

**Syllabus for Contract Law
University of Minnesota Law School
Fall 2000, Section C**

Professor Daniel Schwarcz, Schwarcz@umn.edu
Office Hours: Wednesday, 2:00-4:30, Room 320
Class Hours: M-W, 8:45-10:00

COURSE MATERIALS:

The following are required materials:

- (1) KNAPP, CRYSTAL, & PRINCE, PROBLEMS IN CONTRACT LAW: CASES AND MATERIALS (6th ed. 2007).
- (2) KNAPP, CRYSTAL, & PRINCE, RULES OF CONTRACT LAW (statutory supplement to casebook).
- (3) KAPLOW & SHAVELL, CONTRACTING (2004).

Additional materials will be distributed through the TWEN website.

CLASS SCHEDULE:

Class will not meet on Monday September 21, Tuesday September 22, and Monday September 28. Make-up classes are *tentatively* scheduled for Thursday September 24, Friday September 25, and Thursday October 1, during our usual 8:45-10:00 time slot.

GOALS:

My primary goal in this course is not just to teach you contract law. It is also to teach you how to “think like a lawyer.” This requires you to critically read legal source materials (such as statutes, contracts, and case law) and assess their implications for hypothetical cases. This skill is a prerequisite for the core functions of lawyers, such as counseling, drafting, and advocacy. “Thinking like a lawyer” also requires you to assess the policy foundations of potential legal rules. There are many different types of policy arguments, which are founded in values ranging from efficiency, justice, and diversity. Learning how to make persuasive arguments from each of these vantage points will not only improve your capacity to assess legal source materials. It will also develop your own critical perspective on the law.

EXPECTATIONS:

I expect you to attend every class and to arrive on time. Because students actively participate in the learning process in my classroom, each of you has an obligation to your classmates to come to class prepared, every day. I do not allow any computer game playing, internet surfing, or instant messaging in my classroom.

COMMUNICATION AND ASSIGNMENTS:

I will give you assignments in individual assignment sheets, which I will make available on the TWEN website. There will probably be 6 such assignment sheets for the semester, with each assignment sheet containing between 4-8 individual assignments. Each assignment sheet will contain assignments that **often** correspond with a single class worth of material. We may, however, move through assignments more slowly than we move through classes, or vice versa. This is because I want to cover the course in a way that reflects how you learn, and this differs in different classes. I recognize that this format has the disadvantage of limiting the extent to which students know how the course will progress. To mitigate this concern, I have provided you with a basic substantive outline of the course at the end of this syllabus. Please note that each assignment sheet is keyed to this substantive outline, stating at the top what portion of the outline the assignment sheet covers.

At the end of each class, I will tell you how far through the assignment sheet I want you to get for the next class. I will also rely on the TWEN website to communicate with you about any changes or additions to the assignments, as well as about other class-related matters. Please check the website regularly, as well as your e-mail. My general policy is that I will not answer substantive questions on the bulletin board feature of the TWEN website.

As reflected in the First Assignment Sheet, your assignment for the first class is to read this syllabus (see, you're already part way through finishing your first assignment!) and pages 1-17 and 21-33 of the casebook. You can read pages 1-17 relatively quickly and skip problem 1-1 on pages 4-5. You should focus your attention on the *Ray v. Eunice* case, on pages 23-30, and related materials.

GRADING:

Your grade will primarily be based on your performance on an 8-hour take home exam. I will also give a mid-term exam. However, your grade on the mid-term exam will simply be pass/fail, with the expectation that everyone will receive a pass. You will also receive an "advisory grade" on that exam that will help provide you with some feedback, but will not count towards your grade in the class.

Your grade may be impacted by two factors in addition to your exam. First, your grade may be increased due to very good participation in class, and may be decreased due to poor performance in class, or failure to adhere to any of the guidelines described above (including the attendance policy). Second, your grade may be impacted by your performance on a contract-drafting assignment that will be given in the middle of the semester, in conjunction with the unit on reading and writing contracts. (See the substantive outline of the course, below).

SUBSTANTIVE OUTLINE OF THE COURSE:

- I. When do Agreements have Legal Effect? (Assignment Sheets 1 and 2)
 - a. Contractual Obligation
 - i. Mutual Assent (*Chapter 2, Sections A*)
 - ii. Legal Bases for Enforceability
 - 1. Consideration (*Chapter 2, Section B*)
 - 2. Promissory Estoppel (*Chapter 3, Section A*)
 - iii. Further issues in Mutual Assent (*Chapter 2, Section C*)
 - b. Restitution (*Chapter 3, Section B*)
 - c. Statute of Frauds (*Chapter 4*)

- II. What is the Content of the Agreement? (Assignment Sheet 3)
 - a. Interpretation and Parol Evidence (*Chapter 5*)
 - b. Supplementing the Agreement (*Chapter 6*)

- III. Reading and Writing Contracts (Assignment Sheet 4)
 - a. Reading Contracts
 - b. Writing Contracts/Drafting Assignment

- IV. When is Non-Performance Permissible? (Assignment Sheet 5)
 - a. Avoiding Enforcement (*Chapter 7*)
 - b. Justifications for non-performance (*Chapter 8*)

- V. Damages (Assignment Sheet 6)
 - a. Expectation Damages (*Chapter 11*)
 - b. Alternatives to Expectation Damages (*Chapter 12*)