

## SYLLABUS

**COURSE NUMBER:** F130B.3/S130B.3

**COURSE NAME:** CONTRACTS

**INSTRUCTOR:** TADD AIONA  
taddaiona@yahoo.com; 707-526-3913

**WHEN:** WEDNESDAYS 6-9 p.m., Fall 2011/Spring 2012

**UNITS:** 6 UNITS; 3 UNITS PER SEMESTER

**TEXT:** *Cases and Materials on Contracts, 7<sup>th</sup> Edition*; Farnsworth, et al., Foundation Press; 9781599410302.  
*Selections for Contracts: UCC; Restatement Second; etc.;* Farnsworth & Young, Foundation Press, 9781599417073– (Supplement)

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|-----------------|-----------|---|-------------------|
| <b>GRADING:</b> | 90 - 100% | A | OUTSTANDING       |
|                 | 80 - 89%  | B | SUPERIOR          |
|                 | 70 - 79%  | C | SATISFACTORY      |
|                 | 65 - 69%  | D | UNSATISFACTORY    |
|                 | BELOW 65% | F | FAILING/NO CREDIT |

### **GRADE DETERMINATION**

The course grade will be comprised of the results of:  
Midterm exam - 25% (only if improves grade)  
Plus possible reduction (not increase) for poor class participation, preparation and/or homework assignments (if any).

Preparation, participation and homework (if any) are considered mandatory. Instructor may deduct up to 3 points from course grade for lack of preparation or participation or failure to submit homework assignments (if any).

### **ATTENDANCE**

Regular and punctual attendance is essential for the successful completion of law school. Students should plan to attend every class. A minimum of 80 percent attendance is required. (36 hours – 12 of 15 classes). Roll will be taken at each class.

### **GOALS**

Our goal is to develop students into successful lawyers. That includes not only learning black letter law, but being able to differentiate relevant from irrelevant facts, critically analyze the court's rulings and rationales, harmonize or distinguish applicable legal principles, and spontaneously argue legal and/or factual positions ("thinking on your feet"-----literally).

ASSIGNMENTS

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| WEEK 1: | PGS. 1-22    | <b>Chapter 1 Bases for Enforcing Promises</b><br>Section 1. Enforceable Promises<br>Section 2. Remediating Breach                                                                                                                                                                 |
| WEEK 2: | PGS. 22-55   | <b>Chapter 1 Bases for Enforcing Promises</b><br>Section 2. Remediating Breach<br>Section 3. Consideration as a Basis for Enforcement<br>Part A. Fundamentals of Consideration<br>Part B. The Requirement of Exchange: Action in the Past                                         |
| WEEK 3: | PGS. 56-86   | <b>Chapter 1 Bases for Enforcing Promises</b><br>Section 3. Consideration as a Basis for Enforcement<br>Part C. The Requirement of Bargain<br>Part D. Promises as Consideration                                                                                                   |
| WEEK 4: | PGS. 89-126  | <b>Chapter 1 Bases for Enforcing Promises</b><br>Section 4. Reliance as a Basis of Enforcement<br>Section 5. Restitution as an Alternative Basis for Recovery<br><br><b>Chapter 2 Creating Contractual Obligations</b><br>Section 1. The Nature of Assent<br>Section 2. The Offer |
| WEEK 5: | PGS. 126-161 | <b>Chapter 2 Creating Contractual Obligations</b><br>Section 2. The Offer<br>Section 3. The Acceptance                                                                                                                                                                            |
| WEEK 6: | PGS. 161-201 | <b>Chapter 2 Creating Contractual Obligations</b><br>Section 3. The Acceptance<br>Section 4. Termination of the Power of Acceptance<br>Section 5. The Battle of the Forms                                                                                                         |
| WEEK 7: | PGS. 202-220 | <b>Chapter 2 Creating Contractual Obligations</b><br>Section 5. The Battle of the Forms                                                                                                                                                                                           |

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| WEEK 8:  | PGS. 220-256 | <b>Chapter 2 The Bargaining Process</b><br>Section 6. Precontractual Liability<br>Section 7. The Requirement of Definiteness                                                                                                                                                                          |
| WEEK 9:  | PGS. 257-309 | <b>Chapter 3 The Requirement of a Record for Enforceability: The Statute of Frauds</b>                                                                                                                                                                                                                |
| WEEK 10: | PGS. 299-364 | <b>Chapter 4 Policing the Bargaining Process</b><br>Section 1. Capacity<br>Section 2. Overreaching                                                                                                                                                                                                    |
| WEEK 11: | PGS. 364-401 | <b>Chapter 5 Determining Parties' Obligations Under The Contract: Ascertaining, Interpreting, and Supplementing The Agreement</b><br>Section 1. The Parol Evidence Rule<br>Section 2: The Use of Extrinsic Evidence of the Parties' Intent                                                            |
| WEEK 12: | PGS.401-452  | <b>Chapter 5 Determining Parties Obligations Under The Agreement</b><br>Section 3. Extrinsic Evidence from Commercial Context<br>Section 4. Extrinsic Evidence to Supplement or Qualify the Agreement<br>Section 5. Objective Interpretation and its Limits<br>Section 6. Supplementing the Agreement |
| WEEK 13: | PGS. 453-509 | <b>Chapter 6 Limits on the Bargain and its Performance</b><br>Section 1. Unfairness<br>Section 2. Standard Form and Adhesion Contracts<br>Section 3. Unconscionability                                                                                                                                |
| WEEK 14: | REVIEW       |                                                                                                                                                                                                                                                                                                       |
| WEEK 15: | MIDTERM EXAM |                                                                                                                                                                                                                                                                                                       |

ASSIGNMENTS

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| WEEK 16: | PGS. 509-543   | <b>Chapter 6 Limits on the Bargain and its Performance</b><br>Section 3. Unconscionability<br>Section 4. Performing in Good Faith                                                                    |
| WEEK 17: | PGS. 543 - 592 | <b>Chapter 6 Limits on the Bargain and its Performance</b><br>Section 5. Public Policy<br><br><b>Chapter 7 Remedies for Breach</b><br>Section 1. Specific Relief<br>Section 2. Measuring Expectation |
| WEEK 18: | PGS. 592-629   | <b>Chapter 7 Remedies for Breach</b><br>Section 1. Specific Relief<br>Section 2. Measuring Expectation                                                                                               |
| WEEK 19: | PGS. 629-679   | <b>Chapter 7 Remedies for Breach</b><br>Section 3. Limitations on Damages                                                                                                                            |
| WEEK 20: | PGS. 679-716   | <b>Chapter 7 Remedies for Breach</b><br>Section 4. Liquidated Damages and Penalties<br><b>Chapter 8 Performance and Breach</b><br>Section 1. Conditions                                              |
| WEEK 21: | PGS. 716-745   | <b>Chapter 8 Performance and Breach</b><br>Section 1. Conditions<br>Section 2. Constructive Conditions of Exchange<br>Section 3. Mitigating Doctrines                                                |
| WEEK 22: | PGS. 745-806   | <b>Chapter 8 Performance and Breach</b><br>Section 4. Suspending Performance and Terminating the Contract<br>Section 5. Prospective Nonperformance                                                   |

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| WEEK 23: | PGS. 807-854 | <b>Chapter 9 Basic Assumptions: Mistake, Impracticability and Frustration</b><br>Section 1. Mutual Mistake<br>Section 2. Impracticability of Performance                                                                                                  |
| WEEK 24: | PGS. 854-891 | <b>Chapter 9 Basic Assumptions: Mistake, Impracticability and Frustration</b><br>Section 3. Frustration of Purpose<br>Section 4. Half Measures<br><br><b>Chapter 9 Third Parties: Rights and Responsibilities</b><br>Section 1. Third Party Beneficiaries |
| WEEK 25: | PGS. 892-925 | <b>Chapter 9 Third Parties: Rights and Responsibilities</b><br>Section 1. Third Party Beneficiaries<br>Section 2. Delegation of Duties                                                                                                                    |
| WEEK 26: | PGS. 925-958 | <b>Chapter 9 Third Parties: Rights and Responsibilities</b><br>Section 3. Assignment of Rights                                                                                                                                                            |
| WEEK 27: |              | <b>Chapter 9 Third Parties: Rights and Responsibilities</b><br>Section 3. Assignment of Rights<br>Third party exam questions                                                                                                                              |
| WEEK 28: | REVIEW       |                                                                                                                                                                                                                                                           |
| WEEK 29: | REVIEW       |                                                                                                                                                                                                                                                           |
| WEEK 30: | FINAL EXAM   |                                                                                                                                                                                                                                                           |