BULE 402 COMMERCIAL LAW (Spring 2015)

Course Section: BULE 402, Section 001
Instructor: Bernard S. Sharfman
Class Location: Enterprise Hall 174
Time: Monday 7:20 pm – 10:00 pm
GMU Email: bsharfma@gmu.edu

Course Description: Exposure to commercial law with particular emphasis on the Uniform Commercial Code. Topics include contract law, corporate law, negotiable instruments, sales, securities regulation and accountants’ liability. Lecture, discussion, readings, cases. This is a recommended course for the CPA Exam.

Communication: Outside of class, the primary means by which you can communicate with me is by email. Also, I will most likely be sending out at least one email per week regarding the upcoming class. So, it is very important for you to be looking out for my emails!

Course objectives: Upon successful completion of this course students will be able to:
(1) Identify and explain fundamental legal concepts from a variety of subject areas of commercial law.
(2) Demonstrate the ability to apply legal concepts through legal reasoning to resolve business related legal disputes.
(3) Demonstrate an understanding of the impact of law on business and the role of business in shaping the legal and regulatory environment.

Approach to Learning: Lecture, discussion of lecture material and student analysis of cases.

Course Website: This course utilizes Blackboard, which may be accessed by going to http://courses.gmu.edu. You must be on the class list in order to access this website. Many course materials will be made available on Blackboard, including the syllabus.

**Student Responsibilities:** (1) regular class attendance; (2) thoroughly read the assigned chapters; (3) preparation of case assignments prior to class; (4) participation in discussions/critical analysis of case assignments and lectures; (5) completion of all assessments and (6) in-class conduct which respects the rights and opinions of classmates and the professor.

**Methods of Student Evaluation:** (1) two non-cumulative exams; (2) class participation and (3) satisfactory performance on case write-ups.

Class participation can be a very positive factor in your final grade. It can also help me determine whether or not I should provide you with a letter of recommendation for law school if you are so interested. However, a lack of class participation can also be a negative factor in your grade! For example, for most class sessions, I will assign at least **nine** students to be responsible for thoroughly knowing the cases assigned for each chapter to be discussed. This means taking an active role in discussing the assigned cases and **turning in** write-ups of those cases. Each time it is clear you are not prepared to discuss a case, have not satisfactorily written up the assigned cases or are absent from class without a proper excuse, your final score for grading purposes will be reduced by three points. However, if you send me an email with a proper excuse why you cannot attend on the day you have been assigned cases I will not call on you. Or, if you are ill, I will accept a doctor’s note. Given a proper excuse, I will then assign you the cases for another chapter.

**Disabilities:** If you are a student with a disability and you need academic accommodations, please see me and contact the Office of Disability Services (ODS) at 993-2474. All academic accommodations must be arranged through the ODS.

**Honor Code:** George Mason’s Honor Code prohibits cheating and attempted cheating, plagiarism, lying and stealing. Students are required to familiarize themselves with the George Mason Honor Code and follow it. You may access the Honor Code online at: [http://www.gmu.edu/catalog/apolicies/honor.html](http://www.gmu.edu/catalog/apolicies/honor.html).

**Enrollment Caveats:** You will not receive credit for this course unless you are listed on the official grade sheet. It is your responsibility to verify that you are properly enrolled. Students should go to [http://registrar.gmu.edu](http://registrar.gmu.edu) for more information on the academic calendar and the exam schedules.

**Advance Notice of Class Cancellations:** I expect to be able to meet each class session per the syllabus. However, if I find it necessary to miss a class session, I will send an email out to all students listed on the class roster and will also notify the school.

**In-Class Courtesy:** I expect all students to arrive on time for class. It is very disruptive for me to have students walk in during the middle of class. So, please try to keep this type of behavior to a minimum. Nevertheless, I encourage you to arrive late rather than not at all. Also, if you carry a cell phone, please be sure to turn it off during class; a ringing or vibrating phone during class is distracting. Text messaging is also prohibited.
**Exams and final exam:** Two exams are scheduled during the course of the semester. The exams will consist of a combination of true/false and multiple choice questions. Each exam will count for one-half of your grade, exclusive of the adjustments created by your class participation.

**Course Schedule:** Please note that the schedule and assignments are subject to change.

**Important dates:** Please note that the mid-term exam is scheduled for March 23 and the final exam is scheduled for Monday, ______ (7:30 pm to 10:15 pm).

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<thead>
<tr>
<th>Date</th>
<th>Topic</th>
<th>Assignment (Cases)</th>
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<tbody>
<tr>
<td>Class 1 - Jan. 26</td>
<td>Course Introduction</td>
<td>Review Syllabus; Chapter 1 (Kuehn v Pub Zone; Soldano v O’Daniels), Chapter 3 (Jones v Clinton), Chapter 4 (Tarasoff v Regents)</td>
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<td>Class 2 - Feb. 2</td>
<td>Contracts and Ethics</td>
<td>Chapter 10 (Davis v. Mason; Mr. W. Fireworks; DeMasse v. ITT; Norton v. Hoyt; Fallsvie Glatt Kosher); Chapter 2 (no cases)</td>
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<td>Class 3 - Feb. 9</td>
<td>Contracts</td>
<td>Chapter 11 (Carlill v Carabolic; Baer v. Chase; Soldau v. Organon, Inc.); Chapter 12 (Hamer v. Sidway; Kim v. Son; Citizens Trust Bank v. White; Snider Bolt v Quality Screw; Henches v. Taylor), Chapter 13 (Authentic Home Improvements v. Mayo; AE Travel v Assih)</td>
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<td>Class 4 - Feb. 16</td>
<td>Contracts</td>
<td>Chapter 13 (King v. Head Start Family Hair Salons, Inc; Ransburg v. Richards; Worldwide Insurance v. Klopp); Chapter 14 (Babcock v Engel; Hess v. Chase Manhattan Bank; Donovan v. RRL Corp.; In Re RLS Legal Solutions, L.L.C.; Sepulveda v Aviles)</td>
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<td>Class 5 – Feb. 23</td>
<td>Contracts</td>
<td>Chapter 15 (Sawyer v. Mills; Seton Co. v. Lear Corp.; Mayo v. North Carolina State University); Chapter 16 (Schauer v. Mandarin Gems;</td>
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<td>Class 8 – March 23</td>
<td>Mid-term exam (material thru class 7) Hierarchy of Authority: 1) PPTs 2) Prof. Sharfman’s case write-ups 3) Textbook</td>
<td>Study for mid-term</td>
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<td>Class 10 - April 6</td>
<td>Business Organizations Chapters 31 and 32</td>
<td>Chapter 31 (Ridgeway v. Silk; Wyoming.com, LLC v. Lieberman; BLD Products v. Technical Plastics); Chapter 32 (Nadel v. Starkman; Banker v.</td>
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| Class 11 – April 13 | Business Organizations  
Chapters 33 and 34 | Chapter 33 (GS Petroleum v. R and S Fuel; Rodriguez v. Loudeye Corp.; In Re Bigmar; Brooks v. Becker); Chapter 34 (Unocal Corp. v. Mesa Petroleum Co.; Lippman v. Shaffer; Anderson v. Bellino; Airgas v Air Products) and Professor Sharfman’s article, “Shareholder Activism as a Corrective Mechanism in Corporate Governance” (focus on Parts I through IV) |
|---------------------|----------------------------------|----------------------------------------------------------------------------------|
| Class 12 – April 20 | Business Organizations and  
| Class 13 – April 27 | Negotiable Instruments  
and Accountants’ Liability  
Chapters 25 and 27 | Chapter 25 (Blasco v. Money Services Center; Buckeye Check Cashing, Inc. v Camp; Hartford A&I Co. v. Amer. Express Co.; Antuna v Nescor); Chapter 27 (Oregon Steel Mills, Inc. v. Coopers & Lybrand, LLP; Gary Ellis v. Grant Thornton; Ernst & Ernst v Hochfelder) |
| Class 14 – May 4 | Real Property and Agency  
Chapter 43 and 28 | Chapter 43 (Freeman v. Barrs; Jackson v Estate of Green; Ray v Becon Hudson Mountain Corp.); Chapter 28 (Otsuka v Polo Ralph Lauren; Abkco Music v Harrisonsongs Music) |
| Final – _______  
7:30 pm to 10:15 pm | Final Exam (Chapters covered since mid-term exam) | Study for Final Exam |