

## House of Russell

### Contracts—Spring 2016

#### REQUIRED READING

The required reading for the 2016 course consists of the following books:

Macaulay et al., Contracts: Law in Action: Introductory Course, Vol. 1, 3d ed. (Lexis, 2010).

Chirelestein, Concepts & Case Analysis in the Law of Contracts, 7th ed. (Foundation Press, 2013)

Scott and Kraus, Contract Law & Theory: Selected Provisions, 5th ed. (2013).

You must have the **correct edition** of each book. These books are available for purchase at the bookstore.

#### READING

This syllabus includes 41 reading assignments. The class meets 42 times during the semester, which means that there is a tiny bit of flex in the schedule. Each week will typically cover three assignments. Those who do the reading on the weekends should read three assignments ahead and try to re-read or skim the assignments before coming to class.

There are three assigned books. The supplement contains the Uniform Commercial Code and the Second Restatement of Contracts. When you encounter sections of the Uniform Commercial Code in the reading, you **must** look up those sections in the supplement. If you do not read the Code, you will never understand it.

There are other two assigned books. One is Chirelstein's fine book and the other is the casebook. When an assignment includes reading from both of these books, I

recommend that you read Chirelstein first and the casebook second, as Chirelstein provides an excellent roadmap to the material. If you can read only one or the other, my former students would recommend that you read Chirelstein.

Professor Russell will supplement class lectures with occasional assignment distributed via the class listserv.

## ASSIGNMENTS

**Before the first class, complete the following tasks.**

1. **Listserv.** You must immediately sign up for the class **listserv**. Complete the assignments that Professor Russell sends to the list.
2. **Survey.** Please complete the anonymous [survey](#).
3. **Reading.** For the **first week of class**, expect to complete the first three assignments. Some students like to do all their reading on the weekend.

### **1. Warranty = Promises + Stuff Law Injects – Stuff Law Won't Let You Do.**

Prepare Macaulay et al., Contracts: Law In Action [hereafter CLA], 629–642. Prepare the warranty [problem](#). Note that this problem is different than the problem on pages 630–631 of CLA.

Understand the following UCC sections:

- 1-201(b)(10)
- 2-313
- 2-314
- 2-315
- 2-316
- 2-317
- 2-714

2-715  
2-719

## **2. Warranty Continued:**

Complete the problem on 630-31 and discuss Hunt v. Perkins Machinery.

## **3. Preview of the Course**

Read Chirelstein, Concepts and Case Analysis in the Law of Contracts [hereafter Chirelstein], Chapter 1.

Skim CLA 1-24

## **WHAT LAW APPLIES?**

### **4. Does the Civil Code of Hungary Apply?**

Prepare CLA 31-49

Look up UCC sections as you encounter them in the text. Read the section and the Official Comments to these sections. In addition, you may find that the sections or the Comments make cross-references to other portions of the Code. You should also read these sections.

Answer the nine problems on pages 46-48. We will discuss these problems in class.

Prepare to discuss the following UCC sections. (Use the Revised Version of Article 1):

1-102  
1-103  
1-201(b)(3)  
1-201(b)(12)  
1-201(b)(20)  
1-304 (was 1-203)  
1-305 (was 1-106)

2-101  
2-102  
2-105  
2-107(1)  
2-107(2)  
2-501(1)  
2-714(2)

## **REMEDIES a.k.a. DAMAGES**

### **5. The Expectation Interest: How 'bout them apples? & Shirley MacLaine**

Read Chirelstein 193-206.

Prepare CLA 49-64. Prepare answers to the problems on p. 50.

### **6. Lost Volume & The Greatest Basketball Player of All Time.**

Read Chirelstein 206-07, 210-214

Prepare CLA 65-89

### **7. Specific Performance**

Prepare CLA 89-100

### **8. A Pound of Flesh?**

Read Chirelstein 235-240

Prepare CLA 100-112.

### **9. Additional Limitations on Recovery: Foreseeability**

Read Chirelstein 214-221.

Prepare CLA 113-119

### **10. Certainty as a Limitation: New Business Rule**

Prepare CLA 119–39.

### **11. Measuring Loss and Repairing the Harm**

Read Chirelstein 207–210

Prepare CLA 195–210

### **12. The Reliance Interest: Back to Square Zero**

Read Chirelstein, 221–227

Prepare CLA 139–155

### **13. Reliance and Expectation Compared plus Review Problems**

Prepare CLA 219–228. Skip problems 5 & 6 for now.

### **14. Restitution and Exit: Additional Remedies**

Read Chirelstein 153–156, 227–235

Prepare CLA 155–183

### **15. Restitution for the Plaintiff!**

Prepare CLA 188–195. Prepare problems 5 & 6 on 225–26.

## **ENFORCEABILITY AND LONG-TERM RELATIONSHIPS**

### **16. Rules of Offer and Acceptance**

Read Chirelstein 36–81 [Read all of this quickly first and then later re-read it carefully.]

Prepare CLA 229–246. Prepare the two problems on 243–44.

### **17. Offer and Acceptance in Marriage and Cohabitation**

Prepare CLA 258–281

## **18. Consideration: Enforceable Exchanges**

Read Chirelstein 12–21, 27–35, (skip 22–27 until the next class)

Prepare CLA 282–315

## **19. Franchisor’s Siren Call and Pre-Contractual Reliance**

Read Chirelstein 22–27

Prepare CLA 376–395

## **CONTENT AND INTERPRETATION (AND MORE FORMATION)**

### **20. Battle of Forms I**

Read Chirelstein 74–81

UCC 2–207, Handout

### **21. Battle of Forms II**

Handout.

Prepare CLA 477–90.

### **22. Boilerplate**

Prepare CLA 583–99.

Colorado Ski Safety Act.

### **23. Click-Through and Shrinkwrap**

Prepare CLA 599–629

### **24. Warranties, Again.**

**Read Chirelstein, 156–158**

Prepare 629–42. [Focus on what you have learned.]

**25. Parol Evidence Rule**

Read Chirelstein 104–114

Prepare CLA 642–50.

**26. Mistakes & Misunderstandings**

Chirelstein, 170–81

Handout.

**27. Mistaken Bids & Gap-Filling**

Reread Chirelstein 59–62, 118–127

**DEFENSES AND SOCIAL CONTROL OF CONTENT**

**28. Duress and Undue Influence**

Read Chirelstein 82–93.

Prepare CLA 531–541, 551–565

**29. Unconscionability**

Read Chirelstein 93–103

Prepare CLA 658–86, 710–718

**30. Get it in Writing: Statute of Frauds**

Prepare CLA 315–331

**31. Illegality: Prostitutes, Undocumented Workers, Milk, and Weed**

Prepare CLA 491–511

**32. Covenants not to Compete**

Prepare CLA 511–21

**33. Capacity**

Prepare CLA 521-31

**34. Good Faith**

Read Chirelstein 128-134

Prepare CLA 565-73

**35. Dance Party**

Colorado Civil Jury Instructions Handout

Prepare CLA 574-582

**PRACTICE**

**36. Read a Contract I**

**37. Read a Contract II**

**38. Exam Question Review**

**BREACH AND EXCUSES**

**39. Conditions and Breach**

Read Chirelstein 134-169

Prepare CLA 565-574

**40. Breach and Mistake, Impossibility, and Frustration**

Read Chirelstein 170-192

UCC 2-615

**41. Reserved**



## CONCLUSION

### 42. Everything Suddenly Becomes Clear

No reading assignment.