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MASSACHUSETTS SCHOOL OF LAW at ANDOVER

**PRELIMINARY SYLLABUS for UCC – Fall 2024**

**Professor Diane M. Sullivan & Professor Amy Dimitriadis**

**Instructor:** Professor Sullivan - Email:[dianes@mslaw.edu](mailto:dianes@mslaw.edu)  
Phone: 978.681.0800 ext. 120Professor Dimitriadis – Email: [amyd@mslaw.edu](mailto:amyd@mslaw.edu)

Phone: 978.681.0800 ext. 130

**Text**: 1. Problems & Materials on Commercial Law, Whaley **(12th Edition)**

**Older editions should not be used as cases and problems have changed.**  ISBN 978-1-5438-2590-9;

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;

08/20 Statute of Frauds 2-314; 2-201

Problems Due: 1-2, 4-6

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

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

08/22 Offer and Acceptance 2-206; 2-207

(Battle of the Forms)

Problems Due: 8-10, 12-14

Cases Due: St. Ansgar, JBB Investment Partners, Ltd, Columbia, Diamond, Bayway

**Class 3** Warranty of Title; Warranties of 2-312; 2-313

08/27 Quality (Express)

Problems Due: 15-20, 22-23

Cases Due: Ultraflex, Klocek, In Re Toshiba

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

08/29 and Fitness For a Particular Purpose;

Disclaiming Implied Warranties

Problems Due: 26-33

Cases Due: Shaffer, Webster, In re Carrier, Bell Sports, Cate

**Class 5** Disclaimers; Defenses; Filling 2-607; 2-305-2-311; 2-302;

09/03 in the Gaps; Unconscionability; 2-501; 2-509; 2-503; 2-319

Identification of the Goods;

Risk of Loss & Delivery Terms

Problems Due: 35-36, 38-39, 52-58

Cases Due: Carrigg, Bowdoin, Rinaldi, Wilson, Pierce, Helena Chemical, Fitl, Reed, Lincoln, Casserlie

**Class 6** Installment Sales; Perfect Tender; 2-612; 2-601; 2-508; 2-711

09/05 Cure; Rejection 2-504; 2-601; 2-602; 2-605

2-607

Problems Due: 61-62, 64-69

Cases Due: Sacramento, Green Tree, Cherwell, Larson, Wilson, Ramirez,

Waddell

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

09/10 2-508; 2-615; 2-703; 2-717

Problems Due: 70, 72-80

Cases Due: Arabian, Louisiana Power, Peace River, Mirion

**Class 8** Article 2 Review

09/12

**Class 9** Remedies; Anticipatory Repudiation; 2-703; 2-717; 2-725

09/17 Statute of Limitations

Problems Due: 80-88, 90, 91

Cases Due: Mydlach, Central Washington

**Class 10** Final Examination

09/19 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;

09/24 Collateral 9-502; 9-516; 9-506; 9-507

Problems Due: 289, 293-294, 296-297, 299-302, 305

Cases Due: Benedict, Gibraltar Financial, In Re Troupe, In Re Johns’s Bear Farm

**Class 12** Security Agreement & Financing; 9-504; 9-203, 9-313; 9-309

09/26Description of Collateral; Attachment Perfection;

Accounts; PMSI

Problems Due: 309-311, 313-314, 318-322, 325-327

Cases Due: In Re Grabowski, Border, In Re Howell, In Re Short

**Class 13** Priority 9-303; 9-317; 9-323; 9-204

10/01

Problems Due: 329-332, 334, 339-346, 356, 358-365

Cases Due: General El, In Re Wood, Metzger

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

10/03 Buyers 9-320

Problems Due: 368-373

Cases Due: In Re Zaochney, In Re Wildwest World, In Re Matter of Faith, Kunkel

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

10/08

Problems Due: 378, 383-388, 391-402

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;

10/10 9-501

Problems Due: 406-413, 415, 418-420

Cases Due: In Re Motors Liquidation, Lewiston, Maplewood

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

10/15 Proceeds; Default;Repossession9-611; 9-623

and Resale

Problems Due: 422-425, 428, 434, 437

Cases Due: Plymouth, State Bank, Klingbiel, R&J of Tenn., Reeves

**Class 18** Article 9 Review

10/17

**Class 19** Final Examination:

10/22 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

10/24 Order or Promise; Fixed Amount of

Money; Courier Without Luggage;

Demand or Definite Time; Order or Bearer

Problems Due: 95-106, 108-111

Cases Due: Good, Triffin, Heritage Bank, DZ Bank, Woodworth

**Class 21** Holder Status;Forgery of Payees 3-205; 3-204; 3-306; 3-303

10/29 Name; Value; Good Faith; Notice

Problems Due: 112-115, 116-121

Cases Due: Heritage Bank II, Falls, In Re Dixon, Any Kind Checks

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

10/31 personal

Problems Due: 121-129

Cases Due: Winter, Dawda, Jones, Sullivan

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

11/05

Problems Due: 130-140

Cases Due: FDIC, Sea Air, Kedzie, Virginia, Herzog

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

11/07 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: 142-147

Cases Due: Gray 1, Ward, Floor

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

11/12 (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: 148-166

Cases Due: Chemical, London, Messing, Makel, Norton, Galyen

**Class 26** Properly Payable Rule; Wrongful 4-410; 4-402; 4-405; 4-403;

11/14 Dishonor; Death or Incompetence 4-407; 3-411; 3-305

of Customer; Set-off; Stop-payment;

Cashiers checks

Problems Due: 167-178, 180, 181-183

Cases Due: Mundaca, Nichols, Bank of America, Hogan, State Street,

Majestic, Twin City, Walter, Parr

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

11/19 Funds Availability; Final Payment; EFAA; 4-215; 4-302; 4-219;

Check Return; Charge Back; Restrictive 4-203

Indorsement

Problems Due: 184-186, 188, 193-198, 201-213

Cases Due: Canty, Patriot Bank

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

11/21 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: 214-235, 242

Cases Due: Rock Island, First National, Bank of Chicago, Leeds, Price

**Class 29**

11/26 Articles 3 & 4 Final Exam Review

11/28 **\* NO CLASS – THANKSGIVING DAY \***

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

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