

**CONTRACTS**  
**UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW**  
**FALL 2026 SYLLABUS – LAW 5000 – 4 CREDITS**

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Office Hours: Mon/Wed, 12:00-1:00 pm

**MEETING TIME:** Mon/Wed/Thu, 10:45 am -12:00 pm

**LOCATION:** HH285B

**COURSE DESCRIPTION AND OBJECTIVES:**

This course discusses fundamental contract law principles on contract formation, interpretation, performance and breach, and remedies. Main topics include bases for enforcing promises, nature of assent, offer, acceptance, battle of the forms, statutes of frauds, parol evidence rule, course of dealing, usage of trade, and course of performance, gap fillers, conditions, anticipatory repudiation, assurance of performance, specific performance, expectation damages, reliance and restitution damages, capacity, overreaching, unfair terms, standard-form contracts, unconscionability, mistakes, impracticability, and frustration of purpose.

**STUDENT LEARNING OUTCOMES:**

At the end of this course, students should be able to:

- Understand basic contract law principles on formation, interpretation, performance and breach, and remedies;
- Understand the application of basic contract law principles in commercial and non-commercial transactions;
- Be familiar with major pitfalls in contract drafting;
- Acquire knowledge and skills necessary for legal representation on contract law matters.

**REQUIRED READING MATERIALS:**

Contracts: Cases and Materials

By E. Allan Farnsworth, Carol Sanger, Neil B. Cohen, Richard R.W. Brooks & Larry T. Garvin  
(Foundation Press, Tenth Edition)

ISBN: 9781685612375

Selections for Contracts, 2023 Edition (or earlier)

By E. Allan Farnsworth, Carol Sanger, Neil B. Cohen, Richard R.W. Brooks & Larry T. Garvin  
(Foundation Press)

ISBN: 9798887860244

Please be sure to register for the Canvas course and have any required materials with you in print or easily accessible electronic form in class. You are responsible for checking your Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments.

**CLASS ATTENDANCE POLICY**

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting beginning with the second class. Students are allowed four (4) absences during the course

of the semester. If you expect your total number of absences to exceed four (4), please notify me in advance of the anticipated absences. If the circumstances causing the anticipated absences are extraordinary—a determination to be made by me alone—I may exempt you from the class attendance policy for the absences. Extraordinary circumstances include, but are not limited to, medical emergency (with doctor's note), protracted illness (with doctor's note), and job interviews (with interviewer's note). Absences due to observance of religious holidays are exempted from the class attendance requirement, too.

If your total number of absences in the semester exceeds four (4) and you did not obtain advance approval from me, I reserve the right to lower your final grade by one level (A to A-, A- to B+, and so on). If your total number of absences in the semester exceeds eight (8) and you did not obtain advance approval from me, I reserve the right to lower your final grade by two levels (A to B+, A- to B, and so on). The law school's policy on attendance can be found [here](#).

### **CLASS PARTICIPATION**

You will be assigned to a panel of students who will be “on call” for one—and only one—week. The panel schedule can be found in **Class Schedule** below. Please make sure that you are prepared for class discussions during your assigned week. Inadequate class participation when you are on call may result in your final grade being lowered by one level (A to A-, A- to B+, and so on). You are encouraged to participate in class discussions even if you are not on call. I reserve the right to increase your final grade by one level (A- to A, B+ to A-, and so on) if you maintain an outstanding class participation record throughout the semester.

### **MID-TERM QUIZ**

There will be a mid-term quiz scheduled on March 12, 2026. This will be an opportunity for you to review the class materials covered by far and to get familiar with the format of the final exam. The mid-term quiz will NOT be graded. I will distribute an answer key and you can use it to judge how well you did on the mid-term quiz.

### **FINAL EXAM**

The final exam for this course will be a four-hour open-book exam consisting of ten short-answer questions and two essay questions. You are allowed to bring any print or electronic materials to the exam room. You will NOT have internet access during the exam.

### **GRADING**

Your final grade for this course will be determined by your performance in the final exam, with possible adjustments on accounts of your class attendance and class participation records (see **Class Attendance** and **Class Participation** above respectively).

### **UF ACADEMIC POLICIES AND RESOURCES:**

Other information about UF academic policies and resources can be found at [this link](#).

### **COMPLIANCE WITH UF HONOR CODE:**

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments unless expressly authorized by the professor to do so.

### **INFORMATION ON UF LAW GRADING POLICIES:**

The Levin College of Law's mean and mandatory distributions are posted on the College's website and this class adheres to that posted grading policy. The following chart describes the specific letter grade/grade point equivalent in place:

Letter Grade	Point Equivalent	Letter Grade	Point Equivalent
A (Excellent)	4.0	C (Satisfactory)	2.0
A-	3.67	C-	1.67
B+	3.33	D+	1.33
B	3.0	D (Poor)	1.0
B-	2.67	D-	0.67
C+	2.33	E (Failure)	0.0

The law school grading policy is available [here](#).

#### **OBSERVANCE OF RELIGIOUS HOLIDAYS:**

UF Law respects students' [observance of religious holidays](#).

- Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith.
- Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence.
- Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

#### **EXAM DELAYS AND ACCOMMODATIONS:**

The law school policy on exam delays and accommodations can be found [here](#).

#### **STATEMENT RELATED TO ACCOMMODATIONS FOR STUDENTS WITH DISABILITIES**

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<https://disability.ufl.edu/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester. Students may access information about various resources on the UF Law Student Resources Canvas page, available at <https://ufl.instructure.com/courses/427635>.

#### **STUDENT COURSE EVALUATIONS**

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](#) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas course menu under GatorEvals, or via <https://ufl.bluer.com/ufl/>. Summaries of course evaluation results are available to students [here](#).

#### **RECORDINGS OF CLASS**

Students are allowed to record video or audio of class lectures. However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational

use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor. A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include lab sessions, student presentations, clinical presentations such as patient history, academic exercises involving solely student participation, assessments (quizzes, tests, exams), field trips, private conversations between students in the class or between a student and the faculty or guest lecturer during a class session. Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third-party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor and Student Conduct Code.

**ABA OUT-OF-CLASS HOURS REQUIREMENTS:** ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Each weekly class is approximately 4 hours in length, requiring at least 8 hours of preparation outside of class including reading the assigned materials and working on assigned problems.

### **COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS**

This syllabus is offered as a guide to the direction of the course. Our pace will depend in part on the level of interest and the level of difficulty of each section and is subject to change.

<b>Dates</b>	<b>Topic</b>	<b>Reading Assignments</b>	<b>Class Panel Members</b>
<b>Part 1: Bases for Enforcing Promises</b>			
Jan. 21	Theories of Contract Enforcement; Consideration	CB 8-10 (stop before Section 2); 48-58.	
Jan. 22	Consideration (cont.)	Notes 1, 3, 4 on pp. 58-60; Problem on p. 60; CB 69-80; Notes 1, 2 on p. 73; Notes 1, 2 on pp. 75; Notes 1-4 on pp. 80-81.	
Jan. 26	Consideration (cont.)	CB 81-82; Notes 2, 3 on pp. 82-83; CB 96-100; Note 1 on pp. 96-97; CB 102-105; CB 107-115.	
Jan. 28	Reliance; Restitution	CB 120-129; Note 1 on p. 121; Note 2 on p. 123; CB 138-143; Note 1 on p. 143; CB 145-160; Note 1 on p. 149; Notes 1, 2, 5 on pp. 153-155.	
<b>Part 2: Creating Contracts</b>			
Jan. 29	Nature of Assent; Offer	CB 169-176; Notes 1, 2, 3 on pp. 176-178; CB 191-197; Note 1 on p. 194.	
Feb. 2	Offer (cont.); Acceptance	CB 199 (start with “Advertisement as Offers”)-202; Note 1 on p. 203;	

		CB 209-210; CB 213-228; Note 1 on p. 220; Note 1 on p. 227.	
Feb. 4	Termination of the Power of Acceptance	CB 238-258; Note 1, 2 on pp. 245-246; Notes 1, 2 on p. 258; CB 260-267.	
Feb. 5	Battle of the Forms	CB 269-293; Notes 1, 2 on p. 283; Note 1 on p. 292.	
Feb. 9	Battle of the Forms (cont.)	CB 294-303.	
Feb. 11	Definiteness	CB 352-369.	
<b>Part 3: Statutes of Frauds</b>			
Feb. 12	Scope	CB 371-391; CB 395 (start with Sec. B)-397; Problem on p. 384; Notes 1, 3 on pp. 391-392.	
Feb. 16	Satisfying the Statute of Frauds; Sale of Goods	CB 405-416, 418 (starts with Sec. 4)-420; Note 1 on p. 415, Note 1 on pp. 420-421.	
Feb. 18	Exceptions	CB 422-442; Note 4 on p. 432; Problems 2-3 on pp. 440-41.	
<b>Part 4: Interpreting Contracts</b>			
Feb. 19	Parol Evidence Rule	CB 527-541; Note on p. 530; Notes 2, 3 on pp. 535-536; Notes 1, 2 on p. 541; CB 548-552; Notes 1, 2 on p. 552.	
Feb. 23	Extrinsic Evidence of Intent	CB 556-563; Note 1 on p. 560; Note 1 on p. 564; CB 575-580.	
Feb. 25	Course of Dealing, Usage of Trade, and Course of Performance	CB 585-599; Note on p. 599.	
Feb. 26	Limits of Objective Interpretation	CB 599-607; Notes 1, 2 on p. 601; Note 1 on p. 607.	
Mar. 2	Gap Fillers and Warranties	CB 608-623; Notes 1, 2 on p. 619.	
<b>Part 5: Performance and Breach</b>			
Mar. 4	Conditions	CB 805-813, CB 815-827; Notes 1, 2 on p. 808; Note 1 on p. 813; Notes 1, 2 on p. 821; Problem on p. 816.	
Mar. 5	Constructive Conditions of Exchange; Suspending Performance and Terminating the Contract	CB 828-834, CB 846-869; Note 1 on p. 834.	
Mar. 9	Mitigating Doctrines	CB 871-895; Note 1 on p. 873, Note 1 on p. 881.	
Mar. 11	Anticipatory Repudiation	CB 896-915; Note 1 on p. 915.	
Mar. 12	Midterm (ungraded)		
Mar. 23	Assurance of Performance	CB 916-927; Note 1 on p. 923.	

Part 6: Remedies			
Mar. 25	Specific Performance	CB 929-945; Notes 1, 2 on p 932; CB 26-27.	
Mar. 26	Remedying Breach	CB 10-24.	
Mar. 30	Measuring Expectation	CB 954-991.	
Apr. 1	Limitations on Damages	CB 992-995; CB 1015-1042.	
Apr. 2	Stipulated, Liquidated & Punitive Damages	CB 1043-1054; CB 1064-1071.	
Apr. 6	The Economics of Remedies	CB 34-41; Notes 2, 3, 4 on pp. 42-43.	
Part 7: Validity of Contracts			
Apr. 8	Capacity; Overreaching	CB 447-450, 458-464, 467-480; Note 1 on p. 461, Notes 1, 2 on p. 464, Note 2 on p. 473.	
Apr. 9	Overreaching (cont.); Unfair Terms	CB 483-484 (stop before “Partial Payment”); CB 487-505; CB 639-646; Note 1 on p. 646.	
Apr. 13	Standard Form and Adhesion Contracts	CB 653-670; Note 1 on p. 664.	
Apr. 15	Unconscionability	CB 679-687, 703-717; Note 2 on pp. 688-689, Note 1 on pp. 717-718.	
Apr. 16	Performing in Good Faith; Public Policy	CB 719-723, 736-753; Note 1 on p. 743; CB 769-778, 795-801.	
Part 8: Getting out of Contracts			
Apr. 20	Mistakes	CB 1073-1088; Notes 1, 2 on p. 1088.	
Apr. 22	Impracticability	CB 1098-1105; Note 1 on pp. 1100-1101.	
Apr. 23	Frustration of Purpose; Half Measures	CB 1132-1139; Prob. 1 on p. 1136; CB 1151-1156.	
Apr. 27	Final review		