supplement:</b> UCC Section 2-209(1); Restatement 2d Contracts Section 89(a)  <b>Handouts:</b> Assignment Fifteen Handout
	<b>Contents of the Contract: Summary and Review</b>	<b>Complete Part III Review Questions under the Part III Review tab.</b>  <b>Note: As before, if you would like individual feedback, please email your answers to me (<a href="mailto:ecauble@depaul.edu">ecauble@depaul.edu</a>) before the start of class on Tuesday.</b>
Thursday (10/26)	<b>Legal Regulation: Misrepresentation</b>	<b>Text:</b> 410 – 420 (skip note 1 page 419)  <b>Statutory Supplement:</b> Restatement 2d Contracts Sections: 164(1), 161, 162  <b>Handouts:</b> Assignment Sixteen Handout
	<b>Legal Regulation: Mistake</b>	<b>Text:</b> 420 – 428 (through Problem 5-1)  <b>Statutory Supplement:</b> Restatement 2d Contracts Sections: 152(1), 154  <b>Handouts:</b> Assignment Seventeen Handout
Tuesday (10/31)	<b>Legal Regulation: Unconscionability</b>	<b>Text:</b> 454 (starting with "C. Unconscionability") – 462 (through note 6)  <b>Statutory Supplement:</b> UCC Section 2-302; Restatement 2d Contracts Section 208  <b>Handouts:</b> Assignment Eighteen Handout
	<b>Legal Regulation: Public Policy</b>	<b>Text:</b> 431 – 432 (stop before Clouse v. Myers), 436 (starting with Hopper v. All Pet Animal Clinic) – 448 (through note 3)  <b>Statutory Supplement:</b> Restatement 2d Contracts Section 178  <b>Handouts:</b> Assignment Nineteen Handout

Thursday (11/2)	<b>Legal Regulation: Summary and Review</b>	Complete Part IV Review Questions under the Part IV Review tab.  As before, if you would like individual feedback, please email your answers to me ( <a href="mailto:ecauble@depaul.edu">ecauble@depaul.edu</a> ) before the start of class.
	<b>Discussion of Negotiation Exercise</b>	In preparation for our in class discussion of the negotiation exercise, read the secret terms from BOTH sides (posted on the course page under the “Contract Negotiation Exercise” tab).
	<b>Remedies: Expectation Damages</b>	<b>Text:</b> 507 – 513  <b>Handouts:</b> Assignment Twenty Handout: Parts I – II
Tuesday (11/7)	<b>Remedies: Expectation Damages</b>	<b>Text:</b> 507 – 513, Problem 6-1 on 518 – 519  <b>Statutory Supplement:</b> Restatement 2d Contracts Section 352  <b>Handouts:</b> Assignment Twenty Handout: Parts III - end
Thursday (11/9)	<b>Remedies: Expectation Damages (con’t)</b>	<b>Text:</b> Peevyhouse case (519 – 529 through note 3); Krasfur case (543 – 550 through note 1)  <b>Statutory Supplement:</b> UCC Section 2-708; Restatement 2d Contracts Section 348(2)  <b>Handouts:</b> Assignment Twenty-One Handout
Tuesday (11/14)	<b>Remedies: Consequential Damages, Mitigation, Reliance Damages, Specific Performance, Liquidated Damages</b>	<b>Handouts:</b> Assignment Twenty-Two Handout: All Parts
Thursday (11/16)	<b>Remedies: Summary and Review</b>	<b>Complete Part V Review Questions under the Part V Review tab.</b>  <b>As before, if you would like individual feedback, please email your answers to me (<a href="mailto:ecauble@depaul.edu">ecauble@depaul.edu</a>) prior to the start of class</b>
Tuesday (11/21)	<b>Breach</b>	<b>Material to be provided</b>
	<b>Old Exam Practice Problem</b>	Complete the Old Exam Problem on the course page under the “Old Exam Problem” tab.
Tuesday (11/28)	<b>Review</b>	