

**CONTRACTS II**  
**LAW 103-002 (CRN#11384)**  
**Spring 2024**

**Yijia Lu**  
[ylu25@gmu.edu](mailto:ylu25@gmu.edu)

**COURSE SCHEDULE/MEETING TIMES/TYPE:**

Tuesday and Thursday: 1:50pm - 3:15pm  
(*first class meets on Jan 16*)

**OFFICE HOURS:** TBA

**REQUIRED TEXTS:**

Robert E. Scott and Jody S. Kraus, *Contract Law and Theory* (5th 2014);  
Restatement (2d) of Contracts and UCC Article 2

**COURSE OVERVIEW/DESCRIPTION :**

Contracts II covers interpretation, performance/breach, defenses, and remedies. Differences between the common law and UCC approaches will be highlighted, with occasional comparison to contract laws in foreign jurisdictions.

**LEARNING OUTCOMES:**

- Understand the rule-vs-standard debate through careful studies of the statute of frauds and the parole evidence rule
- Recognize and apply the different approaches towards contractual interpretation
- Understand what constitutes adequate performance and breach of contracts
- Appreciate additional defense doctrines (mistake, impracticability, frustration of purpose)
- Distinguish and compute money damages (expectation/reliance/restitution/disgorgement)

**BASIS OF EVALUATION & ASSESSMENTS:**

Grading will be based on a final exam on April 24 (12:00pm).  
Exam format: multiple-choice questions, True/False and essay questions.

**INSTRUCTOR EXPECTATIONS AND COURSE RULES/STRUCTURE:**

Please come to each class having completed all assigned readings.

## **COURSE SCHEDULE:**

*(Subject to minor modifications - please refer to the course site on Blackboard for the latest update, class dates, and relevant UCC/R2K sections).*

### **Topic 1: Statutory of Frauds**

Classes 1 and 2: 514-532 (18 pages) + Overview

### **Topic 2: Parol Evidence Rule & Interpretation**

Classes 3 & 4 : 537-553 (16 pages) and 553-561 (8 pages PER I)

Class 5: 428-431 561-574 (17 pages PER II)

Class 6: 574-588 (13 pages Interpretation I)

Class 7 588-609 (21 pages Interpretation II)

### **Topic 3: Performance**

Class 8 613-20 and 74-85 (19pages Conditions I)

Class 9 620-636 (17 pages Conditions II)

Class 10 636-649 (14 pages Conditions III)

Class 11 649-669 (20 pages Warranties)

Class 12 669-677, 66-74 (16 pages Substantial Performance)

[first review class: TBA]

### **Topic 4: Mistake and Excuse**

Class 13 691-710 (19 pages Mistake I)

Class 14 710-729, 85-90 (26 pages Mistake II)

Class 15 729-738 (10 pages Impossibility)

Class 16 738-757 (19 pages Impracticability)

Class 17 759-772 (13 pages Frustration of Purpose)

### **Topic 5: Anticipatory Repudiation**

Class 18 775-794 (19 pages)

### **Topic 6: Remedies**

Class 19 94-108, 841-846 (16 pages Overview)

Class 20 846-856 (11 pages Expectation Damages)

Class 21 108-115, 857-865 (17 pages SP)

Class 22 865-886 (22 pages Reliance Damages and Restitution)

Class 23 887-894 (8 pages; Punitive Damages - skip n. 4) + 914-920 (7 pages Certainty)

Class 24 921-929, 115-124 (17 pages - Foreseeability)

Class 25 929-940 (12 pages - Duty to Mitigate) + overview of Liquidated Damages

[second review class: TBA]

Additional Office Hours

### **Apr 24 12:00noon Final Examination (open book)**

*Spring Recess (Mar 4-10); Last Day of Spring Class (Apr 22); Reading Days (Apr 23)*

**EMAIL COMMUNICATION:** Students must use their MasonLive email account to receive important University information, including communications related to this class.

**ATTENDANCE:**

Regular and punctual attendance are required to earn academic credit. Attendance requirements for academic credit will follow the policies set forth in Academic Regulation 4-1. Should a student anticipate the possibility of missing a substantial number of class sessions (e.g. a serious illness), he or she should immediately contact the Assistant Dean, Student Academic Affairs. There is no substituted work available for this course (see AR 4-1.2).

The instructor will track attendance by visually surveying the class in Zoom. If you are not present for at least 75 percent of a session, you will be considered absent from that session (AR 4-1.1). Should technical difficulties arise, please call in using the Zoom telephone number.

**CLASS RECORDINGS PROHIBITED:**

No portion of a class session or an examination may be preserved by means of a recording device such as an audio recording device or camera (AR 4-2.2). Any exceptions to this policy must be expressly permitted in writing by me. Requests to access a particular meeting to accommodate a COVID-related absence should be made to the Assistant Dean, Student Academic Affairs.

**EXAM CONFLICTS:** In accordance with AR 4-4.1, excuses and requests for permission not to sit for an examination when scheduled must be presented, with appropriate documentation, to the Assistant Dean, Student Academic Affairs. Except in emergencies, such requests should be presented no later than two weeks before the date of the examination. All requests for extensions or rescheduling of deadlines will be processed through the Assistant Dean, Student Academic Affairs, whose decision will be final.

**ACADEMIC INTEGRITY:** It is expected that students adhere to the Antonin Scalia Law School Honor Code. The Honor Code prohibits lying, cheating, or stealing. This includes a student obligation to never represent the work of another as their own, and to never provide or accept unauthorized assistance on any school related assignment. The Honor Code is available here: <https://sls.gmu.edu/honor/>.

**CLASSROOM ACCOMMODATIONS:** Disability Services at George Mason University is committed to providing equitable access to learning opportunities for all students by upholding laws that ensure equal treatment of people with disabilities. If you are seeking accommodations for this class, please visit <https://ds.gmu.edu/> for detailed information about the Disabilities Registration Process. Faculty may not receive or respond to requests for an accommodation. All requests must be handled by the office of Disability Services. You may contact Disability Services directly via email at [ods@gmu.edu](mailto:ods@gmu.edu) or phone at (703) 993-2474. If you have any questions about how in-class or testing accommodations are implemented at the law school, please contact the Assistant Dean, Student Academic Affairs for more information.

**ADDITIONAL SCHOOL POLICIES AND RESOURCES:**

**STUDENT HONOR CODE - [Click Here](#)**

**ACADEMIC REGULATIONS - [Click Here](#)**

**UNIVERSITY LIFE:** University Life provides student support resources such as **Counseling and Psychological Services** (<https://caps.gmu.edu/>), **Student Health Services** (<https://shs.gmu.edu/>), and the **Student Support and Advocacy Center** (<https://ssac.gmu.edu/>). For more information about University Life on the Arlington Campus, please visit: <https://ularlington.gmu.edu/>