Contents

About tl	ne Autho	r	vii
Preface.			ix
Softwar	e Instruc	tions	xi
СНАРТ	TER 1	OVERVIEW, DEFINITIONS, AND	
		CHOICE OF LAW RULES	1-1
1.1	Introduc	ction and the (Now Concluded)	
		on Periods.	1-1
1.2		y Interest.	1-2
1.2	1.2.1	Purchase-Money Security Interests	1-2
	1.2.1	1.2.1.1 Application of Payments	1-4
	1.2.2	Agricultural Liens.	1-5
	1.2.3	Consignments.	1-5
	1.2.4	Pawnbroker Transactions.	1-6
1.3		Tawnoroxer Transactions.	1-7
1.4		ons from New 9.	1-8
1.5		Collateral Categories	1-12
1.5	1.5.1	Intangible and "Semi-Tangible" Property	1-12
	1.5.1	Tangible Personal Property — Goods	1-12
	1.5.2	Investment Property-Related Definitions.	1-15
	1.5.4	* *	1-16
		Supporting Obligation	1-16
1.6	1.5.5	Proceeds	
1.6		n Neutral Terms	1-17
1.7		aith	1-18
1.8		aw Governs?	1-18
	1.8.1	Governing Law for Perfection and Priority	1-18
	1.8.2	Governing Law for Other Issues	1-21
~			
CHAPT	TER 2	CREATING A SECURITY INTEREST —	
		ATTACHMENT — MAKING THE SECURED	
		PARTY'S RIGHTS ENFORCEABLE AGAINST	
		THE DEBTOR	2-1
2.1		ag Your Debtor	2-1
	2.1.1	The Debtor's Name and "Seriously Misleading"	2-1
	2.1.2	"New" Debtors	2-2
	2.1.3	Individual or Unregistered Debtors	
		Relocating to New Jursidiction	2-2
	2.1.4	Debtor Name Changes	2-2
2.2		ts of Attachment	2-3
2.3	-	y Agreement	2-4
2.4	Possess	ion	2-5

2.5	Contro	ol	2-6
2.6	Attachment to Proceeds and Supporting Obligations		
2.7	Attachment to Securities and Commodity Accounts		
2.8	After-Acquired Property		
2.9		Advances and Dragnet Clauses	2-6 2-7
2.10		ment of Lien Securing Right to Payment	2-7
2.11		s of Goods	2-8
2.12		Goods Evidenced by Documents.	2-9
2.12	Danca	Goods Evidenced by Documents	ر-2
СНАРТ	ER 3	[RESERVED]	3-1
CHAPT	TER 4	PERFECTION	4-1
4.1	Genera	al Rule: All Security Interests Must Be Perfected	
	by Fili	ng a Financing Statement	4-2
4.2	Except	tion 1: Filing a Financing Statement Doesn't Work at All	4-2
4.3	Except	tion 2: Filing a Financing Statement Is an	
	Option	nal Method of Perfection	4-2
4.4		tion 3: Automatic Perfection	4-2
4.5		tion 4: Filing a Financing Statement Is Not Required for	
	Securi	ty Interests in Property Subject	
		ertificate of Title or Other Statute	4-3
4.6		tion 5: Filing a Financing Statement Is Not Required	
	-	curity Interests Perfected by Possession	4-4
4.7		tion 6: Filing a Financing Statement Is Not Required	
		curity Interests Perfected by Control	4-5
4.8		tion 7: Temporary Perfection	4-5
4.9		tion Chart by Collateral Type	4-6
4.10		tion Chart by New 9 Collateral Category	4-13
CHAPT		FINANCING STATEMENT MECHANICS	5-1
5.1		Kinds of Records Are Filed?	5-1
5.2	Where	to File?	5-2
5.3	Conter	nts of a "Sufficient" Financing Statement	5-3
5.4	Debtor	r's Name Rules	5-4
	5.4.1	Registered Organizations	5-4.1
	5.4.2	Estates, Trusts and Other Non-Individual Debtors	5-4.2
	5.4.3	Individual Debtors	5-4.2
5.5	How to	o Describe Collateral	5-5
5.6	When Filing Office Can Reject Filings		
5.7		œs	5-7
5.8	Who C	Can File?	5-8
	5.8.1	Initial Financing Statements	5-8
	5.8.2	Amendments	5-9
	5.8.3	Correction Statements	5-10

5.9	Duration	n of Financi	ng Statements	5-10
5.10			nents	5-11
5.11			ents	5-11
5.12				5-11
5.13		-	gfully Filed Records	5-12
5.14			ng Errors.	5-12.2
5.15			estruction of Records	5-13
5.16			iling Office	5-13
5.17				5-13
5.18				5-13
5.19	_			5-14
5.20			ermination Statements	5-14
5.21			olicies Generally	5-15
3.21	5.21.1		nsurance Policies for Commercial Lenders .	5-16
	5.21.1			5-18
	5.21.2		nsurance Policies for Buyers	5-16 5-19
5 22			nsurance Policy Endorsements	
5.22	New 9 P	rudent Sear	ching and Filing Practices	5-20
СНАР	TER 6	PREVA	AILING AGAINST OTHERS	6-1
6.1			iority among Creditors	6-1
6.2			First to File or Perfect" Rule	6-2
	6.2.1		Prevails over Filing	6-2
	6.2.2		curity Interests Perfected by Possession or	~ -
	0.2.2		Prevail over Earlier Security Interests on	
			aper and Instruments Perfected by Filing	6-2
	6.2.3		hase-Money Security Interest Super-priority	6-4
	0.2.0	6.2.3.1	PMSI in Goods	6-4
		6.2.3.2	PMSI in Inventory	6-5
		6.2.3.3	PMSI in Software	6-5
		6.2.3.4	Sellers vs. Lenders	6-5
		6.2.3.5	PMSI Timing Requirements	6-6
	6.2.4		dvances	6-6
	0.2.4	6.2.4.1	Federal Tax Liens.	6-6
		0.2.4.1		0-0
			Prior-Filed Security	
			Interest and Tax Lien	
			with Respect to After-	
			Acquired Property and	
			Future Advances	6-6.1
6.3			ateral	6-6.4
6.4				6-6.4
6.5			ees in Ordinary Course of Business	6-7
6.6			es 3, 7 and 8	6-7
6.7			y Liens	6-8
6.8	Priority	of Security	Interest in Fixtures	6-8

xv

	6.8.1	Secured Party versus Secured Party	6-8
		6.8.2.1 Exception 1: Purchase-Money	
		Priority	6-9
		6.8.2.2 Exception 2: First to Record	6-9
		6.8.2.3 Exception 3: Removable Goods	
		and Domestic Appliances	6-9
		6.8.2.4 Exception 4: Judicial Liens	6-9
		6.8.2.5 Exception 5: Manufactured	
		Homes	6-10
		6.8.2.6 Subordination of Purchase-Money	
		Security Interest in Fixtures to	
		Construction Mortgage	6-10
		6.8.2.7 Priority-Based Consent	6-10
	6.8.3	Crops	6-10
	6.8.4	Accessions	6-11
	6.8.5	Commingled Goods	6-11
	6.8.6	Contractural Subordination	6-11
СНАІ	PTER 7	PARTICULAR TYPES OF COLLATERAL	7-1
7.1		ent Property	7-1
	7.1.1	General	7-1
	7.1.2	Control	7-2
	7.1.3	Stock Options and Warrants	7-5
	7.1.4	Partnership and LLC Interests	7-5
7.2	Deposit	Accounts	7-6.1
7.3		f-Credit Rights	7-8
7.4		rcial Tort Claims	7-10
	7.4.1	Patent Infringement Claims as Commercial	
		Tort Claims	7-10
7.5	Agricult	ural Liens	7-11
7.6	Software		7-12.1
7.7	Motor V	ehicles	7-13
	7.7.1	Watercraft/Vessels	7-16
	7.7.2	Aircraft	7-16
	7.7.3	Railcars	7-16.1
7.8	Electron	ic Chattel Paper	7-16.2
7.9		ural Collateral	7-17
7.10		tive Interests	7-21
	7.10.1	Definitions	7-21
	7.10.2	Creation and Attachment of a Security	
		Interest in a Cooperative Interest	7-22
	7.10.3	Perfection and Priority	7-22
	7.10.4	Where to File, Duration of Filing and	
		Termination of Filing	7-23
7.11	Patents		7-23
7 12	Tradoma	orks and Sarvice Marks	7.2/

7.13	Copyrig	hts	7-24
7.14		American Tribes	7-24
	7.14.1	Self-Governance by Native American Tribes	7-25
	7.14.2	Contracts with Native American Tribes	7-26
7.15	Foreign	Debtors	7-27
CHAP	TER 8 I	PROCEEDS	8-1
8.1		Rule — Continuation of Security Interest in	
		Collateral and Proceeds	8-1
8.2		Day Automatic Perfection for Proceeds	8-1
8.3		ecurity Interest in Proceeds Remains Perfected for	
	More tha	an 20 Days	8-2
8.4	Priority	in Proceeds	8-3
8.5		es of Cash Proceeds	8-5
CHAP	TER 9 (CHANGES AFTER CLOSING	9-1
9.1		Party Changes	9-1
9.2		Location Changes	9-1
9.3		al Location Changes	9-3
9.4		of Bank, Issuer, Nominated Person, Securities	
		liary or Commodity Intermediary Changes	9-3
9.5		g 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		Covered by Certificates of Title	9-5
CHAP	TER 10	THIRD PARTIES—ACCOUNT DEBTORS	10-1
10.1	Account	Debtors	10-1
10.2		estricting 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
CHAP	TER 11	ENFORCEMENT	11-1
11.1	Options	after Default	11-1
	11.1.1	Judicial and Non-Judicial Remedies	11-1
	11.1.2	Effect of Bankruptcy	11-2
11.2	Waiver a	and Variance of Debtor's and Obligor's Rights and	
	Secured	Party's Duties	11-3
11.3		n Debtor or Secondary Obligor	11-4
11.4	"Comme	ercially Reasonable"	11-4

11.5	Fixtures	11-4.2
11.6	Collection and Enforcement of Collateral Consisting of	
	Rights to Payment	11-4.2
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
CHAPTI	ER 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	12-5
CHAPTI	ER 13 REMEDIES	13-1
13.1	Damages	13-1
13.2	Rebuttable Presumption Rule	13-1
13.3	Insider Dispositions	13-2
CHAPTI	ER 13A EVALUATING A WORKOUT SITUATION:	
	ISSUES AND OPTIONS	13A-1
13A.1	Non-Litigation vs. Litigation	13A-1
	13A.1.1 Bankrtupcy Issues to Consider	13A-1
	13A.1.2 Prepackaged Plans	13A-2
13A.2	Basic Workout Elements	13A-2
13A.3	Audit of Key Loan Documentation Prior to Enforcement	
	or Negotiation	13A-3
13A.4	Bankruptcy as Affirmative Strategy	13A-3
	13A.4.1 Pros of Bankrutpcy	13A-3
	13A.4.2 Cons of Bankruptcy	13A-4
	13A.4.3 Debtor in Possession Financing	13A-4
13A.5	Avoiding Liability to Borrower in Workouts	13A-5

xviii

November 2007

	13A.5.		13A-5
	13A.5.2		13A-5
	13A.5.	r	
		and Fair Dealing	13A-6
	13A.5.4	1	13A-6
	13A.5.:	, , , , , , , , , , , , , , , , , , ,	13A-8
	13A.5.0		
		Relations and Corporate Governance	13A-9
	13A.5.		13A-9
	13A.5.		13A-10
	13A.5.9		13A-10
	13A.5.		13A-10
	13A.5.		13A-11
	13A.5.		13A-12
	13A.5.		13A-12
	13A.5.	5	13A-12
13A.6		ng Liability to Other Trade Creditors and	
	Lender		13A-14
	13A.6.	1	13A-14
	13A.6.2	C	13A-15
	13A.6.	T T T T T T T T T T T T T T T T T T T	12.1.1.
	12.4	Other Lenders	13A-15
	13A.6.4		12.1.16
	1216	and Labor Unions	13A-16
	13A.6.:	2	13A-17
	13A.6.0		12 4 10
		and Deposit Information	13A-18
СНАР	TER 14	FORMS	14-1
FORM		New 9 Collateral List for Security Agreement—	
TOTAN	1.1	9-108 (Commercial Credit)	14-1
FORM	14-2	New 9 Collateral List—9-108 (Consumer Credit)	14-2
FORM		Secured Party's Release of Control over Deposit	1.2
TOTANI	1.5	Account—9-208(b)(1)	14-3
FORM	14-4	Secured Party's Release of Securities Intermediary/	113
1 014.1		Commodity Intermediary—9-208(b)(4)	14-4
FORM	14-5	Secured Party's Release of Control over	
TOTAN	1.0	Letter-of-Credit Right—9-208(b)(5)	14-4
FORM	14-6	Debtor's Request for an Accounting—9-210(a)(2)	14-5
FORM		Debtor's Request Regarding a List of Collateral—	110
TOTANI	11 /	9-210(a)(3)	14-6
FORM	14-8	Debtor's Request Regarding a Statement of	1.0
2 0 1011	1.0	Account—9-210-(a)(4)	14-6
FORM	14-9	Secured Party's Accounting—9-210(b)(1)	14-7
FORM		Secured Party's Response to Debtor's Request	11/
- 014.1		Regarding a List of Collateral—9-210(b)(2)	14-8
			1.0

xix December 2005

FORM 14-11	Secured Party's Response to Debtor's Request	
	Regarding a Statement of Account—9-210(b)(2)	14-9
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—9-210(c)	14-10
FORM 14-13	Notice of Exclusive Control of Securities Account	14-10
FORM 14-14	Notice of Disposition of Consumer-Goods—9-614 .	14-11
FORM 14-15	Notice of Disposition of Non-Consumer-Goods— 9-613	14-13
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—9-107	14-14
FORM 14-17	Exclusion of Warranties by Secured Party Selling	
	Collateral—9-610	14-15
FORM 14-18	Notice of Purchase-Money Security Interest in	
	Inventory—9-324(b)	14-15
FORM 14-19	Notice to Bailee in Possession of Goods Who has	
	Issued a Non-Negotiable Document Covering the	
	Goods—9-312(d)	14-16
FORM 14-20	Consent of Owner of Real Property to Creation of	
	Security Interest in Fixtures—9-334(f)	14-16
FORM 14-21	Notice from Consignor to Secured Party—9-324(b).	14-17
FORM 14-22	Waiver of Disposition Notification—	
	9-602(7), 9-611, 9-624(a)	14-18
FORM 14-23	Mandatory Disposition of Consumer-Goods—	
	Agreement of Debtor and Secondary Obligor to	
	Longer Period of Time—9-620(e) and (f)	14-18
FORM 14-24	Description of Commercial Tort Claim for	
	Purposes of Security Agreement and Financing	
	Statement—9-108, 9-504, 9-203(b)(3)(A)	14-19
FORM 14-25	Grant of Security Interest in Deposit Account to	
	Depository Bank to Include in Deposit Account	
	Signature Card—9-203(b)(3)(D)	14-20
FORM 14-26	Secured Party's Proposal to Accept Collateral in	
	Full Satisfaction of Debt—9-620	14-20
FORM 14-27	Secured Party's Proposal to Accept Collateral in	
	Partial Satisfaction of Debt—9-620	14-21
FORM 14-28	Secured Party's Notice That Strict Foreclosure	
	Has Occurred	14-22
FORM 14-29	Secured Party's Notice That Partial Strict	
	Foreclosure Has Occurred	14-23
FORM 14-30	Governing Law Choices	14-24
FORM 14-31	Application of Payments	14-24
FORM 14-32	Bailee Acknowledgment That It Holds Possession	
	of Collateral for Secured Party's Benefit—9-313(c)	14-25

FORM 14-33	Notice of Assignment to Include on Chattel Paper
	or an Instrument—9-330(a)(2)
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—9-330(b) 14-26
FORM 14-35	Notice to Account Debtor of Assignment
	of Account—9-406
FORM 14-35A	Notice of Assignment—9-406 14-27
FORM 14-36	Agreement of Account Debtor Not to Assert Claims
	and Defenses Against Assignee of Account—9-403(b) 14-28
FORM 14-36A	No Offset Agreement—9-404
FORM 14-37	Secured Party's Release of Account
	Debtor—9-209(b)14-28.1
FORM 14-38	Proof Offered by Assignee That Account Has
	Been Assigned—9-406(c)14-28.2
FORM 14-39	Secured Party Affidavit in Recordable Form
	Regarding Default—9-607(b)
FORM 14-40	Instruction by Secured Party to Bank to Pay out
	Deposit Account Collateral after
	Default—9-607(a)(5)
FORM 14-41	Transfer Statement—9-619
FORM 14-42	Notice to Secured Party of a Claim or Interest
	in the Collateral—9-611(c)(3)(A)
FORM 14-43	Demand by Subordinate Secured Party for
	Proceeds—9-608(a)(1)(C), 9-615(a)(3)(A) 14-31
FORM 14-44	Demand by Secured Party of Proof of Subordinate
	Interest—9-608(a)(2), 9-615(b)
FORM 14-45	Federal Trade Commission Holder-in-Due-Course
	Notice
FORM 14-46	Deficiency/Surplus Explanation—9-616 14-33
FORM 14-47	Security Agreement (Consumer)
FORM 14-48	Security Agreement (Corporate Debtor) 14-45
FORM 14-49	Pledge Agreement (Certified Security) 14-75
FORM 14-50	Guaranty Security Agreement (Corporate Guarantor) 14-82
FORM 14-51	Investment Property Control Agreement (Joint
	Control, no withdrawals or distributions of dividends) 14-113
FORM 14-52	Investment Property Control Agreement
	(Exclusive Creditor Control)14-116
FORM 14-53	Investment Property Security Agreement
	(Joint Control)
FORM 14-54	Investment Property Security Agreement
	(Exclusive Creditor Control)14-127
FORM 14-55	Deposit Account Control Agreement (Joint Control) 14-135
FORM 14-56	Deposit Account Control Agreement (Exclusive
	Creditor Control)

FORM 1	4-57	Guaranty Agreement (Corporate Guarantor)	14-141
FORM 1	4-58	Promissory Note (Commercial)	14-157
FORM 1	4-59	Subordination Agreement	14-170
FORM 1	4-60	Deposit Account Security Agreement and	
		Control Agreement (Short Form, No waiver	
		of setoff by Depository)	14-180
FORM 1	4-61	Loan and Security Agreement (Commercial Loan)	14-182
FORM 1	4-62	Pledge Agreement (Certificates of Deposit	
		that are "instruments")	14-218
FORM 1	4-63	UCC Financing Statement	14-223
FORM 1	4-64	UCC Financing Statement Addendum	14-225
FORM 1	4-64A	UCC Financing Statement Additional Party	14-227
FORM 1	4-65	UCC Financing Statement Amendment	14-229
FORM 1	4-66	UCC Financing Statement Amendment Addendum	14-230.1
FORM 1	4-66A	UCC Financing Statement Amendment	
		Additional Party	14-230.3
FORM 1	4-67	UCC Financing Statement Cooperative	
		Addendum	14-230.5
FORM 1	4-68	UCC Financing Statement Correction Statement	14-232
FORM 1	4-69	UCC Information Request	14-234
FORM 1	4-70	Assignment of Mortgages (Blanket)	14-235
FORM 1	4-71	Continuation Financing Statement	
		Legend—9-706(c)	14-237
FORM 1	4-72	Commercial Mortgage with Assignment of Rents	
		and Security Agreement	14-237
FORM 1	4-73	Financing Statement Legend—Disclosing Debtor	
		Agreement Not to Grant Junior Security Interests	
		in Collateral—9-331	14-260
FORM 1	4-74	Waiver of Right to Redeem—9-624(c)	14-261
FORM 1	4-75	Secured Party's Disclaimer of an Interest in	
		Collateral or Obligations—9-210(d) and (e)	14-261
FORM 1	4-76	New 9 Collateral List for Financing Statement	
		(Commercial Credit)—9-504	14-262
FORM 1	4-77	Authorization to File Financing Statement or	
		Amendment	14-264
FORM 1	4-78	Notice of Purchase-Money Security	
		Interest in Livestock—9-324(b)	14-265
FORM 1	4-79	Equipment Lease	14-266
FORM 1	4-80	Legal Opinion—Attachment and Perfection	14-277
FORM 1	4-81	Intercreditor Agreement	14-283
FORM 1	4-82	Basic Workout Checklists for Auditing Documents	14-293
FORM 1	4-83	Loan Purchase Agreement (Minimal Warranties)	14-303
FORM 1	4-84	Sample UCC-9 Lenders Insurance Policy	14-312
FORM 1	4-85	Sample UCC-9 Buyers Insurance Policy	14-316
FORM 1	4-86	Assignment and Security Agreement of	
		Lawsuit Proceeds	14-320

APPENDICES Appendix A Uniform Commercial Code Regulations APP A-1 Appendix B NYSDOS Debtor's Name Guidance APP B-1 Appendix C Transition Rules APP C-1 INDICES Table of Laws INDEX-1 Subject Index INDEX-18 Forms Index INDEX-31 Cases Index INDEX-35