

Contents

CHAPTER 1	TRANSITION AND APPLICABLE LAW	1-1
1.1	Transition Rules	1-1
1.1.1	General Rule: Revised Article 9 Applies to Pre-and Post-July 1, 2001, Transactions	1-1
1.1.2	Exceptions to the General Rule	1-2
1.1.2.1	Law Suits	1-2
1.1.2.2	Five-Year Safe Harbor for Financing Statements	1-3
1.1.2.3	One Year for (Almost) Everything Else	1-4
1.2	How to Continue Financing Statements Filed Properly under Former Article 9, but in the Wrong Place under Revised Article 9, After July 1, 2001	1-5
1.3	How to Continue Financing Statement Filed in the Right Revised Article 9 State and Filing Office, after July 1, 2001 (i.e., the Former Article 9 and Revised Article 9 Locations Are the Same)	1-6
1.3.1	How to Continue Financing Statements Filed Both in the Right New 9 State and Filing Office and the Wrong New 9 State and Filing Office	1-7
1.4	Amendments to Financing Statements Filed before July 1, 2001	1-7
1.5	Transition Priorities	1-8
1.6	What Law Governs?	1-9
1.6.1	Governing Law for Perfection and Priority	1-9
1.6.2	Governing Law for Other Issues	1-11
1.7	Transactions with Native Americans	1-12
CHAPTER 2	OVERVIEW AND DEFINITIONS	2-1
2.1	Security Interest	2-1
2.1.1	Purchase-Money Security Interests	2-1
2.1.1.1	Application of Payments	2-2
2.1.1.2	Treatment of Certain Purchase Money Security Interests in Vehicle Collateral in Chapter 13 Bankruptcy Cases	2-3
2.1.2	Agricultural Liens	2-4.1
2.1.3	Consignments	2-4.1
2.2	Parties	2-4.1
2.3	Exclusions from Revised Article 9	2-5

CONTENTS

2.4 Revised Article 9 Collateral Categories 2-7
2.4.1 Intangible and “Semi-Tangible” Property 2-7
2.4.2 Tangible Personal Property—Goods 2-11
2.4.3 Investment Property-Related Definitions 2-13
2.4.4 Supporting Obligation 2-13
2.4.5 Proceeds 2-13
2.5 Medium Neutral Terms 2-14
2.6 Good Faith 2-15
2.7 Special Consumer Rules 2-15

CHAPTER 3 CREATING A SECURITY INTEREST — ATTACHMENT — MAKING THE SECURED PARTY’S RIGHTS ENFORCEABLE AGAINST THE DEBTOR 3-1

3.1 Elements of Attachment 3-1
3.2 Security Agreement 3-2
3.3 Possession 3-3
3.4 Control 3-4
3.5 Attachment to Proceeds and Supporting Obligations 3-4
3.6 Attachment to Securities and Commodity Accounts 3-4
3.7 After-Acquired Property 3-4
3.8 Future Advances 3-5
3.9 Attachment of Lien Securing Right to Payment 3-5
3.10 Leases of Goods 3-5

CHAPTER 4 PERFECTION 4-1

4.1 General Rule: All Security Interests Must Be Perfected by Filing a Financing Statement 4-2
4.2 Exception #1: Filing a Financing Statement Doesn’t Work at All 4-2
4.3 Exception #2: Filing a Financing Statement Is an Optional Method of Perfection 4-2
4.4 Exception #3: Automatic Perfection 4-2
4.5 Exception #4: Filing a Financing Statement Is Not Required for Security Interests in Property Subject to a Certificate of Title or Other Statute 4-4
4.6 Exception #5: Filing a Financing Statement Is Not Required for Security Interests Perfected by Possession 4-4
4.7 Exception #6: Filing a Financing Statement Is Not Required for Security Interests Perfected by Control 4-6
4.8 Exception #7: Temporary Perfection 4-6

CHAPTER 5 FINANCING STATEMENT MECHANICS 5-1

5.1 What Kinds of Records Are Filed? 5-1
5.2 Where to File? 5-1

5.3	Contents of a “Sufficient” Financing Statement	5-2
5.4	Debtor’s Name Rules	5-4
5.4.1	Individual Debtors	5-6
5.5	How to Describe Collateral	5-6.3
5.6	When Filing Office Can Reject Filings	5-6.4
5.7	Mistakes	5-6.5
5.8	Who Can File?	5-6.5
5.8.1	Initial Financing Statements	5-7
5.8.2	Amendments	5-7
5.9	Duration of Financing Statements	5-9
5.10	Continuation Statements	5-9
5.11	Termination Statements	5-9
5.12	The Filing Office	5-10
5.13	Inaccurate or Wrongfully Filed Records	5-10
5.14	Filing Office Indexing Errors	5-11
5.15	Maintenance and Destruction of Records	5-12
5.16	Information from Filing Office	5-12
5.17	Fee	5-12
5.18	Filing Office Rules	5-12
5.19	Wrongfully Filed Termination Statements	5-12.1
5.20	Searching and Filing Practices	5-13
CHAPTER 6 PREVAILING AGAINST OTHERS		6-1
6.1	General Rules of Priority among Creditors	6-1
6.2	Exceptions to the “First-to-File-or-Perfect” Rule	6-2
6.2.1	Control Prevails over Filing	6-2
6.2.2	Some Security Interests Perfected by Possession or Control Prevail over Security Interests on Chattel Paper and Instruments Perfected Earlier by Filing	6-2
6.2.3	The Purchase-Money Security Interest Super-priority	6-4
6.2.4	Future Advances	6-5
6.3	Transferees of Collateral	6-6
6.4	Buyers	6-6
6.5	Licensees and Lessees in Ordinary Course of Business	6-7
6.6	Rights under Articles 3, 7 and 8	6-7
6.7	Possessory Statutory Liens	6-8
6.8	Priority of Security Interest in Fixtures	6-8.1
6.8.1	Secured Party versus Secured Party	6-8.1
6.8.1.1	Exception #1: Purchase-Money Priority	6-9
6.8.1.2	Exception #2: First to Record	6-9
6.8.1.3	Exception #3: First to Record and Domestic Appliances	6-9

CONTENTS

6.8.1.4	Exception #4: Judicial Liens	6-10
6.8.1.5	Exception #5: Manufactured Homes	6-10
6.8.1.6	Subordination of Purchase-Money Security Interest in Fixtures to Construction Mortgage	6-10
6.8.1.7	Priority Based on Consent	6-10
6.8.2	Crops	6-11
6.8.3	Accessions	6-11
6.8.4	Commingled Goods	6-11
6.8.5	Contractual Subordination	6-12
CHAPTER 7 PARTICULAR TYPES OF COLLATERAL		7-1
7.1	Investment Property	7-1
7.1.1	Stock Options and Warrants	7-4
7.2	Deposit Accounts	7-4.1
7.3	Letter-of-Credit Rights	7-7
7.4	Commercial Tort Claims	7-9
7.5	Agricultural Liens	7-9
7.6	Software	7-11
7.7	Motor Vehicles	7-12
7.8	Electronic Chattel Paper	7-14
7.9	Patents	7-15
7.10	Trademarks and Service Marks	7-15
7.11	Copyrights	7-16
7.12	Agricultural Collateral	7-16
7.12.1	Types of Agricultural Collateral	7-16.1
7.12.2	Financial Statement Filing Location	7-17
7.12.3	Priority Issues for Agricultural Collateral	7-18
CHAPTER 8 PROCEEDS		8-1
8.1	General Rule — Continuation of Security Interest in Original Collateral and Proceeds	8-1
8.2	Twenty-Day Automatic Perfection for Proceeds	8-1
8.3	How a Security Interest in Proceeds Remains Perfected for More than 20 Days	8-2
8.4	Priority in Proceeds	8-3
CHAPTER 9 CHANGES AFTER CLOSING		9-1
9.1	Secured Party Changes	9-1
9.2	Debtor's Location Changes	9-1
9.3	Collateral Location Changes	9-3
9.4	Location of Bank, Issuer, Nominated Person, Securities Intermediary or Commodity Intermediary Changes	9-3

9.5	Financing Statements and Changes	9-3
9.5.1	Debtor's Name Changes	9-4
9.5.2	New Debtors	9-4
9.6	"Double Debtors"	9-5
9.7	Goods Covered by Certificates of Title	9-5
CHAPTER 10 THIRD PARTIES — ACCOUNT DEBTORS ..		10-1
10.1	Account Debtors	10-1
10.2	Terms Restricting Assignment	10-3
10.2.1	Accounts, Chattel Paper and Security Assignments of Payment Intangibles and Promissory Notes	10-3
10.2.2	Health-Care-Insurance Receivables, Certain General Intangibles, Including Contracts, Permits, Licenses and Franchises and Sales of Payment Intangibles and Promissory Notes	10-4
10.2.3	Assignment of Letter-of-Credit Rights	10-5
CHAPTER 11 ENFORCEMENT		11-1
11.1	Options	11-1
11.2	Waiver and Variance of Debtor's and Obligor's Rights and Secured Party's Duties	11-2
11.3	Unknown Debtor or Secondary Obligor	11-3
11.4	"Commercially Reasonable"	11-3
11.5	Fixtures	11-4
11.6	Collection and Enforcement of Collateral Consisting of Rights to Payment	11-4
11.7	Application of Proceeds of Collection and Enforcement of Collateral Consisting of Rights to Payment	11-5
11.8	Repossession	11-6
11.9	Disposition of Collateral	11-7
11.10	Notices Before Disposition	11-8
11.11	Forms of Notice	11-9
11.11.1	Non-Consumer-Goods Transactions	11-9
11.11.2	Consumer-Goods Transactions	11-10
11.12	Application of Proceeds	11-11
11.13	Accounting	11-12
11.14	Transferees of Collateral	11-12
11.15	Transfers to Secondary Obligors	11-13
11.16	Transfer Statement	11-13
11.17	Acceptance of Collateral in Full or Partial Satisfaction of Obligation—Strict Foreclosure	11-14
11.18	Mandatory Disposition of Consumer Goods	11-16
11.19	Right of Redemption	11-16

CHAPTER 12 SECURED PARTY’S OBLIGATIONS	12-1
12.1 Care of Collateral	12-1
12.2 Release Account Debtor	12-1
12.3 Duty to Provide Information	12-2
12.4 Obligation to Terminate	12-3
12.5 Penalties for Failure to Comply with These Obligations	12-4
CHAPTER 13 REMEDIES	13-1
13.1 Damages	13-1
13.2 Rebuttable Presumption Rule	13-1
13.3 Insider Dispositions	13-2
CHAPTER 14	14-1
FORM 14-1 Revised Article 9 Collateral List for Security Agreement — 1-9-108 (Commercial Credit)	14-1
FORM 14-2 Revised Article 9 Collateral List — 1-9-108 (Consumer Credit)	14-3
FORM 14-3 Secured Party’s Release of Control over Deposit Account — 1-9-208(b)(1)	14-4
FORM 14-4 Secured Party’s Release of Securities Intermediary/Commodity Intermediary — 1-9-208(b)(4)	14-5
FORM 14-5 Secured Party’s Release of Control over Letter-of-Credit Right — 1-9-208(b)(5)	14-6
FORM 14-6 Debtor’s Request for an Accounting — 1-9-210(a)(2)	14-7
FORM 14-7 Debtor’s Request Regarding a List of Collateral — 1-9-210(a)(3)	14-8
FORM 14-8 Debtor’s Request Regarding a Statement of Account — 1-9-210(a)(4)	14-9
FORM 14-9 Secured Party’s Accounting — 1-9-210(b)(1)	14-10
FORM 14-10 Secured Party’s Response to Debtor’s Request Regarding a List of Collateral — 1-9-210(b)(2)	14-11
FORM 14-11 Secured Party’s Response to Debtor’s Request Regarding a Statement of Account — 1-9-210(b)(2)	14-12
FORM 14-12 Secured Party’s Response to Debtor’s Request Regarding a List of Collateral when Secured Party Claims an Interest in All of a Particular Type of Collateral Owned by the Debtor — 1-9-210(c)	14-13
FORM 14-13 Notice of Exclusive Control of Securities Account ..	14-14
FORM 14-14 Notice of Disposition of Consumer-Goods — 1-9-614	14-15
FORM 14-15 Notice of Disposition of Non-Consumer-Goods — 1-9-613	14-17

FORM 14-16	Secured Party's Request for Consent of Issuer or Nominated Person to Assignment of Letter-of-Credit Proceeds and Issuer or Nominated Person's Consent — 1-9-107	14-18
FORM 14-17	Exclusion of Warranties by Secured Party Selling Collateral — 1-9-610	14-19
FORM 14-18	Notice of Purchase-Money Security Interest in Inventory — 1-9-324(b)	14-20
FORM 14-19	Notice to Bailee in Possession of Goods Who Has Issued a Non-Negotiable Document Covering the Goods — 1-9-312(d)	14-21
FORM 14-20	Consent of Owner of Real Property to Creation of Security Interest in Fixtures — 1-9-334(f)	14-22
FORM 14-21	Notice from Consignor to Secured Party — 1-9-324(b)	14-23
FORM 14-22	Waiver of Disposition Notification — 1-9-602(7), 1-9-611, 1-9-624(a)	14-24
FORM 14-23	Mandatory Disposition of Consumer-Goods — Agreement of Debtor and Secondary Obligor to Longer Period of Time — 1-9-620(e) and (f)	14-25
FORM 14-24	Description of Commercial Tort Claim for Purposes of Security Agreement and Financing State — 1-9-108, 1-9-504, 1-9-203(b)(3)(A)	14-26
FORM 14-25	Grant of Security Interest in Deposit Account to Depository Bank to Include in Deposit Account Signature Card — 1-9-203(b)(3)(D)	14-27
FORM 14-26	Secured Party's Proposal to Accept Collateral in Full Satisfaction of Debt — 1-9-620	14-28
FORM 14-27	Secured Party's Proposal to Accept Collateral in Partial Satisfaction of Debt — 1-9-620	14-29
FORM 14-28	Secured Party's Notice That Strict Foreclosure Has Occurred	14-31
FORM 14-29	Secured Party's Notice That Partial Strict Foreclosure Has Occurred	14-32
FORM 14-30	Governing Law Choices	14-33
FORM 14-31	Application of Payments	14-34
FORM 14-32	Bailee Acknowledgment That It Holds Possession of Collateral for Secured Party's Benefit — 1-9-313(c)	14-35
FORM 14-33	Notice of Assignment to Include on Chattel Paper or an Instrument — 1-9-330(a)(2)	14-36
FORM 14-34	Notice to Include on Chattel Paper Financing Statement That Purchase of Chattel Paper from Debtor Would Violate the Rights of the Secured Party — 1-9-330(b)	14-37

CONTENTS

FORM 14-35	Notice to Account Debtor of Assignment of Account — 1-9-406	14-38
FORM 14-35A	Notice of Assignment — 1-9-406	14-39
FORM 14-36	Agreement of Account Debtor Not to Assert Claims and Defenses Against Assignee of Account — 1-9-403(b)	14-40
FORM 14-36A	No Offset Agreement — 1-9-404	14-40
FORM 14-37	Secured Party’s Release of Account Debtor — 1-9-209(b)	14-40.2
FORM 14-38	Proof Offered by Assignee That Account Has Been Assigned — 1-9-406(c)	14-41
FORM 14-39	Secured Party Affidavit in Recordable Form Regarding Default — 1-9-607(b)	14-42
FORM 14-40	Instruction by Secured Party to Bank to Pay out Deposit Account Collateral after Default — 1-9-607(a)(5)	14-43
FORM 14-41	Transfer Statement — 1-9-619	14-44
FORM 14-42	Notice to Secured Party of a Claim or Interest in the Collateral — 1-9-611(c)(3)(A)	14-45
FORM 14-43	Demand by Subordinate Secured Party for Proceeds — 1-9-608(a)(1)(C), 1-9-615(a)(3)(A)	14-46
FORM 14-44	Demand by Secured Party of Proof of Subordinate Interest — 1-9-608(a)(2), 1-9-615(b)	14-47
FORM 14-45	Federal Trade Commission Holder-in-Due-Course Notice	14-48
FORM 14-46	Deficiency/Surplus Explanation — 1-9-616	14-49
FORM 14-47	Security Agreement (Consumer)	14-51
FORM 14-48	Security Agreement (Corporate Debtor)	14-62
FORM 14-49	Pledge Agreement (Certificated Security)	14-92
FORM 14-50	Guaranty Security Agreement (Corporate Guarantor)	14-100
FORM 14-51	Investment Property Control Agreement (Joint Control, No Withdrawals or Distributions of Dividends)	14-131
FORM 14-52	Investment Property Control Agreement (Exclusive Creditor Control)	14-135
FORM 14-53	Investment Property Security Agreement (Joint Control)	14-139
FORM 14-54	Investment Property Security Agreement (Exclusive Creditor Control)	14-147
FORM 14-55	Deposit Account Control Agreement (Joint Control)	14-155
FORM 14-56	Deposit Account Control Agreement (Exclusive Creditor Control)	14-159
FORM 14-57	Guaranty Agreement (Corporate Guarantor)	14-163

FORM 14-58	Promissory Note (Commercial)	14-180
FORM 14-59	Subordination Agreement	14-191
FORM 14-60	Deposit Account Security Agreement and Control Agreement (Short Form, no waiver of setoff by Depository)	14-201
FORM 14-61	Loan and Security Agreement (Commercial Loan) . .	14-204
FORM 14-62	Pledge Agreement (Certificates of Deposit that are “Instruments”)	14-240
FORM 14-63	UCC Financing Statement	14-246
FORM 14-64	UCC Financing Statement Addendum	14-248
FORM 14-64A	UCC Financing Statement Additional Party	14-250
FORM 14-65	UCC Financing Statement Amendment	14-250.2
FORM 14-66	UCC Financing Statement Amendment Addendum . .	14-250.4
FORM 14-66A	UCC Financing Statement Amendment Additional Party	14-250.6
FORM 14-66B	Information Request	14-250.8
FORM 14-67	Assignment of Mortgages (Blanket)	14-250.10
FORM 14-68	Continuation Financing Statement Legend — 1-9-706(c).	14-252
FORM 14-69	Financing Statement Legend — Disclosing Debtor Agreement Not to Grant Junior Security Interests in Collateral — 1-9-331	14-253
FORM 14-70	Waiver of Right to Redeem — 1-9-624(c)	14-254
FORM 14-71	Secured Party’s Disclaimer of an Interest in Collateral or Obligations — 1-9-210(d) and (e)	14-255
FORM 14-72	Revised Article 9 Collateral List for Financing Statement (Commercial Credit) — 1-9-504	14-256
FORM 14-73	Debtor’s Correction Statement — 1-9-518(b)	14-258
FORM 14-74	State of Oklahoma Acknowledgment Forms	14-260
FORM 14-75	Intercreditor Agreement (Segregation of Collateral)	14-262
FORM 14-76	Equipment Lease	14-273
FORM 14-77	Subordination Agreement (Obligations and Collateral)	14-284
FORM 14-78	Solvency Certificate (Short Form)	14-295
FORM 14-79	Solvency Certificate (Long Form)	14-296

INDICES

<i>Table of Laws</i>	INDEX-1
<i>Forms Index</i>	INDEX-17
<i>Table of Cases</i>	INDEX-21
<i>Subject Index</i>	INDEX-27