

CONTRACTS

Fall 2025 (Course 5409/10698)
M/W/TH, 9:00a-10:20 pm, Room 310

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Office hours (430B): Wednesdays, 2.30-3.30 pm

ADMINISTRATION & ORGANIZATION

This course examines contracts, including contract formation, contract interpretation, the performance of contractual obligations, defenses to breaches of contract, and remedies. At the end of this course, students should be able to 1) understand the foundations of contract law; 2) gain insights into the formation and execution of contracts; 3) understand contractual remedies.

Course Materials

- BEN TEMPLIN & DAVID H. SPRATT, *CONTRACTS: A MODERN COURSEBOOK* (3rd ed. 2023) (print or digital) [CB]
 - [Supplemental files](#)
- UCC & Restatement (Second) of Contracts [R2C] (UCC can be found [online](#) or in legal data bases; R2C can be found on Westlaw)

Course Requirements and Grading

You are expected to participate actively in class, answer Assigned Practice Questions, and pass the final exam. Your grade will be based on the midterm exam (10%) and the final exam at the end of the semester (90%); repeated failure to prepare for class can negatively impact your grade. Attendance is required and expected; excessive absences may render you ineligible to receive credit for the course. The Law Center has a minimum 80% attendance policy for students. If you have to miss a session, please let me know in advance.

Assigned Practice Questions

Students on panel for the day will answer one question from the Problem Solving and Analysis section of the chapter using IRAC. A tutor will assign one of the chapter's questions to you. You will upload your answer to Canvas (under "Discussions"). The answers are due by 6:00 p.m. the day before class so your classmates and I can read them beforehand. Tutors will provide public feedback on your answers so all students can learn from what worked well and what could be improved. Please label your contribution "Last Name, First Name, Chapter #, Question #" and paste the text directly into the discussion field—no attachments. Your answers are not graded, but failure to submit them on time can negatively impact your grade.

Readings

I try to keep readings manageable (if you experience them as not manageable → Feedback). Readings marked as *optional* are optional; even for a good grade, you are not expected to study these.

Class Time

I want this course to be interactive. I appreciate your thoughts, questions, and contributions. I will primarily rely on volunteers and reflection note writers, but I will call on everyone.

Office Hours & Time to Talk

I am available for office hours on Wednesdays from 2:30 to 3:30 pm. No appointment is necessary during these times; just come to my office (430B). You can also always set up a virtual meeting with me via email nguggenberger@uh.edu (please suggest three times slots that work for you). Either way, your questions are always welcome, and I am happy to help with any concerns you might have—whether these are contract law related or more general.

AI Generated Text

You may use AI-generated text tools for all purposes in this course except the final exam. If you use AI-generated text, you must indicate and explain any use beyond grammatical and stylistic suggestions.

Feedback

Formal class evaluations often come too late to adjust the courses they evaluate. *Please don't wait* until it is too late. Let me know what you like and what I should improve. I value and appreciate feedback in any form and at any time. Is the reading too much or too light? Are we proceeding too fast or too slow? Are there additional issues that you would like to discuss? Are you looking for more resources on specific topics? Is everything just perfect? Whatever it is, *please* share it.

Mental Health and Wellness Resources

The University of Houston has a number of resources to support students' mental health and overall wellness, including CoogsCARE and the UH Go App. UH Counseling and Psychological Services (CAPS) offers 24/7 mental health support for all students, addressing various concerns like stress, college adjustment and sadness. CAPS provides individual and couples counseling, group therapy, workshops and connections to other support services on and off-campus. For assistance visit uh.edu/caps, call 713-743-5454, or visit a Let's Talk location in-person or virtually. Let's Talk are daily, informal confidential consultations with CAPS therapists where no appointment or paperwork is needed.

Need Support Now? - If you or someone you know is struggling or in crisis, help is available. Call CAPS crisis support 24/7 at 713-743-5454, or the National Suicide and Crisis Lifeline: call or text 988, or chat 988lifeline.org.

Title IX/Sexual Misconduct

Per the UHS Sexual Misconduct Policy, your instructor is a “responsible employee” for reporting purposes under Title IX regulations and state law and must report incidents of sexual misconduct (sexual harassment, non-consensual sexual contact, sexual assault, sexual exploitation, sexual intimidation, intimate partner violence, or stalking) about which they become aware to the Title IX office. Please know there are places on campus where you can make a report in confidence. You can find more information about resources on the Title IX website at <https://uh.edu/equal-opportunity/title-ix-sexual-misconduct/resources/>.

Reasonable Academic Adjustments/Auxiliary Aids

The University of Houston is committed to providing an academic environment and educational programs that are accessible for its students. Any student with a disability who is experiencing barriers to learning, assessment or participation is encouraged to contact the Justin Dart, Jr. Student Accessibility Center (Dart Center) to learn more about academic accommodations and support that may be available to them. Students seeking academic accommodations will need to register with the

Dart Center as soon as possible to ensure timely implementation of approved accommodations. Please contact the Dart Center by visiting the website: <https://uh.edu/accessibility/> calling (713) 743-5400, or emailing jdcenter@Central.UH.EDU.

The Student Health Center offers a Psychiatry Clinic for enrolled UH students. Call 713-743-5149 during clinic hours, Monday through Friday 8 a.m. - 4:30 p.m. to schedule an appointment.

The A.D. Bruce Religion Center offers spiritual support and a variety of programs centered on well-being.

The Center for Student Advocacy and Community (CSAC) is where you can go if you need help but don't know where to start. CSAC is a "home away from home" and serves as a resource hub to help you get the resources needed to support academic and personal success. Through our Cougar Cupboard, all students can get up to 30 lbs of FREE groceries a week. Additionally, we provide 1:1 appointments to get you connected to on- and off-campus resources related to essential needs, safety and advocacy, and more. The Cougar Closet is a registered student organization advised by our office and offers free clothes to students so that all Coogs can feel good in their fit. We also host a series of cultural and community-based events that fosters social connection and helps the cougar community come closer together. Visit the CSAC homepage or follow us on Instagram: @uh_CSAC and @uhcupbrd. YOU belong here.

Women and Gender Resource Center

The mission of the WGRC is to advance the University of Houston and promote the success of all students, faculty, and staff through educating, empowering, and supporting the UH community. The WGRC suite is open to you. Stop by the office for a study space, to take a break, grab a snack, or check out one of the WGRC programs or resources. Stop by Student Center South room B12 (Basement floor near Starbucks and down the hall from Creation Station) from 9 am to 5 pm Monday through Friday.

Recording of Class

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced written consent of the instructor. If you have or think you may have a disability such that you need to record class-related activities, please contact the [Justin Dart, Jr. Student Accessibility Center](#). If you have an accommodation to record class-related activities, those recordings may not be shared with any other student, whether in this course or not, or with any other person or on any other platform. Classes may be recorded by the instructor. Students may use instructor's recordings for their own studying and notetaking. Instructor's recordings are not authorized to be shared with *anyone* without the prior written approval of the instructor. Failure to comply with requirements regarding recordings will result in a disciplinary referral to the Dean of Students Office and may result in disciplinary action.

Syllabus Changes

This syllabus will be updated continuously to reflect recent developments and incorporate your feedback.

TOPICS & ASSIGNMENTS

- Aug 25, 2025:** **1. Introduction and Sources of Contract Law**
- Syllabus

- CB, 1-30
- R2C, §§ 1, 2, 3, 17(1), 18 [only rules, not comments]
- UCC § 2-102(1), (2) [new, 2022 version]

Aug 27, 2025: 2. Mutual Assent and Objective Theory

- CB, 33-51
- Hinge, Terms of Service, <https://hinge.co/terms>
- Optional: Keith A. Rowley, *You Asked for It, You Got It ... Toy Yoda: Practical Jokes, Prizes, and Contract Law*, 3 NEV. L.J. 526 (2003)

Aug 28, 2025: 3. Making the Offer

- CB, 55-78
- Optional: Documentary, *Pepsi, Where's my Jet?* ([Trailer](#))

Sep 1, 2025: Labor Day: NO CLASS

Sep 3, 2025: 4. Acceptance and the Negotiation Process

- CB, 81-104

Sep 4, 2025: 5. Irrevocable Offers

- CB, 109-131

Sep 8, 2025: 6. Mutual Assent and the Battle of the Forms

- CB, 137-156
- Optional: [YouTube Video](#) UCC Battle of the Forms

Sept 10, 2025: 7. Consideration

- CB, 159-179

Sep 11, 2025: 8. Conditional Gifts

- CB, 183-192

Sep 15, 2025: 9. Consideration Sub-Issues

- CB, 195-218

Sep 17, 2025: 10. Contract Modification and the Consideration Requirement

- CB, 223-242

Sep 18, 2025: 11. Promissory Estoppel

- CB, 245-261

Sep 22, 2025: 12. Attorney Lecture: Buyer Group

- TBA

Sep 24, 2025: 13. Restitution

- CB 265-281

- Sep 25, 2025:** **14. Statute of Frauds**
- CB 285-314
- Sep 29, 2025:** **15. Defenses: Incapacity**
- CB 319-342
- Oct 1, 2025:** **16. Defenses: Duress and Undue Influence**
- CB, 347-367
 - [*Wolf v. Marlton Corp.*, 57 N.J.Super. 278 \(N.J. Super. Ct. 1959\)](#)
- Oct 2, 2025:** **17. Defenses: Misrepresentation and Nondisclosure**
- CB, 371-390
 - Optional: [*Stambovsky v. Ackley*, 169 A.D.2d 254, 572 N.Y.S.2d 672 \(App. Div. 1st Dep't 1991\)](#)
- Oct 6, 2025:** **18. Defenses: Unconscionability**
- CB, 395-410
- Oct 8, 2025:** **19. Defenses: Public Policy and Illegality**
- CB, 415-434
 - [FTC Announces Rule Banning Noncompetes](#)
 - Optional:
 - o FTC [Final Rule](#) Banning Noncompete Clauses
 - o *Ryan LLC v. FTC*, No. 3:24-CV-00986, (N.D. Tex. Aug. 20, 2024) ([memorandum opinion and order](#))
- Oct 9, 2025:** **20. Excuses: Mistake**
- CB, 439-461
- Oct 13, 2025:** **21. Excuses: Changed Circumstances**
- CB, 465-484
- Oct 15, 2025:** **22. Midterm Exam**
- Oct 16, 2025:** **23. Parole Evidence Rule**
- CB, 489-513
- Oct 20, 2025:** **24. Interpreting Ambiguous Terms**
- CB, 519-541
 - [*White City Shopping Center, LP v. PR Restaurants, LLC*, 2006 WL 3292641 \(Mass. Super. Ct. Oct. 31, 2006\)](#)
- Oct 22, 2025:** **25. Implied Terms**
- CB 547-569
- Oct 23, 2025:** **26. Adhesive Contracts & Group Exercise**

- [*C & J Fertilizer, Inc. v. Allied Mut. Ins. Co.*, 227 N.W.2d 169 \(Iowa 1975\)](#)
- Optional:
 - o Friedrich Kessler, *Contracts of Adhesion—Some Thoughts about Freedom of Contract*, 43 COLUM. L. REV. 629 (1943)
 - o Todd D. Rakoff, *Contracts of Adhesion: An Essay in Reconstruction*, 96 HARV. L. REV. 1173 (1983)

Oct 27, 2025:	27. Breach of Contract
	- CB, 573-606
Oct 29, 2025:	28. Anticipatory Repudiation
	- CB, 611-628
Oct 30, 2025:	29. Conditions to Performance
	- CB, 633-653
Nov 3, 2025:	30. Introduction to Remedies & Theory
	- CB, 657-666
	- DANIEL MARKOVITS & STEWART J. RAUTERBERG, <i>CONTRACTS: LAW, THEORY, AND PRACTICE</i> 3-32 (2018).
Nov 5, 2025:	31. Remedies and the Expectation Interest
	- CB, 657-688
Nov 6, 2025:	32. Limits: Certainty, Causation, Foreseeability, and Mitigation
	- CB 693-718
Nov 10, 2025:	33. Other Damages
	- CB, 723-738
Nov 12, 2025:	34. UCC Remedies
	- CB, 743-772
Nov 13, 2025:	35. Specific Performance & Other Equitable Remedies
	- CB 777-797
Nov 17, 2025:	36. Alternatives to Expectation: Reliance and Restitution
	- CB, 801-823
Nov 19, 2025:	37. Third-Party Rights
	- CB, 827-852
Nov 20, 2025:	38. Final Review