

**Secured Transactions (LAW 615)**  
**Professor Keith A. Rowley**  
**William S. Boyd School of Law**  
**University of Nevada Las Vegas**  
**Fall 2009**

**Syllabus (Revised)**

*It's 4 A.M. Do you know where your car is?*<sup>1</sup>

***Course Coverage and Approach***

In 1999, the National Conference of Commissioners on Uniform State Law (NCCUSL) and the American Law Institute (ALI) promulgated a comprehensive revision to Uniform Commercial Code Article 9: Secured Transactions, with the stated goal that all 50 states and the District of Columbia enact it to take effect on July 1, 2001. Unlike most recent efforts to revise or amend the Code,<sup>2</sup> NCCUSL and the ALI got almost exactly what they sought: 45 jurisdictions enacted Revised Article 9 in time to meet the “target” effective date of July 1, 2001; and, by spring 2002, Revised Article 9 was in effect in all 50 states and the District of Columbia. Among other things, Revised Article 9 significantly expanded the scope of the prior Article 9, streamlined filing procedures and requirements, and is substantially more detailed and contains significantly more explicit exceptions than its general rules than did its predecessor. (From this point forward, I will refer to “Revised Article 9” as “Article 9” because a joint NCCUSL-ALI committee is presently discussing amendments to the text and official comments to the uniform version of Article 9. I am a consultant to that committee, which will meet again in September.)

Article 9, on which we focus our attention in this course, governs security interests in, and to some extent non-Article 9 liens against, personal property. In addition to studying Article 9 (and related UCC provisions), we will also spend some time studying and discussing non-UCC state law governing liens against personal property for unpaid debts and federal bankruptcy law – both of which frequently interact with Article 9, as well as with each other. I will teach this course using both cases and problems – with emphasis on the latter.

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<sup>1</sup> REPO MAN (Edge City/Universal 1984).

<sup>2</sup> For example, the ALI and NCCUSL promulgated a comprehensive revision of UCC Article 1 in 2001. As of August 1, 2009, 37 states (including Nevada) had enacted Revised Article 1. In 2003, the ALI and NCCUSL promulgated amendments to UCC Articles 2 and 2A, some of which had been the subject of discussions and debates for nearly twenty years, as well as a comprehensive revision of UCC Article 7. As of August 1, 2009, only one state (Oklahoma) had enacted *any* of the 2003 amendments to Article 2 and 2A and only two other state legislatures (Kansas and Nevada) had even considered bills proposing to enact the 2003 amendments. By contrast, as of August 1, 2009, 36 states (including Nevada) had enacted the comprehensive revision of UCC Article 7. See [http://www.law.unlv.edu/faculty/rowley/ucc\\_updates.htm](http://www.law.unlv.edu/faculty/rowley/ucc_updates.htm).

## *Goals and Objectives*

I aspire, at a minimum, to teach you the fundamentals of the law governing security interests in and other liens on personal property, including

- ◆ the scope of Article 9 and other relevant state and federal law,
- ◆ how creditors create and memorialize security interests and other liens against personal property,
- ◆ what rights a security interest or other lien gives a creditor against a debtor and against others who claim an interest in the debtor's personal property,
- ◆ what actions, if any, a creditor must take to perpetuate its rights against the debtor and against others who claim an interest in the debtor's personal property, and
- ◆ what remedies a creditor has against a defaulting debtor, and what steps a creditor must take in order to realize the benefits of those remedies,

as well as some of the practice and theory underlying that body of law and shaping its continuing development. I also hope to inspire you to critically evaluate the applicable law, relevant authorities, and the conclusions one should draw from them.

## *Class Meetings*

This class will meet **Mondays and Wednesdays** from **3:05 p.m. to 4:30 p.m.** August 24th through November 23rd – except for Monday, September 7th (Labor Day) and Wednesday, November 11th (Veterans Day) – as well as **Thursday, November 19th** from **3:05 p.m. to 4:30 p.m.** Our classroom is **Room 112**.

In the event that I must miss a scheduled class meeting, I reserve the right to schedule a make-up class. I may hold an optional review session prior to the final exam. If so, I will announce the date, time, and location well in advance.

## *Office Hours*

My office is **RAJ 428**. My office hours are **Tuesdays** from **2:00 to 5:00 p.m.** (If I have a conflict on a given Tuesday, I'll hold office hours on Thursday of the same week). I will also be available **immediately after class** Monday and Wednesday afternoons. I am in my office (except for occasional forays to the library, committee meetings, faculty meetings, or to hear guest speakers) most afternoons and some mornings, too. Feel free to "drop in." I will either see you then or arrange a time to meet with you. I will make every effort to accommodate you if you want to schedule an appointment during or outside of my posted office hours. You may also e-mail me at keith.rowley@unlv.edu. I check my e-mail frequently, usually beginning around 9:00 a.m. and often as late as 1:00 a.m., whether I am in town or not. I will respond to your e-mails as promptly as I can, and will generally "cc" the whole class if doing so is appropriate.

## ***Required Materials***

Our principal text will be **James Brook, *Problems and Cases on Secured Transactions* (2008)**. You will also need the official UCC text and comments, selected provisions of the U.S. Bankruptcy Code, and selected non-UCC state law provisions. **Ronald J. Mann, Elizabeth Warren & Jay L. Westbrook, *Comprehensive Commercial Law: 2009 Statutory Supplement*<sup>3</sup>** reproduces the UCC and relevant Bankruptcy Code provisions, as well as some non-UCC state law. Both titles are available at the UNLV Bookstore, Aspen, and various online booksellers.

I will also assign readings that are not included in either of the required texts. I will make these materials available as far in advance of the date we will discuss them as I can.

## ***Optional Materials***

For students looking for additional discussion of topics we will cover this semester, I recommend James J. White & Robert S. Summers, *Principles of Secured Transactions* (2007). The law library also has William H. Lawrence, William H. Henning & R. Wilson Freyermuth, *Understanding Secured Transactions* (4th ed. 2007), as well as several useful ABA publications available: Russell A. Hakes, *The ABCs of the UCC – (Revised) Article 9: Secured Transactions* (2000), Timothy R. Zinnecker, *The Default Provisions of Revised Article 9* (1999), Fred H. Miller, *The ABCs of the UCC – (Revised) Article 1: General Provisions* (2002), *Practice under Article 9 of the UCC* (Stephen L. Sepinuck ed. 2008), and Carl S. Bjerre & Sandra M. Rocks, *The ABCs of the UCC – Article 8: Investment Securities* (2004).

For students looking to test your ability to apply the legal concepts about which you will read and we will discuss in class, the law library and UNLV Bookstore have copies of James Brook, *Secured Transactions: Examples & Explanations* (4th ed. 2008), Scott J. Burnham, *The Glannon Guide to Secured Transactions: Learning Secured Transactions Through Multiple Choice Questions and Analysis* (2007), and Bruce A. Markell & Timothy R. Zinnecker, *Questions & Answers: Secured Transactions* (2003). There are also some good Article 9 tutorials available on-line from <http://www.cali.org>.

For the truly ambitious or genuinely interested, the law library has copies of a number of useful references, including White & Summers's four-volume *Uniform Commercial Code* (5th ed.), Barkley & Barbara Clark's two-volume *The Law of Secured Transactions Under the Uniform Commercial Code*, the late William D. Hawkland et al.'s multi-volume *Uniform Commercial Code Series*, Ronald A. Anderson & Lary Lawrence's multi-volume *Anderson on the Uniform Commercial Code*, and the late Grant S. Gilmore's two-volume *Security Interests in*

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<sup>3</sup> If you already own an earlier edition of *Comprehensive Commercial Law*, West's *Selected Commercial Statutes* (Chomsky et al. eds.), or *Commercial and Debtor-Creditor Law: Selected Statutes* (Baird, Eisenberg & Jackson eds.), you need not purchase *Comprehensive Commercial Law: 2009* – provided that your book contains the official text of and comments to Revised UCC Article 1 (2001) and Revised UCC Article 9 (1999) and the post-October 2005 version of the Bankruptcy Code (Title 11 of the U.S. Code). However, you may need to borrow a classmate's or the library's *Comprehensive Commercial Law: 2009* for portions of one or two reading assignments.

*Personal Property* (1965). (Gilmore's book obviously pre-dates the 1999 Article 9 revision. However, as the principal draftsman of the original Article 9, his book offers valuable insights into what the Revised Article 9 drafters were revising and what they left as they found it.) I can suggest still other titles if you want to learn more.

Obviously, I do not expect any of you to read all of the foregoing this semester, this year, or even this lifetime. My aim is to offer you access to as much helpful information as you desire. I have my own copies of most of the above, as well as some other useful titles. If you find yourself pressed and unable to locate a resource that you want to review, come by my office. If I am in, and if the book you want is available, I will allow you to look at it in my office.

### ***Grades***

Grades do not reflect your value as a human being and may not reflect your potential as a lawyer. They can be important, everything else being equal, in securing a judicial clerkship or other post-law school employment. I will make every effort to fairly evaluate your written and in-class performance and to assign you a course grade that fairly reflects that performance.

### ***Exam***

The largest component of your grade will be your performance on the final exam scheduled for **Wednesday, December 9th, at 1:00 p.m.** The final exam will include questions designed to test the breadth of your knowledge of the material we will have covered, the depth of your knowledge of particular topics, and your analytical skills. As the semester progresses, I will let you know the format of the exam and what materials you may use to assist you in taking the exam. I will also provide you with sample exam questions and answers from prior semesters.

### ***Written Assignments***

I anticipate making periodic written assignments and will factor your performance on those assignments into your course grade, *provided that doing so improves your course grade.* Each written assignment will be "optional" in the sense that you may choose whether to complete an assignment or not. If you do, I will grade it; if you do not (or if you do, but perform poorly), it will not count "against" you, but the weight of your final exam grade will be more.

### ***Class Attendance and Participation***

Teaching you how to "think like a lawyer" about secured transactions and related matters is best served by regular class preparation, attendance, and participation. I reserve the right to raise or lower your course grade by up to one-half letter (*e.g.*, from B to B+ or from A- to B+) based on your attendance and class participation. Furthermore, ABA Standard 304(e) dictates that "[r]egular and punctual class attendance is *necessary* [for a student] to satisfy residence credit and credit hour requirements." Therefore, **I reserve the right to drop any student who misses seven or more class meetings (with or without excuse) or to reduce his or her course grade by one-half letter grade for each class missed following his or her sixth absence.**

Meaningful class participation will help your grade. Failure to meaningfully participate will hurt your grade. When I ask you a question, make your best effort to answer it. If you need additional information or clarification, ask for it. If you have something to add to the class discussion, raise your hand and I will try to call on you. If you feel that I am not calling on you often enough (a distinct possibility in a 50+ student class), please let me know.

### *Calculating Your Course Grade*

Current BSL policy permits me (1) to consider work graded nonanonymously and your classroom performance (as discussed above), as well as your performance on the anonymously-graded final exam; and (2) to combine anonymous and nonanonymous grade components after obtaining exam number identities from the registrar, provided that I disclose that fact in writing before the end of the first week of the semester.

I plan to calculate your course grade in the following manner:

Final Exam	85-100%
Written Work	0-15%
Class Participation	-5% to +5%

I hereby disclose to you that, as I have done for the entirety of my legal teaching career, I may decide whether to count your optional homework grades, if applicable, and will calculate your final course grade, including class participation, after I obtain your exam number identities from the registrar. Never fear. I take grades too seriously and value my reputation as a fair grader too much to play favorites.

### *Class Assignments*

I will periodically distribute an updated Reading List. Required readings not included in the Brook text or your statutory supplement, and recommended or optional readings not included in White & Summers, should be available using either Westlaw or Lexis and will be available on the LexisNexis course web page prior to the class meeting in which we discuss them.

I reserve the right to modify assignments as circumstances dictate. We are using a first edition casebook that does not break the material into chunks that fit logically into 26 class meetings. I will always try to tell you before the end of a particular day's class what I expect to cover in the next class or two.

### *"On Call" Students*

Students who are "on call" for a particular reading assignment remain on call for that assignment, regardless of when we cover the material in class. On days when you are "on call," I expect you to attend (barring an excused absence) and to participate as I request. On days when you are not "on call," you should attend and be prepared to participate as appropriate.

### *LexisNexis Web Course/Law School Portal*

I will create a LexisNexis Web Course page, which will include an interactive “discussion board” and e-mail list. **If you do not have a LexisNexis Custom ID or a Lexis password, please get one as soon as possible. If the e-mail address associated with your current LexisNexis Custom ID or a Lexis password is not the e-mail address you normally use, please update your e-mail address.**

You should check your e-mail and the web page for announcements and assignment changes, electronic versions of supplemental cases and handouts, sample questions and answers, etc. I may also post course materials, announcements, and assignments to the law school’s portal (with which I am not yet familiar). Unless I inform you otherwise, I will not post anything to the portal that I don’t post to the LexisNexis course web page.

### *Accommodating Disabilities*

UNLV complies with the provisions set forth in Section 504 of the Rehabilitation Act of 1973 and the Americans with Disabilities Act of 1990, offering reasonable accommodations to qualified students with documented disabilities. If you have a documented disability that may require accommodations, you will need to contact the Disability Resource Center (DRC). The DRC coordinates all academic accommodations for students with documented disabilities. The DRC reviews and houses student disability documentation and provides students with an official Academic Accommodation Plan to present to their professors if an accommodation is warranted. UNLV strongly discourages faculty from accommodating students without an Academic Accommodation Plan.

The DRC is located in the Student Services Complex (SSC), Room 143. Its contact numbers are: Tel: (702) 895-0866; TTY: (702) 895-0652; Fax: (702) 895-0651. *For additional information, visit: <http://studentlife.unlv.edu/disability/>.*