

**SALES**  
**Professor McLaughlin (adjunct)**  
**University of La Verne College of Law**  
**Winter/Spring 2017**  
Credits: 2

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**Professor:**

June McLaughlin Esq, LLM (Tax) , LLM (International Bus Law)  
Email: [emcloughlin@laverne.edu](mailto:emcloughlin@laverne.edu)

**Class Time and Place**

Mondays: 9:00 a.m.-11 a.m.  
Rm 207

**Spring Office Hours:**

BY APPOINTMENT

**Course Description:**

The goal of this course is to learn the law of sales within a transactional practice context. Specifically, the design of this course is intended to impart the substantive law of sales, including knowledge of the commercial background necessary to a full understanding of the operation of the law, as well as to teach the methodology of the UCC. Additionally, this course will review, whenever necessary and/or practicable the common law of contracts to the extent it is distinguished from or supplements the law of Sales.

**Basis of Grade:**

**Class Participation (5% of Course Grade):**

**Class Participation (5%)**

Students are expected to attend, engaged and participate in each class session. Parasitic Voyeurs will not be tolerated. Timeliness and diligence are powerful skills/traits of a successful law student and professional.

All students commence the course with a “4” in class participation. Each time a student is determined to be unprepared for class and such unpreparedness impedes the student's ability to participate in meaningful class discussion; the student's grade will be lowered one step.

**You are expected to be in your seats and ready to begin class promptly at the start of each class.** Your failure to be timely is unprofessional and could cost your client his case, and even his freedom. An absence from class results in a student’s class participation grade being lowered one step.

**You are also expected to be prepared prior to entering class.** In this regard, YOU ARE INSTRUCTED TO PREPARE A APPROPRIATE CASE BRIEFS AND WRITTEN WORK ADDRESSING EACH OF THE EXERCISES ASSIGNED IN THE BOOK.

Plagiarism is a violation of our honor code. All memos must be the consequence of the student’s individual effort.

Student participation and classroom contribution will be assessed on the student’s demonstrative knowledge, comprehension, application and communication of the topics assigned for each class. The following assessment matrix will used during each class throughout the year for the purpose of assessing student performance and contribution.

Name: _____	Command	Competent	Emerging Competence	Lacking Competence
Knowledge:				
Comprehension:				
Application/Analysis:				
Articulation/Communication:				
Written Memo/Articulation:				
Class Contribution:				

**Assigned Exercises:**

You will periodically and randomly be required to submit your briefs, memos and other written work addressing the exercises assigned throughout the semester for assessment. All briefs, memos, and other written work be typed-written and demonstrate effort. You are required to bring them to class. Unless circumstances otherwise require, your memos should be limited to no more than two type written pages, lines single spaced (double spaced between paragraphs) using 12-pt Times New Roman font. Your memo should incorporate the following heading template:

DATE: [STUDENT NAME]  
TO: Professor June McLaughlin  
FROM: [STUDENT NAME]  
RE: [EXERCISE NO.\_\_\_\_]  
SUBJECT: [summary, identifying issue topic]

**Assessments (25% of Course Grade):**

Throughout the semester students will be given assessments relating to materials covered in class or assigned in the readings. Each assessment will be equally weighted within in this component of the course grade. The total number of assessments given during the semester will influence the weight of each assessment. For example, if 4 additional assessments are given, then each will be weighted (1/4) 25% of this component of the course grade. If less or more are given then the weights will be adjusted accordingly. Because you cannot count on how many assessments may be given, you must approach each assessment robustly in that there is no certainty as to its actual weight in the class. If there is only one multiple-choice assessment given, it will count 100% of this component of the class grade.

**Exam (70% of Course Grade):**

Seventy percent (70%) of your grade in this course will be based on one final exam. The exam experience is comprehensive, and cumulative. At the end of the semester, you will be expected to address any issue/doctrine referenced in the table of contents of your text book or covered in class. The exam will consist of an essay section and a multiple choice section. The weight of each exam section will be determined by the professor and noted on the exam.

The assessment of the student's performance on the essay portion of a semester final exam will be grounded on the student's ability to demonstrate his or her competency with respect to (1) issue spotting and articulation, (2) rule articulation, (3) analysis/application of doctrine to facts, and (4) conclusion.

Exam Essay Rubric	Command (3.5-4.0)	Competent (2.8-3.5)	Emerging Competence (2.0-2.8)	Lacking Competence (< 2.0)
Issue Identification & Articulation				
Rule/Doctrine Articulation				
Analysis (Integration of doctrine with facts for purpose of operationalizing a proper conclusion)				
Conclusion				

A student's ability to communicate both orally and in writing is a critical skill for any successful lawyer. Success with respect to the above referenced competency necessarily requires the student to be able to demonstrate such competencies in written form. Poorly and written exams will impact a student's ability to demonstrate competencies in issue identification, rule articulation and analysis. See Essay Writing Rubric attached hereto for more precise and detailed explanation of performance expectations.

**Required Materials:**

Carol L. Chomsky, Christina L. Kunz, Jennifer S. Martin and Elizabeth R. Schiltz, *Learning Sales Law*, (9781634596817) West Academic, 2016

Chomsky - *Selected Commercial Statutes for Sales & Contracts Courses*, 2018 (9781640209510)

Note: The selected statutes has the UCC code provisions with comments. We will use it in every class.

**ABA Standard 310**

This course is designed to satisfy the requirements of ABA Standard 310. Standard 310 requires that for each hour of in-class time, students spend two hours preparing for class (reading or completing class assignments or assessments).

**UCC § 1-103. Construction of [Uniform Commercial Code] to Promote its Purposes and Policies; Applicability of Supplemental Principles of Law.**

(a) [The Uniform Commercial Code] must be liberally construed and applied to promote its underlying purposes and policies which are:

- (1) to simplify, clarify, and modernize the law governing commercial transactions.
- (2) to permit the continued expansion of commercial practice through custom, usage and agreement of the parties; and
- (3) to make uniform the law among the various jurisdictions.

(b) Unless displaced by the particular provisions of [the Uniform Commercial Code], the principles of law and equity, including the law merchant and the law relative to capacity to contract, principal and agent, estoppels, fraud, misrepresentation, duress, coercion, mistake, bankruptcy, and other validating or invalidating cause supplement its provisions.

**UCC § 2-102. Scope; Certain Security and Other Transactions Excluded From This Article:**

Unless the context otherwise requires, this Article applies to transactions in goods;”

**UCC § 2-105. Definitions: Transferability; “Goods”; “Future” Goods; “Lot”; “Commercial Unit**

(1) “Goods” means all things (including specially manufactured goods) which are movable at the time of identification to the contract for sale other than the money in which the price is to be paid, investment securities (Article \*) and things in action. . . .”

**UCC § 2-106. Definitions: “Contract”; “Agreement”; “Contract for Sale”; “Present Sale” “Conforming to Contract” “Termination”; Cancellation”**

(1) In this Article unless the context otherwise requires “contract” and “agreement” are limited to those relating to the present or future sale of goods. “Contract for sale” includes both a present sale of goods and a contract to sell goods at a future time. A “sale” consists in passing of title from the seller to the buyer for price (Section 2-401). A “present sale” means a sale which is accomplished by the making of a contract.

(2) Goods or conduct including any part of a performance are “conforming” or conform to the contract if they are in accordance with the obligations under the contract.

(3) “Termination” occurs when either party pursuant to a power created by agreement or law puts an end to the contract otherwise than for its breach. On “termination” all obligations which are still executory on both sides are discharged but any right based on prior breach or performance survives.

(4) “Cancellation” occurs when either party puts an end to the contract for breach by the other and its effect is the same as that of “termination” except that the cancelling party also retains any remedy for breach of the whole contract or any unperformed balance.

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### **Course Objectives/Learning Outcomes:**

The primary objective of this course is to provide the student with the opportunity to further develop competencies in knowledge and application of contract doctrine relevant to “transactions involving the sale of goods.” Specifically, the student will be provided an opportunity to develop competencies in the following:

1. Identification, extraction and comprehension of contract doctrine relevant to the sale of goods.
2. Identification and extraction of particular provisions of Article 2 that displace common law contract principles and doctrine, and the discernment and comprehension of the differences between the common law and the displacing Article 2 provisions.
3. Reading comprehension and the ability to study, process and absorb legal writings and materials in an efficient and productive manner.
4. The identification, extraction and articulation of fundamental rules and doctrine relevant to contract formation and enforcement.
5. The discernment and spotting of issues relevant to disputes involving agreements/contracts.
6. The integration and application of legal doctrine to a set of facts and circumstances for the purpose of predicting outcomes of legal controversies involving contracts (the skill of applying legal doctrine to relevant facts within the context of a disputed issue for the purpose of formulating a legal conclusion.)
7. Oral advocacy and communication—the ability to engage in a public, Socratic conversation involving cases, controversies and legal principles pertaining to contracts.
8. Case briefing and the efficient dissection of legal opinions for the purpose of extracting generalized principles of law.

9. Synthesizing and organizing course content into a comprehensive, generalized course outline of the law of contracts.
10. Professionalism, Timeliness, and Diligence.

### **Disability Accommodations Statement**

Students with disabilities should refer to the policies described at the University of La Verne Disabled Student Services Handbook [as of September 13, 2017 located at <https://sites.laverne.edu/disabled-student-services/disabled-student-services-handbook/>, which can be found on the website of the University of La Verne Disabled Student Services website (<https://sites.laverne.edu/disabled-student-services/disabled-student-services-handbook/>) or at their office. Temporary accommodations are offered on a case by case basis. All required documentation must be submitted by the student before any formal accommodations and should be made directly to the Director of Student Affairs.

Any student eligible for and requesting academic accommodations due to a documented disability (or a suspected disability) is asked to contact the College of Law Director of Student Affairs and Americans with Disability Act Compliance Officer, Akita Mungaray by email at [amungaray@laverne.edu](mailto:amungaray@laverne.edu) or by phone at (909) 460-2017. Her office is located on the first floor of the College of Law, Office # 107. You can also contact Cynthia Denne at the University of La Verne Disabled Student Services office at (909) 448-4441. The office is located at the La Verne campus Health Center. In order to be considered for accommodations, disabilities must be documented and the proper medical evaluations must be submitted. The office is here to help you succeed in law school. Visit it online at <https://sites.laverne.edu/disabled-student-services/>.

### **Attendance:**

Regardless of excuse, absences in excess of 20% of a class will result in the automatic exclusion of the student from that class. Excessive absences may result in an “F” for the class.

### **Course Readings and Assignments:**

See TWEN

### **Communication:**

You are invited to contact me at any time. If you need an appointment, I will make myself available Monday through Sunday, at a mutually convenient date and time. I strongly encourage you to e-mail me. It is one of the most effective means of contacting me after school hours. If you have a problem relevant to our class, **DO NOT WAIT UNTIL YOUR PROBLEM EVOLVES INTO A CRISIS TO COMMUNICATE WITH ME.**

### **Disclaimer**

*The professor reserves the right to make correction, changes, and other alterations to the syllabus, course requirements, and other elements contained herein. Such changes will be communicated to the students either in a regular class session or other appropriate means (e.g., email). All matters pertaining to student rights and responsibilities as outlined in the ULV catalog are adopted herein.*

### **University of La Verne Mission and Values**

It is the mission of the University of La Verne to provide opportunities for students to achieve their educational goals and become contributing citizens to the global community.

The University of La Verne shares four core values that promote a positive and rewarding life for its students through fostering a genuine appreciation and respect for:

1. **Values Orientation.** The University affirms a philosophy of life that actively supports peace with justice, the health of the planet and its people. Therefore, in light of this affirmation, it encourages students to become reflective about personal, professional, and societal values. It also encourages values-based ethical behavior.
2. **Community and Diversity.** The University promotes the goal of community within a context of diversity. Therefore, it encourages students to understand and appreciate the diversity of cultures that exists locally, nationally, and internationally. It also seeks to promote appreciation and preservation of biodiversity by helping students understand the impact/dependence of human beings on their environment.
3. **Lifelong Learning.** The University commits itself to promoting education that facilitates lifelong learning. Therefore, it teaches students how to learn, to think critically, to do constructive research, and to access and integrate information in order to prepare them for continued personal and career growth.
4. **Community Service.** The University believes that personal service is a primary goal of the educated person. Therefore, it encourages students to experience the responsibilities and rewards of serving the human and ecological community.

### **University of La Verne College of Law Vision, Mission, and Values**

#### **VISION**

La Verne Law is an incubator for innovation in legal education, thought, and advocacy for individuals passionate about serving their communities and promoting access and justice.

#### **MISSION**

The mission of La Verne Law is to guide our students in the discovery of law and self as they prepare for the practice of law or other professional careers. Our faculty of scholars and teachers is committed to creating an innovative, collaborative learning environment designed to develop the knowledge and skills relevant to achieving individual and professional success.

Our mission encompasses educating, as well as enhancing the professional lives of, the members of the local, regional, national, and international communities we encounter – students, faculty, staff, administrators, alumni, members of the bench and bar, and others who pursue social justice.

Our mission is grounded in the core values of the University of La Verne – life-long learning, ethical reasoning and decision-making, diversity & inclusivity, and community & civic engagement.

Difference-making is our legacy.

#### CORE VALUES

**University Values:** As a College within the University of La Verne we adopt and endorse the University core values of Lifelong Learning, Diversity and Inclusivity, Community Engagement, and Ethical Reasoning.

**College of Law Core Principles and Values:** As an institution dedicated to teaching and training the next generation of lawyers and leaders, we operate institutionally and individually on the principles of professionalism, innovation, ethics, student centeredness and community enhancement. In our actions and interactions, we are and seek to be affirming, respectful, humble, accountable, committed, inclusive, empathetic, responsive, passionate, and positive.

#### University of La Verne College of Law Program Objectives

- A. Upon completion of the program of legal education, students will possess the skills and knowledge to enable them to pass any bar examination of their choosing.
- B. Upon completion of the program of legal education, students will possess those skills to participate as respected members of the legal profession.
- C. Upon completion of the program of legal education, students will model ethical, responsible, and professional behavior.
- D. Upon completion of the program of legal education, students will embrace cultural differences and civic and community engagement.

#### American Bar Association Standard 302: LEARNING OUTCOMES

A law school shall establish learning outcomes that shall, at a minimum, include competency in the following:

- (a) Knowledge and understanding of substantive and procedural law;

- (b) Legal analysis and reasoning, legal research, problem-solving, and written and oral communication in the legal context;
- (c) Exercise of proper professional and ethical responsibilities to clients and the legal system; and
- (d) Other professional skills needed for competent and ethical participation as a member of the legal profession.

In compliance with ABA Standard 302, the University of La Verne College of Law has established the following.

### **University of La Verne College of Law Program Learning Outcomes**

1. Students shall demonstrate knowledge and understanding of substantive and procedural law.
2. Students shall demonstrate competence in legal analysis and reasoning.
3. Students shall demonstrate competence in conducting legal research.
4. Students shall demonstrate competence in problem-solving.
5. Students shall demonstrate competence in written and oral communication.
6. Students shall be able and motivated to exercise proper professional and ethical responsibilities to clients, the legal system, and the wider community.
7. Students shall demonstrate competent litigation skills.
8. Students shall demonstrate competent transactional skills.
9. Students shall apply cultural competency while exercising their legal skills.
10. Students shall demonstrate competence in answering bar-style multiple-choice, essay, and performance test questions.

### **Structure of the class**

The textbook has Chapters that are organized around **Assignments**. Within the assignments are **Questions** that we will review in class. At the end of each assignment are “Applying the Code” **Problems** you should prepare before class and I will call on students to discuss and hand in occasionally. Finally, you will be asked to complete a few **case briefs**.

<b>Date</b>	<b>Read Pages</b>	<b>Cases to brief</b>	<b>Assignment</b>	<b>Concepts covered</b>
Week 1 January 7	v, 1-51	<i>Nanakuli Paving &amp; Rock Co. v. Shell Oil Co.</i>	1 & 2	Introduction & Overview:  UCC Article 2, and How to Learn the Code;  Scope of Article 2 and Special Obligations of Merchants
Week 2 January 14	51-73		3 & 4	Contract Formation and Content of the Contract;  Contract Enforceability (Statute of Frauds)
Week 3 January 21 <b>NO CLASS</b> –  MLK, Jr Day –  make-up class on 4/22	73-123		5 & 6	Contract Formation and Content of the Contract
Week 4 January 28	123 - 155		7	Contract Formation and Content of the Contract