



MASSACHUSETTS SCHOOL OF LAW at ANDOVER

SYLLABUS for UCC – Summer 2021
Summer Session I (articles 2 and 9)
Professor Sullivan & Professor Dimitriadis

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Text: 1. Problems & Materials on Commercial Law, Whaley (**11th Edition**),
ISBN 978-1-4548-6334-2;
2. UCC Official Text.

Class Times: Tuesday & Thursday 9:00 a.m. – 12:30 p.m. in person on campus; or
Tuesday & Thursday 6:00 p.m. – 9:30 p.m. live on Zoom (link on TWEN)

COVID-19 UPDATE

Online

Component: UCC 2&9 Summer I 2021 will be in-person and on campus with limited online components. All students taking classes in person must comply with MSL's vaccination policy. We will be following all MSL Community Agreement requirements, including but not limited to wearing face masks/face coverings/face shields at all times, practicing social distancing, following signs and directions regarding the flow of traffic in classrooms and hallways, and washing/sanitizing hands frequently. You are also required to stay home if you have an elevated temperature or are feeling ill. If your absence is mandated by the MSL Community Agreement, we will make arrangements for you to make up any missed work.

UCC 2&9 Summer I 2021 will be conducted as follows:

Day Class: 9:00 a.m. – 12:30 p.m. will be in person on campus and all students attending this class must show proof of full vaccination at registration (or have a medical or religious exemption approved by MSLAW).

Night Class: 6:00 p.m. – 9:30 p.m. will be live on Zoom only. In order to receive credit for attendance, you must log into Zoom at the start of class, have your camera on and your microphone off unless you are participating in class discussion. You must be properly attired and sitting in an appropriate setting for a law school class. The Zoom class will NOT be recorded so students who miss class will be marked absent but will also need to make arrangements with classmates to get caught up on missed work.

Students who are registered for the night class may attend the in person class as needed, **so long as the student has provided proof of full vaccination and has received approval prior to attendance.**

Final Exam: UCC 2&9 final exams will be administered through Examsoft online and remotely for both day and night classes. For exam schedule and information, see end of the syllabus.

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

	<u>Code Topics</u>	<u>Some Key Code Sections</u>
	<u>Article 2</u> (use unamended Article 2)	
Class 1 06/01	Scope; Merchant Status; Statute of Frauds; Parol Evidence	2-102; 2-104; 2-105; 2-107; 2-201; 2-202
	<u>Problems Due:</u> 1-4, 6-7, 10-14	
	<u>Cases Due:</u> <u>Audio Visual Artistry</u> , <u>Simulados Software LTD</u> , <u>Anthony Pools</u> , <u>Siemen</u> , <u>Ellig</u> , <u>St. Ansgar Mills</u> , <u>JBB Investment Partners, Ltd</u> , <u>Columbia</u> , <u>Diamond</u>	
Class 2 06/03	Offer & Acceptance; Battle of the Forms; Warranty of Title, Express Warranties; Warranty of Merchantability; Fitness for a Particular Purpose	2-205; 2-206; 2-207; 2-312; 2-313; 2-314; 2-315; 2-305; 2-306
	<u>Problems Due:</u> 15-17, 20, 23-30	
	<u>Cases Due:</u> <u>Bayway</u> , <u>Northrop</u> , <u>Klocek</u> , <u>In Re Toshiba</u> , <u>Shaffer</u> , <u>Webster</u> , <u>In re Carrier IQ, Inc.</u> , <u>Bell Sports</u>	

Class 3
06/08 Warranty Disclaimers & Limitations; 2-316; 2-319; 2-320;2-321;
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
06/10 Impossibility; Remedies; Statute 2-609; 2-610; 2-615; 2-701
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
06/15 Classifying the collateral; 9-203; 9-204; 9-503; 9-507;
Technical 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
06/17 Priority; Buyers 9-317; 9-322; 9-323; 9-324;
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 Article 2 Claimants; Statutory Lien 2-608; 2-711(3); 9-110; 2-702;
06/22 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.
06/24 Article 2 – Worth 50 points – 90 minutes
Article 9 – Worth 50 points – 90 minutes