

CONTRACTS (5409 / 11304) SPRING 2026 SYLLABUS

Professor David R. Dow

e-mail: ddow@central.uh.edu
phone: 713-743-2171
office: John O'Quinn Law Bldg 343A
office hours: Mondays & Wednesdays 3:30pm-4:40pm (see below for additional information)

Please direct all administrative questions to my assistant, Njari Sharif (Phone: 713-743-4607 / Email: nsharif4@central.uh.edu / Office Location: Law Building 340).

CLASS MEETINGS / ATTENDANCE, AND MODE OF INSTRUCTION

Contracts is a face-to-face class held on Mondays from 6:00-8:10pm and Wednesdays from 6:00-7:20pm in room 102A. Pursuant to UHLC policy, students must attend at least 80% of all classes. Attendance will be kept by a weekly sign-in sheet. Nonadherence to UHLC's attendance policy will be reported to the Office of Student Affairs and may result in a lowering of a student's final grade, an incomplete in the class, or a failing grade. Any necessary make-up classes will be scheduled in accordance with UHLC policy.

ASSIGNED BOOKS AND/OR SUPPLEMENTAL MATERIALS

There is no book for this class, because the book I prefer is out of print. As a result, the material will be available electronically. The text from which the electronic materials are reproduced (with permission of the copyright holder) is Kessler, Gilmore, & Kronman, *Contracts* (3d ed. Little Brown), and page numbers below refer to the third edition of the book. (Some of you may prefer to locate and purchase a used copy of the casebook. If you do purchase the book, please be sure to purchase the 3d (and final) edition, because the other editions omit many of the assigned cases.)

GENERAL POLICIES (INCLUDING COMMUNICATING WITH ME):

During the first class session, I will address how you should prepare for this class. Because class participation can count for up to 25% of your final grade, I encourage you to pay careful attention when I discuss preparation.

As a rule, if I address an issue or topic in class I will not address it privately to individual students. Accordingly, if you miss a class, and want to learn what we discussed during that class, you should arrange either to have a classmate record the class for you, or to take notes.

The preferred method for asking me questions is during class time -- not before class, not after class, not in the hallway. Similarly, because I prefer not to answer questions for some but not for others, my practice is to not answer substantive questions in private emails; thus, while you may certainly email me substantive questions, I will not answer them in private emails. I will answer them either in class or in an email to the entire class.

You also should not hesitate to call me; my direct line is 713-743-2171. Even if I am not in my office, you may leave a detailed message, and I will receive a notification you have called.

My office hours this semester will be from 330-430, on Mondays and Wednesdays, and by appointment. You may also visit me in my office any time I am there, except in the hour immediately before class time.

If you wish to schedule an appointment outside my posted office hours, please email me directly to arrange an office visit. (Take note of the information below concerning email.) For any administrative matters other than scheduling an office visit, please contact my assistant.

You should not use email to communicate with me if your communication is time-sensitive. If your goal is to communicate with me rapidly, either call me, or, better still, contact my administrative assistant, who knows how to find me.

Important information for email communication: I have very aggressive spam filters. If you send an email and wish to avoid having your email go into a spam folder, you should include, on the subject line, the words: "**dow, contracts, spring 2026**" (without the quotation marks (not case-sensitive)). You may include additional words as well (e.g., "question," "clarification," "out sick," etc.), but if you send an email without including those required words on the subject line, there is a good chance I will never read it.

POLICIES CONCERNING CLASS PREPARATION AND ASSESSMENT:

The following syllabus represents my best sense of what we will cover in class each week. Where the syllabus states "cont'd," it means we will continue discussing material from the preceding class (or week); where the far right column of the syllabus indicates I will lecture on a particular topic, you should prepare for class as you always do, but I will not call on students to engage in a Socratic dialogue on that topic. On all days when I do not lecture, the class will be mostly, if not entirely, Socratic.

You should come to class prepared to discuss the materials assigned for that day. "Prepared to discuss" means, at a minimum, the following:

You are in complete command of the facts of the case (i.e., what happened).

You are in complete command of the legal arguments made by the parties.

You are in complete command of how the court resolved the dispute (i.e., who won, and why).

You can define every word, term, and phrase in the opinion.

I will discuss administrative matters (including how I will call on people, how I will address people, my suggestions concerning briefing, and so on) at the beginning of our first class session. We will then turn to *Hawkins v. McGee*.

COURSE OBJECTIVES AND LEARNING OUTCOMES

At the conclusion of this course, students should be conversant in the basics of common law contract doctrine, as well as the basics of remedial provisions of the Uniform Commercial Code.

The learning outcomes for this class include increasing students' knowledge and understanding of substantive law pertaining to contracts, as well as increasing students' skills in legal analysis and reasoning.

WEEKLY ASSIGNMENTS

Your assignments include reading from the beginning of the assigned case up to the next principal case in the materials -- that is, your assignments include reading not only the case, but also the notes following the case (up to the next principal case in the materials).

date(s)	assignment	notes
<p>week 1:</p> <p>jan 19, jan 21.</p>	<p>introduction.</p> <p>Hawkins v. McGee, 84 N.H. 114, 146 A. 641 (N.H. 1929). the official version is: http://madisonian.net/downloads/contracts/hawkins.pdf</p>	<p>no class on jan 19.</p>
<p>week 2:</p> <p>jan 26, jan 28.</p>	<p>Overview of Doctrine: Rule and Counter-Rule.</p> <p>Hurley v. Eddingfield, p. 56. Cotnam v. Wisdom, p. 163. Continental Forest, p. 67. Boston Ice Co. v. Potter, p. 1504. Taft v. Hyatt, p. 377. Davis & Co. v. Morgan, p. 77. Schwartzreich, p. 79. Wood v. Boynton, p. 84. Sherwood v. Walker, p. 887.</p>	
<p>week 3:</p> <p>feb 2, feb 4.</p>	<p>Overview of Doctrine: Rule and Counter-Rule, cont'd.</p> <p>Hadley v. Baxendale, p. 106. Shaw v. Shaw, p. 154. Upton-on-Severn, p. 171.</p> <p>OFFER AND ACCEPTANCE:</p> <p>Indefinite contracts.</p> <p>Lefkowitz, p. 183. Jenkins Towel Service, p. 186. Moulton v. Kershaw, p. 190.</p>	
<p>week 4:</p> <p>feb 9, feb 11.</p>	<p>Modes of acceptance.</p> <p>Prescott v. Jones, p. 238. Carlill v. Carbolic Smoke Ball Co., p. 373.</p> <p>Firm offers.</p>	

	<p>Dickinson v. Dodds, p. 316. Baird, p. 323. Drennan, p. 326.</p> <p>So-called “Unilateral” agreements.</p> <p>Davis v. Jacoby, p. 385. Crook v. Cowan, p. 391.</p>	
<p>week 5: feb 16, feb 18.</p>	<p>Output contracts.</p> <p>Eastern Air Lines, Inc., p. 428. Schlegel Mfg. Co., p. 446.</p> <p>Forms.</p> <p>Roto-Lith, Ltd., p. 260.</p> <p>Correspondence.</p> <p>Cushing v. Thompson, p. 349. Rhode Island Tool Co., p. 354. (Note on <i>Dick</i>, pp. 367-68.)</p>	<p>roto-lith and UCC § 2-207 will be lecture. all other cases will be socratic.</p>
<p>week 6: feb 23, feb 25.</p>	<p>CONSIDERATION:</p> <p>Gratuitous promises and reliance</p> <p>Siegel v. Spear, p. 285. Feinberg. v. Pfeiffer, p. 308. Kirksey v. Kirksey, p. 473. De Cicco v. Schweizer, p. 494. Allegheny College, p. 501.</p> <p>Adequacy (and peppercorns).</p> <p>Haigh v. Brooks, p. 564. Real Estate Co. of Pittsburgh, p. 716.</p>	
<p>week 7: mar 2, mar 4.</p>	<p>Adequacy (and peppercorns), cont'd.</p> <p>Krell v. Codman, p. 728. Goulet v. Goulet, p. 730. Aller v. Aller, p. 731. Schnell v. Nell, p. 737.</p>	<p>class might not be held on march 2.</p>

	<p>Pillans & Rose, p. 744.</p> <p>Moral consideration.</p> <p>Gillingham v. Brown, p. 512. Eastwood v. Kenyon, p. 519. Mills v. Wyman, p. 523. C---- v. W----, p. 527. Webb v. McGowin, pp. 539, 543.</p>	
<p>week 8:</p> <p>mar 9, mar 11.</p>	<p>Good faith and illusory promises.</p> <p>Balfour v. Balfour, p. 116. Davis v. Gen. Foods, p. 121. Armstrong v. M'Ghee, p. 128. Petterson v. Pattberg, p. 689. Wood v. Lucy, Lady Duff-Gordon, p. 451.</p> <p>STATUTE OF FRAUDS.</p> <p>Read pages 753-57. Eastwood v. Kenyon, p. 760. Note, pages 768-70. Bader v. Hiscox, p. 770. Doyle v. Dixon, p. 773. Boone v. Coe, p. 808. Crabtree v. Elizabeth Arden, p. 783. Imperator Realty v. Tull, p.801.</p>	<p>good faith and illusory promises will be socratic; statute of frauds will be lecture.</p>
<p>week of mar 16.</p>		<p>spring break, no class.</p>
<p>week 9:</p> <p>mar 23, mar 25.</p>	<p>UNCONSCIONABILITY.</p> <p>Williams v. Walker-Thomas Furniture Co., p. 596. Patterson v. Walker-Thomas Furniture Co., p. 603. Jones v. Star Credit Corp., p. 607.</p> <p>READJUSTMENTS OF GOING DEALS.</p> <p>Stilk v. Myrick, p. 651. Foakes v. Beer, p. 668. Hackley v. Headley, p. 674.</p>	

<p>week 10: mar 30, apr 1.</p>	<p>PAROL EVIDENCE AND RULES OF INTERPRETATION.</p> <p>Crawford v. France, p. 832. Mitchill v. Lath, p. 837. Danann Realty Corp., p. 843. Zell, p. 852. Read pages 861-69. Raffles v. Wichelhaus, p. 869.</p> <p>THIRD PARTY BENEFICIARIES.</p> <p>Read pp. 1329-33. Laurence v. Fox, p. 1333. Lucas v. Hamm, p. 1371.</p>	<p>PER will be lecture; third-party beneficiaries will be socratic.</p>
<p>week 11: apr 6, apr 8.</p>	<p>THIRD PARTY BENEFICIARIES, cont'd.</p> <p>Read pp. 1329-33. Laurence v. Fox, p. 1333. Lucas v. Hamm, p. 1371.</p> <p>ASSIGNMENT AND DELEGATION.</p> <p>Read pp. 1441-43. Speelman v. Pascal, p. 1492. Langel v. Betz, p. 1500. British Waggon Co., p. 1507.</p>	
<p>week 12: apr 13, apr 15.</p>	<p>REMEDIES:</p> <p>Generally.</p> <p>Acme Mills & Elevator Co., p. 1061. Sullivan v. O'Connor, p. 131. Re-read Hawkins v. McGee.</p> <p>Money damages.</p> <p>Re-read Hadley v. Baxendale, p. 106. Jacob & Young, Inc. v. Kent, p. 1042. Peevyhouse v. Garland Coal, p. 1119.</p>	

<p>week 13: apr 20, apr 22.</p>	<p>Sales of goods.</p> <p>Gainsford v. Carroll, p. 1129. Panhandle Agri-Service, Inc., p. 1134. Globe Refining Co., p. 1144 (N.B. question 7, p. 1151).</p> <p>Read carefully the following sections of the UCC: 2-703, 2-708, 2-709, 2-710; 2-711, 2-712, 2-713, 2-714, 2-715, 2-716; 2-722, 2-723.</p> <p>Specific performance and reliance interest.</p> <p>Lumley v. Wagner, p. 1075. Stokes v. Moore, p. 1079. Campbell Soup Co. v. Wentz, p. 1097. Security Stove & Mfg. Co., p. 1188.</p>	
<p>week 14: apr 27, apr 29.</p>	<p>REMEDIES AND DISCHARGE:</p> <p>Anticipatory breach, repudiation, and duty to mitigate.</p> <p>Daniels v. Newton, p. 1270. Roehm v. Horst, p. 1279. Clark v. Marsiglia, p. 1313.</p> <p>Read carefully the following sections of the UCC: 2-601, 2-606, 2-607, 2-608, 2-609, 2-610, 2-611, 2-612.</p> <p>PROBLEMS OF PERFORMANCE:</p> <p>Mistake, Impossibility, and Frustration.</p> <p>Taylor v. Caldwell, p. 920. Krell v. Henry, p. 926.</p> <p>Conditions and Substantial Performance.</p> <p>Norrington v. Wright, p. 990 (through p. 1007). Miron v. Yonkers Raceway, p. 1007. Britton v. Turner, p. 1021.</p>	
<p>make up week, may 4.</p>	<p>review and exam practice.</p>	<p>if necessary</p>

GRADING AND ASSESSMENT

Contracts is graded in accordance with the First-Year Grade Distribution policy stated in the UHLC Student handbook. There is no pass/fail option available. Grading is anonymous. There is an exam assessment to evaluate overall performance at the end of the semester. Additionally, up to 25% of a student's grade is based upon class participation. A downward adjustment may be in order if a student is consistently unprepared for class or disrespectful to others during class lectures/presentations.

This course offers formative assessment at any time during the semester upon student request to provide feedback on student competence. For additional information regarding UHLC's official policies with respect to grading in general, please refer to the UHLC student handbook.

SYLLABUS CHANGES

Please note that the instructors may need to make modifications to the course syllabus. Notice of such changes will be announced as quickly as possible through email.

RECORDING OF CLASSES

Students may not record all or part of class, livestream all or part of class, or make/distribute screen captures, without advanced instructor consent. 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.

WEBCAMS

In the unlikely event that a remote option is permitted at any point during the semester, access to a webcam is required for students participating remotely in this course. Webcams must be turned on at all times to ensure that the student is participating in the class and, more important, that nobody else can listen to the case meetings, in order to protect confidentiality.

USE OF COMPUTERS AND ELECTRONICS

Out of respect for other students and the class environment, during class sessions, computers/tablets are to be used only for note-taking purposes and for reference during a student's own investigation presentation. This prohibits computer/tablet use for internet surfing, chat rooms, e-mails, or other uses that are not related to class. Students are likewise prohibited from using their electronic devices to prepare for their own investigation presentations during other students' investigation presentations. We reserve the right to treat violations of this policy as either a lack of preparation, a constructive lack of attendance, or, in appropriate circumstances, as a class disruption. As a matter of courtesy, please ensure that all electronics (*e.g.* – watches, cel phones, etc.) are in a silent mode during class.

ARTIFICIAL INTELLIGENCE (AI) TEXT AND WORK PRODUCT POLICY

General: Generative artificial intelligence is a form of machine learning that creates new and original output based on the data it has been trained on or has access to, employing algorithms to generate content in response to prompts. Examples of the technology include what are known as generative “large language

models” (LLMs). Two well-known LLM implementations are ChatGPT and Claude. LLM output can include text, images, music, code, and more. This syllabus policy covers the textual output of generative LLMs (AI-Generated Text)—which can include computer code or programs and human-language content. Because AI-Generated Text can often mimic human intelligence, it could potentially be used as a substitute for a student’s own work product. Such use is potentially problematic to the extent that it becomes a substitute for internalized student understanding of the material or creates a dependency on AI-Generated Text, which may be strictly prohibited in settings that include the bar examination.

Prohibition: Your continuing enrollment in this course constitutes your pledge not to generate or to use any AI-Generated Text—whether from yourself or others—in relation to any assessment in this course. The term “assessment” means any graded or ungraded work product for this course that is submitted to the instructor, presented in a class session, or used in an oral or written graded assessment for this course.

Exceptions: The following AI-Generated Work Product uses are exceptions to the preceding prohibition. The exceptions’ intent is to allow the generation and use of AI-Generated Work Product for specific, narrowly defined activates related to this course.

- You may generate and use AI-Generated Work Product for class preparation, although you must disclose the full extent of that use if your instructor asks. You may generate and use AI-Generated Work Product for study supplements to aid with general understanding of course content. This could take different forms that include creating examples or explanations of a concept, generation of diagrams and flow charts, “gamification” of course content, flash cards for study, or sample questions and answers.
- You may generate and use AI-Generated Work Product for an outline that summarizes the course content.
- You may use AI-Generated Work Product for the purpose of language translation.

HONOR CODE

The UHLC Honor Code applies to all aspects of this course. You are responsible for knowing all Honor Code provisions and for complying with the Honor Code. Please inquire if you have any questions regarding how the Honor Code’s provisions apply to specific activities or situations related to this course. Your continuing enrollment in this course is deemed to be a pledge by you under the Honor Code to comply with the Honor Code in relation to this course and to comply with the instructions in the course syllabus.

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. Brue 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 CSAC’s Cougar Cupboard, all students can get up to 30 lbs of FREE groceries a week. Additionally, CSAC provides 1:1 appointments to get you connected to on-and off-campus resources related to essential needs, safety, 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. CSAC also hosts 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 CSAC on Instagram: [@uh_CSAC](#) and [@uhcupbrd](#). YOU belong here.

WOMEN AND GENDER RESOURCE CENTER (WGRC)

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.

RESOURCES FOR ONLINE LEARNING

The University of Houston is committed to student success, and provides information to optimize the online learning experience through our Power-On website (<https://uh.edu/power-on/learning/>). Please visit this website for a comprehensive set of resources, tools, and tips including: obtaining access to the internet, AccessUH, Blackboard, and Canvas; using your smartphone as a webcam; and downloading Microsoft Office 365 at no cost. For questions or assistance contact UHOnline@uh.edu.

SECURITY ESCORTS AND COUGAR RIDE

UHPD continually works with the University community to make the campus a safe place to learn, work, and live. The security escort service is designed for the community members who have safety concerns and would like to have a Security Officer walk with them, for their safety, as they make their way across campus. Based on availability either a UHPD Security Officer or Police Officer will escort students, faculty, and staff to locations beginning and ending on campus. If you feel that you need a Security Officer to walk with you for your safety, please call 713-743-3333. Arrangements may be made for special needs.

Parking and Transportation Services also offers a late-night, on-demand shuttle service called “Cougar Ride” that provides rides to and from all on-campus shuttle stops, as well as the MD Anderson Library, Cougar Village/Moody Towers and the UH Technology Bridge. Rides can be requested through the UH Go app. Days and hours of operation can be found at <https://uh.edu/af-university-services/parking/cougar-ride/>.