



MASSACHUSETTS SCHOOL OF LAW at ANDOVER

PRELIMINARY SYLLABUS for UCC – Fall 2025
Professor Diane M. Sullivan & Professor Amy Dimitriadis

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

	<u>Code Topics</u> <u>Article 2 (use unamended Article 2)</u>	<u>Some Key Code Sections</u>
Class 1	Scope; Merchant Status;	2-102; 2-104; 2-105; 2-107;

08/19	Statute of Frauds	2-314; 2-201
	<u>Problems Due:</u> 1-2, 4-6	
	<u>Cases Due:</u> <u>Audio Visual Artistry</u> , <u>Simulados Software LTD</u> , <u>Anthony Pools</u> , <u>Frix</u> , <u>Ellig</u>	
Class 2 08/21	Statute of Frauds; Parol Evidence; Offer and Acceptance (Battle of the Forms)	2-201; 2-202; 2-204; 2-205; 2-206; 2-207
	<u>Problems Due:</u> 8-10, 12-14	
	<u>Cases Due:</u> <u>St. Ansgar</u> , <u>JBB Investment Partners, Ltd</u> , <u>Columbia</u> , <u>Diamond</u> , <u>Bayway</u>	
Class 3 08/26	Warranty of Title; Warranties of Quality (Express)	2-312; 2-313
	<u>Problems Due:</u> 15-20, 22-23	
	<u>Cases Due:</u> <u>Ultraflex</u> , <u>Klocek</u> , <u>In Re Toshiba</u>	
Class 4 08/28	Implied Warranties: Merchantability and Fitness For a Particular Purpose; Disclaiming Implied Warranties	2-314; 2-315; 2-316; 2-719
	<u>Problems Due:</u> 26-33	
	<u>Cases Due:</u> <u>Shaffer</u> , <u>Webster</u> , <u>In re Carrier</u> , <u>Bell Sports</u> , <u>Cate</u>	
Class 5 09/02	Disclaimers; Defenses; Filling in the Gaps; Unconscionability; Identification of the Goods; Risk of Loss & Delivery Terms	2-607; 2-305-2-311; 2-302; 2-501; 2-509; 2-503; 2-319
	<u>Problems Due:</u> 35-36, 38-39, 52-58	
	<u>Cases Due:</u> <u>Carrigg</u> , <u>Bowdoin</u> , <u>Rinaldi</u> , <u>Wilson</u> , <u>Pierce</u> , <u>Helena Chemical</u> , <u>Fitl</u> , <u>Reed</u> , <u>Lincoln</u> , <u>Casserlie</u>	
Class 6 09/04	Installment Sales; Perfect Tender; Cure; Rejection	2-612; 2-601; 2-508; 2-711 2-504; 2-601; 2-602; 2-605 2-607
	<u>Problems Due:</u> 61-62, 64-69	
	<u>Cases Due:</u> <u>Sacramento</u> , <u>Green Tree</u> , <u>Cherwell</u> , <u>Larson</u> , <u>Wilson</u> , <u>Ramirez</u> , <u>Waddell</u>	
Class 7 09/09	Revocation; Remedies	2-607; 2-608; 2-719; 2-608; 2-508; 2-615; 2-703; 2-717
	<u>Problems Due:</u> 70, 72-80	
	<u>Cases Due:</u> <u>Arabian</u> , <u>Louisiana Power</u> , <u>Peace River</u> , <u>Mirion</u>	
Class 8 09/11	Article 2 Review	
Class 9 09/16	Remedies; Anticipatory Repudiation; Statute of Limitations	2-703; 2-717; 2-725
	<u>Problems Due:</u> 80-88, 90, 91	
	<u>Cases Due:</u> <u>Mydlach</u> , <u>Central Washington</u>	

Class 10 Final Examination
09/18 Article 2 – Worth 25 points – 90 minutes

Code Topics
Article 9

Some Key Code Sections

Class 11 Scope of Article 9; Classification of Collateral 1-201(37); 9-109; 9-102; 9-203;
09/23 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
09/25 Description 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
09/30

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
10/02 Buyers 9-320

Problems Due: 368-373

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

Class 15 Buyers, Article 2 Claimants 9-331; 9-201; 9-317; 9-320
10/07

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;
10/09 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;
10/14 Proceeds; Default; Repossession 9-611; 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
10/16

Class 19 Final Examination:
10/21 Article 9 – Worth 25 points – 90 minutes

Code Topics
Articles 3 and 4

Some Key Code Sections

Class 20 10/23	Negotiability; Signature; Unconditional Order or Promise; Fixed Amount of Money; Courier Without Luggage; Demand or Definite Time; Order or Bearer	3-104; 3-103; 3-115
	<u>Problems Due:</u> 95-106, 108-111 <u>Cases Due:</u> <u>Good</u> , <u>Triffin</u> , <u>Heritage Bank</u> , <u>DZ Bank</u> , <u>Woodworth</u>	
Class 21 10/28	Holder Status; Forgery of Payees Name; Value; Good Faith; Notice	3-205; 3-204; 3-306; 3-303
	<u>Problems Due:</u> 112-115, 116-121 <u>Cases Due:</u> <u>Heritage Bank II</u> , <u>Falls</u> , <u>In Re Dixon</u> , <u>Any Kind Checks</u>	
Class 22 10/30	Shelter Rule; Defenses: Real and personal	3-203; 3-305
	<u>Problems Due:</u> 121-129 <u>Cases Due:</u> <u>Winter</u> , <u>Dawda</u> , <u>Jones</u> , <u>Sullivan</u>	
Class 23 11/04	Defenses; Forgery; Procedural Issues	3-201; 3-305; 3-403; 330
	<u>Problems Due:</u> 130-140 <u>Cases Due:</u> <u>FDIC</u> , <u>Sea Air</u> , <u>Kedzie</u> , <u>Virginia</u> , <u>Herzog</u>	
Class 24 11/06	The Underlying Obligation; Liability on the Instrument; Maker's Obligation; Indorser's Obligation; Surety's Obligation; The Accommodation Party	3-301; 3-401; 3-412; 3-204; 3-415; 3-116; 3-205; 3-419; 3-605; 3-605
	<u>Problems Due:</u> 142-147 <u>Cases Due:</u> <u>Gray 1</u> , <u>Ward</u> , <u>Floor</u>	
Class 25 11/11	New Notes for Old; Drawer's Obligation; (Presentment & Dishonor & Notice of Dishonor); Excuse; Drawee's Obligation; Non-Bank Acceptor; Certification; Signature by Agent	3-605; 3-310; 3-501; 3-414; 3-505; 3-503; 3-504; 3-408; 3-401; 4-402; 3-409; 3-413; 3-402
	<u>Problems Due:</u> 148-166 <u>Cases Due:</u> <u>Chemical</u> , <u>London</u> , <u>Messing</u> , <u>Makel</u> , <u>Norton</u> , <u>Galyen</u>	
Class 26 11/13	Properly Payable Rule; Wrongful Dishonor; Death or Incompetence of Customer; Set-off; Stop-payment; Cashiers checks	4-410; 4-402; 4-405; 4-403; 4-407; 3-411; 3-305
	<u>Problems Due:</u> 167-178, 180, 181-183 <u>Cases Due:</u> <u>Mundaca</u> , <u>Nichols</u> , <u>Bank of America</u> , <u>Hogan</u> , <u>State Street</u> , <u>Majestic</u> , <u>Twin City</u> , <u>Walter</u> , <u>Parr</u>	

Class 27
11/18 Bank Statements; Bank Collection; 4-406; 4-103; 4-104; 4-108;
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
11/20 Forgery of Payee's Name; Warranty 3-414; 3-201; 3-203; 3-417;
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
11/25 Articles 3 & 4 Final Exam Review

11/27 *** NO CLASS – THANKSGIVING DAY ***

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