

**UNIVERSITY OF BALTIMORE SCHOOL OF LAW
FALL TERM 2018**

Course: Commercial Law
Class 742
Section 311

Instructor: Frederic N. Smalkin, LL.M. (*Lond.*), MCI Arb, Chief U.S. District Judge, D.Md. (Ret.)
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OFFICE HOURS: Fridays 0930-1030 and 1500-1530 and otherwise by appointment

Days/Time: Fridays, 1000-1150 and 1300-1450

Location: Room assignments are available through MyUB, and they will be posted during the opening week of the Semester

Course Description:

This course will introduce students to the creation, transfer and enforcement of negotiable instruments (e.g., checks and promissory notes) and the creation, priority and enforcement of security interests in personal property. This course will therefore cover Articles 3, 4, 6, and 9 of the Uniform Commercial Code, as well as related case law and certain provisions of the United States Bankruptcy Code.

Course Materials:

REQUIRED TEXT INFORMATION:

Course Materials: (REQUIRED) 1. *Michie's Annotated Code of Maryland: Commercial Law Article – Uniform Commercial Code vols. I & II (Repl. Vol. 2013) (BOTH VOLUMES)* ISBNs: 9780769853352 and 9780769853369. Available from the UB Barnes & Noble bookstore, but probably not readily available from virtually any other source.)

N.B.: These books are expensive, and some students decide to download and print Maryland's UCC from internet sources. There are problems with doing this that might result in your having difficulty following along as sections are discussed and interwoven during classroom lectures and, of even more importance, in your glossing the statutory text with cross references to related parts of the statute. The final decision is up to you, but you are expected to have the text of Maryland's UCC in hard copy during all classes.

2. *Examples & Explanations, Payment Systems and Examples & Explanations, Secured Transactions (BOTH)* (Available from many sources.) ISBNs: ISBN:9781454817673 and ISBN:9781454817680.) These books are relatively inexpensive as law books go, and they are written to simplify and help you remember and apply the basic UCC rules you will be learning in class. Virtually every student taking this course praised these books in evaluating course materials as among the best they have ever been assigned in law school.

Student Learning Outcomes:

1. To give the student a basic working knowledge of transactional law governing customary non-cash payment media and the law's approach to unsecured and secured credit.
2. To give the student the ability to deal with complex, interwoven statutory law.

Grades: BASIS FOR GRADING:

Grading will be based upon a final, non-take home examination of 50 questions, to be graded normatively. Classroom participation may add up to ½ letter grade to exam results.

Course Expectations: American Bar Association Accreditation Standards establish guidelines for the amount of work students should expect to complete for each credit earned. Students should expect approximately one hour of classroom instruction and two hours of out-of-class work for each credit earned in a class, or an equivalent amount of work for other academic activities, such as simulations, externships, clinical supervision, co-curricular activities, and other academic work leading to the award of credit hours. In this particular course, the emphasis is on in-class work and preparation therefor. Reading and working the UCC and the problems in the E&E books will be time-consuming, but should not exceed these time expectations.

Attendance:

Class attendance is a primary obligation of each student whose right to continued enrollment in the course and to take the examination is conditioned American Bar Association Accreditation Standards establish guidelines for the amount of work students should expect to complete for each credit earned. Students should expect approximately one hour of classroom instruction and two hours of out-of-class work for each credit earned in a class, or an equivalent amount of work for other academic activities, such as simulations, externships, clinical supervision, co-curricular activities, and other academic work leading to the award of credit hours. In this particular course, the emphasis is on in-class work and preparation therefor. upon a record of attendance satisfactory to the professor. A student who exceeds the maximum allowed absences (generally 20% of class sessions) as illustrated below may be compelled to withdraw from the course, or may be barred from sitting for the final exam. Students who are forced to withdraw for exceeding the allowed absences may receive a grade of FA (failure due to excessive absence). This policy is consistent with American Bar Association Standards for Law Schools.

Regular Semester Hours		
Credit Hours	Meetings Per Week	
	1	2
2	2 absences	5 absences
3	2 absences	5 absences
4	--	5 absences

Computers:

Students may not use laptop computers for class related purposes, unless they have a medical condition that precludes them from taking handwritten notes. See below, under Disability Policy. I regret having to have such a policy, but this policy results from two causes: (1) An abuse of trust on the part of a few students who, despite knowing they are prohibited from doing so, persist in using their computers as entertainment devices/toys in class, distracting those around them; and (2) Scientifically validated studies that have demonstrated that students retain more information longer and understand it better when taking notes by hand. Rather than simply transcribing information from ear to keyboard to oblivion – as is the case with computer note taking – taking notes by hand involves sophisticated processing of information and synthesis from the ear, through the brain, to fine muscle movements of the hand, thus enhancing mental retention of what has been heard. Although student opinions on this issue are divided, the majority report being well-satisfied with the result and feel it helped them better to learn the material.

Class Cancellation:

If the instructor must cancel a class, notices will be sent to students via email and posted on the classroom door. If there is inclement weather, students should visit the University of Baltimore web site or call the University's Snow Closing Line at (410) 837-4201. If the University is open, students should presume that classes are running on the normal schedule.

Academic Integrity:

Students are obligated to refrain from acts that they know or, under the circumstances, have reason to know will impair the academic integrity of the University and/or the School of Law. Violations of academic integrity include, but are not limited to: cheating; plagiarism; misuse of library materials; use of another's book or study materials without consent; unapproved multiple submissions; material misrepresentation of one's academic history or standing; misrepresentation of any academic matter; intentionally giving another student false or inaccurate information about class requirements; inappropriate discussion of exams; and misrepresenting or falsifying class attendance reports. Reference to [School of Law Honor Code](#) .

Title IX Sexual Harassment and Sexual Misconduct Policy:

The University of Baltimore's Sexual Harassment and Sexual Misconduct policies are compliant with Federal laws prohibiting discrimination. Title IX requires that faculty, student employees and staff members report to the University any known, learned or rumored incidents of sex discrimination, including sexual harassment, sexual misconduct, stalking on the basis of sex, dating/intimate partner violence or sexual exploitation and/or related experiences or incidents. Policies and procedures related to Title IX and UB's nondiscrimination policies can be found at: <http://www.ubalt.edu/titleix>.

Disability Policy:

If you are a student with a documented disability who requires an academic accommodation, please contact Leslie Metzger, Director of Student Services, at 410-837-5623 or lmetzger@ubalt.edu.

Assignments:

The first assignment, which should be done before the first class, is to read what is commonly called ARTICLE 1 (sections 1-101 through 1-208) of the UCC, but which in your Maryland Code will be SUBTITLE 1 of TITLE 1 of the COMMERCIAL LAW CODE ANN., found in vol. I of the MD COMMERCIAL LAW CODE ANN. There is no need to read anything in the E&E books until I tell you when to start reading. THE PRIMARY MODE OF LEARNING IS BY CLASSROOM ATTENDANCE AND CLOSE LISTENING TO THE LECTURES, and the E&E books will help you by reinforcing the classroom lectures and letting you apply them to problems similar to what you will find on law school and bar exams. I will tell you, in class, what you need to do to prepare for the next class.

1. Concepts and definitions of significance to this course found in Art. 1
2. The nature of negotiability (E&E Payment Systems, Chaps. 1& 2)
3. The elements of negotiability (same)
4. Holdership and the Holder in Due Course (Chaps. 7-9)
5. Liability on the instrument (Signature Liability) (Chaps. 3-5)
6. Check collection and payment (Chap. 10-15)
7. Liability off the Instrument (Presentment and Transfer Warranties) (Chaps. 17-19)
8. Misfeasance and nonfeasance of Drawer (same)
9. Introduction to Art. 9 (Unsecured vs. Secured Credit) (E&E Secured Transactions, Chap. 1)
10. Definitions of Art. 9 significance in 1-201 (same)
11. Creation of the SI (Attachment and Enforceability) (E&E, Chaps. 3 & 4)
12. The "Golden Rules of Art. 9" (9-201 and 9-317) (E&E, Chap. 5)
13. Priority according to 9-317 (E&E Chaps. 13-19)
14. Special situations of priority (PMSIs, etc.) (same)
15. Perfection (Filing and other modes) (E&E Chaps. 6-12)
16. Mechanics of Perfection (UCC-1) (same)
17. Default (E&E Chaps. 20-22)
18. Bankruptcy