Contracts (for LL.M. Students) (Autumn 2017)
Tuesdays and Thursdays, 9:00 a.m. – 10:50 a.m.
Room: Furman Hall 214
New York University School of Law

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Course Description
This course provides a survey of U.S. contract law, with some reference to contract law in other jurisdictions. It covers not only the common law of contract as it has developed in the U.S. but also Article 2 of the U.C.C., which governs contracts for the sales of goods almost everywhere in the U.S.; Article 2 is comparable to the Convention on Contracts for the International Sales of Goods, which governs sales between parties in nations that are signatories to the convention.

Learning Outcomes
These are the outcomes that I aim to have this course produce for you:

Understand the basic substantive rules of U.S. contract law, both under the common law and under U.C.C. Article 2.

Consider legal decisions not only from an ex post perspective, with respect to how they resolve the case at hand, but also from an ex ante one, anticipating how they will change the future behavior of other parties affected by the legal rule established.

Practice “thinking like a [common law] lawyer,” which for present purposes means at least
(a) to think of legal language not as expository but as self-executing, i.e., as in itself having effects on legal rights and relations,
(b) to learn to extract the holdings of cases from opinions, and
(c) to develop the habit of testing legal language by considering the likely scope and limits of its applicability.

Acquire some (or additional) familiarity with real-world contracts and with analysis of contractual language.

Readings and Course Website
There are two required books for the class, the casebook and a book of supplementary materials. The casebook is a new one, Rogers and Young, The Law of Contracts: Cases and Materials (2017), and I will supplement it with a few additional cases. The assigned book of supplementary materials is Farnsworth et al., Selections for Contracts (2016 ed.). For the supplementary materials you may use an earlier edition or a later edition if one is published or even another book. You just need to have a contracts supplement that provides the relevant statutes and other materials (including at least U.C.C. Article 2 and the Restatement, Second, of Contracts). Both the casebook and the supplement should be available at the bookstore soon, if they are not now.

Please ensure that you have access to the course on NYU Classes. I will be using it to post materials and announcements, and you are encouraged to use the Forums there to post either administrative or substantive questions.
Class Policies

I advise you—probably in most cases to no effect—not to bring a laptop computer to class. I believe you will benefit much more from active engagement in the class discussion than from exhaustive notes. Seriously. I mean it. It’s true.

Any scheduled makeup classes will be recorded in case you cannot attend them.

Class attendance and participation are encouraged. If you are not regularly in attendance, I am likely to notice, and if I do notice, I will be obliged to inform the administration. To encourage/require participation, I will assign you to one of four panels: A, B, C, and D. If you are on the panel for a class session as indicated in the lists of dates below, you are expected to be prepared when called upon. I will try to call on everyone during the course of the semester. You are encouraged, however, to participate in all sessions of the class (see below on Grading). Here are the panel assignments, which are subject to change depending on final enrollment:

Panel A: Last names beginning A through Ga
   August 31; September 14, 28; October 12, 26; November 9, 28
Panel B: Last names beginning Gi through Le
   September 5, 19; October 3, 17, 31 (costume optional); November 14, 30
Panel C: Last names beginning Li through Ri
   September 7, 21; October 5, 19; November 16; December 5
Panel D: Last names beginning Ro through Z
   September 12, 26; October 10, 24; November 7, 21; December 7

Note that Panel A is on call for the first class on August 31. If you cannot serve on a panel for a particular class, you must email me at least one hour before class. Otherwise, you could receive negative class participation credit, which could lower your grade (see below).

Oral Arguments and Other Exercises

In the past, some students have chosen to present oral arguments in class sessions. These arguments are based on materials I provide from recent U.S. cases, and often I invite attorneys who worked on the cases to judge the arguments, which they and the students generally enjoy. I will explain the process more in the first few days of class, and you can think about whether you might want to do this. I might also include some drafting exercises as part of the class.

Grading

Your grade will be determined principally by a four-hour in-class “open book” examination that will consist entirely of multiple-choice questions. I will provide you with some examples of the sorts of multiple-choice questions that will be on the exam at various points during the class. Some of them will be based on fact patterns and are intended to simulate, to the extent possible, law-school essay questions.

Class participation can also affect your grade. Participation on days on which you are on the panel does not produce any class participation credit, but students who participate actively and effectively when they are not on the panel may have their final grade bumped up from their exam grade to the next higher grade (e.g., bumped up from B to B+). Students who are unprepared or not present when called upon on days on which they are on the panels may be bumped down to the next lower grade. And note that because the grades in the class are curved, that means that others’ participation can affect your grade even if you do not participate.
Schedule of Classes

Because we are using a new book, I do not know exactly how quickly we will move through it. At the beginning of the semester, you should just assume that we will proceed sequentially through the book, covering between 10 and 20 pages per class. As the semester goes on, I will probably be able to predict the material to be covered each day, in which case I will post a schedule.

Please let me know if you see any errors in this syllabus, or if you have any questions about it. If there are changes in the syllabus, an updated version will be posted on NYU Classes.