



MASSACHUSETTS SCHOOL OF LAW at ANDOVER

PRELIMINARY SYLLABUS for UCC – Fall 2020
Professor Diane M. Sullivan & Professor Amy Dimitriadis

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Text: 1. Problems & Materials on Commercial Law, Whaley (**11th Edition**);
2. UCC Official Text. – Comprehensive Commercial Law – Aspen Law
By: Mann, Warren, & Westbrook

Class Times: Tuesday & Thursday 2:30 p.m. – 4:10 p.m., or 5:45 p.m. – 7:25 p.m.

Scope: Articles 2 (sales); Article 9 (secured transactions); Article 3 (negotiability)
and Article 4 (Bank deposits & collection).

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: A student will earn (4) 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 25% each (of the total combined grade). The final examination tests Article 3 and Article 4 and represents 50% of the final 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

	<u>Code Topics</u>	<u>Some Key Code Sections</u>
	<u>Article 2</u> (use unamended Article 2)	
Class 1 08/25	Scope; Merchant Status; Statute of Frauds	2-102; 2-104; 2-105; 2-107; 2-314; 2-201

Problems Due: 1-4
Cases Due: Audio Visual Artistry, Simulados Software LTD, Anthony Pools, Siemen, Ellig

Class 2
08/27 Statute of Frauds; Parol Evidence; 2-201; 2-202; 2-204; 2-205;
Offer and Acceptance 2-206; 2-207
(Battle of the Forms)

Problems Due: 6-7, 10-14
Cases Due: St. Ansgar, JBB Investment Partners, Ltd, Columbia, Diamond, Bayway

Class 3
09/01 Warranty of Title; Warranties of 2-312; 2-313
Quality (Express)

Problems Due: 15-17, 20, 23-25
Cases Due: Northrop Corp., Klocek, In Re Toshiba

Class 4
09/03 Implied Warranties: Merchantability 2-314; 2-315; 2-316; 2-719
and Fitness For a Particular Purpose;
Disclaiming Implied Warranties

Problems Due: 26-30, 32
Cases Due: Shaffer, Webster, In re Carrier, Bell Sports, Cate

Class 5
09/08 Disclaimers; Defenses; Filling 2-607; 2-305-2-311; 2-302;
in the Gaps; Unconscionability; 2-501; 2-509; 2-503; 2-319
Identification of the Goods;
Risk of Loss & Delivery Terms

Problems Due: 33-34, 36, 48-54
Cases Due: Rinaldi, Wilson, Peirce, Helena Chemical, Fitl, Flippo, Reed, Lincoln, Casserlie

Class 6
09/10 Installment Sales; Perfect Tender; 2-612; 2-601; 2-508; 2-711
Cure; Rejection 2-504; 2-601; 2-602; 2-605
2-607

Problems Due: 58-62
Cases Due: Cherwell, Wilson, Ramirez

Class 7
09/15 Revocation; Remedies 2-607; 2-608; 2-719; 2-608;
2-508; 2-615; 2-703; 2-717

Problems Due: 63-65, 70, 72, 74-77
Cases Due: Waddell, Arabian, Louisiana Power

Class 8
09/17 Remedies; Anticipatory Repudiation; 2-703; 2-717; 2-725
Statute of Limitations

Problems Due: 80-84, 87
Cases Due: Mydlach, Central Washington

Class 9
09/22 Article 2 Review

Code Topics
Article 9

Some Key Code Sections

- Class 10** 09/24 Final Examination
Article 2 – Worth 25 points – 90 minutes
- Class 11** 09/29 Scope of Article 9; Classification of Collateral 1-201(37); 9-109; 9-102; 9-203; 9-502; 9-516; 9-506; 9-507
Problems Due: 284-291, 294-297, 300, 303-305, 307-308
Cases Due: Benedict, Gibraltar Financial
- Class 12** 10/01 **Problems Due: 294-297, 300, 303-305, 307-308** ****MAKE CHANGE - REPEAT PROBLEMS**
- Class 13** 10/06 Security Agreement & Financing; 9-504; 9-203, 9-313; 9-309
Description of Collateral; Attachment Perfection; Accounts; PMSI
Problems Due: 312, 314-315, 318-321, 322-324, 327-328
Cases Due: In Re Grabowski, Border, In Re Howell, In Re Short
- Class 14** 10/08 Priority 9-303; 9-317; 9-323; 9-204
Problems Due: 331, 335-336, 343, 345-346
Cases Due: General El, In Re Wood, Metzger
- Class 15** 10/13 Inventory and Live Stock; Control; 8-102; 9-102; 9-327; 9-201
Buyers 9-320
Problems Due: 347-352, 354-356, 358-362
Cases Due: In Re Zaachney, In Re Wildwest World, Kunkel
- Class 16** 10/15 Buyers, Article 2 Claimants 9-331; 9-201; 9-317; 9-320
Problems Due: 364-372, 374, 377
Cases Due: International, In Re Western Iowa, Clovis, Farm Credit Bank, In Re Arico
- Class 17** 10/20 Fixtures; Taxes 2-608; 2-711; 9-333; 9-334; 9-501
Problems Due: 379-380, 383-388
Cases Due: George, Lewiston, Maplewood
- Class 18** 10/22 Bankruptcy; Fraudulent Transfers; §547 Bank; 9-102; 9-315; 9-609; Proceeds; Default; Repossession 9-611; 9-623
and Resale
Problems Due: 392-399, 401, 404, 407, 409, 411, 413, 419
Cases Due: R&J of Tenn., Reeves
- Class 19** 10/27 Article 9 Review
- Class 20** 10/29 Final Examination:
Article 9 – Worth 25 points – 90 minutes

Code Topics
Articles 3 and 4

- Class 21**
11/03 Negotiability; Signature; Unconditional 3-104; 3-103; 3-115
Order or Promise; Fixed Amount of
Money; Courier Without Luggage;
Demand or Definite Time; Order or
Bearer
- Problems Due: 91-102
Cases Due: Good, Triffin, Heritage Bank, Woodworth
- Class 22**
11/05 Holder Status; Forgery of Payees 3-205; 3-204; 3-306; 3-303
Name; Value; Good Faith; Notice
- Problems Due: 104-120
Cases Due: Heritage Bank II, Falls, In Re Dixon
- Class 23**
11/10 Shelter Rule; Defenses: Real and 3-203; 3-305
personal
- Problems Due: 121-126
Cases Due: Any kind, Winter, Dawda, Jones, Sullivan, FDIC
- Class 24**
11/12 Defenses; Forgery; Procedural Issues 3-201; 3-305; 3-403; 330
- Problems Due: 127-134
Cases Due: Sea Air, Kedzie, Virginia, Herzog
- Class 25**
11/17 The Underlying Obligation; Liability on 3-301; 3-401; 3-412; 3-204;
the Instrument; Maker's Obligation; 3-415; 3-116; 3-205; 3-419;
Indorser's Obligation; Surety's 3-605; 3-605
Obligation; The Accommodation Party
- Problems Due: 135-137, 139, 141-146
Cases Due: Gray 1, Ward, Floor
- Class 26**
11/19 New Notes for Old; Drawer's Obligation; 3-605; 3-310; 3-501; 3-414;
(Presentment & Dishonor & Notice of 3-505; 3-503; 3-504; 3-408;
Dishonor); Excuse; Drawee's Obligation; 3-401; 4-402; 3-409; 3-413;
Non-Bank Acceptor; Certification; 3-402
Signature by Agent
- Problems Due: 147-159
Cases Due: Chemical, London, Messing, Makel, Norton, Galyen
- Class 27**
11/24 Properly Payable Rule; Wrongful 4-410; 4-402; 4-405; 4-403;
Dishonor; Death or Incompetence 4-407; 3-411; 3-305
of Customer; Set-off; Stop-payment;
Cashiers checks
- Problems Due: 160-167, 169-170, 172
Cases Due: Mundaca, Nichols, Bank of America, Hogan, State Street,
Cincinnati, Twin City

11/26

*** NO CLASS – THANKSGIVING DAY ***

Class 28 Bank Statements; Bank Collection; 4-406; 4-103; 4-104; 4-108;
12/01 Funds Availability; Final Payment; EFAA; 4-215; 4-302; 4-219;
Check Return; Charge Back; Restrictive 4-203
Indorsement

Problems Due: 173-174, 176-178, 180-181, 184-186, 188

Cases Due: Walter, Parr, Canty, First Financial

Class 29 Forgery of Payee’s Name; Warranty 3-414; 3-201; 3-203; 3-417;
12/03 Liability; Conversion Liability; Forgery 4-208; 3-416; 4-207; 3-414;
of Drawer’s Name; Validation of the 3-420; 4-208; 3-405; 3-406;
Forgery; Imposter Rule; Employee 4-406; 3-407
Indorsement Rule; Negligence; Bank
Statements; Alteration

Problems Due: 191-196, 199-202, 205-232, 238

Cases Due: Rock Island, Leeds, Price

TBA Final Exam on Art 3 & 4 worth 50 points.