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MASSACHUSETTS SCHOOL OF LAW at ANDOVER

**SYLLABUS for UCC – Summer 2020**

**Summer Session I (articles 2 and 9)**

**Professor Sullivan & Professor Dimitriadis**

**Instructor:** Professor Diane M. Sullivan
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**Text**: 1. Problems & Materials on Commercial Law, Whaley (**11th Edition**);

 2. UCC Official Text.

**Class Times:** Tuesday & Thursday 9:00 a.m. – 12:30 p.m., or 6:00 p.m. – 9:30 p.m.

**COVID-19 UPDATE**

**Online**

**Component:** Due to the public health emergency caused by COVID-19, Summer Session I UCC will be conducted virtually through online platforms. In order to participate in the course, you will need to have access to the internet, an active TWEN account via MSLAW, ability to check your email regularly for course correspondence, access to a computer/laptop/smart device for in-class and home writing assignments, and a camera-enabled device in order to attend Zoom online classes. You may also need access to a printer.

**Scope**: Articles 2 (sales) and 9 (secured transactions) are taught in the first summer session. Article 3 (negotiability) and Article 4 (Bank deposits & collection) are taught in the second summer semester.

**Purpose:** The purpose of this course is to (1) provide some historical background by providing insight into why a particular section of the code was developed and how it was influenced by commercial practices; (2) to provide an understanding of UCC terminology; (3) have students deal with practical considerations underlying the UCC; (4) assist students in effectively dealing with the code and other common law principles not displaced by the code; and (5) keep students well-prepared.

**Course**

**Description**

**& Grading**

**Criteria**: Summer Session I (articles 2 and 9)

 A student will earn (2) credits for successful completion of this course. Each student is expected to attend all classes and be fully prepared for each class. The article 2 exam and article 9 exam are each 90 minutes and count as 50% each (of the total combined grade).

 This UCC course is taught with an emphasis on solving problems. Cases are used to supplement the problems, but the main focus is on solving problems utilizing the code. Accordingly, classroom strategy is to call on particular students for problems, seeking solutions to the problems assigned. Additionally, we utilize role-playing to fully analyze problems. To keep the class well-prepared, I do not allow students to pass.

**ASSIGNMENTS DUE FOR EACH CLASS**

Code Topics Some Key Code Sections

 Article 2 (use unamended Article 2)

**Class 1** Scope; Merchant Status;2-102; 2-104; 2-105; 2-107;

06/02 Statute of Frauds; Parol 2-201; 2-202

 Evidence

 Problems Due: 1-4, 6-7, 10-14

 Cases Due: Audio Visual Artistry, Simulados Software LTD, Anthony Pools, Siemen, Ellig, St. Ansgar Mills, JBB Investment Partners, Ltd, Columbia, Diamond

**Class 2** Offer & Acceptance; Battle 2-205; 2-206; 2-207; 2-312;

06/04 of the Forms; Warranty of 2-313; 2-314; 2-315; 2-305;

 Title, Express Warranties; Warranty 2-306

 of Merchantability; Fitness for a

 Particular Purpose

 Problems Due: 15-17, 20, 23-30

 Cases Due: Bayway, Northrop, Klocek, In Re Toshiba, Shaffer, Webster, In re Carrier IQ, Inc., Bell Sports

**Class 3** Warranty Disclaimers & Limitations; 2-316; 2-319; 2-320;2-321;

06/09 Defenses; Filling in the gaps of K 2-322;2-323; 2-302; 2-303;

 Formation; Unconscionability 2-501;2-612

 Identification of the goods; Risk of Loss;

 Delivery Terms; Installment Sales;

 Perfect Tender; Cure; Rejection:

 Revocation.

 Problems Due: 32-34, 36, 48-54, 58-65

Cases Due: Cate, Rinaldi, Wilson, Peirce, Helena Chemical Co., Fitl, Flippo, Reed, Lincoln, Casserlie, Cherwell, Wilson, Ramirez, Waddell

**Class 4** Impossibility; Remedies; Statute 2-609; 2-610; 2-615; 2-701

06/11 of Limitations; Anticipatory 2-719; 2-725; 1-201(37); 9-109; Repudiation; 9-102

 Article 9 – Use 1999 Revised

 Pre-Code Security Devices;

 Scope of Article 9; Consignment; Leases;

 Exclusions from Article 9; Landlord liens;

 Statutory liens; Wage Assignments;

 Non-financing Transactions; Real Estate

 & other Exclusions.

 Problems Due: 70, 72, 74-77, 80-84, 87, 284-286, 288-291

 Cases Due: Arabian, Louisiana Power, Mydlach, Central Washington, Benedict

**Class 5** Classifying the collateral; 9-203; 9-204; 9-503; 9-507;

06/16Technical Validity of the Forms (Sec. 9-504; 9-322; 9-312; 9-313;

 Agreement & Financing Statement); 9-314; 9-107; 9-310; 9-515

 Debtor’s Identity; Description of

 Collateral; Attachment; Perfection;

 Automatic Perfection; Purchase Money

 Security Interests; Certain Accounts

 and Other Intangibles; Filing; Control;

 Certificates of Title.

 Problems Due: 294-297, 300, 303-305, 307-308, 312, 314-315, 318-324, 327-328, 330, 331

 Cases Due: Gibraltar Financial, In Re Grabowski, Border, In Re Howell, In Re Short, General Electric Capital, In Re Wood

**Class 6** Priority; Buyers 9-317; 9-322; 9-323; 9-324;

06/18 9-328; 9-320; 9-331

 Problems Due: 335-336, 343, 345-352, 354, 356, 358-362, 364-372

 Cases Due: Metzger, In Re Zaochney, In Re Wild West, Kunkel, International, In Re Western Iowa Limestone, Clovis

**Class 7** Article2 Claimants; Statutory Lien 2-608; 2-711(3); 9-110; 2-702;

06/23 Holders; Fixtures; Accessions; Federal 9-333; 9-501; 9-339; 9-334;

 Taxes; Bankruptcy; Proceeds; Default; 9-604; 31 U.S.C.§ 3713; Various

 Repossession; Strict Foreclosure Treas. Regs.; 546(b) of Bankruptcy Code and § 547; 9-207; 9-623

 Problems Due: 374, 377, 379-380, 383-388, 392-399, 401, 404, 407, 409, 411, 413, 419

 Cases Due: Farm Credit Bank, In Re Arlco, George, Lewiston, Maplewood, R&J of Tenn., Reeves

**Class 8** Final Exams: 6:00 p.m.- 9:00 p.m.

06/25 Article 2 – Worth 50 points – 90 minutes

 Article 9 – Worth 50 points – 90 minutes

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