

**CONTRACTS II**  
**LAW 103-001 (CRN #20324)**  
**Spring 2026**

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

Monday and Wednesday: 1:50pm - 3:15pm  
(first class meets on Jan 14)

**OFFICE HOURS:** TBA

**REQUIRED TEXTS:**

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

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

Classes 1 and 2: 563-582 (until n. 5; 19 pages) + Overview

[\*\*UCC § 2-201\(1\), \(3\), R2K § 110, 139\*\*](#)

### **Topic 2: Parol Evidence Rule (PER) & Interpretation**

#### **PER**

Classes 3 &4 : 589-605 (16 pages) and 606-615 (9 pages PER I)

Class 5: 469-473 615-629 (17 pages PER II/Interpretation I.a)

[\*\*UCC § 2-202, see handout for R2K sections \(no need to read these carefully\)\*\*](#)

#### **Interpretation**

Class 6: 629-652 (13 pages Interpretation I.b)

Class 7 652-670 (19 pages Interpretation II)

[\*\*UCC §§ 1-303a,b,c,e; 2-202\*\*](#)

### **Topic 3: Performance**

#### **Conditions**

Class 8 675-683 and 85-96 (19pages Conditions I)

Class 9 683-700 (17 pages Conditions II)

Class 10 700-714 (14 pages Conditions III)

[\*\*R2K §§ 84, 224, 227\(1\), 324, 237 and 240; UCC §2-209\*\*](#)

#### **Warranties**

Class 11 714-736 (23 pages Warranties)

[\*\*UCC §§ 2-313 to 316\*\*](#)

#### **Substantial Performance**

Class 12 736-745, 76-85 (19 pages Substantial Performance)

[first review class: TBA]

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

#### **Mistake**

Class 13 759-780 (22 pages Mistake I)

Class 14 780-798, 96-102 (26 pages Mistake II)

[\*\*R2K §§ 151-154\*\*](#)

#### **Impossibility/Impracticability/Frustration of Purpose**

Class 15 798-810 (13 pages Impossibility)

Class 16 810-832 (23 pages Impracticability)

Class 17 832-846 (15 pages Frustration of Purpose)

[\*\*R2K §§ 261-263, 265; UCC § 2-613, § 2-615 \(not required: details of identification\)\*\*](#)

## **Topic 5: Anticipatory Repudiation**

Class 18 867-889 (23 pages)

*R2K §§ 250, 256; UCC §§ 2-610, 2-611*

## **Topic 6: Remedies**

Class 19 106-116, 939-944 (16 pages Overview)

Class 20 944-956 (12 pages Expectation Damages)

Class 21 122-130, 956-965 (18 pages Specific Performance)

Class 22 965-988 (23 pages Reliance Damages and Restitution)

Class 23 988-998 (9 pages - skip n. 4; Punitive Damages) + 1016-1024 (9 pages Certainty)

Class 24 1024-1034, 130-139 (20 pages - Foreseeability)

Class 25 1035-1047 (12 pages - Duty to Mitigate) + overview of Liquidated Damages (no reading)

*R2K §§ 344, 346, 347, 349, 350, 351, 352, 355, 359, 371, 374;*

*UCC §§ 1-305(a), 2-704(2), 2-715, 2-716*

[second review class: TBA]

Additional Office Hours

Examination

**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).

### **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: [Honor Code](#).

**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 [Disability Services](#) 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**

**ACADEMIC REGULATIONS**

**UNIVERSITY LIFE:** University Life provides student support resources such as **Counseling and Psychological Services (CAPS)**, **Student Health Services (SHS)**, and the **Student Support and Advocacy Center (SSAC)**. For more information about University Life on the Arlington Campus, please visit: [Mason Square](#)