

**CALIFORNIA STATE UNIVERSITY, NORTHRIDGE**  
**DAVID NAZARIAN COLLEGE OF BUSINESS & ECONOMICS**  
**DEPARTMENT OF BUSINESS LAW**  
**COMMERCIAL TRANSACTIONS LAW**  
**BLAW 480**

**PROFESSOR:** Farshad Ghodoosi, J.S.D., PhD.  
**OFFICE:** BB3240  
**OFFICE HOURS:** Virtually via Zoom on Tuesdays: 12:30pm-1:30PM. Office hours can also be scheduled by appointment. Contact the Professor to Schedule a Zoom Meeting.  
**TIME & PLACE:** Fully Online and Asynchronous (FOA). No on campus meetings. Please follow the course's Canvas page for introductory materials, week-by-week recorded lectures and assignments among others.  
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**OFFICE PHONE:** N/A

**Course Description**

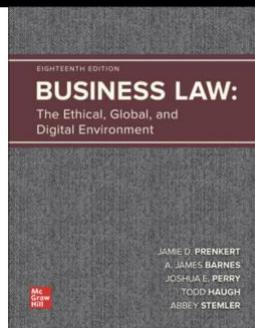
Study of those areas of law related to commercial business transactions, including commercial paper, negotiable instruments, secured transactions, bankruptcy, and the law of sales.

**Prerequisites**

BLAW 280, BLAW 308; BUS 302/L for Business majors; Upper Division Writing Proficiency Exam (UDWPE) score of 8 or higher.

**Course Materials**

**Required Textbook:** BUSINESS LAW: THE ETHICAL, GLOBAL, AND DIGITAL ENVIRONMENT (18<sup>th</sup> Edition) By Jamie Darin Prenkert and A. James Barnes and Joshua Perry and Todd Haugh and Abbey Stemler. Additional materials and cases may be assigned as needed.



**Course Objectives**

- To develop strong analytical and writing skills.
- To evaluate and analyze how decisions are made in the business environment within the constraints of state and federal laws and regulations.
- To describe how law serves as a tool for generating policy and for making decisions, including business decisions.
- To explore and evaluate the impact ethical considerations play in defining appropriate business behavior and conduct.

- To expand the student’s analytical and evaluative capacity of substantive and procedural rules of law, and how these concepts influence decision making in the work environment.
- To inquire into the nature of technological developments and advancements and how laws and regulations are applied in the protection of rights.
- To evaluate current research and keep abreast of legal developments/legislations that impact business.
- To actively participate and present on legal issues and case law pertinent to this class.

### Learning Outcomes

- The course objective will be met through a combination of activities as described on the Canvas page. The emphasis here is on *interactive* learning. For this purpose, classes are taught using, in part, the *Socratic* method, with its goal of participatory learning and the development of reasoning skills.
- Through various readings, activities and assignments in this class, students will develop analytical skills and some basic knowledge of the relevant area of the law.
- Students must complete all readings and other assignments prior to class meetings in order to benefit from class time.
- Students are reminded that learning is an exploratory process of continuous intellectual enhancement and development. For this reason, the fear of being wrong should not inhibit students’ participation. Instead, students should come well prepared to each class, particularly for the case discussions, and be ready to answer questions/discuss your analysis.
- Each assignment preparation, analytical thinking, meaningful participation, deep understanding of the materials, research skills, writing skills, speaking skills, and respectful interactions with others are among the most important factors in determining the grades.

### Course Topics

Below are the main topics of the course. Other topics will be likely discussed.

- I. THE LAW OF SALES
- II. SECURED TRANSACTIONS
- III. BANKRUPTCY
- IV. COMMERCIAL PAPER

### Course Requirements

Type	Format	Percentage
Mid-Term (1)	Multiple-choice and essay questions	20%
Mid-Term (2)	Multiple-choice and essay questions	20%
Final	Multiple-choice and essay questions	25%
Case Briefs	One-page brief of cases using IRAC	15%
Participation	Active engagement with course materials including recorded lectures, quizzes discussion boards etc.	20%

#### Mid-terms and final examination

- Exams are comprised of (a) essay questions, and (b) multiple-choice questions.
- For essay questions:
  - They require full and clear answers which consist of identifying the issues, analyzing the facts and applying law to the facts. Mere conclusions are not enough and may receive no credit.
  - Answers must be in IRAC format.

- Discuss the issues involved, the applicable legal rules, an application of the law to the facts.
- Discuss all issues. Some essay questions have more than one issue.
- An overall structure of answers to essay questions is as follows:
  - Discuss the issue(s)
  - Define and discuss any principles of law, legal theories, etc., relevant to the question.
  - Fully apply the given facts to the legal principles on which you rely. Do not ignore any facts, even if they do not support your conclusions. Do not assume that I know that you know something - tell me in your exam what you know, defining every legal term used.
  - The actual conclusions you reach could be the least important part of your answer - but you must base your conclusions on complete and intelligent applications of the facts to the legal principles involved.
- Failure to take an exam at the scheduled time will result in F on that exam unless arrangements have been made with the professor.

### Case Briefs:

- Briefs are one-page long per case or problem (single space, Times New Roman Font size 12). Students are required to submit the briefs on or before the class in which the relevant materials are taught. Canvas modules include the deadline for submission of briefs.
- To brief cases, case problems and questions, use the following “IRAC” format:
  - **Issue:** What question must be answered in order to reach a conclusion in the case? This should be a legal question which, when answered, gives a result in the particular case. Make it specific (*e.g.* “Has there been a false imprisonment if the plaintiff was asleep at the time of 'confinement?'”) rather than general. Most cases present one issue. If there is more than one issue, list all, and give rules for all issues raised.
  - **Rule:** The rule is the law which applies to the issue. It should be stated as a general principal, (*e.g.* A duty of care is owed whenever the defendant should anticipate that her conduct could create a risk of harm to the plaintiff.) not a conclusion to the particular case being briefed, (*e.g.* “The plaintiff was negligent.”)
  - **Application:** The application is a discussion of how the rule applies to the facts of a particular case. While the issue and rule are normally only one sentence each, the application is normally paragraphs long. It should be written debate - not simply a statement of the conclusion. Whenever possible, present both sides of any issue. Do not begin with your conclusion. The application shows how you are able to reason on paper and is the most difficult (and, on exams, the most important) skill you will learn.
  - **Conclusion:** What was the result of the case? With cases, the text gives you a background of the facts along with the judge’s reasoning and conclusion. When you brief cases, you are basically summarizing the judge's opinion. With case problems, the editors have given you a summary of the facts of an actual case, but have not given you the judge's opinion. Your job is to act as the judge in reasoning your way to a ruling, again using the IRAC format.

### Participation:

- Participation grade is assessed based on student’s engagement with Canvas’ materials. Each week students are required to complete quizzes (in-video or otherwise) and/or discussion boards. Each of the activities include certain points (*e.g.*, syllabus quiz may be 15 points). Participation grade is students’ overall grade from these activities.
- It is important that students complete all weekly Canvas assignments by their due date.

### Academic and Personal Integrity

- Violations of honor codes and other integrity problems are unacceptable. In doing projects/assignments, you should cite all external sources of information (including Internet sources), fully and completely. To maintain fairness to all other students, violators of academic integrity will be penalized by receiving failing grades and will be reported to the appropriate university authorities.
- Please be advised that your papers will be submitted to a plagiarism detector software through the Canvas system, which will generate an originality report on your paper.
- Any material cited verbatim from its original source should be in quotes and contain a reference to a full citation for that source using a standard format (e.g., MLA, APA, Bluebook). Remember anytime you use a source (e.g. website, article, book) you need to properly cite. Paraphrased work should also contain a reference to the source citation. Papers and assignments with long quotes are not acceptable and will be subject to lower grades.
- Substantial similarity of written assignments with other sources will result in the zero grade for that assignment and can result in a failing grade for the course.
- It is your responsibility to read and understand the University's policy on academic dishonesty as described in the [University catalog](#).
- Works that do not include proper citation will receive a failing grade for the assignment and possible for the course. The instructor may inform relevant university authorities including Vice President of Student Affairs.

### Assignment Submission Policy

- Assignments must be turned in on the due date/time electronically via Canvas. Any technological issues are students' responsibility and the instructor will not excuse submission or late submission unless the student receives the instructor's approval in exceptional circumstance. Late or not, however, you must complete all required assignments to pass this course.
- In exceptional circumstances and depending on the type of assignment, late submissions may be accepted but with a penalty determined by the instructor.
- The instructor may make some of the grading based in part on students' peer review and evaluation.

### Etiquette & Netiquette

- At all times, students must remain respectful and polite in all interactions and communications including online communication, email communications, in-person discussions. Students need to observe all rules of etiquette including 15 rules which can be found [here](#). If a student fails to observe the rules, the instructor retains the right to decide on the issues related to etiquette & netiquette and deduct points from the participation and/or overall grade in the course.

### Technology

- This is an online course. All activities, assignments and exams in this course will be completed via Canvas. Students need to have a proper device to be able to check their emails, Canvas, and other e-learning tools regularly and complete all the assignments on time. You also need reliable internet and access to certain software to be able to complete assignments. If you ever have any technical difficulties accessing the Canvas site materials you are welcome to email me or you can contact the CSUN IT department that can be reached at (818) 677-1400. Their hours are Monday-Friday from 8am-5pm.

### Disability Resources & Educational Services

- If you have a disability and need accommodations, please register with the Disability Resources and Educational Services (DRES) office <http://www.csun.edu/dres> or the National Center on Deafness (NCOD) <http://www.csun.edu/ncod>. The DRES office is located in Bayramian Hall, room 110 and can be reached

at 818/677- 2684. NCOD is located on Bertrand Street in Jeanne Chisholm Hall and can be reached at 818/677-2611. If you would like to discuss your need for accommodations with me, please contact me to set up an appointment. Reasonable and effective accommodations and services will be provided to students if the requests are made in a timely manner and with appropriate documentation in accordance with federal, state, and university guidelines.

**Legal Advice**

- Faculty members may not provide legal advice or legal services to students.

**Syllabus**

- The instructor reserves the right to modify and adjust the syllabus, assignments, and policies throughout the semester based on class needs and class progress. All modifications and changes will be communicated to students in writing.

**Evaluation**

**THE BASIS FOR GRADING**

(2) MIDTERM EXAMINATION	40
FINAL EXAMINATION	25
CLASS PARTICIPATION	20
CASE BRIEFS	15
 TOTAL	 100

Letter Grade	Grade Points	Description
A	94-100	Outstanding
A-	90-93	
B+	87-89	
B	83-86	Very Good
B-	80-82	
C+	77-79	
C	73-76	Average
C-	70-72	
D+	67-69	
D	63-66	Barely Passing
D-	60-62	
F	0-59	Failure

\*\* the instructor reserves the right to apply appropriate curving to ensure fairness and just distribution of grades.

\*\* please note that often the total grades calculated by Canvas and shown to students are inaccurate and can be starkly different from the actual total grade. Students should calculate the grades based on the basis for grading provided here. For any questions in this regard, please reach out to the professor.

**Rubrics**

\*\*\* NOTE that grading is generally *holistic*. Rubrics, however, are the main criteria that the professor will take into consideration. Please check the course Canvas page for the applicable rubrics.

**Tentative Schedule**

- Please note each week, students are required to
  - (1) Read the materials;
  - (2) Complete the Canvas assignments for that week by their due date; and
  - (3) Submit briefs for the cases listed below on Canvas.

Week 1 (Aug. 30 <sup>th</sup> )	
Topic	Readings
Introduction	Introduction to the American Legal System ( <a href="#">LINK</a> )

Syllabus	Read the syllabus and complete syllabus quiz on Canvas
IRAC	Lawrence Trautman et al, <i>IRAC! IRAC! IRAC!: How to Brief Any Legal Issue</i> , 29 SOUTHERN LAW JOURNAL (2019) ( <a href="#">LINK</a> )  Berkeley Law IRAC Handout ( <a href="#">LINK</a> )

**Week 2 (Sept. 6<sup>th</sup>)**

Topic	Reading
Sales (Formation)	Chapter 19
Cases to Brief	Janke v. Brooks (2012) Noble Roman's v. Pizza Boxes (2005)

**Week 3 (Sept. 13<sup>th</sup>)**

Topic	Reading
Sales (Terms)	Chapter 19
Cases to Brief	State of Connecticut v. Cardwell (1998) Zaretsky v. William Goldberg Diamond Corp. (2016)

**Week 4 (Sept. 20<sup>th</sup>)**

Topic	Reading
Sales (Performance)	Chapter 21
Cases to Brief	Grace Label, Inc. v. Kliff (2005) Pittman v. Henry Mocure Motors (2015)

**Week 5 (Sept. 27<sup>th</sup>)**

Topic	Reading
Sales (Remedies)	Chapter 22
Cases to Brief	Green Wood Industrial Company v. Forceman Int'l Dev. Group (2007). Cahaba Disaster Recovery v. Rogers (2012)

**Week 6 (Oct. 4<sup>th</sup>)**



Review & First Mid-Term (Tentatively Scheduled for Tuesday Oct. 5<sup>th</sup>)

**Week 7 (Oct. 11<sup>th</sup>)**

Topic	Reading
Credit	Chapter 28
Cases to Brief	Columbia Realty Ventures v. Dang (2011) Allstate Lien & Recovery Corporation v. Stanbury (2014)

**Week 8 (Oct. 18<sup>th</sup>)**

Topic	Reading
Secured Transactions	Chapter 28
Cases to Brief	In re Forclosure Cases (2007) Mutual Savings v. Res/Com Properties (2003)

**Week 9 (Oct. 25<sup>th</sup>)**

Topic	Reading
Bankruptcy (1)	Chapter 30
Cases to Brief	In re Rogers (Wallace v. Rogers) (2008) Krieger v. Educational Credit Management Corporation (2013)

**Week 10 (Nov. 1<sup>st</sup>)**

Topic	Reading
Bankruptcy (2)	Chapter 30
Cases to Brief	In re Siegenberg (2007) In re Burt (2007)

**Week 11 (Nov. 8<sup>th</sup>)**

 Review & Second Mid-Term (Tentatively Scheduled for Tuesday, Nov. 9<sup>th</sup>)

**Week 12 (Nov. 15<sup>th</sup>)**

Topic	Reading
Negotiable Instruments	Chapter 31
Cases to Brief	Heritage Bank v. Bruha (2012) Pelican Nat'l Park v. Provident Bank of Maryland (2004)

**Week 13 (Nov. 22<sup>nd</sup>)**

Topic	Reading
Negotiation & Holder in Due Course	Chapter 32
Cases to Brief	Town of Freeport v. Ring (1999) New Randolph v. Regent Title Insurance Agency (2010)

**Week 14 (Nov. 29<sup>th</sup>)**

Topic	Reading
Liability of Parties	Chapter 33
Cases to Brief	National College Loan Trust v. Irizarry (2015) Victory Clothing v. Wachovia Bank (2006)

**Week 15 (Dec. 6<sup>th</sup>)**

Topic	Reading
Checks & Electronic Transfers	Chapter 34
Cases to Brief	Forcht Bank v. Gribbins (2015) Aliaga Medical Center v. Harris Bank (2014)

**Week 16 (Dec. 13<sup>th</sup>)**

 Review & Final Exam (Tentatively Scheduled for Tuesday Dec. 13<sup>th</sup>, 2021)