

Contracts II Law 103
Professor Zywicki
January 2025 (Updated Jan 8, 2025)

COURSE OVERVIEW/DESCRIPTION:

This is a continuation to your fall course that provides an introduction to the common law of contracts and where appropriate the Uniform Commercial Code. Contracts II will focus on the topics of contract interpretation, performance obligations, breach, and remedies.

This class is scheduled as an in-person class. However, from time-to-time it may be necessary to have this class meet in a virtual format due to weather, health, university policy, unavailability, or other contingencies. Dates for virtual meetings will be announced at a later date.

COURSE MATERIALS: Course materials will be the same as Contracts I.

CLASS MEETINGS: Class will meet every Monday and Wednesday from 1:50-3:15. Each class will also be broadcast over Zoom and recorded for later access for students who are unable to attend in person. The permanent Zoom link for all class meetings will be <https://gmu.zoom.us/j/9786383043>.

From time to time I will have to cancel class for other professional obligations. I will be out of town on January 29, March 17, and March 19 for Law & Economics Center commitments. We will make up those classes either in-person or online.

FINAL EXAM: The final exam will be April 29 at Noon. The format will be open code.

OFFICE HOURS: Office hours will be after class on Monday-Wednesday (3:15-4:00). From time to time I will be unable to meet for regularly-scheduled office hours for other commitments so please confirm ahead of time if possible that I will be able to keep my scheduled office hours on any given day. I will also be available by appointment on other days.

REQUIRED & OPTIONAL TEXTS:

Required:

Robert E. Scott and Jody S. Kraus, *Contract Law and Theory* (6th ed. 2023)

Restatement (2d) of Contracts and UCC Article 2 (James E. Byrne, ed., Institute of International Banking Law & Practice, Inc.)

Optional:

Marvin A. Chirelstein, *Concepts and Case Analysis in the Law of Contracts*.

LEARNING OUTCOMES: By the end of the course students should have acquired/be able to:

- Understand the doctrines related to contract evidence and interpretation

- Understand the doctrines related to performance obligations and the interaction of implied and expressed terms
- Understand the doctrine of breach and excuse doctrines
- Understand the system of contract remedies for breach
- Understand the role of contract law as part of the system of private ordering within a market economy

BASIS OF EVALUATION & ASSESSMENTS

- Grading will be based on a final exam on a date to be determined by the law school. Exam format will likely be a combination of multiple choice and essay questions. The exam will be based on material covered in class and class discussion.
- **Class participation:** I reserve the right to increase any student's final grade by one-third letter grade increment based on exemplary class performance.

INSTRUCTOR EXPECTATIONS

- Students are expected to be prepared for class each day.
- Expected reading assignments for each class are provided below but are subject to revision as the semester proceeds. Efforts will be made to remain consistent with this expected schedule but will be adapted to the needs of the class. Reading assignments for each subsequent class will be announced at the conclusion of each class.

COURSE RULES/STRUCTURE:

- I will "cold call" on several students each class to solicit class discussion.
- Students who are participating online will be expected to have your cameras on and prepared to participate if called on. At all other times, please mute your mic.

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 circumstances occur where you anticipate the possibility of missing a substantial number of class sessions (e.g. a serious illness), you should immediately contact the Assistant Dean, Student Academic Affairs.

CLASS RECORDINGS PROHIBITED: Pursuant to Academic Regulation 4-2.2, 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. Any exceptions to this policy must be expressly permitted in writing by me. For those students who are unable to attend a particular class for health reasons, a video recording of the class will be made available to stream through the law school.

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 AND CLASSROOM DECORUM: 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://www.law.gmu.edu/academics/academic_standards.

Class sessions will be conducted according to the principles established in the law school's Statement of Faculty Principles on Classroom Dialogue and Debate, which is available here: https://www.law.gmu.edu/about/commitment_to_open_dialogue/.

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 <http://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 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:

STATEMENT OF FACULTY PRINCIPLES ON CLASSROOM DIALOGUE AND DEBATE – [Click Here](#)

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/>

Reading Assignments—Contracts II

Class 1: 563-589

Rest. (2d) §§ 110, 125, 130, 131, 133, 134, 135, 136, 137, 138, 139, 140, 141, 145, 148, 149, 150
UCC §§1-201(37), 2-201

Class 2: 589-606

Rest. (2d) §§ 209, 210, 211, 212, 213, 214, 215, 216, 217

Class 3: 606-623, 469-473, 474-477 Notes 2-4

UCC § 2-202
Rest. (2d) § 216 cmt. e, Rest. (2d) § 209, cmt. b.

Class 4: 623-636

Rest. (2d) §§ 200, 201, 202, 203, 204

Class 5: 643-652

Rest. (2d) §§ 219, 220, 221, 222, 223

Class 6: 652-670

UCC §§1-303, 2-202

Class 7: 675-687, 85-96

Rest. (2d) §§ 205, 206, 207, 208, 234, 237, 238, 240; UCC §2-307
Rest. (2d) § 224, 226, 227, 229; Rest. (2d) § 224 Comment 2, § 230

Class 8: 687-704

Class 9: 700-713

Rest. (2d) §84; UCC §2-209

Class 10: 714-734

UCC §§ 2-313, 2-314, 2-315, 2-316, 2-317

Class 11: 735-745, 76-85

Rest. (2d) 237, 241; UCC § 2-601

Class 12: 745-759

UCC §§ 1-205, 2-106, 2-503, 2-507, 2-508, 2-601, 2-602, 2-607, 2-608, 2-711
Rest. (2d) §§ 20, 151, 152, 153, 154

Class 13: 759-780

Rest. (2d) §§ 155, 156, 157, 158

Class 14: 780-798

Rest. (2d) §§ 237, 238, 261, 262, 263, 264, 267, 272, 377; UCC § 2-501, 2-613, 2-615

Class 15: 96-106, 798-813

UCC § 2-614

Class 16: 813-846

UCC § 2-614

Rest. (2d) §265

Class 17: 846-892, 907-926

Rest. (2d) §§250, 251, 252, 253, 254, 255, 256, 257

UCC §§ 2-609, 2-612, 2-702; Rest. (2d) §§ 251, 252

Class 18: 106-122, 939-956

Rest. (2d) §§ 344, 347, 348, 349, 352, 373

UCC §§2-703, 2-706, 2-708, 2-711, 2-712, 2-713

Class 19: 122-130, 956-965

Rest. (2d) §§ 357, 358, 359, 360; UCC § 2-716

Class 20: 965-978

Rest. (2d) §§ 349, 353

Class 21: 978-998

Rest. (2d) §§ 355, 370, 371, 373, 374, 375, 376, 377

Class 22: 998-1016

UCC §§2-703, 2-704, 2-706, 2-708, 2-709, UCC §§ 2-714, 2-719(3)

Rest. (2d) §§347 Comment f, 350 Comment d

Class 23: 1016-1035

Rest. (2d) §§351, 352

Class 24: 1035-1065

Rest. (2d) §350, §356

UCC §2-718

914-929, 115-124

UCC §§ 2-605, 2-607, 2-711, 2-712, 2-713, 2-714, 2-715, 2-716

Class 25: 1071-1106

Rest. (2d) §§ 302, 304, 315

Class 26: Catch-Up and Review

Exam: April 29 at Noon