

DEPAUL UNIVERSITY COLLEGE OF LAW

SALES

Professor William Stuart

COURSE DESCRIPTION

This course surveys the law of Sales, principally Article 2 of the Uniform Commercial Code. It will deal with the legal problems which arise in the distribution of goods. Various business and commercial perspectives will be stressed and special emphasis will be given to problems dealing with the scope of Article 2. Offer and Acceptance, the Statute of Frauds, Buyer and Seller Remedies, Risk of Loss, Warranty Theory, Documentary Sales, and the Computation of Damages.

METHOD OF INSTRUCTION

Since Sales is a course primarily dealing with a statute, instruction and classroom activity will emphasize the analysis and solution of problems which involve the application and interpretation of the Uniform Commercial Code. Cases and other materials will be read and discussed with reference to the analysis of assigned problems.

The purpose of this class is to develop a facility to solve problems in commercial law.

METHOD OF EVALUATION

This course grade will be based on a closed book final examination. Regular preparation and participation in class, however, will be indispensable to performance on the examination and mastery of the method of commercial law.

ASSIGNED MATERIALS

1. Sales: Cases and Materials, Benfield and Hawkland, 4th ed. Foundation Press.
2. Selected Commercial Statutes, most current edition, Thomson-West.

COURSE OUTLINE

- I. Introduction pp. 1-32
 - A. Background and History of the U.C.C.
 - B. Application of Article 2

- II. Formation of the Sales Contract
 - A. Offer and Acceptance pp. 40-52 and 2-204, 2-206
 - B. Statute of Frauds pp. 57-74 and 2-201
 - C. Battle of Forms pp. 74-102 and 2-207
 - D. Articles 2 and 2A and Electronic Commerce pp. 102-104
 - E. Contract Modification pp. 104-124 and 2-209
 - F. Firm Offers pp. 124-128 and 2-205
- III. Terms of the Sales Contract
 - A. Terms Within the Agreement
 - 1. Unconscionability pp. 129-164 and 1-201(3), 2-302
 - 2. Parole Evidence Rule pp. 165-170 and 2-202
 - 3. Trade Usage, Course of Dealings, and Course of Performance pp. 170-180 and 1-303
 - 4. Good Faith pp. 180-181 and 1-201(20)
 - B. Terms Outside the Agreement
 - 1. Use of “Gap-filler” Terms pp. 181-184
 - 2. The Price Term pp. 184-196 and 2-305
 - 3. The Quantity Term pp. 196-205 and 2-306
 - 4. The Payment and Delivery Terms pp. 205-210 and 2-307, 2-308, 2-309, 2-310
 - 5. Risk of Loss pp. 211-227 and 2-509, 2-510
- IV. Warranty
 - A. Express Warranty pp. 238-257 and 2-313
 - B. Implied Warranties pp. 259-279, 295-307 and 2-314, 2-315
 - C. Disclaimer of Warranties pp. 307-333 and 2-316
 - D. Privity of Contract pp. 333-368 and 2-318
 - E. Magnuson-Moss Act pp. 378-392
 - F. Warranty of Title pp. 392-393 and 2-312

- V. Buyer's Remedies for Seller's Breach
 - A. The Perfect Tender Rule pp. 394-403 and 2-601
 - B. Buyer's Right to Reject in an Installment Contract pp. 404-417 and 2-612
 - C. Procedure for Effective Rejection pp. 418-431 and 2-602, 2-603, 2-604, 2-605, 2-606, 2-607
 - D. Seller's Right to Cure pp. 432-447 and 2-508
 - E. Revocation of Acceptance pp. 447-458 and 2-608
 - F. Buyer's Remedy When Buyer Has Not Received Goods pp. 458-484 and 2-711, 2-716
 - G. Buyer's Remedy When Buyer Keeps the Goods pp. 485-493 and 2-714
 - H. Contractual Limitations on Damages pp. 493-502 and 2-718, 2-719
- VI. Seller's Remedies for Buyer's Breach
 - A. Action for Price pp. 503-509 and 2-709
 - B. Actions for Damages pp. 509-540 and 2-706, 2-708
- VII. Diminished Expectations and Repudiation pp. 541-561 and 2-609, 2-610, 2-611, 2-702, 2-705
- VIII. Discharge By Impossibility and Frustration of Purpose pp. 562-581 and 2-613, 2-615
- IX. Documentary Transactions
 - A. Carrier Obligations pp. 640-663
 - B. Shipments Under Reservation pp. 664-665
 - C. Letters of Credit pp. 665-679