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Research Guides

UNIFORM COMMERCIAL CODE (UCC)

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I. What is the UCC?

The **Uniform Commercial Code** (UCC), a comprehensive code addressing most aspects of commercial law, is generally viewed as one of the most important developments in American law. The UCC text and draft revisions are written by experts in commercial law and submitted as drafts for approval to the National Conference of Commissioners on Uniform State Laws (now referred to as the **Uniform Law Commissioners**) in collaboration with the American Law Institute. The Commissioners are all attorneys, qualified to practice law, including state and federal judges, legislators and law professors from throughout the United States and its Territories. These quasi-public organizations meet and decide whether to endorse these drafts or to send them back to the experts for revision. The revision process may result in several different revisions of the original draft. Once a draft is endorsed, the Uniform Law Commissioners recommend that the states adopt these rules.

The UCC is a **model code**, so it does not have legal effect in a jurisdiction *unless* UCC provisions are enacted by the individual legislatures as statutes. Currently, the UCC, in whole or in part, has been enacted, with some local variation, in all 50 states, the District of Columbia, and the Virgin Islands.

II. Organization of the UCC

The rules for each of the transactional areas covered by the UCC are collected into separate parts called an **“article”** and are arranged systematically as **sections** grouped into consecutively numbered **parts**.

As of 2011, the types of transactions included within the Code are:

- Sales (Amended Article 2);
- Leases (Amended Article 2A);
- Negotiable Instruments, previously known as Commercial Paper (Revised Article 3);
- Bank Deposits and Collections (Amended Article 4);
- Funds Transfers (Article 4A);
- Letters of Credit (Revised Article 5);
- Bulk Sales, previously known as Bulk Transfers (Revised Article 6);
- Documents of Title (Revised Article 7);
- Investment Securities (Revised Article 8); and
- Secured Transactions (Revised Article 9).

Article 1 of the Code contains a set of general provisions equally applicable to all subsequent Articles (Article 1 was revised in 2001 to harmonize it with amendments to other articles. As of 2011, thirty-seven states have adopted Revised Article 1.) Also, Articles 10 and 11 contain provisions for effective dates, repeals and transitional matters.

The primary sources for UCC research are:

- the Code itself;
- the Official Comments of the UCC Permanent Editorial Board (PEB);
- the Permanent Editorial Board Commentaries; and
- judicial opinions which interpret and apply the Code, as enacted in a particular state.

Besides the text of the Code itself, the **Official Comments** are almost universally treated as the most authoritative sources in the construction of the Code sections. The PEB Commentary was introduced in 1990. It seeks to resolve issues and ambiguities raised by the UCC and Official Comments, to resolve issues on which scholarly and judicial opinion differ, and to elaborate on the UCC's role in relation to other statutes. Note that some Commentary may be superseded by later Code amendments. Lastly, a substantial body of case law exists on the UCC. UCC litigation occurs in both federal and state courts (including bankruptcy courts for matters arising under Article 9). Case law can be limited for certain Article provisions.

III. Primary Source Materials

A. Official Code

The Goodson Law Library has a number of publications that contain the official Code text, the Official Comments, and the PEB Commentaries. The following list includes the most widely consulted sources:

Uniform Commercial Code: Official Text with Comments. (Current edition on Reserve; earlier editions KF890 .A447)

This publication contains the official text of the Code, as approved by the American Law Institute and the National Conference of Commissioners on Uniform State Laws. It includes the Official Comments to the Code as well as an unofficial table of cross-references from prior uniform acts to the Code. Some appendices include earlier texts of several Articles, as well as the texts of amendments incorporated into the Code at different times. PEB Commentaries are included in one of the appendices.

Westlaw offers the UCC text with comments in its UCC-TEXT database. PEB commentaries are available separately, in the UCC-PEB database.

LexisNexis provides access to the *Official Text and Comments of the Uniform Commercial Code* in its UCC database (UCC; UCC) for Articles 1, 7, and 9. All other Articles can be found in Article-specific LexisNexis databases by the short name UCC plus the number of the article (example: UCC2). Note that in addition to retrieving the current official text of the document, you will also retrieve prior drafts and prior official texts of the Code. Be sure to select the current official text of the Code if that is your intent.

Uniform Laws Annotated. (1968-). (Practice & Procedure KF879.A45 U51)

The most extensive textual presentation of the Code, this multi-volume series contains the latest UCC Official Text, the Official Comments, PEB Commentaries, editorial section cross-references, state variations, citations to law review articles and digests of cases. Annual supplements appear in the form of pocket parts. Volumes 4 and 5 include UCC-related forms and a Table of Cases. An appendix reproduces the texts of earlier uniform laws that were superseded by the Code. Be sure to check the pocket parts for recent updates and case law.

Westlaw provides access to the *Uniform Laws Annotated* database (ULA). To retrieve a specific citation use the “Find by Citation” feature in the upper right corner. To browse the entire Code use the “Table of Contents” to view a list of each article.

Selected Commercial Statutes. (Current edition on Reserve; earlier editions KF879 .A15 U5)

In addition to the latest UCC Official Text with the Official Comments, this series contains several appendices that reproduce separate earlier versions of some Code Articles and the texts of recent amendments. *Selected Commercial Statutes* also includes laws related to the UCC, such as the Uniform Fraudulent Transfer Act and the Uniform Electronic Transactions Act, and selected sections of the Consumer Credit Protection Act and the Bankruptcy Code.

B. State UCC Laws

To view the UCC as adopted by a specific state, consult the appropriate table in the *Uniform Laws Annotated* (Practice & Procedure KF879.A45 U51 & Westlaw: ULA), or the relevant sections of that state's statutes. In addition, LexisNexis contains a source in tabular form

that shows state variations in adoptions of the UCC, the *UCC State Variation Table* (UCC; UCCTBL). Westlaw offers a similar service in the database **UCC-VAR**.

State variations can also be found at the **Legal Information Institute** (<http://www.law.cornell.edu/uniform/ucc.html>). The website is arranged by Article number and offers links to state legislature websites containing the state enacted versions of the UCC.

C. Case Law

Uniform Commercial Code Reporting Service: Cases and Commentary and ***Uniform Commercial Code Case Digest***. (KF880 .A29 U54 and KF 880.3 U54)

This reporter series, published since 1965 for the 1st series and since 1986 for the 2nd series, includes cases construing sections of the UCC and provides commentary about them. The set also includes tables indicating state variations of the UCC and the full text of PEB Commentaries.

Westlaw contains this service in its UCC Cases database (UCC-CS) and UCC Cases Plus database (UCC-CS+). In addition to duplicating the case law found in the UCC Cases database, the UCC Cases Plus database includes commentary, attorney general opinions, the opinions of county counsel, and the Federal Trade Commission as well as other government agency documents.

The *Uniform Commercial Code Case Digest* companion set provides abstracts to UCC cases contained in the *Uniform Commercial Code Reporting Service* and is arranged by UCC section number.

UCC Reporter - Digest (LexisNexis)

The UCC resources on LexisNexis include Matthew Bender's *UCC Reporter-Digest* (UCC; UCCRPT). This source is a digest of UCC decisions in all states, arranged by UCC section. To access this source, select the "Area of Law--By Topic" folder. Next, chose the "Commercial Law (UCC)" folder. Under the "Search Analysis, Law Reviews & Journals" section, choose the UCC Reporter-Digest.

To access the full text of federal and state cases on the UCC by jurisdiction in Lexis, in the "Commercial Law (UCC)" folder, look under "Find Cases" and select the appropriate state or federal case file.

IV. Treatises and Journals

ABCs of the UCC. (Call number varies.)

This American Bar Association series devotes one volume to each article of the Code (except Article 6). Each book highlights key provisions of the Article and includes useful tips and illustrations. Each book in this series has a different call number, based on the

subject of the Article covered. To locate the books, search the Duke Libraries catalog by entering “*ABCs of the UCC*” as a “Title” search and select the appropriate UCC Article.

Ronald A. Anderson, ***Anderson on the Uniform Commercial Code***. (3d ed. 1981-) (KF879.5 .A2 A53; also available on Westlaw: ANDR-UCC.)

Anderson on the Uniform Commercial Code, a multi-volume treatise, is arranged by topic. It has finding aids and extensive cross-references to the Code as well as the official text of the Code. Pocket parts keep it up-to-date.

William D. Hawkland, ***Uniform Commercial Code Series***. (KF879 .A45 H38; also available on Westlaw: HAWKLAND.)

Hawkland’s treatise provides a section-by-section commentary on the UCC and the Uniform Computer Information Transactions Act. It also includes a volume containing state variations on the official Code.

Quinn’s Uniform Commercial Code Commentary and Law Digest. (KF880.3 .Q45)

A revised second edition of this multi-volume publication was issued beginning in 2001 with cumulative softbound supplements, offering a quick capsule survey of UCC case law developments. It is arranged by UCC section number and includes helpful information such as state variations of the UCC, editorial commentary, short case annotations and cross references to other parts of the Code.

Bradford Stone, ***Uniform Commercial Code in a Nutshell***. (7th ed.) (Reserve KF889.3.S75 2008).

This broad overview of the UCC offers an introduction to the Code with a brief history and useful illustrations.

James J. White and Robert S. Summers, ***Uniform Commercial Code***. Practitioner Treatise Series. (5th ed. 2002 and 6th ed. 2010) (Reserve KF890 .W46 2002 & 2010)

A four volume set oriented towards practitioners, this treatise is widely quoted and cited by courts. It not only explains the Code, but also suggests how different provisions function and correlate in practice. (Note: This treatise is in the process of being updated; 6th ed. volumes will replace 5th ed. volumes on Reserve as they arrive.)

James J. White and Robert S. Summers. ***Uniform Commercial Code***. Hornbook Series. (6th ed. 2010) (Reserve KF890 .W45 2010)

As part of the Hornbook Series, this book is intended for law students as a relatively concise introduction the UCC, spanning 900 plus pages. The book gives thorough background on Articles 2, 3, and 9 including case annotations to specific provisions of the UCC.

Searching for Books and Journals

General law review journals will include articles on various UCC issues. In addition, the Goodson Law Library owns specialized commercial law journals such as the *Journal of Law & Commerce* and the *Uniform Commercial Code Law Journal*, which focus on UCC related topics (print versions of these titles are located in the Periodicals collection on Level 4, and electronic versions can be accessed through the Duke Libraries Catalog).

Use Westlaw, LexisNexis or LegalTrac to locate relevant articles on your UCC topic. For articles not available full-text in those databases, search the **Duke Libraries Catalog** (<http://find.library.duke.edu/?type=books>) to see if the Law Library owns the relevant journal, or provides electronic access to it. Also, Westlaw offers a specialized database of legal periodicals that focuses solely on commercial law and the UCC (CML-TP).

To locate additional books on the UCC, search the **Duke Libraries Catalog** (<http://find.library.duke.edu/?type=books>). When searching by subject, use search terms generated from the relevant Article's title instead of more general terms. For example, enter "bulk sales", "secured transactions" or "negotiable instruments" as subject keywords in the catalog to search for these topics.

Some treatises are also available in LexisNexis and Westlaw. In LexisNexis, choose "Area of Law - By Topic," then "Commercial Law (UCC)," then browse the "Search Analysis, Law Reviews & Journals" section. In Westlaw, begin at the "Directory" screen. Choose "Topical Practice Areas," followed by "Commercial Law & Contracts," then "Uniform Commercial Code".

V. Related Websites

Uniform Law Commissioners (<http://www.nccusl.org/>)

The official website of the National Conference of Commissioners on Uniform State Laws contains information about UCC drafts and final acts and about state legislation based on the UCC. The site provides summaries of each Article of the UCC and legislative fact sheets on state adoptions of UCC provisions.

National Conference of Commissioners on Uniform State Laws, Drafts of Uniform and Model Acts Archive (<http://www.law.upenn.edu/bll/ulc/ulc.htm>)

The site, a joint project between the Uniform Law Commissioners and the University of Pennsylvania Law School, is the official archival site for drafts of uniform and model acts. This site includes an index to drafts in progress for the UCC and the full-text of the drafts themselves.

Uniform Commercial Code Locator (<http://www.law.cornell.edu/uniform/ucc.html>)

Cornell's Legal Information Institute has created a useful chart indicating where UCC Articles are codified in each state's statutes. For many states, it provides links directly to the state statutes. Be sure to check the currency of the linked state statutes as well as the Cornell page.

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