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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 (referred to as the **Uniform Law Commissioners**, <http://www.uniformlaws.org/>) 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 the 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 state 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, Puerto Rico, 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**.” Each **Article** is then arranged as consecutively numbered **parts** based upon subtopics.

As of this guide’s last update, 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. 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. Some Articles are less litigated than others, resulting in limited case law for certain Articles.

### III. Primary Source Materials

#### A. Official Code

The Goodson Law Library has a number of publications that contain the official UCC 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; online 1944- in HeinOnline **American Law Institute** Library, <http://proxy.lib.duke.edu/login?url=http://www.heinonline.org/HOL/Index?index=ali/alicc&collection=ali>) This publication contains the official text of the Code, as approved by the American

Law Institute and the Uniform Law Commissioners. 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 **Uniform Commercial Code Official Text (UCC-TEXT)** database. PEB commentaries are available within the same database. **Lexis Advance** provides access to the *Official Text and Comments of the Uniform Commercial Code* in its **Uniform Commercial Code (U.C.C.)** database. **Bloomberg Law** provides the current UCC text and commentary through the path **All Legal Content > U.S. Legislative > Uniform Laws > Uniform Commercial Code (U.C.C.)**.

*Uniform Laws Annotated* (Practice & Procedure KF879.A45 U51 & online in Westlaw: ULA database). 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. An appendix reproduces the texts of earlier uniform laws that were superseded by the Code. The annual supplement pocket parts contain recent updates and case law; the online version in Westlaw is kept up to date.

## **B. State UCC Laws**

When adopting the UCC, states may make revisions to the model code. To view a list of state statutes adopting UCC sections, consult the *Uniform Laws Annotated* (Practice & Procedure KF879.A45 U51 & online in Westlaw) Table of Laws and Rules in the print version, or the Table of Jurisdictions in the Refs & Annos section of each UCC Article on Westlaw (ULA). The *Uniform Commercial Code Reporting Service Local Code Variations* volume also provides information about state variations in UCC language; this is available in the library (KF880.A29 U544) and in the Westlaw database **Uniform Commercial Code Local Code Variations**.

State variations can also be found at the Legal Information Institute's **Uniform Commercial Code Locator** (<https://www.law.cornell.edu/uniform/ucc>). This free 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* (KF880 .A29 U54 & online in Westlaw). This reporter series, published since 1965 for the 1<sup>st</sup> series and since 1986 for the 2<sup>nd</sup> series, includes cases construing sections of the UCC and provides commentary about the cases. The set also includes tables indicating state variations of the UCC and the full text of PEB Commentaries. Westlaw contains this service in its **Uniform Commercial Code Cases database (UCC-CS)**.

*Uniform Commercial Code Case Digest* (KF880.3 .U54). This companion set includes a digest that abstracts UCC cases contained in the *Uniform Commercial Code Reporting Service* and is arranged by UCC section number.

*UCC Reporter - Digest* (online in Lexis Advance). Matthew Bender's *UCC Reporter-Digest* is a digest of UCC decisions in all states, arranged by UCC section with links to the full-text cases.

## IV. Treatises and Journals

*ABCs of the UCC* (library call number varies; also available online in Bloomberg Law). This American Bar Association series devotes one volume to each Article of the UCC (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. (KF879.5 .A2 A53 & online in Westlaw: ANDR-UCC). This multi-volume treatise is arranged by topic. In addition to providing the official text of the UCC, it provides finding aids and extensive cross-references. Pocket parts and supplements update the print version.

William D. Hawkland, *Uniform Commercial Code Series* (KF879 .A45 H38 & online in Westlaw: HAWKLAND). Hawkland's treatise provides a section-by-section commentary on the UCC, the Uniform Computer Information Transactions Act, and the Uniform Electronic Transactions Act, among others. It also includes a volume containing state variations on the official Code.

Thomas M. Quinn, *Quinn's Uniform Commercial Code Commentary and Law Digest, Revised Second Edition* (KF880.3 .Q45 & online in Westlaw). A revised second edition of this multi-volume publication was issued beginning in 2001, 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*, 8th ed. (Reserve KF889.3.S75 2012). 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, 6th ed. (Reserve KF890 .W46). 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.

James J. White and Robert S. Summers, *Uniform Commercial Code*, 6th ed. (Reserve KF890 .W45 2010). As part of the Hornbook Series, this book is intended for law students as a relatively concise one-volume introduction to the UCC. The book gives thorough background on Articles 2, 3, and 9, including case annotations to specific provisions of the UCC.

*Damages Under the Uniform Commercial Code* (KF836 .A962 & online in Westlaw as Damages Under the UCC database). This two-volume serial is updated annually and provides comprehensive coverage of remedies available under the UCC.

*Uniform Commercial Code Law Journal* (v. 1 - ) (Periodicals, Level 4 & online in Westlaw as UCC Law Journal). This journal is a commercial publication dating back to 1968. Historically published annually, it now includes multiple issues per year.

## Searching for Books and Journals

To locate additional books on the UCC, search the **Duke Libraries Catalog** (<http://library.duke.edu/>). 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 legal research services. In Lexis Advance follow the path **Explore Content > Practice Area or Industry > Commercial Law (UCC) > Secondary Materials**. In Westlaw, browse **Practice Areas > Commercial Law > All Commercial Law Secondary Sources** to find various UCC-related treatises and law journals. In Bloomberg Law, follow **Search & Browse > Books & Treatises > American Bar Association** to reach *The ABCs of the UCC* series.

In addition to the specific journals mentioned above, general law review journals publish articles on various UCC issues. To search for relevant UCC articles use a database, such as **LegalTrac** (<http://search.library.duke.edu/search?id=DUKE002990148>), that indexes thousands of articles. You can also search the **Duke Libraries Catalog** (<http://library.duke.edu/>) using the "All" feature that will search articles. Westlaw offers a specialized database of legal periodicals that focuses solely on commercial law (CML-TP).

## V. Related Websites

**American Law Institute Library, Uniform Commercial Code** (<http://proxy.lib.duke.edu/login?url=http://www.heinonline.org/HOL/Index?index=aliuccsub&collection=ali>)

This library within the HeinOnline database includes current and historical Official Text and Comments volumes, as well as archival drafts, minutes of PEB meetings, and other project materials.

**Uniform Law Commissioners** (<http://www.uniformlaws.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.

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

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.

rev. 12/2016 lms