

Sales and Secured Transactions

Spring 2015

Professor Jace C. Gatewood

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First Assignments

Please carefully read and be prepared to discuss the following in Edith R. Warkentine, *Sales: A Context and Practice Casebook* (2011), together with the applicable UCC provisions assigned therewith:

Week 1 pp 3-37

Week 2 pp 39-71

***** SYLLABUS BELOW *****



Sales and Secured Transactions Syllabus Spring 2015

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COURSE GOALS AND OBJECTIVES

This course involves an examination of Article 1 (General Provisions), Article 2 (Sale of Goods), and Article 9 (Secured Transactions) of the U.C.C. This is a survey course with multiple objectives. Unlike first-year courses, Sales and Secured Transactions is a code course meaning it is a comprehensive treatment of an area of the law (Article 2 for the Sale of Goods and Article 9 for Secured Transactions) and pre-emptive of conflicting common law rules.

Students will learn that to analyze a factual situation or answer a question, they must refer to the appropriate code sections first, hence, the ability to navigate the code is particularly important. **In this regard, constant review of the table of contents along with review of specific code sections is necessary so that students may correctly apply then analyze a actual situation in light of the facts and applicable code sections.**

Upon taking Sales and Secured Transactions, students should be able to:

- 1) Distinguish between common law and sales contract law both in principles of construction and availability of remedies.
- 2) Demonstrate a basic understanding of select provisions in Articles 1, 2 and 9 of the Uniform Commercial Code.
- 3) Identify in the classroom and on examination legally significant events in the creation and performance of U.C.C. contracts, including: requirements to form a contract, passage of title and risk of loss, what is sufficient delivery, when goods are/are not "conforming," and related events.

- 4) Given a group of hypothetical sales transactions involving personal property, accurately identify the risks and obligations created by these sales, as well as the remedies and consequences resulting from a breach of sales contract.
- 5) Given a group of hypothetical secured transactions and the instruments used in creating the transactions, accurately identify the parties, the types of collateral, their risks and rights in the event of default, as well as the methods of discharging these secured instruments.
- 6) Master the jargon of commercial transactions so that fellow attorneys as well as the court can understand the issues being addressed. For example, Article 2 raises issues relating to “gap fillers”, conflicting or additional terms in the writings exchanged by parties intending to contract with how a court might handle the “battle of the forms”.
- 7) Draft typical documentation found in commercial law transactions, including product warranties, financing statement, security agreements and account control agreements.

Students are required to answer questions included in the casebooks assigned, present their answers in class and be prepared to answer questions from the instructor. An adequate response entails the student’s proper application or non-application of the code sections involved in determining an outcome based on the factual situation presented.

Class Time:

Tuesdays and Thursday: 1:30 p.m. – 3:00 p.m., Room TBD

Required Text:

- Edith R. Warkentine, *Sales: A Context and Practice Casebook* (2011)
ISBN: 978-1-59460-950-3
- Robert J. D’Agostino, *Uniform Commercial Code – Article 9: Problems and Materials on Secured Transactions* (2013)
ISBN: 978-1-61163-362-7
- Uniform Commercial Code, specifically Articles 1, 2 and Article 9.

Office Hours:

Mondays: 10:45 a.m. – 12:00 noon

Tuesday: 11:30 am – 1:00 p.m.

Wednesday: 10:45 am – 12:00 noon

Thursday: 11:30 a.m. – 1:00 p.m.

By appointment

Assignments:

Students are responsible for completing all reading assignments prior to the class session (even those portions we may not cover in class), and also for completing any problems contained in the reading assignment (or distributed in class). Your preparation before class and participation during class are the essential elements of a good law school experience.

Attendance:

Attendance is mandatory. Each student is expected, as part of his or her academic program, to attend all classes during an academic session. Unexcused absences will affect your final grade received in this course. **If a student misses more than 20% (5 absences) of the class hours in any course, which includes all absences, including absences due to illness, intentional, negligent or accidental class absences, religious holidays not already included in the law School calendar, personal needs, family needs and emergencies, such student will automatically receive a “W/F” for the course.**

Grading:

The final grade will be based on an exam. As noted above, attendance can affect the final grade. The fall final exam may include essays, multiple choice and/or short answer. I reserve the right to change the format of the final exam at anytime, and if so changed, you will be notified of any format changes prior to the final exam. The exam will cover all materials assigned in Textbook (whether covered in class or not), all materials covered in lectures and any assigned supplemental materials. The examination is a **closed book** examination. **NO OUTLINES, NOTES, TREATISES, OR OTHER MATERIALS WILL BE PERMITTED FOR USE DURING THE EXAMINATION.**

TWEN:

Please register on TWEN (available through Westlaw). I will use TWEN to post announcements and optional reading assignments and materials, if any.

This Syllabus is subject to change.

SPRING 2015 READING ASSIGNMENTS

Date	Pages
<u>SALES:</u>	
<ul style="list-style-type: none">• Edith R. Warkentine, <i>Sales: A Context and Practice Casebook</i> (2011) ISBN: 978-1-59460-950-3• Uniform Commercial Code, Article 1 (General Provisions) and Article 2 (Sales)	
Week 1	3-37 <i>Chapters 1-3</i> Ready and study §§ 2-102, 2-104, 2-105, 2-106, 2-107 and 2-501
Week 2	39-71 <i>Chapter 4</i> Read and study §§ 2-204, 2-205, 2-206, 2-207, 2-208, 2-209, and 2-210
Week 3	73-115 <i>Chapters 5-6</i> Read and study §§ 2-312, 2-401, 2-402, 2-403, 2-313, 2-314, 2-315, 2-316, 2-317, 2-318, and 2-719
Week 4	117-145 <i>Chapters 7-8</i> Read and study §§ 1-201(3), 1-201(12), 2-202, 2-319, 2-320, 2-321, 2-322, 2-323, 2-324, and 2-325
Week 5	147-178 <i>Chapters 9-10</i> Read and study §§ 1-303, 2-106, 2-301, 2-501, 2-502, 2-503, 2-504, 2-508, 2-509, 2-510, 2-513, 2-601, 2-602, 2-605, and 2-606 thru 2-612
Week 6	181-207 <i>Chapter 11-12</i> Read and study §§ 2-106(3), 2-106(4), 2-609, 2-610, 2-611
Week 7	In-class Review Exam. Must have a copy of UCC Articles 1 and 2

SECURED TRANSACTIONS:

- Robert J. D'Agostino, Uniform Commercial Code – Article 9: Problems and Materials on Secured Transactions (2013)
ISBN: 978-1-61163-362-7
- Uniform Commercial Code, **Article 1** (General Provisions) and **Article 9** (Secured Transactions)

Week 8	3-31 <i>Basic Concepts and Scope - Chapter 1 and Chapter 2</i>
Week 9	33-55 <i>The Security Agreement and Creating Security Interest - Chapter 3</i>
Week 10	57-116 <i>Perfection, Notice and Priority Issues - Chapter 4</i>
Week 11	57-116 <i>Perfection, Notice and Priority Issues – Chapter 4</i>
Week 12	117-132 <i>Default and Foreclosure – Chapter 5</i>
Week 13	Review/Take-Home Review Exam
Week 14	Review of Take-Home Review Exam