

Contracts, Law 809
Fall 2026
Professor Stephen Ware
<https://sware.ku.edu/contracts/>

Course Description. An introduction to contract law, including topics such as offer and acceptance, consideration, contracts enforceable without consideration, defenses to enforcement of contracts, terms of contracts and their interpretation, performance and breach of contracts, remedies for breach, third-party beneficiaries, and assignments. Required course.

Learning Outcomes. This course should serve at least three purposes. One is to study the law and practice of contracts. Successfully completing this course will advance students' knowledge of the formation, interpretation, and performance of contracts, as well as remedies for breach of contracts. Another purpose of this course is to develop students' skills. Among these skills are legal analysis, problem-solving, and communication, both written and spoken. The third purpose of the course is to introduce students to lawyers' professional and ethical responsibilities to clients and others in the legal system.

When and Where our Class Meets. Our four-credit, in-person course is scheduled to meet in Room 104 on M, T, Th, F 10:20-11:15. However, our class is not scheduled to meet on September 17-18 or October 12-16. To make up for these, our class is scheduled to meet at 3:45 on:

- September 4
- September 25
- October 2
- October 7
- November 6
- November 13

I apologize for any inconvenience this causes.

Required Reading. You may use the paper or digital version of this required book: TRACEY GEORGE & RUSSELL KOROBKIN, K: A COMMON LAW APPROACH TO CONTRACTS (4th ed. 2025). You will also frequently need the RESTATEMENT (SECOND) OF CONTRACTS and the UNIFORM COMMERCIAL CODE. You can access these on Westlaw or Lexis. Or you can get a book including them, such as JAMES E. BYRNE, CONTRACTS TEXTS (5th or 6th edition).

Computers and other electronics in class. Subject to exceptions I will announce, you may use a computer and other electronic devices in class, but only for working on this course. Audio or video recording of class is prohibited without my written permission.

Grading. 100 points are available in this course:

- 65 from the final exam,
- 8 from your class performance, and
- 27 from other assignments.

Exam. The exam is completely open—open books, open notes, open computer, open internet, including AI—except that you may not communicate with anyone other than me during the exam. You may take the exam on a computer if you do with the exam software supported by the Law School. The exam may have a word limit.

Other graded assignments. The graded assignments are scheduled in Canvas, but their scheduling may need to change if the unexpected occurs. Unless otherwise specified, these assignments are open—open books, open notes, open computer, open internet, including AI—and in doing them you may talk with anyone. However, if you want to ask me about an assignment before it's due, please ask in class, so everyone can be part of the conversation.

Class performance. The “Learning Outcomes” part of this syllabus distinguishes learning the law from developing professional skills in using the law. You should learn most of the relevant law before coming to class, so class time can focus on developing students’ professional skills in using the law, particularly through students answering questions. The classroom performance part of the grade rewards students who frequently contribute well by answering in-class questions.

Attendance and lateness. Accreditation standards governing the Law School say that “[a] law school shall require regular and punctual class attendance.” Perfection is not required, so you may miss a class or two because you have transportation problems, a job interview, illness, a death in the family, or something similar. This sort of absence is no worry, and you do not need to contact me about it. Just borrow class notes from another student and then let me know if you have any questions. Similarly, you may be late to class or leave early once or twice for reasons like those listed above. Again, this is no worry and there is no need to contact me about it.

If you are going to miss class or be late or leave early more than a couple of times during the course that is a worry. If that happens, you should contact me to discuss how we can address the situation and keep you on track with the course and your classmates. If you miss some or all of a class session three or more times, I may send you an email warning. If after I do that, you miss some or all of a class session two more times, I may exclude you from the final exam.

Talking with Me Outside of Class. I intend to be fully available to students from 3:30 to 5:00 most days, except when I teach a makeup class. I will be available plenty of other times as well. You are always welcome to:

- schedule an appointment,
- stop by my office (414C),
- call 785-864-9209, or
- email ware@ku.edu.

Please do not be shy. Talking with students is an important part of my job, and I enjoy it.

Accommodations. Classroom and testing accommodations are available to eligible students registered with the Student Access Center. You may contact access@ku.edu or Associate Dean for Academic and Student Affairs, Leah Terranova, leaht@ku.edu or 785-864-4357.

Required links. KU's syllabus [policy](#) requires each syllabus to include these links:

- Explanation of instructional time expected for out-of-class student work per credit (see [Credit Hour Definition](#) policy)
- Statement on accommodations and/or information for students with disabilities (see or use):
 - KULC: [Student Access Center Syllabus Statement](#)
- Links to the following policies:
 - [Sexual Harassment](#)
 - [Nondiscrimination, Equal Opportunity, and Affirmative Action](#)
 - [KU Statement on Diversity and Inclusion](#)
 - Academic Misconduct
 - KULC: [Academic Misconduct \(USRR 2.7.1\)](#)
 - Change of Grade
 - KULC: [Change of Grade Policy](#) and [Change of Grade \(USRR 2.4.1\)](#) (i.e., grade appeal)
 - KULC: [Code of Student Rights and Responsibilities](#)
 - KULC: [Commercial Note-Taking](#)
 - KULC: [Mandatory Reporting](#)
 - KULC: [Racial and Ethnic Harassment Policy](#)
 - <https://civilrights.ku.edu/pregnant-and-parenting>

Schedule of Class Sessions. In the following table of class sessions, the numbers in the right column typically refer to pages in the casebook and you should also read sections of the Restatement of Contracts and the Uniform Commercial Code referred to in the casebook.

Class Session		Assignment before class
1	Introduction to the Study of Contract Law	xix-xxi, 1-8. See Canvas Questionnaire.
Consideration		
2	Promises	9-13
3	Consideration	17-23
4	Consideration continued	26-33
5	Consideration: Conditional Promises	34-40
6	Consideration: Illusory Promises	42-51 (skip Rehm)
7	Consideration applied	See Canvas
Mutual Assent		
8	Mutual Assent: The Theory of Assent	17 (first paragraph), 52-61.
9	Preliminary Negotiations	See Canvas. 61-66, UCC §§ 2-102, 2-105(1), 2-204.
10	Offer	68-77 (skip Nordyne)
11	Offer continued	77-88
12	Acceptance	89-101 (skip Glover)
13	Termination of Offers	104-108, 111-113
14	Firm Offers	108-110, UCC § 2-205
Defenses to Contract Enforcement		
15	Statute of Frauds	118-129
16	Statute of Frauds, UCC Article 2	130-138
17	Statute of Frauds continued	138-145, UCC § 2-201(3)
18	Infancy	147-158
19	Incapacity	159-178 (skip Davis)
20	Duress	180-189
21	Misrepresentation	191-197
22	Misrepresentation continued	197-207 (skip Stroup)
23	Unconscionability	209-220
24	Public Policy	222-231 (skip O'Callaghan), Boehm v. Cody Country Chamber of Commerce
25	Public Policy continued	Rest. §§ 186-88 , and Noncompete Agreements in 2026
26	Practice exam question	
27	Review practice exam question	
Fall Break		

Contract Terms		
28	Standard Form Contracts	241-254
29	Standard Form Contracts continued	254-260
30	Battle of the Forms	263-273
31	Battle of the Forms continued	Review previous assignment
32	Parol Evidence Rule	275-281
33	Parol Evidence Rule continued	282-289
34	Interpretation	291-302
35	Interpretation continued	305-321
36	Implied Duty of Good Faith	323-327, 333-337, 341-345
Performance Obligations: Conditions and Excuses		
37	Types of Conditions	347-357
38	Conditions applied	See Canvas
39	Substantial Performance & Material Breach	359-369 (Read these cases in reverse order, so you're reading them oldest to newest. <i>Kent</i> is important.)
40	Excusing Conditions: Prevention, Waiver, and Divisibility	374-382
41	Mistake	392-397, 402-408
42	Impracticability and Frustration of Purpose	410-414, 424-432
Remedies for Breach		
43	Specific Performance	439-443, 456-459, 464-467, Rest. § 344
44	Expectation Damages	10-13 (re-read with a focus on damages), 474-484
45	Expectation Damages continued	366-369 (re-read with a focus on damages), 488-494
46	Mitigation (Avoidability) and Foreseeability	496-500, 516-518, Rest. §§ 250, 251, 253, 350, 351.
47	Reasonable Certainty and Stipulated Damages	549-552, 554-561 (skip TAL Financial)
Contract Rights of Non-Parties		
48	Third-party Beneficiaries	563-574, 582
49	Assignment and Delegation	592-601
Non-Contract Claims		
50	Promissory Estoppel	612-627 (skip Stephenson)
51	Quasi-Contract	645-656
52	Review	
Final Exam		