

## **SALES**

**Prof. Williams    Spring, 2012**

### **SYLLABUS**

There are two required texts for this course:

1) Whaley, Problems and Materials on the Sale and Lease of Goods (Aspen Publishers, 5th ed., 2008). This is the book containing the problems and cases that will be the focus of the course.

2) Baird, Eisenberg and Jackson, Commercial and Debtor -- Creditor Law: Selected Statutes (Foundation Press, 2011 ed.). This compilation, among other things, contains the complete text of the Uniform Commercial Code (the "Code").

In addition to the foregoing required texts, you may choose to use any additional study aid that you find helpful. I highly recommend the most recent editions of the following texts:

White & Summers, Uniform Commercial Code (West)

Lawrence and Henning, Understanding Sales and Leases of Goods (Matthew Bender)

With respect to some topics, you may wish also to review some of the outside readings suggested in the casebook. The following multi-volume treatises (available in the library) should prove useful to those desiring an in-depth or updated examination of any particular topic covered in the course:

Hawkland, Uniform Commercial Code Series,  
KF879.527 H3 1982

Anderson, Uniform Commercial Code, KF879.514

Uniform Commercial Code Reporting Service and  
Case Digest, KF879 A45 U6 and KF880.3P5

This course will emphasize a problem oriented approach to the law of Sales, centered primarily on Article 2 of the Code. Some years ago the American Law Institute and the National Conference of Commissioners on Uniform State Laws approved a revised version of Article 2. However, to my knowledge, proposed Revised Article 2 has now been withdrawn without its being adopted by any state. Nevertheless, a study of a few of the arguable strengths and weaknesses of the proposed revisions might help us anticipate some of the directions in which the law in this area may be headed as you practice law well into the 21<sup>st</sup> Century. This year, accordingly, your primary focus will be on the text of the current version of Article 2, except to the extent I've specifically pointed you to sections of the proposed revisions.

Given our emphasis on problems, you will be asked first and foremost to read the Code (including its official comments) and to be prepared to discuss in class the manner in which the Code provides solutions to the various problems in the Whaley textbook or a framework for examining assigned cases. At this point, I will not attempt to schedule the exact times at which we will cover particular topics. However, as we progress, I will post assignments on the TWEN website for this course.

In addition to Article 2 and some of its proposed revisions, we will cover selected sections of Articles 1. And, as time permits, we may take limited looks at Article 2A of the Code, the federal Magnuson-Moss Warranty Act and the United Nations Convention on Contracts for the International Sale of Goods (the "CISG").

Your grade for this course will be determined on the basis of a three-hour final examination given at the close of the semester. During the administration of the final examination, each student will be allowed to consult only Selected Statutes and notes handwritten in reasonable proximity to the applicable Code section.

I will treat you like professionals. Correspondingly, you will be expected to conduct yourselves in accordance with precepts of civility and professionalism. This means that you are to show the highest respect for your classmates and the process of learning. You, therefore, should always be prepared. If a student on more than three occasions fails to attend class or is unprepared, he or she will be dismissed from the course and not allowed to take the final examination.