

MASSACHUSETTS SCHOOL OF LAW at ANDOVER

PRELIMINARY SYLLABUS for UCC – Summer 2024 Summer Session I (articles 2 and 9) Professor Sullivan & Professor Dimitriadis

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- Text: 1. Problems & Materials on Commercial Law, Whaley (12th Edition NEW Edition older editions should not be used as cases and problems have changed), ISBN 978-1-5438-2590-9;
 2. UCC Official Text (2014 publication year or after will suffice).
- **Class Times:** Tuesday & Thursday 9:00 a.m. 1:00 p.m. in person on campus; or Tuesday & Thursday 6:00 p.m. 10:00 p.m. in person on campus.

UCC 2&9 Summer I 2024 will be in-person and on campus.

- **Final Exam:** UCC 2&9 final exams will be administered through Examsoft, but students have the option of taking it by hand in a bluebook. The exam is three hours, in person. For exam schedule, see end of 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 each 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 their turn.

ASSIGNMENTS DUE FOR EACH CLASS

	Code Topics	Some Key Code Sections
	Article 2 (use unamended Article 2)	
Class 1 05/28	Scope; Merchant Status; Statute of Frauds; Parol Evidence	2-102; 2-104; 2-105; 2-107; 2-201; 2-202
	Problems Due: 1, 4-6, 8-9, 12-15	
	<u>Cases Due</u> : <u>Audio Visual Artistry</u> , <u>Simulados Software LTD</u> , <u>Anthony Poe</u> <u>Frix v. Integrity</u> , <u>Ellig</u> , <u>St. Ansgar Mills</u> , <u>JBB Investment Partners, Ltd</u> , <u>Columbia</u> , <u>Diamond</u>	
Class 2 05/30	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
	Problems Due: 16-20, 22, 26-33	
	<u>Cases Due: Bayway, Ultraflex Systems, Klocek, In Re Toshiba, Shaffer, Webster, In re Carrier IQ, Inc., Bell Sports</u>	
Class 3 06/04	Warranty Disclaimers & Limitations; Defenses; Filling in the gaps of K Formation; Unconscionability Identification of the goods; Risk of Loss; Delivery Terms; Installment Sales; Perfect Tender; Cure; Rejection: Revocation.	2-316; 2-319; 2-320;2-321; 2-322;2-323; 2-302; 2-303; 2-501;2-612
	Problems Due: 35-36, 38-39, 41, 52-58, 61-62, 64-69 <u>Cases Due: Cate, Carrigg, Bowdin, Rinaldi, Wilson Trading</u> , <u>Peirce, Helena</u> <u>Chemical Co., Fitl, Reed, Lincoln, Casserlie, Sacramento, Green Tree</u> , <u>Cherwell-Ralli</u> , <u>Larson</u> , <u>Wilson</u> , <u>Ramirez</u> , <u>Waddell</u>	
Class 4 06/06	Impossibility; Remedies; Statute of Limitations; Anticipatory Repudiation; <u>Article 9</u> – 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.	2-609; 2-610; 2-615; 2-701 2-719; 2-725; 1-201(37); 9-109; 9-102
	Problems Due: 72-80, 84-88, 90-91, 289	, 293

	Cases Due: Arabian, Louisiana Power, Peace River, Mirion, Mydlach, Central Washington, Benedict		
Class 5 06/11	Classifying the collateral; Technical Validity of the Forms (Sec. Agreement & Financing Statement); Debtor's Identity; Description of Collateral; Attachment; Perfection; Automatic Perfection; Purchase Money Security Interests; Certain Accounts and Other Intangibles; Filing; Control; Certificates of Title.	9-203; 9-204; 9-503; 9-507; 9-504; 9-322; 9-312; 9-313; 9-314; 9-107; 9-310; 9-515	
	<u>Problems Due</u> : 294, 296-297, 299 -302, 305, 309-311, 313-314, 318-322, 326-327, 329-332, 334		
	<u>Cases Due</u> : <u>Gibraltar Financial</u> , <u>In Re Troupe</u> , <u>In Re John's Bean Farm,</u> <u>In Re Grabowski, Border, In Re Howell</u>		
Class 6 06/13	Priority; Buyers	9-317; 9-322; 9-323; 9-324; 9-328; 9-320; 9-331	
	<u>Problems Due</u> : 339-340, 343-348, 356, 358, 360-365, 368-370, 372-375, 378, 380-382		
	Cases Due: In Re Short, General Electric Capital, In Re Wood Metzger, In Re Zaochney, In Re Wild West, In Re Matter of Faith, Kunkel, International, In Re Western Iowa Limestone		
Class 7 06/18	Article 2 Claimants; Statutory Lien Holders; Fixtures; Accessions; Federal Taxes; Bankruptcy; Proceeds; Default; Repossession; Strict Foreclosure	2-608; 2-711(3); 9-110; 2-702; 9-333; 9-501; 9-339; 9-334; 9-604; 31 U.S.C.§ 3713; Various Treas. Regs.; 546(b) of Bankruptcy Code and § 547; 9-207; 9-623	
	Problems Due: 383-388, 391-394, 397-402, 406-413, 415, 419-420, 422-425, 428, 434, 437		
	Cases Due: Clovis, Farm Credit Bank, In Re Arlco, In Re Motors Liquidation CO., Lewiston, Maplewood, Plymouth, State Bank, Klingbiel, R&J of Tenn., Reeves		
Class 8 06/20	<u>Final Exams</u> : 6:00 p.m 9:00 p.m. Article 2 – Worth 50 points – 90 minutes Article 9 – Worth 50 points – 90 minutes		