

**Syllabus**  
**Contracts**

David Firestone

**Course Materials:**

1. Basic Contract Law, Eleventh Edition; Fuller, Eisenberg, Gergen, West Publishing
2. Contract Law Selected Source Materials Annotated, 2024 Edition, West Publishing

The following page assignments are in Basic Contract Law. Restatement and Uniform Commercial Code sections referred to on those pages and/or noted below are in Selected Source Materials. The topics and assignments below form the main structure of the course. Additional topics including illegality, capacity, statute of frauds, public policy, conditions, and many others will be incorporated in the course using lectures and hypothetical fact situations presented in class.

I.

Remedies

199-210, 220-232, 260-263, 265-272 (middle and not UCC Sections), 275-286, 343-348, 289-296, 327-331, 340-342, 308-312, 351-360, 522-524, 1143-1150 of Appendix

II. Consideration

131-136, 13-17 and Restatement, Second, Sections 71, 72, 79, 175 and 176, 9-12, 137-141, 144-154, 27-30, 48, 40-45, 51-60, 68-70, & UCC 2-209, 36 paragraph 4 through 38 top, Restatement, Second, Section 89, 722-728, 161-170

III.

Offer and Acceptance

399-406, 411-415 (top, not Re 20 or 201), 425-442, 445-461, 461-463, Re 2d Section 45 and UCC 2-205, 478-483, 494-505, 492-493, 516-521, Re 2d Section 69

IV. Mistake and Unexpected Circumstances

872-882, 864-869, 847-851, 909-913, 941-945

V.

Parol Evidence Rule

599-608

VI.

Unconscionability

99-104, UCC 2-302

VII.

Anticipatory Repudiation, Third Party Beneficiaries, Assignment and Delegation

**Learning Outcomes**

Students will be able to identify legal issues raised by fact patterns with the help of court opinions and other materials and, after time, without assistance.

Students will be able to formulate and present legal arguments that can and should be raised by opposing parties with respect to legal issues they have identified.

Students will be able to develop strategies for tasks such as maximizing a client's potential for economic gain and minimizing a client's potential for economic loss in situations where contract obligations are breached by the other party.

**David B. Firestone**

Professor of Law - Vermont Law School

164 Chelsea Street, PO Box 96 South Royalton, VT 05068

T: 802.831.1298, 802.763.7665

E: [dfirestone@vermontlaw.edu](mailto:dfirestone@vermontlaw.edu)