

**Contracts Test Specifications
Part A of the General Bar Examination
(Published March 2023)**

1. Formation of Contracts
 - 1.1. Manifestation of Mutual Assent in General
 - 1.1.1. Offer and Acceptance
 - 1.1.2. Implied-in-fact Contracts
 - 1.1.3. Mistake, Misunderstanding, Misrepresentation, Fraud, and Non-Disclosure
 - 1.1.4. Duress, Undue Influence, and Unconscionability
 - 1.2. Parties and Capacity
 - 1.3. Consideration
 - 1.3.1. Bargain and Exchange
 - 1.3.2. “Adequacy” of Consideration
 - 1.3.3. Modification of Contracts; Preexisting Duties; Compromise and Settlement of Claims
 - 1.3.4. Detrimental Reliance and Other Alternative Bases for Enforcing Promises (Promises for Benefit Received and Statutory Substitutes)
 - 1.4. Option Contracts
 - 1.5. Statutes of Frauds

2. Illegality
 - 2.1. In General
 - 2.2. Contracts in Violation of Constitution, Statute, or Ordinance
 - 2.3. Contracts Against Public Policy; Covenants Not to Compete
 - 2.4. Effect of Illegality
3. Scope of Contractual Obligations
 - 3.1. General Rules of Interpretation and Construction
 - 3.2. Time and Place of Performance
 - 3.3. Effect of Adopting a Writing (Parol Evidence Rules)
 - 3.4. Scope as Affected by Usage; Course of Dealing/Trade Custom
 - 3.5. Conditions
 - 3.6. Divisible versus Indivisible Contract Terms
4. Discharge by Alteration or Assent
 - 4.1. Rescission and Release
 - 4.2. Substituted Performance or Contract, Assignment, Novation, and Accord and Satisfaction
5. Performance and Nonperformance of Contractual Obligations
 - 5.1. Time, Order, and Place of Performance
 - 5.2. Approval and Sufficiency of Performance
 - 5.3. Performance as Discharge and Nonperformance as Breach

- 5.3.1. Constructive Conditions of Exchange: Excuse or Suspension by Material Breach
- 5.3.2. Material versus Immaterial Breach; Substantial Performance
- 5.3.3. Independent Covenants
- 5.3.4. Termination
- 5.3.5. Good Faith and Fair Dealing in Performance and Enforcement
- 5.4. Total and Partial Breach
 - 5.4.1. Nonperformance
 - 5.4.2. Repudiation
 - 5.4.3. Anticipatory Repudiation; Reasonable Grounds for Insecurity
- 5.5. Excuses for Nonperformance or Defective Performance
- 5.6. Impossibility, Impracticability, and Frustration of Purpose
- 6. Remedies
 - 6.1. Enforcement by Specific Performance or Injunction
 - 6.2. Enforcement by an Award of Damages
 - 6.3. Rescission and Reformation
 - 6.4. Restitution
 - 6.5. Limitations on Damages: Causation, Certainty, Foreseeability; Avoidable Consequences and Mitigation
 - 6.6. Liquidated Damages and Penalties

6.7. Preclusion of Remedies Through Election and Affirmance

7. Third-Party Beneficiaries
8. Assignment of Rights and Delegation of Duties
9. Quasi-Contracts or Contracts Implied in Law; Restitution/Unjust Enrichment as Basis for Recovery