

**Sales
Law 312
Professor Zywicki
August 6, 2024 (subject to revision)**

Administrative Matters

Each student will be expected to be prepared for each and every class, including being prepared to answer any questions regarding the assigned reading material. My office is on the 4th Floor. Unless a matter is urgent or otherwise requires immediate personal attention, I encourage you to contact me by email at tzywick2@gmu.edu. I especially encourage you to contact me by email if you have a discrete question about classroom or reading material.

Class will meet each Tuesday from 4:00-6:00. Office hours will be each Monday from 1:00-1:50 and 3:50-4:30 and Tuesday 3:00-4:00. Circumstances occasionally will require me to rearrange my office hours schedule. Thus, if you anticipate that you will be coming for office hours, please drop me an email, note, or let me know after class that you will be coming. If my door is open, feel free to drop in.

Because of other law school commitments, in-person class will be canceled on September 17 and October 22. I will provide more information later as to whether we will meet remotely on those dates or schedule in-person makeup classes.

If we are to meet remotely because of weather or otherwise, we will use the following Zoom link to conduct class: <https://gmu.zoom.us/j/9786383043>

Our book contains many study problems. The syllabus identifies specific problems that we will cover in class. I encourage you to work through all of the problems on your own, even those that I do not plan to cover in class.

Grading and Exam

Your grade will be based on the final exam. The exam will be December 14 at noon. Further detail on the exam will be provided. Your grade in the class will be based on the final exam. I reserve the right to increase a student's grade on the basis of exemplary class participation. Reading assignments are tentative and subject to revision as the semester progresses, depending on the pace of coverage of materials in class.

Course Materials

Required:

Steven D. Walt, *Sales Law: Domestic and International: Cases, Problems, and Materials* (4th ed. 2024).

You will need a copy of the complete text of Article 2 of the Uniform Commercial Code with the Official Comments. I recommend the versions that are available on Hein Online, but any complete text of Articles 1 and 2 are fine. Some minor amendments were made to the UCC Article 2 in 2022, so be sure to have those. You can find other UCC sources, as needed, at Hein Online.

Recommended:

Colin P. Marks and Jeremy Kidd, *Mastering Sales* (2018)

Clayton P. Gillette and Steven D. Walt, *Sales Law: Domestic and International* (3d ed., 2016) (Concepts and Insights Series)

INSTRUCTOR EXPECTATIONS

- Students are expected to be prepared for class each day and meet all required deadlines.

LEARNING OUTCOMES

This course is about the law of Sales under Article 2 of the Uniform Commercial Code. At the conclusion of this course students will understand the following:

- The law of sales, including the Scope of Article 2, formation of sales contracts, warranties, performance requirements, risk of loss, and remedies for breach.
- The history and policies of Article 2 and the Uniform Commercial Code, particularly the relevance of the law merchant and merchant custom to sales contracts and how they differ from the common law
- To understand and be able to articulate important criticisms of Article 2, especially in application to consumer contracts and the logic of the “incorporation” approach to contract interpretation.

COURSE RULES/STRUCTURE:

- This class is intended to be discussion-oriented and students will be expected to have done the reading and contribute to the class discussion each week.
- Students who are participating online will be expected to have your cameras on and prepared to participate if called on. At all other times, please mute your mic.
- Protocol for how online students can be recognized to participate in the discussion will be announced at a later date.

EMAIL COMMUNICATION: Students must use their MasonLive email account to receive important University information, including communications related to this class. The law school is adopting more widespread use of Blackboard, which I will attempt to master sufficiently to communicate with you in addition to email.

ATTENDANCE: Regular and punctual attendance are required to earn academic credit. Attendance requirements for academic credit will follow the policies set forth in Academic Regulation 4-1. Should circumstances occur where you anticipate the possibility of missing a substantial number of class sessions (e.g. a serious illness), you should immediately contact the Assistant Dean, Student Academic Affairs.

CLASS RECORDINGS PROHIBITED: Pursuant to Academic Regulation 4-2.2, no portion of a class session or an examination may be preserved by means of a recording device such as an audio recording device or camera. Any exceptions to this policy must be expressly permitted in writing by me. For those students who are unable to attend a particular class for health reasons, a video recording of the class will be made available to stream through the law school.

EXAM CONFLICTS: In accordance with AR 4-4.1, excuses and requests for permission not to sit for an examination when scheduled must be presented, with appropriate documentation, to the Assistant Dean, Student Academic Affairs. Except in emergencies, such requests should be presented no later than two weeks before the date of the examination. All requests for extensions or rescheduling of deadlines will be processed through the Assistant Dean, Student Academic Affairs, whose decision will be final.

ACADEMIC INTEGRITY: It is expected that students adhere to the Antonin Scalia Law School Honor Code. The Honor Code prohibits lying, cheating, or stealing. This includes a student obligation to never represent the work of another as their own, and to never provide or accept unauthorized assistance on any school related assignment. The Honor Code is available here: <https://sls.gmu.edu/honor/>.

COMMITMENT TO OPEN DIALOGUE AND DEBATE: Class sessions will be conducted according to the principles established in the law school's Statement of Faculty Principles on Classroom Commitment to Open Dialogue and Debate, which is available here: https://www.law.gmu.edu/about/commitment_to_open_dialogue/.

CLASSROOM ACCOMMODATIONS: Disability Services at George Mason University is committed to providing equitable access to learning opportunities for all students by upholding laws that ensure equal treatment of people with disabilities. If you are seeking accommodations for this class, please visit <https://ds.gmu.edu/> for detailed information about the Disabilities Registration Process. Faculty may not receive or respond to requests for an accommodation. All requests must be handled by the office of Disability Services. You may contact Disability Services directly via email at ods@gmu.edu or phone at (703) 993-2474. If you have any questions about how in-class or testing accommodations are implemented at the law school, please contact the Assistant Dean, Student Academic Affairs for more information.

ADDITIONAL SCHOOL POLICIES AND RESOURCES:

[STUDENT HONOR CODE](#)

[ACADEMIC REGULATIONS](#)

UNIVERSITY LIFE: University Life provides student support resources such as **Counseling and Psychological Services** (<https://caps.gmu.edu/>), **Student Health Services** (<https://shs.gmu.edu/>), and the **Student Support and Advocacy Center** (<https://ssac.gmu.edu/>). For more information about University Life on the Arlington Campus, please visit: <https://ularlington.gmu.edu/>

Reading Assignments—Sales

Class 1: 1-16, 19-34, *skip* 34-87

Problem 2.3

UCC §§ 2-102, 2-105, 2-106; 2-401, 2-501

Class 2: 87-112, *skip* 115-141, 141-153

Problems 3.3, 3.4

Problems 3.7, 3.8, 3.11

UCC §§ 2-204—2-207

Class 3: 153-175, *skip* 175-178, 178-194, *skip* 194-206, 206-217

Problems 4.1, 4.3, 4.4, 4.6, 4.7, 4.8, 4.10, 4.11, 4.12, 4.13, 4.14

UCC §§ 2-201, 2-202, 2-302

Class 4: 217-286, *skip* 286-321

Problems 5.3, 5.4, 5.5, 5.7, 5.8, 5.10

UCC §§ 2-313, 2-314, 2-315, 2-312

Class 5: 321-338, *skip* 338-343, 343-368, *skip* 368-378, 378-409, *skip* 409-439

Problems 6.3, 6.4, 6.5, 6.6, 6.8

UCC §§ 2-316, 2-719

Class 6: 439-472

Problems, 7.1, 7.2, 7.4, 7.5

UCC §§ 2-512, 2-601—2-607, 2-508

Class 7:

Class 8:

Class 9: 472-515, *skip* 515-530

Problem 7.7

UCC §§ 2-508, 2-608, 2-613—2-615

Class 10: 530-553, *skip* 553-575, 575-602

Problems 8.1, 8.2, 8.3

UCC §§ 2-509, 2-510, 2-319, 2-320, 2-709, 2-403

Class 11: 619-670

Problems 9.1, 9.3, 9.5

UCC §§ 2-705, 2-708, 2-709

Class 12: 671-712, *skip* 712-733

Problems 10.1, 10.2, 10.3, 10.4, 10.5, 10.8, 10.10, 10.11

UCC §§ 2-708(2), 2-507, 2-702

Class 13: 733-767, *skip* 767-779, 779-789

Problems 10.15, 10.17, 10.20

UCC §§ 2-711, 2-712, 2-714, 2-716

Exam: December 14, Noon