**Instructions**

**for**

**Bill of Sale**

## *Background & Intent*

The Office of the General Counsel (OGC) has created a standard Bill of Sale Agreement (*see OGC standard form* OGC*-*SC100) which is used where there is a sale of University property to non-University entities pursuant to an external sale. Always take a copy of the latest contract version from the OGC standard contracts library.

The Standard Bill of Sale Agreement intent is to sell University property to non-University entities. The Bill of Sale agreement is not used for lab services, lab use service, consulting, testing, workshop presentations or providing human tissue and specimens which have a separate standard agreement.

## *Primary Purpose*

In general, an agreement (or contract) has two primary purposes:

* Defines a mutual written understanding with the customer. The understanding includes the University's obligations to the customer and the customer's obligations to the University. The intent of the agreement is both parties have a clear understanding of their individual obligations and who to contact if there are changes to the agreement.
* Mitigate risk to the University by clearly stating or disclaiming provisions such as warranties, termination, use of University name or logo, limitation of liability, indemnification, and export controls.

## *How to fill out the Bill of Sale*

The department making the external sale completes the gray-shaded areas of the OGC approved Bill of Sale Agreement, to include:

* Approved Internal/External Sales Approval Form (IESAF) number for the activity
* Full chart/field string (Fund, Dept ID, Program, CF2)
* College
* Department
* Date of sale
* First paragraph:
  + - Customer’s legal name (“Company”)
      * Can be validated by customer or on customer’s website if available
    - Department address
    - Customer address
    - Item 1 “Description of Sale”:
      * Describe the equipment, materials, compounds or device being sold
      * Price × Quantity = Sale price
* Item 2 “Sale Price”:
  + - Written in words and in numbers as if you were filling out a check
* Item 3 “Sales Tax” (*if applicable*):
  + - Written in words and in numbers as if you were filling out a check
    - Contact University Tax Management Office for questions
* Item 4 “Payment Terms”:
  + - List billing terms (e.g. payment in full up front or upon delivery)
    - Customer shall pay full price, plus any applicable sales or other taxes upon the earlier of delivery of Equipment/Materials to Company or delivery to a common carrier
      * Section 4.1: List alternate payment terms, if not paid in full upon delivery, to the Company or to a common carrier
      * Section 4.2: Include name of individual, address, phone, fax and email address
* Item 5 “Delivery Terms”:
  + - List ship-to information
    - Witness Whereof:
      * The left signature block is the University employee who has the delegated External Sales Signature Authority for the Unit. Enter the employee's Name and Title (refer to the Delegations Library to see who has been delegated this authority).
      * The right signature block is for the Customer's Company Name, Authorized Signer and Title. The customer should sign first and then return to the department for signature.