

Course Title	Sales
Professor	Samuel F. Ernst
Term	Fall 2026
Meetings	Wednesdays: 2:00-3:50 p.m.

Professor's Contact Information

Email Address	sernst@wsulaw.edu
Office Hours	Please email me for an appointment

General Course Information

Required Texts & Materials	<i>Foohy et al., Comprehensive Commercial Law: 2026 Statutory Supplement</i>, Aspen, ISBN 9798899639876. <i>Problems and Materials on the Sale and Lease of Goods</i>, Ninth Edition, by Whaley & McJohn, Aspen, ISBN 9781543859027
Course Objectives (and their relation to Programmatic Learning Outcomes)	1. To understand the substantive law of Articles 2 and 2A of the Uniform Commercial Code regarding the sale and lease of goods (Doctrinal Knowledge); 2. To further develop the skills of statutory analysis and case analysis (Legal Analysis); 3. To identify the factual and legal issues implicated by a fact pattern and to appropriately use the Code, cases, and rules to argue issues in favor of your client (Communication and Advocacy of Legal Argument).

Course Policies

Attendance, Preparedness, and Class Participation	This course requires regular attendance and preparation. 10% of the class grade is awarded for consistent attendance and active participation, as determined by the index card assignment described immediately below. It is estimated that, on average, the assigned reading and other classroom preparation should require four or more hours outside of class for each class session.
Accommodations	<u>DISABILITY SERVICES STATEMENT:</u> Western State College of Law provides accommodations to qualified students with disabilities. The Disabilities Services Office assists qualified students with disabilities in acquiring reasonable and appropriate accommodations and in supporting equal access to services, programs, and activities at Western State College of Law. To seek reasonable accommodations, a student must contact Senior Assistant Dean Donna Espinoza, Student Services Director and Disabilities Services Coordinator, whose office is in Room 276. Dean Espinoza's phone number and email address are: (714) 459-1117; despinoza@wsulaw.edu. When seeking accommodations, a student should notify Dean Espinoza of her or his specific limitations and, if known, her or his specific requested accommodations. Students who seek accommodations will be asked to supply medical documentation of the need for accommodation. Classroom accommodations are not retroactive, but are effective only upon the student sharing approved accommodations with the instructor or professor. Therefore, students are encouraged to request accommodations as early as feasible with Dean Espinoza to allow for time to gather necessary documentation. If you have a concern or complaint in this regard, please notify Dean Espinoza; or please notify Dean Halim Dhanidina at hdhanidina@wsulaw.edu or (714) 459-1168. Complaints will be handled in accordance with the College of Law's "Policy against Discrimination and Harassment."
Grading Method	10% of the grade is awarded for consistent attendance and preparation for active participation as determined by the index card assignment described immediately below. 20% if the grade is determined by the midterm exam 70% of the grade is determined by the final exam

Index Card Assignment	10% of the class grade is determined by class preparedness and participation under the following procedure: For each class students should prepare an index card (3X5 inches) stating the following information: • Your name • The name of a case in the reading • What you believe to be the holding of the case (This should be in the form of at least one complete sentence) • Whether you agree or disagree with the result of the case. Please hand in your index card PRIOR TO EACH CLASS AS YOU ENTER THE CLASSROOM. Cards may not be submitted electronically, outside of the class, or after class because the cards are used as records demonstrating your punctuality and preparedness to participate in class. Students may be asked to discuss any case assigned for that day, and not just the case noted on the student's card. In the event class is held via Zoom, no index card assignment will be required.
Midterm Exam	Multiple Choice
Final Exam	Essay and Multiple Choice

Date:	Topics and Assigned Reading:
	Readings are from the Casebook. Please also study any UCC provisions referenced in the readings and their official comments in the Statutory Supplement.
1. Wednesday, August 19	1-56 Introduction to the UCC Scope of Article 2 and Article 2A International Sales
2. Wednesday, August 26	57-92 Contract Formation The Statute of Frauds The Parol Evidence Rule
3. Wednesday, September 2	92-129 Offer and Acceptance The Battle of the Forms
4. Wednesday, September 9	129-167 Warranties
5. Wednesday, September 16	167-204 Warranty Disclaimers
6. Wednesday, September 23	204-239 Limitations on Warranties Defenses in Warranty Actions
7. Wednesday, September 30	239-272 The Magnuson-Moss Act Warranties and Article 2A Warranties in International Sales Gap Fillers
8. Wednesday, October 7	Midterm Exam (Multiple Choice)

9. Wednesday, October 14	272-297 Unconscionability Identification of the Goods Risk of Loss: No Breach Delivery Terms
10. Wednesday, October 21	297-325 Contract Performance Installment Sales The Perfect Tender Rule Cure
11. Wednesday, October 28	325-358 Rejection and Acceptance of Tender Revocation of Acceptance of Tender
12. Wednesday, November 12	358-381 Risk of Loss: Breach Impossibility
13. Tuesday, November 10	381-404 Special Remedies Seller's Remedies Accepted Goods Seller's Remedies Unaccepted Goods
14. Wednesday, November 18	404-435 Buyer's Remedies Accepted Goods Buyer's Remedies Unaccepted Goods

These descriptions and timelines are subject to change at the discretion of the Professor.

Western State College of Law – Programmatic Learning Outcomes

Western State College of Law’s curriculum is designed so that every student achieves a level of competency prior to graduation in each of the eight Programmatic Learning Outcomes listed below:

1. Doctrinal Knowledge

Students will demonstrate knowledge of substantive and procedural law in the core curriculum subjects, including Contracts, Criminal Law, Criminal Procedure, Torts, Real Property, Business Association, Evidence, Civil Procedures, Constitutional Law, Estates, Community Property, Remedies, and Professional Responsibility.

2. Practice Skills

Students will demonstrate the development of other law practice skills. Each student’s chosen outcomes within this category will be varied based on the student’s particular interests, coursework and work experiences. They may include, but are not limited to, the following topics: oral presentation and advocacy; interviewing; counseling; client service and business development; negotiations, mediation, arbitration, or other alternate dispute resolution methods; advanced legal research and writing (excluding purely academic papers and the first four units earned in introductory first-year legal research and writing class); applied legal writing such as drafting contracts, pleadings, other legal instruments; law practice management or the use of technology in law practice; cultural competency; collaboration or project management; financial analysis, such as accounting, budgeting project management, and valuation; cost benefit analysis in administrative agencies; use of technology, data analyses, or predictive coding; business strategy and behavior; pre-trial preparation, fact investigation, such as discovery, e-discovery, motion practice, assessing evidence, or utilizing experts; trial practice; professional civility and applied ethics; a law clinic that includes a classroom component; or a legal externship that includes a classroom component.

3. Legal Analysis

Students will demonstrate the ability to identify the factual and legal issues implicated by a fact pattern and to appropriately use cases (including identifying the salient features of an appropriate precedent case, identifying legally significant similarities or differences between the precedent case and a fact pattern and explaining why those are legally significant) and rules (including the ability to connect legally significant facts in a fact pattern to the rule) to predict how a court would decide the issue. Students will also demonstrate the ability to identify and evaluate the public policies of a precedent case or rule, and be able to evaluate how public policy can impact the application of a rule to the legal issue.

4. **Legal Research**
Students will demonstrate the ability to locate relevant legal authority using a variety of book and electronic resources, and to properly cite to such legal authority.
5. **Communication**
Students will demonstrate the ability to communicate both orally and in writing in a manner appropriate to a particular task to effectively convey the author or speaker's ideas. This includes audience sensitivity in written and oral communication (the ability to adopt a tone, style and level of detail appropriate to the needs, knowledge and expertise of the audience); and written communication basic proficiency (the ability to use the conventions of grammar, spelling, punctuation, diction and usage appropriate to the task and sufficient to convey effectively the author's ideas).
6. **Advocacy of Legal Argument**
Students will demonstrate the ability, in both oral and written formats, to evaluate the legal, economic and social strengths and weaknesses of a case and use case and statutory authority as well as public policy to persuade others. Making policy-based arguments includes the ability to identify and evaluate the public policies of a precedent case or rule and their implications, and be able to assert such appropriate arguments to support a particular application or distinction of a precedent case to a legal controversy or a particular resolution of the application of a rule to the legal controversy.
7. **Client Sensitivity and Cultural Competency**
Students will demonstrate an awareness of clients' needs and goals, including a sensitivity to clients' background and circumstances (including, but not limited to, socio-economic, gender, race, ethnicity, educational, disability and/or religious background(s)), the ability to make decisions that reflect an appropriate focus on those needs and goals, and awareness that cultural issues may affect the relevance of facts and application of the law.
8. **Legal Ethics**
Students will demonstrate the ability to identify ethical issues in law practice contexts and make appropriate decisions to resolve such issues.