

**SYLLABUS (last revised 08/01/19)**  
**GPP - COMMERCIAL TRANSACTIONS - FALL 2019**

**OVERVIEW:** COMMERCIAL TRANSACTIONS is a two-credit course which meets Tuesdays from 3:35 pm until 5:15 pm. Our first class will be Tuesday, August 27<sup>th</sup>.

**CONTENT:** This course will cover contracts between parties of all sorts involving the transfer of goods and services, with major emphasis being on the interpretation and understanding of Article 2 of the Uniform Commercial Code. This course will also cover, though more briefly, negotiable instruments law under Article 3 of the UCC, and secured transactions under Article 9 of the UCC. The conceit of this course is that you are an associate in a general practice law firm in Vermont. You have been assigned to work with me, a partner in the firm with a commercial law practice.

**COMPETENCIES/LEARNING OUTCOMES:** In the context of a law firm's actual practice, and through a series of exercises both in and out of class, at the end of this course you should be able to:

1. Identify transactions governed by Article 2 of the UCC
2. Apply Article 2 to varying fact patterns.
3. Demonstrate an ability to advise a client on issues of liability, performance, and breach arising out of contracts or agreements for the sale of goods governed by Article 2.
4. Demonstrate an ability to communicate effectively through participation in a simulated settlement negotiation.
5. Recognize a negotiable instrument and apply Article 3 of the UCC to specific fact patterns.
6. Describe the creation, perfection, and priority of security interests under Article 9 of the UCC, and the respective rights of the secured party and the debtor in the event of default.

**TWEN SITE:** There is a TWEN site established for this course for which you must register. I will be posting materials and assignments on TWEN and using it as a means of group communication.

**GRADES:** There is no final exam. Grades will be based on your performance in the class apportioned as follows:

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| Exercise Memoranda                                 | 35% |
| Class Participation (including In-Class Exercises) | 35% |
| Negotiation/Settlement                             | 20% |
| Contract Drafting                                  | 10% |

There will be opportunities given during the course for you to do extra credit assignments.

**TEXTS AND OTHER MATERIALS:** Text for the course is *CHOMSKY et al., Selected Commercial Statutes*. There is also a coursepack, and there will be a number of supplemental handouts during the course.

**SCHEDULE:** Attached is a schedule of our classes and topics.

**ATTENDANCE:** Because we work in teams to a certain extent, it is important that everyone be present in class. You are expected to attend all classes except in the case of illness. In addition, everyone will be allowed ONE (1) unexcused absence which you may use for interviews, conferences, personal business etc., so long as you advise me in advance of your intended absence.

**CONTACT INFORMATION:** The best way to reach me outside of class is to e-mail me at [gbrooks@vermontlaw.edu](mailto:gbrooks@vermontlaw.edu). Most days I am in my office at VLS (118 Waterman). If I am not at VLS and your question or matter is time sensitive, you can text me at (603) 443-1221.

**COURSE SCHEDULE  
GPP - COMMERCIAL TRANSACTIONS  
FALL 2019**

| <u>CLASS</u> | <u>DATE</u> | <u>DESCRIPTION</u>  |
|--------------|-------------|---|
| #1           | 08/27/19    | Introduction to Course; UCC Analysis;<br>In-Class Exercise: "The Case of the Freaky Farmer";<br>Out-of-Class Assignment: "The Case of the Slippery Spuds" |
| #2           | 09/03/19    | Review; Debrief "Spuds"<br>In-Class Exercise: "The Case of the Pricey Particle Board"<br>Out-of-Class Assignment: "The Case of the Perplexing Plastics"   |
| #3           | 09/10/19    | Review; Debrief "Plastics";<br>In-Class Exercise: "The Case of the Fishy Diesel"<br>Out-of-Class Assignment: "The Case of the Terrible Tractor"           |
| #4           | 09/17/19    | Debrief "Tractor";<br>In-Class Exercise: "The Case of the Flat Notes";<br>Out-of-Class Assignment: "The Case of the Expensive Equine"                     |
| #5           | 09/24/19    | Debrief "Equine";<br>In-Class: Introduction of "The Case of the Bogus Beemer"   |
| #6           | 10/01/19    | "Beemer" Case Discussion and Preparation for Negotiation  |
| #7           | 10/08/19    | "Beemer" Complete Negotiations and Settlement Debriefing  |

\*\*\*\*\*FALL RECESS\*\*\*\*\*

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| #8 | 10/22/19 | New Challenges for Article 2<br>"The Case of the Faceless Seller"<br>(In-Class Discussion Only)<br>Historical Background for Article 3<br>Out-of-Class Assignment: General<br>Review of Article 3 |
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| #9 | 10/29/19 | Primer on Negotiable Instruments<br>"The Case of the Happy Holder"<br>(In-Class Discussion Only)<br>Out-of-Class Assignment: General<br>Review of Article 9 |
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| #10 | 11/05/19 | Primer on Secured Transactions<br>(In-Class Discussion Only) |
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| #11 | 11/12/19 | Introduce "Bike Burlington" |
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| #12 | 11/19/19 | "Bike Burlington"<br>Documenting the Transaction |
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\*\*\*\*\***THANKSGIVING BREAK**\*\*\*\*\*

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| #13 | 12/03/19 | In-Class Closing of "Bike Burlington"<br>Deal and overall review |
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