



TEXAS SOUTHERN UNIVERSITY
THURGOOD MARSHALL SCHOOL *of* LAW

COMMERCIAL LAW

LAW 610/SECTION 3

FALL 2021

PROF. PETER MARCHETTI

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THE PROFESSOR

NAME: Peter V. Marchetti

TELEPHONE: Cell: (617) 270-3143

EMAIL: peter.marchetti@tmslaw.tsu.edu; peter_marchetti@hotmail.com

LOCATION: 236H

OFFICE HOURS: Tuesdays & Thursdays: 10:00-11:30 a.m.; 2:00p.m. to 5:00p.m. (All other times by appointment only)

NOTE FROM THE PROFESSOR:

Feel free to email, text, or call me with any questions. My contact information is listed above. If you email me, **please include a phone number** at which you can be reached in your email. In many cases, it is much more efficient to answer (or discuss) questions over the phone. You may contact me or make an appointment to speak with me at times other than my office hours set forth above (I generally maintain an open door policy). If you have any news reports etc. or any personal or professional experiences that seem to bear on the course material, I'd appreciate it if you'd pass them on to me. Please also feel free to contact me if you have questions about commercial law, business law, or bankruptcy law beyond the course, or after the course is over.

COURSE BOOKS & MATERIAL

Required Texts:

(1) Douglas J. Whaley & Stephen M. McJohn, Problems and Materials on Commercial Law, 11th Ed. (ISBN : 978-1-4548-6334-2).

(2) Ronald J. Mann, Elizabeth Warren & Jay Lawrence Westbrook, Comprehensive Commercial Law Supplement (or any other current copy of Uniform Commercial Code (“UCC”) Articles 1, 2 & 9).

Secondary Materials/Study Aids:

Gilberts Sale & Lease of Goods (14th Ed.) by Douglas J. Whaley

Gilberts Secured Transactions (14th Ed.) by Douglas J. Whaley

The Glannon Guide to Sales (2nd Ed.) by Scott J. Burnham

The Glannon Guide to Secured Transactions (2nd Ed.) by Scott J. Burnham

COURSE DESCRIPTION & LEARNING OBJECTIVES

DESCRIPTION:

In this 4 credit course, students will learn about the law governing: (i) Sale of goods (Article 2 of the UCC); and (ii) secured lending (Article 9 of the UCC).

LEARNING OBJECTIVES:

To read and understand the relevant statutory provisions of the UCC and its Official Comments.

To analyze complex fact patterns provided in the Whaley/McJohn textbook and properly apply the relevant provisions of the UCC thereto.

To learn the relevant portions of the UCC for the Bar Exam.

STUDENT LEARNING OUTCOMES

1. To identify the applicable source of law (UCC Art. 2 or 9) that applies to a specific fact pattern.
2. To state the applicable legal rule(s) (i.e. the “Black Letter Law”), including all elements and exceptions.
3. To learn to properly *apply* the applicable Black Letter Law to a specific fact pattern.
4. To make and/or anticipate sound legal arguments on both sides of an issue.
5. To appreciate the importance of precise language and good drafting.
6. To read and understand applicable statutes.
7. To convey your understanding of the above both orally and in writing.
8. To develop and utilize critical thinking skills and analytical skills in a rigorous environment.

EVALUATION TOOLS FOR EVALUATING LEARNING OUTCOMES

Throughout the course, students will be required to:

1. Read and analyze the UCC along with cases that interpret the UCC.
2. Read, analyze and respond to complex problems sets involving the UCC.
3. Read, analyze and prepare written essays to practice Essay Questions and to Texas Bar-Styled Essay Questions.
4. Read, analyze and answer practice multiple choice questions.
5. Complete a Midterm Exam and a Final Exam.



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GRADING

Midterm Exam: 20%

Final Exam: 80%

100% (as may be adjusted for class participation as described herein).

EXAM FORMAT

The Midterm Exam will consist of one or more written essay question(s). It will be a timed exam with an approximate duration of one hour.

The Final Exam will consist of either: (i) a combination of: (a) multiple choice questions; and (b) one or more written essay question(s); or (ii) an all multiple choice exam. It will be a timed exam with an approximate duration of four hours.

ACCOMMODATIONS

An "accommodation" is defined for these purposes as any student request for deviation from the time, date or circumstances under which schedule graded assignments are administered. Students must apply to and be granted WRITTEN accommodation by the DEAN'S OFFICE if he/she will not be in attendance for any graded assignment or test (e.g., graded quiz and midterm/final exams). Once granted, the professor must receive official confirmation from the DEAN'S OFFICE of any ALTERNATIVE DATES or accommodated changes that have been granted to the student. All requests for ACCOMMODATIONS must be handled by the Dean's office rather than by the professor. ORAL CONVERSATIONS made with EITHER the professor or the DEAN'S OFFICE ARE NOT BINDING.

Students requesting accommodations may do so through the Office of Student Affairs.

PARTICIPATION, ATTENDANCE & PROFESSIONALISM

Participation

You are expected to act professionally during class, which requires lively and courteous discussion and debate. This includes but is not limited to being prepared for class (you have already read and thought about the assigned materials for the day's class), participating in a civilized discussion, actively listening to the lecture and discussion, fairly considering the viewpoints of others, and allowing others to adequately express those viewpoints.

As class participation is a very important part of this course, I may, in my sole discretion: (i) raise a student's grade by up to one full letter grade for exceptional class participation; or (ii) lower a student's grade by one full letter grade for exceptionally poor class participation.

Poor class participation constitutes unprofessional or improper conduct, including, without limitation, the following:

Being unprepared when called on

Any in-class disruptive conduct

Attendance

You should be aware of the Attendance Policy in the Student Handbook. Attendance will be taken in this class.

Please also see the Thurgood Marshall School of Law Covid-19 Information Sheet which will be distributed to you.



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TEXAS SOUTHERN UNIVERSITY
ACADEMIC CALENDAR 2021 – 2022

FALL SEMESTER 2021

FALL SEMESTER 2021 (SEVENTY DAYS OF CLASSES)

Orientation	Monday-Friday	August 9-13, 2021
First Day of Class	Monday	August 16, 2021
Last Day to ADD/DROP	Wednesday	August 18, 2021
Labor Day (NO CLASSES)	Monday	September 6, 2021
<i>Purge of all unpaid course selections</i>	Wednesday	September 15, 2021
Mid Term Examinations	Mon – Fri	October 11-15, 2021
Last Day to Drop a Class	Friday	November 5, 2021
Last Day of Classes	Tuesday	November 23, 2021
First Year Professors' Grades due	Tuesday	November 23, 2021
Reading Period	Wed	November 24, 2021
Thanksgiving Holiday	Thurs – Fri	November 25-26, 2021
Reading Period	Sat- Sun	November 27-28, 2021
Final Examinations	Monday - Friday	November 29-Dec. 10, 2021
Commencement Exercises	Saturday	December 11, 2021

Please note that the calendar events and /or dates are subject to change.

POLICIES & PROCEDURES

Laptop & Cell Phone Policy

You may use laptop computers during class, provided, however, that such use is not disruptive or disrespectful to your fellow students. Such disruptive or disrespectful use of your laptop may result in your losing the right to use your laptop computer for the remainder of the class and may result in your being marked absent (without excuse) for the class.

Please turn off your cell phones and any other electronic communication devices (or set them to “silent or vibrate”) while you are in class. If you expect to be contacted for a legitimate emergency during class, please let me know prior to class to make appropriate arrangements. Also, if you must take or make an emergency call during class, please leave the room discreetly to do so.

Recording of Classes

You are authorized to record our classes for your personal use only. You are not authorized to post recordings/podcasts to the internet (including a personal blog accessible by others).

READING ASSIGNMENTS

*SUBJECT TO REVISION OR AMENDMENT IN PROFESSOR'S SOLE DISCRETION

Time permitting, we will aim to cover one assignment per session. In addition, time permitting, we may take some time to explore related material. Please skip all cases that are not mentioned on this syllabus. The following schedule is not set in stone. At times we move faster or slower in our coverage of the material.

Sale of Goods	<u>Whaley /McJohn Book</u>
Chapter 1 Introduction & Chapter 2 Basic Concepts	<p>Week 1: Chapters 1 & 2</p> <p>Problems: 1-3 (Skip problems 4&5)</p> <p><u>Skip:</u> Scope of Article 2A and CISG</p>
Chapter 3 Contract Formation	<p>Weeks 1 & 2: Chapter 3</p> <p>Cases: Bayway Refining Co. v. Oxygenated Marketing and Trading A.G.</p> <p>Problems: 7&9 (Skip problems 8 and 10); 11-16.</p> <p><u>Skip:</u> Parol Evidence Rule</p>
Chapter 4 Warranties	<p>Weeks 3 & 4: Chapter 4</p> <p>Cases: Moore v. Pro Team Corvette Sales, Inc.; Kerstin Lindholm v. Peter M. Brant Et. Al.; In re Toshiba America HD DVD Marketing and Sales Practice Litigation; Shaffer v. Victoria Station, Inc.; Webster v. Blue Ship Tea Room, Inc.; Bell Sports, Inc. v. Yarusso; Bowdoin v. Showell Growers, Inc.</p>



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	<p>Problems: 18(a)-(c); 20(a)-(b); 21; 23-30; 32-33; 35.</p> <p>Skip Problems 19; 31; and 40-47.</p>
<p>Chapter 5 Terms of the Contract</p>	<p>Weeks 4 & 5: Chapter 5</p> <p>Cases: Cook Specialty Co. v. Schrock.</p> <p>Problems: 48 (skip problem 49); 50 (a) and (d) (skip 50(b) and (c)); 51-53; 54(a) and (b).</p>
<p>Chapter 6 Performance of the Contract & Chapter 7 Remedies</p>	<p>Weeks 5 & 6: Chapters 6 & 7</p> <p>Cases (from Ch. 6): Cherwell-Ralli, Inc. v. Rytman Grain Co.; Wilson v. Scampoli; Ramirez v. Autosport; Plateq Corp. of North Haven v. Machlett Laboratories, Inc; Waddell v. L.V.R.V. Inc.; and Jakowski v. Carole Chevrolet, Inc.</p> <p>Problems (from Ch. 6): 58-64</p> <p>Skip: Impossibility of Performance</p> <p>Cases (from Ch. 7): None</p> <p>Problems (from Ch. 7): 73; 75-76; 80(a)-(d); 81, 83-84(a).</p>



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<u>Secured Transactions</u>	<u>Whaley /McJohn Book</u>
Introduction, Scope of Article 9, Classifying the Collateral, Technical Validity of the Forms	Weeks 6 & 7: Chapters 19, 20 & 21 Problems: 284; 285-299 (skip 292, 295 & 297); 300-305; 308-320 (but skip 311, 316-318, 321, 323); 324-326 Cases: Benedict v. Ratner; In re Fabers; In re Troupe; In re Grabowski
Perfection	Week 8: Chapter 22 Problems: 327-334 (but skip 327-328, 332-334); 335-338; Cases: C.W. Min. Co., 488 B.R. 715 (D. Utah 2013)-not in book, to be distributed.
Priority	Weeks 9-10: Chapter 24 Problems: 347-353 (but skip 352-353); 354-363 (but skip 355-373, 359, 361, 363), 364-374 (but skip 364 (d), 367, 372, and 373). Cases: In re Wild West
Proceeds	Week 11: Chapter 26 Problems: 401-408 (but skip 403-404, 406, 408).
TBA	Remaining Time TBA



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Syllabus Subject to Change

This Syllabus is not a contract. I retain my right to amend or supplement this Syllabus at any time in my sole discretion.