

**LAW A501 Contracts  
Winter 2021  
Prof. Aaron G. Thomson**

Class Times: Fridays @ 10:30 am -12:20 pm via Zoom (+ Recorded Module)  
Office Hours by appointment (email: [athomson@uw.edu](mailto:athomson@uw.edu))  
Assistants: (email: [montee@uw.edu](mailto:montee@uw.edu))

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**Course Description:**

Contract law deals with the making and breaking of promises, and the consequences that stem from those actions. We all make promises in life, but when do those promises rise to the level of enforceable contracts? What happens when we promise to do something, and then don't do it, or do something slightly different instead? What happens when you rely on someone's promise, and then they break that promise?

This course will focus on the guiding principles of contract law, including formation, consideration, bargaining, performance, conditions, termination, breach, defenses, damages, and the remedies available to parties to enforceable agreements. Because this is a compressed 3-credit crash course, we will be VERY BUSY covering the material, and there are many exciting aspects of contract law that we will not have time to cover, such as Article 2 Sales of Goods. That said, I'd love to discuss any topic of contract law with you during office hours!

As we study how contracts are formed, how they operate, and how they ultimately terminate, we should be asking whether the substantive body of contract law promotes fairness and equity, or whether the laws are ripe for reconsideration and restructuring to meet changing societal and public policy needs.

I hope to share with you both the substantive body of contract law and my years of experience negotiating, drafting, interpreting, enforcing and arguing the meaning of contracts in my day-to-day legal practice.

With that, welcome to The Law of Contracts! I hope you will enjoy taking this course as much as I will love teaching it. It's going to be a work in progress doing this remotely, and your participation will be critical to making our long Zoom sessions worth everyone's time. Please be patient with me (and technology) as we try doing this remotely for the very first time.

**Learning Objectives:**

The primary goals of this class are to:

- Analyze and understand the foundations of contracts in common law
- Analyze and understand the basic substantive principles of contract law
- Apply precedent and contract law principles to new factual situations
- Learn how to interpret contracts using various methods and approaches
- Be able to competently and ethically advise clients on fundamental issues of contract law as they apply to the client's contractual issues and objectives.

**COURSE WEBSITE:** You can access this syllabus, any class handouts, and other class information on the course website at:

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**REQUIRED TEXTS:** All students must have the required textbook listed below. Although no other materials are necessary for this course, we may examine certain Washington contract cases using Lexis or Westlaw.

- Blum & Bushaw, Contracts: Cases, Discussion and Problems (4<sup>th</sup> Ed.)

**GRADING:** Grades will be based on a mid term (15%) final examination (75%) and class participation (10%).

- **Multiple Choice Mid Term** (15%)
- **Multiple Choice and Essay Examination** (75%):

The Mid Term will be a 1 hour examination (approximately 15 multiple choice questions and two short IRAC). The Final exam will be a twenty-four hour take home open-book essay exam that will consist of multiple choice questions and various fact patterns/ problems for you to provide legal analysis and conclusions in IRAC format (which we will discuss). Exams may be taken anytime 3/15 8:30 am - 3/20 11:59 pm. You may use your casebook, any other assigned readings, legal or non-legal dictionaries, and your own notes and outlines. You may NOT use commercially prepared outlines or materials. You may NOT consult the Internet or cut and paste previously prepared materials into your answers. Please contact me if you have any questions regarding permitted materials.

- **Class Participation** (10%):

All students are expected to participate in class discussions via Zoom. The entire class benefits when each of you shares your opinion and asks questions. The class's active participation also lets me know that all of you have understood the material, and it helps me provide clarification where necessary. Your participation score will depend on your ability to provide thoughtful responses to my questions. Exceptional participation can result in bonus points.

To be clear, good preparation and participation is not based on the frequency or quantity of your contribution, but rather the quality and depth of your contribution (i.e., please don't feel pressure to raise your hand out of fear that I am simply counting the number of times you speak; I assure you that is not the case).

**ATTENDANCE:** Class will start on time with or without you. Please do attend and participate in class—it's the best way to learn, do well, and enjoy your time in school. Please come prepared to be seen on Zoom. I really don't want to teach to a bunch of avatars - I need actual students. Law school policy requires at least 80% attendance to receive course credit. Please review the student handbook if you have any questions regarding attendance. If you know that you are not going to be able to attend a class in advance, please email me and let me know.

**COURSE EVALUATION:** Course evaluations are open online during the last week of classes. Class time will be made available on Friday, March 6<sup>th</sup> for filling out your evaluation. Please bring a laptop or mobile device to class on this date to participate in the evaluation.

**DISABILITY ACCOMMODATION:** Please review the Law School student handbook for the University's disability accommodation policy. Do not hesitate to contact me if my assistance is needed.

**GUESTS & VISITORS:** Guests and visitors are welcome provided they are cleared in advance and do not distract from the lecture.

**RECORDING CLASSES:** On request, I will arrange for classes to be recorded and posted to the course website. Please contact me at least one week in advance if you would like a particular class to be recorded.

**READING ASSIGNMENTS:** All readings are subject to change. Please complete readings *before* the date on which they are listed.

**OFFICE HOURS:** Office hours will take place over zoom on an appointment basis. Should you have substantive questions, I encourage you to schedule an appointment. Requests are best directed to me by email. In addition, if you come to see me about a substantive question, please come prepared with your best answer to that question. Our meeting time is best spent if you have already given the question serious independent consideration.

**COURSE SYLLABUS:** For each assignment below, please read and be prepared to discuss during class the assigned text from the Blum and Bushaw casebook.

Date	Topic(s)	Reading Assignment
<b>Fri., January 8th</b>	Introductory Matters:  <u>Contract Formation:</u>  A. Mutual Assent  B. Offer  C. Acceptance	1-20 (Stop @ C)  A. 63-76 (Stop @ Questions.)  B. 101-108 (Stop @ Babcock)  C. 131-148 (Stop @ C)
<b>Fri., January 15<sup>th</sup></b>	<u>Contract Formation Cont.:</u>  A. Revocation of Offer  B. Unilateral Contracts  C. Preliminary, Incomplete and Indefinite Agreements	A. 158-164  B. 164(F)-168 (Stop @ <i>Leonard v. Pepsico</i> )  C. 225 - 252
<b>Fri., January 22<sup>nd</sup></b>	<u>Enforceability:</u>  A. Statute of Frauds  B. Consideration	A. 255-281 (Stop @ G)  B. 283 – 312 (Stop @ B)

Friday, January 29 <sup>th</sup>	<u>Enforceability Cont.:</u> A. Consideration Continued: B. Promissory Estoppel:	A. 312(B) – 338 (Stop @ D) B. 341-361 (Stop @ <i>In Re Morton Shoe</i> ) 373(2) – 380 (Stop @ D)
Fri., January 29 <sup>th</sup>	<b>TAKE HOME MID TERM</b>	<b>15 MCQ + 2 IRAC Question</b>
<b>Date</b>	<b>Topic(s)</b>	<b>Reading Assignment</b>
Fri., February 5 <sup>th</sup>	<u>Defenses to Performance:</u> A. Misrepresentation and Fraud B. Duress and Unconscionability C. Undue Influence	A. 427 – 466 (Stop @ C) B. 466(C) – 477 (Stop @ D) C. 487(E) - 516
Fri., February 12 <sup>th</sup>	<u>Defenses to Performance:</u> A. Illegality; Public Policy B. Incapacity C. Mistake D. Excuse of Changed Circumstances E. Frustration	A. 519 – 541 (Stop @ D) B. 541(D) – 567 C. 677 – 701 (Stop @ Problem 17.5) D. 705 – 709 (Stop @ Questions) E. 716 - 723
Fri., February 19 <sup>th</sup>	<u>Breach of Contract:</u> A. Material Breach B. Substantial Performance C. <i>Jacob &amp; Young, Inc v. Kent</i> D. Anticipatory Repudiation	A. 771 – 780 B. 780 - 793 C. 741 – 747 (Stop @ Problem 18.6) D. 798 – 807

<p><b>Fri., February 26<sup>th</sup></b></p>	<p><u>Remedies:</u></p> <p>A. Damages</p> <p>B. Promissory Estoppel</p> <p>C. Specific Performance</p>	<p>A. 809 – 848 (Stop @ C)</p> <p>B. 381 - 387</p> <p>C. 926 – 936 (Stop @ <i>Campbell v. Carr</i>), 939(4) – 945 (Stop @ Questions)</p>
<p><b>Date</b></p>	<p><b>Topic(s)</b></p>	<p><b>Reading Assignment</b></p>
<p><b>Fri., March 5<sup>th</sup></b></p>	<p><u>Parole Evidence:</u></p> <p>A. Parole Evidence</p> <p>B. Final Exam Review</p>	<p>A. 631 – 660 (Stop @ Problem 16.2)</p> <p>B. Course Review Slides</p> <p>Teacher Evaluation</p>
		<p><b>FINAL EXAM</b></p>

**Exams may be taken anytime 3/15/21 8:30 am - 3/20/21 11:59 pm.**