

# House of Russell

## Contracts—Autumn 2017

### REQUIRED READING

The required reading consists of the following books:

Macaulay *et al.*, Contracts: Law in Action: Introductory Course, Vol. 1, 4th ed. (Carolina Academic Press, 2016).

Chirelstein, 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 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, 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, House of Russell alumni recommend that you read Chirelstein.

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

## ASSIGNMENTS

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

1. **Listserv.** You must **MAKE SURE** that you are subscribed to 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 the Parties Make + Stuff Law Injects - Stuff Law Won't Let Them Do**

Prepare Macaulay et al., *Contracts: Law In Action* [hereafter CLA], 620-33. Prepare the warranty [problem](#). Note that this problem is different than the problem on pages 621-22 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 warranty [problem](#) and discuss Hunt v. Perkins Machinery and the notes following Hunt.

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

Read Chirelstein, *Concepts and Case Analysis in the Law of Contracts* [hereafter Chirelstein], Chapter 1, pp. 1-11.

Skim CLA iii-vii, 1-29.

#### **4. What Law Applies: the Civil Code of Hungary?**

Prepare CLA 31-46.

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 43-44. We will discuss these problems in class.

Prepare to discuss the following UCC sections. Use the Revised Version of Article 1, which starts on p. 54 of the statutory supplement. Do not use pp. 94-124.

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 46-61. Prepare answers to the problems on p. 47.

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

Read Chirelstein 206-07, 210-14.

Prepare CLA 61-85.

**7. Specific Performance**

Prepare CLA 85-95.

**8. A Pound of Flesh?**

Read Chirelstein 235-40.

Prepare CLA 95-108. For more on Judge Posner and Law & Economics, Read 535-42.

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

Read Chirelstein 214-21.

Prepare CLA 108-15.

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

Prepare CLA 115-33.

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

Read Chirelstein 207-10.

Prepare CLA 186-211.

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

Read Chirelstein, 221-27.

Prepare CLA 133-48.

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

Prepare CLA 211-20. Skip problems 5 & 6 for now.

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

Read Chirelstein 227-35, 153-56.

Prepare CLA 148-68.

#### **15. Restitution for the Plaintiff! (Quantum Meruit)**

Prepare CLA 168-86. Prepare problems 5 & 6 on 217-18.

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

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

Read Chirelstein 36-73. Read all of this quickly first and then later re-read it slowly and carefully.

Prepare CLA 221-37. Prepare the two problems on 234-36.

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

Prepare CLA 252-76.

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

Read Chirelstein 12-21, 27-35. Skip 22-27 until the next class.

Prepare CLA 276-306.

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

Read Chirelstein 22-27.

Prepare CLA 364-83.

### **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.

Read CLA 463-80.

**22. Boilerplate**

Prepare CLA 574-90.

Colorado Ski Safety Act.

**23. Click-Through and Shrinkwrap**

Prepare CLA 591-620.

**24. Warranties, Again.**

Read Chirelstein, 156-58.

Prepare 620-33. Focus on what you have learned.

**25. Parol Evidence Rule**

Read Chirelstein 104-18.

Prepare CLA 633-42.

**26. Mistakes & Misunderstandings**

Chirelstein, 170-81.

Handout.

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

Reread Chirelstein 59-62, 118-27.

**DEFENSES AND SOCIAL CONTROL OF CONTENT**

**28. Duress and Undue Influence**

Read Chirelstein 82-93.

Prepare CLA 522-32, 543-57.

**29. Unconscionability**

Read Chirelstein 93-103.

Prepare CLA 650-70.

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

Prepare CLA 307-22.

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

Prepare CLA 481-500.

**32. Covenants not to Compete**

Prepare CLA 501-12.

**33. Capacity**

Prepare CLA 512-22.

**34. Good Faith**

Read Chirelstein 128-34.

Prepare CLA 557-65.

### **35. Dance Party**

Colorado Civil Jury Instructions Handout  
Prepare CLA 565-74.

## **PRACTICE**

### **36. Read a Contract I**

### **37. Read a Contract II**

### **38. Exam Question Review**

## **BREACH AND EXCUSE**

### **39. Conditions and Breach**

Read Chirelstein 134-69.

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

Read Chirelstein 170-92.

UCC 2-615

### **41. Reserved**

## **CONCLUSION**

### **42. Everything Suddenly Becomes Clear**

No reading assignment.