

COMMERCIAL TRANSACTIONS: SALES AND LEASES
FALL 2013 WEEKEND

PROFESSOR ALLEN BLAIR

Office Hours

Saturdays 11:15 – 1:00
(By appointment other times)

Contact Information

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Required Texts

- MARION W. BENFIELD, JR. & MICHAEL M. GREENFIELD, SALES: CASES AND MATERIALS (6th Ed. 2011) ("Casebook").
- Course Supplement ("Supplement") – A course supplement will be available to you in two formats: (a) an iBooks download for your iPhone or iPad; and (b) a .pdf file for those of you who do not have Apple products. At least ten days before our first class, I will send out an email through TWEN with instructions about downloading this supplement.
- CAROL L. CHOMSKY, CHRISTINA L. KUNZ, LINDA J. RUSCH & ELIZABETH R. SCHILTZ, SELECTED COMMERCIAL STATUTES (2013) ("Statutory Supp.").
 - *You may opt to get an older version of this (or a similar) supplement or forgo purchasing a supplement altogether and collect relevant statutory provisions through an on-line source. If you choose not to purchase the Statutory Supp., however, you must ensure that you have access to all of the UCC provisions that we discuss and, importantly, all official comments. Free, online versions of the UCC do not include the official comments. It is your responsibility to make sure that you have the most up-to-date statutes.*

Course Overview

This is an advanced course in contract law. We will focus on the regulation and planning of transactions for the sale and lease of goods. Most of our time will be spent working with Articles 1, 2 and 2A of the Uniform Commercial Code ("UCC"), a detailed statute with a distinctive philosophical approach. We'll also devote a fair amount of attention, however, to the U.N. Convention on Contracts for the International Sale of Goods ("CISG"), and, at least in passing, we'll deal with a few other specific federal and state statutes.

As a class focused on statutes, we will spend a significant amount of time mastering specific provisions of the UCC and the CISG. The class also provides us, however, with regular opportunities to consider the activities of commercial contracting parties — often sophisticated actors who bargain with one another at arms' length and who have the ability to obtain legal advice before entering into deal. Accordingly, we will explore a variety of conceptual and philosophical tools, including law and economics models, to study the law of private exchange and the decisions made by contracting parties.

Core Course Objectives

- ♦ First, this course will ground you in the fundamental statutory law of domestic and international sales and leases of goods.

- ♦ Second, this course will introduce you to some of the economic, political, and jurisprudential theories underlying and shaping the continuing development of the law of domestic and international sales and leases of goods.
- ♦ Third, this course will help you practice: (a) determining which body of substantive law applies to a particular situation; (b) reading carefully and thoughtfully the relevant authorities; (c) formulating a defensible strategy applicable to a particular situation; and (d) communicating your strategy and the rationale underlying it.
- ♦ Finally, this course will, I hope, prompt you to critically evaluate the existing law of domestic and international sales and leases of goods so that you can think constructively about how the that law should evolve to meet the challenges of the next decade and beyond.

Preparation and Attendance

Success in this class requires your careful attention, hard work, and perseverance. The law governing sales and leases is not particularly hard, but it is intricate. Accordingly, you must come to class having read and thought about the assignments. (*Remember, this is a statutory class – you absolutely must read and reread the statutes. Every word of the statutory language needs to be accounted for in your analysis.*) While keeping up is, of course, important in all law school classes, I cannot overemphasize the importance of staying current on your reading assignments in this particular class. Each Code provision and concept builds on previous Code provisions and concepts. If you fall behind, you'll be very sorry.

Your attendance in class is also important. Missing more than two classes will constitute excessive absence for purposes of the Law School's attendance policy.

If a conflict arises with a particular class, please let me know as soon as possible. I will endeavor to make reasonable accommodations to folks who have personal, religious, or other conflicts and let me know about such conflicts in a timely manner.

Participation

I adore this course. I enjoy the puzzle-like detail of many of the issues that we'll discuss, and I appreciate the practical significance of commercial law generally. I hope that you'll find all or parts of this class as exciting as I do. In any event, however, I expect that: (a) you will make a good faith efforts to answer questions that I direct at you randomly during classes; (b) you will regularly and voluntarily engage in class-wide discussions and, at least occasionally, offer relevant thoughts or comments; and (c) you will lead us off on analyzing several cases and Code provisions over the course of the semester.

I expect that your participation will be professional and courteous at all times, respecting your colleagues and me.

TWEN

All of you are, I'm sure, familiar with TWEN. You will need to register for this course's page on TWEN as soon as possible. I will post .pdf versions of the Keynote slides (the Mac version of PowerPoint) that I use in class on TWEN, as well as a number of optional materials. With respect to the slides, I will endeavor to post them within one week of the class in which they were shown. I do not, however, promise to always be prompt or complete with my postings. You should not count on slides being available at any particular time.

Computer Use

You may use laptop computers or other electronic devices in class to take notes and access course-related materials. You should not use your laptop or other electronic devices for other purposes. If your device becomes a distraction to me or to your colleagues, I will ban you from using it in the classroom.

Grading

Your grade in this class will be based on a final examination (60%) and two substantial in-class quizzes (40%). Additionally, I reserve the right to bump grades up or down based on exceptional participation.

The Final Examination

The examination will be a 2-hour, self-scheduled, semi-open book examination (meaning that you can have your class notes, the text of the statutes and any other assigned reading materials but you will not have access to the internet or any other non-assigned materials). We will discuss the structure and format of the examination in more detail as the semester progresses.

The Quizzes

I will give two in-class quizzes during the semester. The quizzes will be comprised of multiple-choice or short-answer questions or some combination of the two. We will discuss the quizzes in more detail during the semester.

These quizzes are treated like the final exam. I cannot excuse you from taking them. If you have a conflict, you must seek a special accommodation from the Dean of Student and Multicultural Affairs. I will oppose any accommodation request unless: (a) you have a preexisting conflict and you have made arrangements with me in advance; or (b) you have a significant personal or family emergency and you contact me as expeditiously as possible.

Grade Bumps

I reserve the right to bump a final grade up or down one-half letter grade step for exceptional (either positive or negative) participation. I do bump grades in this class, both up and down. To earn a positive bump, you must not only consistently be prepared and regularly volunteer in a thoughtful manner, but you must go above and beyond the call of duty in contributing to our collective learning. To avoid a negative bump, you need to be prepared, volunteer at least occasionally, and respond thoughtfully to any questions that I direct to you. If you are in danger of a negative bump, I will give you at least one warning over the course of the semester and an opportunity to cure.

Reading Assignments

Please review the assignments carefully. Although we will, for the most part, be proceeding through the Textbook in order, we will frequently jump around a little and skip some sections. If we fall behind significantly – which can happen with this course, as it is notoriously hard to pace – I will distribute an amended assignment list.

Please notice that I do not expressly assign sections out of the Statutory Supplement. ***You must, however, review the portions of the Statutory Supp. relevant to the assigned readings.*** If a case or a problem, for instance, references § 2-306 of the UCC, then I will expect that you have, as part of your preparation for the class, read and considered § 2-306 and its comments.

In addition to the assignments below, it is well worth your time, in the first two or three weeks of the semester, to skim through all of Article 1 and 2 of the UCC as well as the CISG. I wouldn't necessarily read every section in great detail, but skim through them so that you have a sense of the whole.

8/17 Course Intro and Scope of the UCC and CISG

Casebook 1-36 (skipping *Architectronics, Inc. v. Control Systems, Inc.* and associated questions)

Supplement Chapter 1

8/24 Contract Formation: Agreements, Contracts and Gap Fillers

Casebook 37-47; 67-93

Supplement Chapter 2

9/7 Contract Formation: Formalities and Modifications

Casebook 47-67; 93-118

Supplement Chapter 3

9/14 Contract Formation Under the Code: Hierarchy of Code Terms, Unconscionability and the PER

Casebook 119-58

Supplement Chapter 4

9/21 Contract Formation: Default Rules

Casebook 158-215

Supplement Chapter 5

9/28 Warranties Intro & Quiz 1

Casebook 216-276

We will have class for the first two hours, you will then have a short break after which you will take the quiz.

10/5 Warranties Continued

Casebook 281-346

Supplement Chapter 6

10/12 Performance and Breach: Buyer's Remedies Part I

Casebook 347-402

10/26 Performance and Breach: Buyer's Remedies Part II

Casebook 402-450

11/2 Performance and Breach: Seller's Remedies

Casebook 451-90

11/9 Prospective Non-Performance and Commercial Impracticability & Quiz 2

Casebook 491-533

We will have class for the first two hours, you will then have a short break after which you will take the quiz.

11/9 Prospective Non-Performance and Commercial Impracticability & Quiz 2

Casebook 491-533

11/16 Documentary Transactions Overview

Casebook 589-620

Supplement Chapter 7

11/23 Risk of Loss and Rights of Third Parties

Casebook 534-569

Supplement Chapter 8