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MASSACHUSETTS SCHOOL OF LAW at ANDOVER

**PRELIMINARY SYLLABUS for UCC – Fall 2021**

**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 (any publication year after 2016)

**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**

 **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;

08/24 Statute of Frauds 2-314; 2-201

 Problems Due: 1-4 (cont’d next page)

 Cases Due: Audio Visual Artistry, Simulados Software LTD, Anthony Pools, Siemen, Ellig

**Class 2** Statute of Frauds; Parol Evidence; 2-201; 2-202; 2-204; 2-205;

08/26 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** Warranty of Title; Warranties of 2-312; 2-313

08/31 Quality (Express)

 Problems Due: 15-17, 20, 23-25

 Cases Due: Northrop Corp., Klocek, In Re Toshiba

**Class 4** Implied Warranties: Merchantability 2-314; 2-315; 2-316; 2-719

09/02 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** Disclaimers; Defenses; Filling 2-607; 2-305-2-311; 2-302;

09/07 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** Installment Sales; Perfect Tender; 2-612; 2-601; 2-508; 2-711

09/09 Cure; Rejection 2-504; 2-601; 2-602; 2-605

 2-607

 Problems Due: 58-62

 Cases Due: Cherwell, Wilson, Ramirez

**Class 7** Revocation; Remedies 2-607; 2-608; 2-719; 2-608;

09/14 2-508; 2-615; 2-703; 2-717

 Problems Due: 63-65, 70, 72, 74-77

 Cases Due: Waddell, Arabian, Louisiana Power

**Class 8** Remedies; Anticipatory Repudiation; 2-703; 2-717; 2-725

09/16 Statute of Limitations

Problems Due: 80-84, 87

Cases Due: Mydlach, Central Washington

**Class 9** Article 2 Review

09/21

**Class 10** Final Examination

09/23 Article 2 – Worth 25 points – 90 minutes

**Code Topics Some Key Code Sections**

 **Article 9**

**Class 11** Scope of Article 9;Classification of 1-201(37); 9-109; 9-102; 9-203;

09/28 Collateral 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** Security Agreement & Financing; 9-504; 9-203, 9-313; 9-309

09/30Description 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 13** Priority 9-303; 9-317; 9-323; 9-204

10/05

 Problems Due: 331, 335-336, 343, 345-346

 Cases Due: General El, In Re Wood, Metzger

**Class 14** Inventory and Live Stock;Control; 8-102; 9-102; 9-327; 9-201

10/07 Buyers 9-320

 Problems Due: 347-352, 354-356, 358-362

 Cases Due: In Re Zaochney, In Re Wildwest World, Kunkel

**Class 15** Buyers, Article 2 Claimants 9-331; 9-201; 9-317; 9-320

10/12

 Problems Due: 364-372, 374, 377

 Cases Due: International, In Re Western Iowa, Clovis, Farm Credit Bank,

 In Re Arico

**Class 16** Fixtures; Taxes 2-608; 2-711; 9-333; 9-334;

10/14 9-501

 Problems Due: 379-380, 383-388

 Cases Due: George, Lewiston, Maplewood

**Class 17** Bankruptcy; Fraudulent Transfers; §547 Bank; 9-102;9-315; 9-609;

10/19 Proceeds; Default;Repossession9-611; 9-623

and Resale

 Problems Due: 392-399, 401, 404, 407, 409, 411, 413, 419

 Cases Due: R&J of Tenn., Reeves

**Class 18** Article 9 Review

10/21

**Class 19** Final Examination:

10/26 Article 9 – Worth 25 points – 90 minutes

**Code Topics Some Key Code Sections**

 **Articles 3 and 4**

**Class 20** Negotiability; Signature; Unconditional 3-104; 3-103; 3-115

10/28 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 21** Holder Status;Forgery of Payees 3-205; 3-204; 3-306; 3-303

11/02 Name; Value; Good Faith; Notice

 Problems Due: 104-120

 Cases Due: Heritage Bank II, Falls, In Re Dixon

**Class 22** Shelter Rule; Defenses: Real and 3-203; 3-305

11/04 personal

 Problems Due: 121-126

 Cases Due: Any kind, Winter, Dawda, Jones, Sullivan, FDIC

**Class 23** Defenses; Forgery; Procedural Issues 3-201; 3-305; 3-403; 330

11/09

 Problems Due: 127-134

 Cases Due: Sea Air, Kedzie, Virginia, Herzog

**Class 24** The Underlying Obligation; Liability on 3-301; 3-401; 3-412; 3-204;

11/11 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 25** New Notes for Old; Drawer’s Obligation; 3-605; 3-310; 3-501; 3-414;

11/16 (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 26** Properly Payable Rule; Wrongful 4-410; 4-402; 4-405; 4-403;

11/18 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

**Class 27** Bank Statements; Bank Collection; 4-406; 4-103; 4-104; 4-108;

11/23 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

11/25 **\* NO CLASS – THANKSGIVING DAY \***

**Class 28** Forgery of Payee’s Name; Warranty 3-414; 3-201; 3-203; 3-417;

11/30 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

**Class 29**

12/2 Articles 3 & 4 Final Exam Review

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

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