

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

The course grade will be based on a three hour, written final examination.

ASSIGNED MATERIALS

1. Sales: Cases and Materials, Benfield and Greenfield, 5th ed. Foundation Press.
2. Selected Commercial Statutes For Sales, current edition, Thomson-West.

COURSE OUTLINE

- I. Introduction pp. 1-38
 - A. Background and History of the U.C.C.
 - B. Application of Article 2 and 2-102, 2-103, 2-501, 2-107
- II. Formation of the Sales Contract
 - A. Offer and Acceptance pp. 39-49 and 2-204, 2-206
 - B. Statute of Frauds pp. 49-69 and 2-201
 - C. Battle of Forms pp. 69-95 and 2-207
 - D. Articles 2 and 2A and Electronic Commerce pp. 96-98
 - E. Contract Modification pp. 98-117 and 2-209
 - F. Firm Offers pp. 117-120 and 2-205
- III. Terms of the Sales Contract
 - A. Terms Within the Agreement
 - 1. Unconscionability pp. 121-141 and 1-201(3), 2-302
 - 2. Parole Evidence Rule pp. 141-147 and 2-202
 - 3. Trade Usage, Course of Dealings, and Course of Performance pp. 148-159 and 1-303
 - B. Terms Outside the Agreement
 - 1. Use of “Gap-filler” Terms pp. 158-161
 - 2. The Price Term pp. 161-172 and 2-305
 - 3. The Quantity Term pp. 172-180 and 2-306
 - 4. The Payment and Delivery Terms pp. 180-186 and 2-307, 2-308, 2-309, 2-310
 - 5. Risk of Loss pp. 186-206 and 2-509, 2-510
- IV. Warranty
 - A. Express Warranty pp. 215-227 and 2-313
 - B. Implied Warranties pp. 228-246, 262-268 and 2-314, 2-315
 - C. Leases pp. 268-274 and Art 2A
 - D. Warranty of Title pp. 274-278 and 2-312
- V. Disclaimers and Other Limitations of Warranty
 - A. Disclaimers of Warranty pp. 279-295 and 2-316
 - B. Privity of Contract pp. 295 – 324 and 2-318

- C. Contributory Negligence and Assumption of Risk pp. 325-338
 - D. Federal and State Statutes Applying Special Rules to Consumer Transactions pp. 338-350.
- VI. Buyer's Remedies for Breach By the Seller
- A. Introduction pp. 351
 - B. Rejection, Cure, and Revocation of Acceptance pp. 351-408 and 2-601, 2-612, 2-508, 2-608
 - C. Remedies When the Buyer Does Not Have the Goods pp. 408-430 and 2-711, 2-716, 2-502, 2-712, 2-713
 - D. Remedies When the Buyer Gets and Keeps the Goods pp. 431-438 and 2-714
 - E. Contractual Limitation of Remedies pp. 438-449 2-718, 2-719
- VII. Seller's Remedies for Breach By the Buyer
- A. Introduction pp. 450
 - B. Remedies on Wrongful Rejection or Repudiation pp. 450-490 and 2-703, 2-706, 2-708, 2-709
- VIII. Repudiation and the Prospect of Breach pp. 491-513 and 2-609, 2-610, 2-611
- IX. Discharge by Impossibility or Frustration of Purpose pp. 514-533 and 2-613
- X. Documentary Transactions pp. 587-623