

TABLE OF CONTENTS

Volume 13

UCC ARTICLE 1. GENERAL PROVISIONS

Introduction.

PART 1. SHORT TITLE, CONSTRUCTION, APPLICATION AND SUBJECT MATTER OF ACT

Sec.

- 1-102— Form 1. Clause Adopting Standards of Good Faith, Diligence, Reasonableness and Care.
Form 2. Clause Adopting Standard of Reasonableness of Notice.
- 1-103— Form 1. Clause Incorporating Principles of Law in Interpreting Agreement.
Form 2. Effect of Illegality.
Form 3. ____ Another Form.
Form 4. Clause Introducing Representation and Warranties.
- 1-105— Form 1. Clause Selecting Applicable Law.
Form 2. ____ Another Clause.
Form 3. ____ Another Clause.
Form 4. ____ Another Clause.
Form 5. ____ Stock Broker Margin Account.
Form 6. ____ International Sales.
Form 7. Clause Providing for Arbitration and Consent to Jurisdiction.
Form 8. Arbitration Clause—With Panel Selection.
Form 9. Provision Providing for International Arbitration—Forum Selection.
- 1-107— Form 1. Writing Waiving Breach.
Form 2. Writing Renouncing Claim for Breach.
Form 3. Writing Partially Renouncing Claim for Breach.
Form 4. Clause in Agreement Concerning Future Renunciations and Waivers.
Form 5. Clause Concerning Waiver and Future Compliance.
- 1-108— Form 1. Effect of Invalidity of Part of Agreement.

PART 2. GENERAL DEFINITIONS AND PRINCIPLES OF INTERPRETATION

- 1-201— Form 1. Clause Incorporating Definitions of Terms in Uniform Commercial Code.
Form 2. ____ Another Form.
Form 3. Clause Treating Unlike Articles as Fungible.
Form 4. Requirement of Countersignature.
Form 5. Fax Notice Impermissible.

TABLE OF CONTENTS

Sec.

- 1-201— Form 6. Fax Notice Permissible.
- Form 7. ____ Transmission Error Risk on Sender.
- Form 8. ____ No Presumption of Receipt.
- Form 9. ____ First Page/Last Page Legend.
- 1-202— Form 1. Clause on Admissibility of Third Party Documents.
- 1-204— Form 1. Clause Fixing Time for Performance.
- Form 2. “Reasonableness of Time” Clause.
- Form 3. Time of Essence of Contract.
- Form 4. Time of Essence—Payment for Goods.
- Form 5. Duration of Agreement.
- Form 6. “Evergreen” Clause.
- Form 7. ____ Different Periods of Notice.
- Form 8. Other Duration Clauses.
- Form 9. Time for Return of Unsold Goods.
- Form 10. Clause Fixing Time for Performance—Settlement of Accounts.
- Form 11. Time for Notice of Defective Goods.
- 1-205— Form 1. Clause Excluding Course of Dealing and Usage of Trade.
- Form 2. Clause Making Agreement Final Expression Between the Parties.
- Form 3. Provision Excluding Extrinsic Evidence.
- Form 4. Clause Specifying Particular Set of Customs.
- Form 5. ____ Another Form.
- Form 6. Umpire as to Custom.
- 1-206— Form 1. Memorandum of Agreement for Sale of Personal Property.
- Form 2. Memorandum—Another Clause.
- 1-207— Form 1. Acceptance Under Reservation.
- Form 2. Notice of Performance Under Reservation.
- Form 3. Payment Under Protest and Reservation of Rights.
- 1-208— Form 1. Clause for Option to Accelerate Payment at Will.
- Form 2. Other Forms of Acceleration Clauses.
- Form 3. Clause for Option to Require Collateral at Will or When Insecure.
- Form 4. ____ Another Clause.
- Form 5. Provision Authorizing Call for Additional Security.
- Form 6. Clause for Option to Accelerate Because Collateral Is in Danger of Misuse or Confiscation.

UCC ARTICLE 2. SALES

PART 1. SHORT TITLE, GENERAL CONSTRUCTION AND SUBJECT MATTER

Introduction.

- 2-106— Form 1. General Contract for Sale of Goods.
- Form 2. ____ Another Form.
- Form 3. ____ Another Form.
- Form 4. Purchase Order.
- Form 5. General Contract for Sale of Goods—By Separate Papers.
- Form 6. Contract for Sale of Concrete Blocks.

TABLE OF CONTENTS

Sec.

- 2-106— Form 7. Contract for Sale of Scrap Steel.
- Form 8. Sale of Manuscript With Agreement for Publication.
- Form 9. ____ Another Form.
- Form 10. Contract for Sale of Furniture in Building With Seller Retain-
ing Possession Until Completion of Purchase of Realty.
- Form 11. Termination Clause.
- Form 12. Notice of Termination.
- Form 13. ____ Another Form.
- Form 14. Cancellation Clause.
- Form 15. Notice of Cancellation.
- 2-107— Form 1. Contract for Sale of Growing Crop.
- Form 2. Contract for Sale of Growing Crop to Be Harvested by Buy-
er.
- Form 3. Contract for Sale of Pecan Crop.
- Form 4. Contract for Sale of Growing Timber.
- Form 5. Delay in Severing—Liquidated Damages.
- Form 6. Removal of Tree Stumps.

PART 2. FORM, FORMATION AND READJUSTMENT OF CONTRACT

- 2-201— Form 1. Bill of Sale.
- Form 2. Checklist of Terms to Be Included in Purchase Agreements.
- Form 3. Telephone Confirmation.
- Form 4. Written Confirmation—Receipted Copy.
- Form 5. ____ Another Form.
- Form 6. Objection to Confirmation.
- Form 7. ____ Another Form.
- Form 8. Objection of Merchant to Confirmation—Incorrect Quantity.
- Form 9. Merchant's Notice of Objection to a Writing Confirming an
Oral Contract for Sale—Incorrect or Incomplete Statement of
Terms.
- Form 10. Merchant's Notice of Objection to a Writing Confirming an
Oral Contract for Sale.
- Form 11. Objection of Merchant to Confirmation—Lack of Authori-
ty.
- Form 12. Written Acceptance of Offer.
- Form 13. Requirement of Written Notice.
- Form 14. Agreement to Pay Commissions.
- 2-202— Form 1. Clause Excluding Parol or Extrinsic Evidence.
- Form 2. ____ Another Form.
- Form 3. ____ Another Form.
- Form 4. Integration of Contract.
- Form 5. Clause Expressing Integration of Contract Terms.
- Form 6. Exclusion of Representations.
- Form 7. Notice to Person Signing Agreement.
- Form 8. Oral Statements Not Part of Contract.
- 2-204— Form 1. Simple Contract Form.
- Form 2. General Contract for Sale of Goods.
- Form 3. Expression of Noncontractual Intent.
- Form 4. Quotation of Price Not an Offer.
- Form 5. Determination of Price.

TABLE OF CONTENTS

Sec.	
2-205—	Form 1. Firm Offer by Merchant. Form 2. Firm Offer With Additional Terms. Form 3. Firm Offer by Merchant—On Form Supplied by Offeree. Form 4. Firm Offer—Renewable. Form 5. Irrevocable Offer—Option Contract. Form 6. Quotation. Form 7. Request for Quote.
2-206—	Form 1. Sales Agreement. Form 2. Manufacturer's Contract With Escalator Clause. Form 3. Buyer's Purchase Order. Form 4. ____ Another Form. Form 5. ____ Another Form. Form 6. ____ Another Form. Form 7. Buyer's Order. Form 8. Specification of Manner of Acceptance. Form 9. Acceptance by Shipment and Notice. Form 10. Sub-contract Clause in Purchase Order. Form 11. ____ Another Form. Form 12. Not Binding Until Accepted at Home Office. Form 13. Termination of Offer. Form 14. Specification of Performance. Form 15. Seller's Declaration of Accommodation With Non-conforming Goods. Form 16. Notice of Commencement of Performance. Form 17. Notification of Acceptance—Unilateral Contract.
2-207—	Form 1. Objections to Additional Terms. Form 2. Purchase Order Clause Excluding Additional Terms. Form 3. Acceptance Expressly Made Conditional on Assent to Additional or Different Terms. Form 4. Clauses Providing That Acceptance Expressly Made Conditional on Assent to Additional or Different Terms. Form 5. ____ Another Form. Form 6. Overriding Agreement. Form 7. Acceptance With Additional Terms. Form 8. Clean Acceptance (Acknowledgment). Form 9. Merchant's Notice of Objection to Writing Confirming an Oral Contract for Sale—Incorrect or Incomplete.
2-208—	Form 1. Clause Describing the Effect of Accepting a Course of Performance. Form 2. Notice of Objection to Manner of Performance.
2-209—	Form 1. Modification of Contract of Sale. Form 2. Modification—Recital of Good Faith. Form 3. Clause Requiring Modification by Signed Writing—Execution by One Party. Form 4. ____ Execution by Both Parties. Form 5. Clause Requiring Signed Writing to Modify the Contract—Between Merchant Seller and Non-merchant Buyer. Form 6. Sales Personnel No Authority to Vary Contract. Form 7. Purpose of Later Agreement—Correctional. Form 8. ____ Supplementary.

TABLE OF CONTENTS

Sec.

- 2-209— Form 9. ____ In Substitution.
- Form 10. Clause Concerning Retraction of Waivers of Claims.
- Form 11. Retraction of Waiver.
- Form 12. Objection to Retraction of Waiver—Requirement of Notice.
- Form 13. Reasons for Modification.
- Form 14. No Waiver by Failure to Assert Right.
- Form 15. Clause—Waiver and Renunciation of Claims and Rights.
- 2-210— Form 1. Delegation of Performance.
- Form 2. Authorization for Assignment.
- Form 3. Demand for Assurances.
- Form 4. Assignment Without Right to Assurance.
- Form 5. Assurance of Performance.
- Form 6. Clause for Specific Assurances.
- Form 7. Declaration of Default by Failing to Provide Assurance of Performance.
- Form 8. Prohibition of Delegation of Performance.
- Form 9. Novation.
- Form 10. Buyer's Assignment of Rights.
- Form 11. Assignment of Contract for Sale Without Delegation of Performance.
- Form 12. Seller's Assignment of Rights.
- Form 13. Assignment of Security Agreement.
- Form 14. Guaranty on Assignment of Security Agreement.
- Form 15. Prohibition of Assignment of Rights.
- Form 16. Prohibition of Assignment and Delegation.
- Form 17. Limited Assignability to Corporate Successor.
- Form 18. Notice of Assignment.

PART 3. GENERAL OBLIGATION AND CONSTRUCTION OF CONTRACT

- 2-301— Form 1. Performance by Seller.
- Form 2. Delivery Clause—Mode of Shipment.
- Form 3. Goods to Be Made to Specification.
- Form 4. Performance of Seller to Be to Satisfaction of Third Party.
- Form 5. Payment by Buyer.
- Form 6. Guaranty of Payment of Purchase Price of Goods.
- Form 7. Guaranty of Payment of Purchase Price—Another Form.
- 2-302— Form 1. Unconscionable Clause—Effect.
- Form 2. Effect of Illegality or Unenforceability—Exceptions.
- Form 3. Severability of Unconscionable Clause.
- 2-303— Form 1. Seller's Risk.
- Form 2. Buyer's Risk.
- Form 3. ____ Goods to Be Manufactured.
- Form 4. Sharing of Risk.
- Form 5. Risk of Loss Upon Identification.
- Form 6. Risk of Loss—Passes on Signing Contract.
- Form 7. ____ Receipt of Goods.
- 2-304— Form 1. Payment in Money.
- Form 2. ____ Credit.
- Form 3. ____ Installments.

TABLE OF CONTENTS

Sec.	
2-304—	Form 4. ____ Notes.
	Form 5. ____ Payment From Proceeds of Sale.
	Form 6. Payment in Goods.
	Form 7. Payment in Services.
	Form 8. Payment in Land.
	Form 9. Specified Media of Payment an Absolute Condition.
	Form 10. Specified Media of Payment as a Condition.
2-305—	Form 1. Determination of Price Essential.
	Form 2. Determination of Price—By Agreement of Parties.
	Form 3. ____ By One Party, With Right to Object.
	Form 4. ____ By One Party—Other Forms.
	Form 5. Cancellation of Contract or Fixing of Price When No Price Fixed by Other Party.
	Form 6. Cancellation of Contract or Fixing of Price When Price Fixed in Bad Faith by Other Party.
	Form 7. Determination of Price—By Seller's List Price.
	Form 8. ____ ____ Another Form.
	Form 9. ____ By Valuation of Third Parties.
	Form 10. ____ By Market Price.
	Form 11. Failure to Make Valuation.
	Form 12. Determination of Price—Adjustment to Changed Circum- stances.
	Form 13. Escalator Clause—Taxes.
	Form 14. Price Protection.
	Form 15. Price Protection Clause—Another Form.
	Form 16. Favored Nation Clause (Guaranteed Lowest Price).
	Form 17. Price Adjustment—Notice to Buyer.
	Form 18. Determination of Price—Adjustment to Price Regulations.
	Form 19. Seller's Notice to Buyer of Change in Contract Price.
	Form 20. Buyer's Objection to Change in Contract Price.
	Form 21. Seller's Option to Terminate.
2-306—	Form 1. Output of Seller.
	Form 2. Estimated Output.
	Form 3. Prior Output.
	Form 4. Limitation on Variation of Output.
	Form 5. Contract by Manufacturer to Sell Entire Output.
	Form 6. Contract Between Manufacturers and Dry Goods Jobbers for Exclusive Supply of Fabric of Particular Pattern.
	Form 7. Clause for Purchase of Output of Gas.
	Form 8. Requirements of Buyer.
	Form 9. ____ Another Form.
	Form 10. Estimated Requirements.
	Form 11. Buyer's Requirement—Other Forms.
	Form 12. Seasonal Variations on Requirements.
	Form 13. Prior Requirements.
	Form 14. Limitation on Variation of Requirements.
	Form 15. Requirements Contract With Option to Purchase Seller's Business and Plant.
	Form 16. Objection to Output.
	Form 17. Objection to Requirements.

TABLE OF CONTENTS

Sec.	
2-306—	Form 18. Exclusive Dealings Clause—Seller. Form 19. ——— Buyer. Form 20. Exclusive Agency—Shipment of Product. Form 21. ——— Mode of Payment. Form 22. ——— Title Retention. Form 23. Sales Agency Agreement With Dealer—Fountain and Food Equipment. Form 24. Manufacturer's Representative Agreement. Form 25. Product Distributorship Agreement. Form 26. Contract Between Supplier and Retailer for Display and Sale of Merchandise. Form 27. Manufacturer's Representative Agreement. Form 28. Demand for Assurance—Seller. Form 29. ——— Buyer. Form 30. Definition of Best Efforts by Seller.
2-307—	Form 1. Single Lot Delivery. Form 2. Delivery in Timed Lots. Form 3. Delivery in Lots as Requested by the Buyer. Form 4. ——— Subject to Time Limitation. Form 5. Shipment on Buyer's Notice—Quantity Limit. Form 6. Seller's Option to Deliver in Installments. Form 7. Acceptance of Order With Provision Indicating Shipment in Lots. Form 8. Demand for Assurance of Delivery of Balance.
2-308—	Form 1. Delivery at Specified Place. Form 2. Delivery at Buyer's Warehouse. Form 3. Delivery of Goods in Possession of Third Person. Form 4. Delivery of Documents of Title.
2-309—	Form 1. Time for Shipment, Delivery, or Other Action. Form 2. Clause Incorporating Trade Standards in Determination of Reasonableness. Form 3. Demand for Assurance of Performance Within Reasonable Time. Form 4. Notice of Termination for Non-performance Within Reasonable Time. Form 5. Termination of Contract Upon Occurrence of Agreed Event. Form 6. Indefinite Duration Contract—Notice of Termination. Form 7. Waiver of Notice of Termination. Form 8. Indefinite Duration Contract—Notice of Termination—Demand of Return of Goods, Equipment, and Advertising Materials. Form 9. Provision for Termination of Agreement. Form 10. Clause Regarding Option to Require Purchase of Supplies Upon Termination of Service Contract.
2-310—	Form 1. Payment Upon Delivery to Specified Place. Form 2. Payment Upon Delivery of Documents. Form 3. Payment Upon Delivery of Goods. Form 4. Inspection Before Payment. Form 5. Payment—CIF and C & F Contracts. Form 6. Fixed Credit Period.

TABLE OF CONTENTS

Sec.	
2-310—	Form 7. Clause Reserving Security Interest in Goods Shipped on Credit.
2-311—	Form 1. Details of Performance to Be Specified by One of the Parties.
	Form 2. Intent to Contract—Open Terms.
	Form 3. Determination of Details of Assortment.
	Form 4. Determination of Details of Shipment.
	Form 5. Other Clauses Leaving Shipping Details to Buyer.
	Form 6. Demand to Exercise Option or to Co-operate and to Furnish Assurance.
	Form 7. Objection to Manner of Exercising Option.
	Form 8. Performance Preserving Defense and Right to Damages.
	Form 9. Election to Treat Failure to Exercise Option or Co-operate as a Breach.
2-312—	Form 1. Exclusion of Warranty of Title.
	Form 2. Disclaimer of Title and Freedom From Encumbrances.
	Form 3. Disclaimer of Warranty of Title by Trustee in Bankruptcy.
	Form 4. Exclusion of Title—Another Form.
	Form 5. Exclusion of Warranty of Freedom From Encumbrances.
	Form 6. Warranty Against Patent Infringement.
	Form 7. Warranty Against Infringement Claims—Seller's Agreement to Indemnify and Defend Buyer—Another Form.
	Form 8. Limited Warranty of Title.
	Form 9. Exclusion of Warranty Against Infringement Claims.
	Form 10. ____ Buyer's Agreement to Indemnify Seller.
	Form 11. Buyer's Agreement to Indemnify Seller.
	Form 12. Purchase Order Clause Disclaiming Liability for Infringement.
	Form 13. Seller's Warranty of Title.
	Form 14. Seller's Warranty Against Infringement With Right to Control Infringement Litigation.
2-313—	General Comment on Warranties—Federal Law.
	Form 1. Full Warranty—Federal Warranty Act.
	Form 2. Limited Warranty—Privity Limitation on the Warranty.
	Form 3. Variance of Time When Warranty Commences.
	Form 4. Availability of Informal Dispute Settlement Mechanism.
	Form 5. Exclusion of Consequential Damages.
	Form 6. Limitation of Duration of Implied Warranties.
	Form 7. Warranty Contained in Affirmation of Fact.
	Form 8. Warranty Contained in Promise Relating to the Goods.
	Form 9. Warranty Based on Description.
	Form 10. Warranty Based on Sample or Model.
	Form 11. Sample to Conform With Description.
	Form 12. Stipulation as to Quality to Be a Condition.
	Form 13. Warranty to Be as Represented—Promise to Replace Article.
	Form 14. ____ Promise to Replace Defective Parts.
	Form 15. ____ Promise to Repair.
	Form 16. Warranty of Breeding Capacity—Animals.

TABLE OF CONTENTS

Sec.	
2-313—	Form 17. Express Warranty, Limitation and Exclusion and Disclaimer of Other Warranties. Form 18. Used Motor Vehicle Warranty.
2-314—	Form 1. Warranty of Merchantability. Form 2. Warranty—Fair Average Quality or Other Limited Warranty of Merchantability. Form 3. Warranty of Merchantability—Another Form. Form 4. Communication of Warning to Buyer.
2-315—	Form 1. Warranty of Fitness for Particular Purpose. Form 2. Clause Invoking Warranty of Fitness for Purpose.
2-316—	Form 1. Exclusion of Warranty of Merchantability. Form 2. Merchantability Disclaimer—Inspection. Form 3. Disclaimer of Merchantability—Other Forms. Form 4. Exclusion of Warranty of Fitness for a Particular Purpose. Form 5. General Exclusion of Implied Warranties. Form 6. Standard Disclaimer Clauses. Form 7. Clause Excluding Representations Not Specified. Form 8. Form Excluding Warranties Implied From Circumstances. Form 9. Notice of Defects. Form 10. Liquidation of Damages for Breach of Warranty. Form 11. Limitation of Damages—Repayment of Purchase Price. Form 12. ____ Repair or Replacement. Form 13. Sale “As Is”, With Merger Clause. Form 14. Cautions in Nature of Exclusions. Form 15. Disclaimer of Strict Tort Liability. Form 16. Express Warranty, Limitation and Exclusion and Disclaimer of Unstated Warranties. Form 17. Clause Affirming Buyer’s Opportunity to Examine Goods. Form 18. Waiver of Warranty by Failure to Give Notice to Seller of Defects.
2-318—	Form 1. Warranty—Third Party Beneficiaries.
2-319—	Form 1. Clause Relating to Meaning of F.O.B. or F.A.S. Term. Form 2. Modification of F.O.B. Term—Price Term Only. Form 3. F.O.B. Shipment—Modification. Form 4. Modification of F.O.B. Term—Risk of Loss. Form 5. Delivery to Carrier. Form 6. F.O.B. Vessel. Form 7. F.A.S. Term. Form 8. Seller’s Demand for Instructions and Assurance. Form 9. Clause Postponing Payment Until Tender of Goods in F.O.B. or F.A.S. Vessel Shipments.
2-320—	Form 1. Clause Permitting Buyer to Specify Type of Insurance on C.I.F. Contract. Form 2. C.I.F.—Modification of Risk of Loss. Form 3. ____ Freight Collect.
2-321—	Form 1. Determination of Price in Delivered Quantity Contract. Form 2. Railway Weights Conclusive. Form 3. Exclusion of Inspection.
2-322—	Form 1. “Ex-Ship”—Particular Vessel. Form 2. Risk of Loss and Insurance.

TABLE OF CONTENTS

Sec.

- 2-324— Form 1. “No Arrival, No Sale.”
 Form 2. ___ Another Form.
 Form 3. Notice by Buyer to Seller of Election to Accept Damaged
 Goods With Due Allowance.
- 2-325— Form 1. “Letter of Credit” or “Banker’s Credit.”
- 2-326— Form 1. Commitment to Repurchase Unsold Goods.
 Form 2. Guaranty and Return of Goods.
 Form 3. Sale on Consignment, Reserving Security Interest.
 Form 4. Consignment Agreement.
 Form 5. ___ Another Form.
 Form 6. Contract Between Supplier and Retailer for Display and Sale
 of Merchandise.
 Form 7. Consignment Agreement.
 Form 8. Sale on Approval.
 Form 9. Financing Statement for Use in Consignment.
 Form 10. Sale on Mutual Approval.
 Form 11. Sale or Return—Consignment Sale Clause.
 Form 12. ___ ___ Another Form.
- 2-327— Form 1. Notice of Election to Return.
- 2-328— Form 1. Authority to Auctioneer to Sell Goods by Auction.
 Form 2. Agreement Between Owner and Auctioneer for Sale of
 Goods.
 Form 3. Conditions on Sale of Goods by Auction.
 Form 4. Terms and Conditions of Auction Sale.
 Form 5. Auction Sale Without Reserve.
 Form 6. Conditions on Sale of Goods by Auction—Explanatory Form.
 Form 7. Reservation of Seller’s Right to Bid.
 Form 8. Appointment of Person to Bid on Behalf of Vendor.
 Form 9. Reception of Seller’s Bid—Buyer’s Avoidance of Sale.
 Form 10. ___ Buyer’s Election of Lower Price.
 Form 11. Memorandum of Purchase at Auction.

PART 4. TITLE, CREDITORS AND GOOD FAITH PURCHASERS

- 2-401— Form 1. Title to Identified Goods to Pass Upon Receipt.
 Form 2. Title to Pass Upon Payment of Price.
 Form 3. Installation and Acceptance of Machinery.
 Form 4. Sale When Goods Not to Be Moved.
- 2-402— Form 1. Purchased Goods to Be Stored by Seller.
 Form 2. Temporary Retention of Goods by Seller.
 Form 3. Clause Reciting Reason for Seller’s Retention of Possession
 of Sold Goods.
 Form 4. Bailment Agreement.
- 2-403— Form 1. Memorandum Re Delivery of Possession.

PART 5. PERFORMANCE

- 2-501— Form 1. Identification of Existing Goods.
 Form 2. Agreement Postponing Identification of Future Goods.
 Form 3. Seller’s Notification of Finality of Identification.
 Form 4. Clause: Identification of Future Goods.
- 2-502— Form 1. Demand for Goods.

TABLE OF CONTENTS

Sec.	
2-502—	Form 2. Demand of Buyer for Identified Goods Paid for in Part. Form 3. Clause Granting Security Interest to Buyer in Goods Identified to the Contract.
2-503—	Form 1. Notice of Dispatch and Arrival of Carrier. Form 2. Time of Tender. Form 3. Tender of Delivery—Goods in Possession of Bailee. Form 4. Tender of Delivery Where Goods in Possession of Bailee to Be Delivered Without Being Moved—Non-negotiable Document. Form 5. ____ Negotiable Document. Form 6. Objection to Tender of Documents. Form 7. Direction to Bailee. Form 8. Delivery Order. Form 9. Objection to Tender of Direction to Bailee. Form 10. ____ Another Form. Form 11. Notice to Bailee of Buyer's Rights. Form 12. Notice to Buyer by Bank Presentment of Documentary Draft. Form 13. Instructions to Collecting Bank to Deliver Documents Only on Payment.
2-504—	Form 1. Shipment to Destination. Form 2. Notice of Shipment. Form 3. Rejection for Want of Notice.
2-507—	Form 1. Tender of Delivery—Payment Due. Form 2. Clauses Relating to Buyer's Obligation to Pay for the Goods. Form 3. Clause Giving Seller Power to Modify Credit Terms. Form 4. Notice of Reclamation. Form 5. Discount for Early Payment.
2-508—	Form 1. Waiver of Seller's Right to Cure Defects. Form 2. Seller's Cure—Time of Essence. Form 3. Notice of Intention to Cure Known Defective Delivery. Form 4. ____ Another Form. Form 5. Request for Allowance for Defective Goods. Form 6. Request for Allowance in Lieu of Rejection of Nonconforming Goods. Form 7. Seller's Offer of Allowance and Notice of Intent to Effect Cure.
2-509—	Form 1. Clauses Relating to Allocation of Risk of Loss. Form 2. Risk of Loss—Insurance.
2-511—	Form 1. Clauses Relating to Manner of Payment. Form 2. Manner of Payment. Form 3. Demand for Payment in Legal Tender.
2-512—	Form 1. Payment Before Inspection. Form 2. Payment by Buyer Before Inspection. Form 3. Indemnity Bond to Protect Payment Before Inspection. Form 4. Payment Under Protest.
2-513—	Form 1. Clauses Relating to Inspection. Form 2. Acceptance Conditioned Upon Inspection. Form 3. Inspection at Designated Place an Indispensable Condition. Form 4. Limited Inspection. Form 5. Inspection by Third Party.

TABLE OF CONTENTS

Sec.	
2-513—	Form 6. Inspection to Include Sampling and Testing. Form 7. Method of Inspection a Condition.
2-514—	Form 1. Documents Deliverable on Payment or Acceptance of Draft. Form 2. Instructions to Collecting Bank to Deliver Documents Only on Payment.
2-515—	Form 1. Notice of Request to Inspect, Test and Sample Goods. Form 2. Notice of Intention to Inspect, Test and Sample Goods in Connection With Claim or Dispute. Form 3. Agreement for Determination of Facts by Third Person. Form 4. Clauses for Third Party Determination. Form 5. Provision for Third Party Inspection of Goods in the Event of Claim or Dispute.

PART 6. BREACH, REPUDIATION AND EXCUSE

2-601—	Form 1. Buyer's Rights on Improper Delivery—Liquidated Damages. Form 2. Clause Limiting Buyer's Right of Rejection. Form 3. Negation of Right of Partial Rejection. Form 4. Clause Limiting Buyer's Right of Rejection—Another Form. Form 5. Clause Denying Buyer Any Right of Rejection.
2-602—	Form 1. Clause Relating to Time of Rejection and Notice Thereof. Form 2. Buyer's Notice of Rejection. Form 3. Notice of Rejection of Goods for Improper Shipment Under Reservation.
2-603—	Form 1. Merchant Buyer's Request for Instructions and Duties as to Rightfully Rejected Goods. Form 2. Seller's Instructions to Merchant Buyer as to Rejected Goods. Form 3. Buyer's Demand for Indemnity for Expenses in Complying With Seller's Instructions. Form 4. Umpire to Furnish Instructions.
2-604—	Form 1. Notice of Buyer's Disposition of Rightfully Rejected Goods.
2-605—	Form 1. Notice of Rejection and Statement of Defects. Form 2. Seller's Demand That Buyer Specify Breach.
2-606—	Form 1. Notice of Acceptance. Form 2. Acceptance Under Reservation. Form 3. Ratification of Inconsistent Act by Buyer as Acceptance of Goods.
2-607—	Form 1. Buyer's Notice of Discovery of Breach. Form 2. Notice of Defects. Form 3. Buyer's Notice to Seller of Litigation. Form 4. ——— Another Form. Form 5. Seller's Demand for Control of Litigation.
2-608—	Form 1. Revocation of Acceptance for Failure to Cure Default. Form 2. Revocation of Acceptance Because of Unknown Defect. Form 3. Modification of Right to Revoke Acceptance. Form 4. Limitation on Time to Revoke. Form 5. Agreement as to What Nonconformity Is Substantial. Form 6. Revocation of Acceptance for Failure to Cure Nonconformity.
2-609—	Form 1. Demand for Assurance.

TABLE OF CONTENTS

Sec.	
2-609—	Form 2. Demand for Assurance of Performance Within Reasonable Time. Form 3. Demand for Adequate Assurance of Due Performance. Form 4. ____ Seller's Performance—Seller's Error. Form 5. ____ Buyer's Performance—Correction of Buyer's Error. Form 6. Right to Assurance of Performance by Buyer. Form 7. Agreement for Escrow Deposit. Form 8. Objection to Assurance. Form 9. Time for Assurance on Demand. Form 10. Declaration of Default for Failure to Provide Assurance of Performance. Form 11. Cancellation of Contract for Failure to Provide Assurance. Form 12. Demand for Assurance of Delivery of Balance. Form 13. Exclusive Dealings—Demand for Assurance—Seller. Form 14. ____ Buyer. Form 15. Delegation of Performance—Demand for Assurances. Form 16. ____ Another Form. Form 17. ____ Assurance of Performance. Form 18. Notice of Termination for Non-performance Within Reasonable Time.
2-610—	Form 1. Notice Urging Retraction of Anticipatory Repudiation.
2-611—	Form 1. Notice of Retraction of Anticipatory Repudiation. Form 2. ____ Another Form.
2-612—	Form 1. Installment Contract for Sale of Coal. Form 2. Installment Contract—Substantial Breach. Form 3. Nonconforming Installment Not Curable. Form 4. Contract to Manufacture and Sell Articles by Installments. Form 5. Nonconformity of One Installment Constitutes Total Breach. Form 6. Prompt Payment Condition of Future Deliveries. Form 7. Notice of Cancellation Because of Nonconforming Installment.
2-613—	Form 1. Casualty to Goods Which Are Identified. Form 2. Notice of Avoidance for Destruction of Goods Identified to the Contract. Form 3. Seller's Notice of Avoidance for Destruction of Goods Identified to the Contract. Form 4. Notice of Demand for Inspection of Partially Destroyed or Deteriorated Goods. Form 5. Election to Avoid Contract Because of Partial Destruction or Deterioration. Form 6. Election to Accept Partially Destroyed or Deteriorated Goods With Allowance. Form 7. Clause Relating to Destruction of Identified Goods.
2-614—	Form 1. Seller's Notice of Substituted Performance. Form 2. Clause Relating to Substituted Performance When Agreed Method of Delivery Fails. Form 3. Substitute Performance. Form 4. Seller's Notice of Substituted Performance—Delivery.
2-615—	Form 1. Single Source Clause.

TABLE OF CONTENTS

Sec.

- 2-615— Form 2. Force Majeure Clause.
 Form 3. ____ Another Clause.
 Form 4. Clause Relating to Failure of Pre-supposed Conditions.
 Form 5. ____ Another Form.
 Form 6. ____ Another Form.
 Form 7. Seller's Assumption of Risk of Failure of Pre-supposed Conditions.
 Form 8. Allocation of Goods in Event of Failure of Pre-supposed Conditions.
 Form 9. Notice of Delay, Non-delivery, or Allocation.
 Form 10. Seller's Notice of Non-delivery.
 Form 11. Seller's Notice of Delay of Delivery.
 Form 12. Seller's Notice of Allocation.
 Form 13. Buyer's Notice of Non-acceptance Because of Failure of Presupposed Conditions.
- 2-616— Form 1. Termination of Contract.
 Form 2. Notice of Termination—Installment Contract.
 Form 3. ____ Where Allocation Quotas Are Necessitated by Failure of Pre-supposed Conditions.
 Form 4. Buyer's Agreement to Modify Contract.
 Form 5. Notice of Modification of Contract to Adjust to Failure of Presupposed Conditions.

PART 7. REMEDIES

- 2-702— Form 1. Right to Demand Cash—Buyer's Credit.
 Form 2. Right to Demand Payment on or Prior to Delivery.
 Form 3. Notice of Reclamation.
 Form 4. Notice of Refusal to Deliver Goods Except for Cash.
 Form 5. Buyer's Representation of Solvency.
- 2-703— Form 1. Seller's Notice of Refusal to Deliver Because of Buyer's Breach.
 Form 2. Preservation of Lien.
 Form 3. Revocation of Contract.
 Form 4. Notice of Election to Cancel Contract.
 Form 5. Security Interest Reserved.
- 2-704— Form 1. Seller's Notice of Identification After Buyer's Breach.
 Form 2. Seller's Notice as to Salvage of Unfinished Goods After Buyer's Breach.
 Form 3. Identification After Breach.
- 2-705— Form 1. Right to Stop Delivery in Transit.
 Form 2. Notice to Carrier to Stop Goods in Transit.
 Form 3. Notice to Carrier or Other Bailee to Stop Goods in Transit.
- 2-706— Form 1. Limitation of Damages.
 Form 2. Seller's Right to Resale.
 Form 3. Seller's Right of Resale Denied.
 Form 4. Waiver of Notice of Resale.
 Form 5. Agreement as to Notice of Resale.
 Form 6. Public Sale Required.
 Form 7. Clause Relating to Manner of Resale.
 Form 8. Notice of Public Sale.

TABLE OF CONTENTS

Sec.	
2-706—	Form 9. Notice to Buyer of Resale. Form 10. Objection to Notice of Resale.
2-708—	Form 1. Damages—Profits Excluded.
2-709—	Form 1. Action for Price. Form 2. Demand for Price of Goods Accepted. Form 3. Demand for Price After Risk of Loss Has Passed. Form 4. Demand for Price of Unsaleable Identified Goods. Form 5. Demand for Incidental Damages.
2-710—	Form 1. Limitation of Incidental Damages. Form 2. Clause Specifying the Components of Seller's Incidental Damages.
2-711—	Form 1. Buyer's Option to Cancel. Form 2. Notice of Cancellation by Buyer. Form 3. Buyer's Notice of Intention to Resell at Public Sale—Buyer's Security Interest.
2-712—	Form 1. Notice of Purchase of Covering Goods. Form 2. Buyer's Right to Cover Negated. Form 3. Damages Only if Buyer Covers. Form 4. Buyer's Right to "Cover" as Exclusive Remedy for Breach by Seller.
2-713—	Form 1. Clause Specifying Market to Be Used to Determine Market Price. Form 2. Buyer's Clause as to Measure of Damages for Non-delivery or Repudiation.
2-714—	Form 1. Clause Relating to Measure of Damages Where Buyer Has Accepted Non-conforming Goods. Form 2. Clause Relating to Damages for Breach of Warranty. Form 3. Clause Limiting Remedy for Breach of Warranty. Form 4. ____ Another Form.
2-715—	Form 1. Clauses Excluding Incidental and Consequential Damages of Buyer. Form 2. Clause Limiting Incidental and Consequential Damages of Buyer. Form 3. Clause Establishing Buyer's Right to Consequential Damages. Form 4. ____ Another Form.
2-716—	Form 1. Buyer's Right to Specific Performance.
2-717—	Form 1. Notice of Intent to Deduct Damages From Price. Form 2. ____ Another Form. Form 3. Seller's Reservation of Rights.
2-718—	Form 1. Liquidated Damages. Form 2. Forfeiture of Deposit.
2-719—	Form 1. Contractual Modification or Limitation of Remedies. Form 2. Limitation of Remedy for Negligence and/or Strict Liability in Tort. Form 3. Limitation of Liability Provision. Form 4. ____ Another Form. Form 5. Clause: Limitation of Liability and Claim Assertion. Form 6. Limitation of Consequential Damages. Form 7. Limitation of Buyer's Remedies to Claim for Damages.

TABLE OF CONTENTS

Sec.

- 2-719— Form 8. Requirement of Notice From Buyer of Defect.
- 2-720— Form 1. Cancellation or Rescission—Reservation of Right.
Form 2. ____ Without Reservation of Right.
- 2-722— Form 1. Agreement for Suit.
- 2-723— Form 1. Notice of Intent to Offer Evidence of Relevant Price.
- 2-725— Form 1. Restriction of Period of Limitation of Action.

UCC ARTICLE 2A. LEASES

Introduction.

PART 1. GENERAL PROVISIONS

- 2A-103— Form 1. Interpretation—Clause Incorporating Definitions of Terms in Uniform Commercial Code.
Form 2. Acknowledgment of a “True” Lease.
Form 3. Agreement to Treat Lease Agreement as Finance Lease.
- 2A-106— Form 1. Forum—Selection Clause.
- 2A-107— Form 1. Writing Waiving Breach.
Form 2. Writing Renouncing Claim for Breach.
Form 3. Writing Partially Renouncing Claim for Breach.
Form 4. Clause in Agreement Concerning Future Renunciations and Waivers.
- 2A-108— Form 1. Legal Consequences—Unenforceable Provision—Effect.
Form 2. ____ Unconscionable Contract or Clause—Effect.
Form 3. ____ Severability of Unconscionable Clause.
- 2A-109— Form 1. Clause for Option to Accelerate Payment at Will.
Form 2. Other Forms of Acceleration Clauses.

PART 2. FORMATION AND CONSTRUCTION OF LEASE CONTRACT

- 2A-201— Form 1. Lease—Short Form.
Form 2. ____ Short Form.
Form 3. ____ Long Form.
Form 4. Requirement of Countersignature.
- 2A-202— Form 1. Interpretation—
Clause Specifying Particular Set of Customs.
Form 2. Entire Agreement Clause.
Form 3. “Merger” Clause.
Form 4. Clause Making Lease Agreement Final Expression Between the Parties.
- 2A-203— Form 1. Seals.
- 2A-205— Form 1. Firm Offer by Merchant.
Form 2. Firm Offer by Lessor—Renewable.
- 2A-206— Form 1. Clauses Specifying the Manner of Acceptance.
Form 2. No Action Binding Until Acceptance at Home Office.
- 2A-207— Form 1. Interpretation—Clause Excluding Course of Dealing and Usage of Trade.
Form 2. ____ Exclusions for Usage of Trade Subsequent to Agreement.
Form 3. ____ Clause Describing the Effect of Accepting a Course of Performance.

TABLE OF CONTENTS

Sec.

- 2A-207— Form 4. ____ Notice of Objection to Manner of Performance.
- Form 5. Notice of Objection to Manner of Performance—Another Form.
- Form 6. Clause Specifying Particular Set of Customs.
- 2A-208— Form 1. Modification of Lease Contract.
- Form 2. Reasons for Modification.
- Form 3. Modification—Recital of Good Faith.
- Form 4. Clause Requiring Signed Writing to Modify the Lease Contract—Between Merchants.
- Form 5. ____ Between Merchant Lessor and Non-merchant Lessee.
- Form 6. Retraction of Waiver.
- Form 7. Clause in Lease Agreement Concerning Retraction of Waivers of Claims.
- Form 8. Objection to Retraction of Waiver—Requirement of Notice.
- Form 9. ____ ____ Another Form.
- Form 10. No Waiver by Failure to Assert Right.
- Form 11. Representative's Lack of Authority to Vary Lease Contract.
- Form 12. Reasons for Modification.
- 2A-210— Form 1. Express Warranty—Description.
- Form 2. ____ Affirmation or Promise.
- Form 3. ____ ____ Another Form.
- 2A-211— Form 1. Lessor's Warranty Against Interference.
- Form 2. Lessor's Warranty Against Infringement.
- Form 3. Exclusion of Warranty of Quiet Enjoyment.
- Form 4. Exclusion of Warranty of Quiet Possession—Another Form.
- Form 5. Exclusion of Warranty of Freedom From Encumbrances.
- Form 6. Exclusion of Warranty Against Infringement Claims.
- Form 7. ____ Lessor's Agreement to Indemnify Lessee.
- Form 8. Lease Clause Disclaiming Liability for Infringement.
- Form 9. Third Party Patents and Trademarks.
- Form 10. Warranty Against Patent Infringement.
- 2A-212— Form 1. Warranty of Merchantability.
- Form 2. ____ Another Form.
- Form 3. Warranty—Trade Acceptability.
- Form 4. ____ Fair Average Quality.
- Form 5. ____ Fitness for Ordinary Purpose.
- Form 6. ____ Variation by Units.
- Form 7. ____ Packaging and Labeling.
- Form 8. Communication of Warning to Lessee.
- 2A-213— Form 1. Warranty of Fitness for Particular Purpose.
- Form 2. Clause Invoking Warranty of Fitness for Purpose.
- 2A-214— Form 1. Disclaimer of Express Warranties.
- Form 2. Exclusion of All Express Warranties Except That Goods Shall Be as Described.
- Form 3. Exclusion of All Express Warranties.
- Form 4. Disclaimer of Implied Warranty of Merchantability.
- Form 5. Modification of Implied Warranty of Merchantability.
- Form 6. Disclaimer of Implied Warranty of Fitness for a Particular Purpose—Statutory Form.
- Form 7. Clause Excluding Representations Not Specified.

TABLE OF CONTENTS

Sec.

- 2A-214— Form 8. Exclusion of All Warranties Except That Goods Shall Be of Specified Quality.
 Form 9. Warranty and Exclusion of Warranty.
 Form 10. Disclaimer of All Implied Warranties.
 Form 11. Exclusion of Implied Warranties With Regard to Defects Which Ought to Have Been Revealed on Lessee's Examination.
 Form 12. Clause Affirming Lessee's Opportunity to Examine the Goods.
 Form 13. Recital of Examination by Lessee.
 Form 14. Lessor's Demand That Lessee Examine Goods.
 Form 15. Modification of Warranty of Fitness for a Particular Purpose.
 Form 16. Notice of Defects.
 Form 17. Waiver of Defects by Retention of Possession.
 Form 18. Liquidation of Damages for Breach of Warranty.
 Form 19. Limitation of Damages—Repayment of Purchase Price.
 Form 20. ____ Repair or Replacement.
 Form 21. Warranty—Fair Average Quality or Other Limited Warranty of Merchantability.
 Form 22. Exclusion of All Warranties Described in Agreement.
- 2A-215— Form 1. Designation of Character of Specifications.
 Form 2. Exclusion of Lessor's Warranty Against Interference.
 Form 3. Exclusion of Lessor's Warranty Against Infringement.
 Form 4. Exclusion of Warranty of Particular Purpose by Express Warranties.
 Form 5. Model Intended as Guide Only.
 Form 6. Sample or Model to Control Over Exact or Technical Description.
 Form 7. Lessor's General Quality to Other Lessees to Control.
- 2A-219— Form 1. Risk of Loss Clause.
 Form 2. Risk of Loss Upon Identification.
 Form 3. Risk of Loss—Passes on Signing Lease.
 Form 4. ____ Receipt of Goods.
 Form 5. ____ Insurance.
 Form 6. Agreement Varying Risk of Loss.
 Form 7. Risk of Loss Clause—Another Form.

PART 3. EFFECT OF LEASE CONTRACT

- 2A-302— Form 1. Title to and Possession of Goods.
- 2A-303— Form 1. Prohibition of Transfer of Lessee's Interest.
 Form 2. ____ Another Form.
 Form 3. Delegation of Performance.
 Form 4. Prohibition of Delegation of Performance.
 Form 5. Demand for Assurances.
 Form 6. ____ Another Form.
 Form 7. Novation.
 Form 8. Lessor's Assignment of Rights.
 Form 9. Assignment of Security Agreement.
 Form 10. Assignment Without Right to Assurance.
 Form 11. Prohibition of Assignment of Rights.

TABLE OF CONTENTS

Sec.

- 2A-303— Form 12. Prohibition of Assignment of Lease.
 - Form 13. Notice of Assignment.
 - Form 14. Agreement for Control of Account.
- 2A-308— Form 1. Clause Reciting Reason for Lessor's Retention of Possession of Leased Goods.
 - Form 2. Temporary Retention of Goods by Lessor.
- 2A-309— Form 1. Clause Forbidding Affixation of Goods to Real Estate as Fixtures.
 - Form 2. Clause Permitting Removal of Fixtures on Default.
 - Form 3. Demand for Adequate Security Before Removal.
- 2A-310— Form 1. Clause Forbidding Affixation of Goods to Other Goods as Accessions.
 - Form 2. Lessee's Warranty Against Encumbrances on Goods to Which Accession Is Affixed.
 - Form 3. Clause Permitting Removal of Accessions on Default.
 - Form 4. Demand for Adequate Security Before Removal.

PART 4. PERFORMANCE OF LEASE CONTRACT: REPUDIATED, SUBSTITUTED AND EXCUSED

- 2A-401— Form 1. Demand for Assurance.
 - Form 2. Demand for Adequate Assurance of Performance Within Reasonable Time.
 - Form 3. Demand for Adequate Assurance of Performance Within Stated Time.
 - Form 4. Demand for Assurance—Lessee's Performance—Addition of Cosigner.
 - Form 5. _____ Bond.
 - Form 6. Assurance of Performance.
 - Form 7. Objection to Assurance.
 - Form 8. Cancellation of Lease Contract for Failure to Provide Assurance.
 - Form 9. Notice of Cancellation for Non-performance Within Reasonable Time.
 - Form 10. Right to Assurance of Performance by Lessee.
 - Form 11. Demand for Assurance—Lessee's Performance—Correction of Lessee's Error.
 - Form 12. Agreement of Escrow Deposit.
 - Form 13. Time for Assurance on Demand.
 - Form 14. Demand for Indemnity—Prior Loss.
 - Form 15. Demand for Indemnity Bond.
 - Form 16. Demand for Assurance—Lessee's Performance—Correction of Lessee's Error.
- 2A-402— Form 1. Notice Urging Retraction of Anticipatory Repudiation.
- 2A-403— Form 1. Notice of Retraction of Anticipatory Repudiation.
- 2A-404— Form 1. Lessor's Notice of Substituted Performance.
- 2A-405— Form 1. Lessor's Notice of Delay in Delivery Because of Failure of Presupposed Conditions.
 - Form 2. Supplier's Notice of Delay in Delivery Because of Failure of Presupposed Conditions.

TABLE OF CONTENTS

Sec.

- 2A-405— Form 3. Lessor's Notice of Non-delivery Because of Failure of Presupposed Conditions.
Form 4. Supplier's Notice of Non-delivery Because of Failure of Presupposed Conditions.
Form 5. Lessor's Notice of Allocation Because of Failure of Presupposed Conditions.
Form 6. Supplier's Notice of Allocation Because of Failure of Presupposed Conditions.
Form 7. Lessee's Notice of Termination Where Delivery Is Delayed by Failure of Presupposed Conditions.
Form 8. Lessee's Notice of Termination Where Allocation Quotas Are Necessitated by Failure of Presupposed Conditions.
Form 9. Lessee's Notice of Modification of Contract to Adjust to Failure of Presupposed Conditions.
- 2A-406— Form 1. Termination of Lease.
Form 2. Notice of Termination Where Delivery Is Delayed by Failure of Presupposed Conditions.
Form 3. Lessee's Agreement to Modify Lease.
Form 4. Notice of Termination Where Allocation Quotas Are Necessitated by Failure of Presupposed Conditions.
- 2A-407— Form 1. "Hell or High Water" Clause.
Form 2. ____ Another Form.
Form 3. Statement of Acceptance—Finance Lease.

PART 5. DEFAULT

A. IN GENERAL

- 2A-501— Form 1. Clause Defining Lessee's Default.
Form 2. ____ Another Form.
Form 3. Remedies Upon Default.
Form 4. ____ Another Form.
- 2A-502— Form 1. Notification of Deficiency in Performance by Lessor.
- 2A-503— Form 1. Remedies Exclusive.
Form 2. Limitation of Damages—Repair or Replacement.
Form 3. Contractual Modification or Limitation of Remedies.
Form 4. ____ Another Form.
Form 5. Clause Waiving Right to Revoke Acceptance.
Form 6. Clause Making Remedies Exclusive.
Form 7. Limitation of Damages—Repayment of Purchase Price.
- 2A-504— Form 1. Liquidated Damages Clause.
Form 2. Liquidated Damages.
Form 3. Limitation of Lessor's Liability.
Form 4. Contractual Modification or Limitation of Remedies.
Form 5. Exclusion of Consequential and Incidental Damages.
Form 6. Limitation of Lessor's Liability; Indemnification.
Form 7. Clause Making Remedies Exclusive.
- 2A-506— Form 1. Clause Providing for Short Period of Limitation on Action for Default.
- 2A-507— Form 1. Notice of Intent to Offer Evidence of Market Rent.

TABLE OF CONTENTS

B. DEFAULT BY LESSOR

Sec.

- 2A-508— Form 1. Remedies Provided in Lease Contract.
Form 2. Right of Lessee to Cancel on Default of Lessor.
Form 3. Lessee's Option to Cancel.
Form 4. Notice of Cancellation by Lessee.
Form 5. Clause Conferring Security Interest in Goods Rejected, or Goods Whose Acceptance Is Revoked by Lessee, or Goods Identified to Lease.
Form 6. Clause Negating Security Interest in Rejected Goods or Goods Whose Acceptance Has Been Revoked.
Form 7. Lessee's Notice of Assertion of Security Interest in Rejected Goods and of Intention to Dispose of the Goods.
Form 8. Lessee's Notice of Intent to Deduct Damages From Rent.
Form 9. Waiver of Right to Deduct Damages From Price.
- 2A-509— Form 1. Right of Lessee to Reject Goods for Material Default of Lessor.
Form 2. Clause Limiting Lessee's Right of Rejection.
Form 3. Clause Denying Lessee Any Right of Rejection.
Form 4. Time of Rejection and Notice Thereof.
Form 5. Lessee's Notice of Rejection.
Form 6. Notice of Cancellation of Installment Lease Contract Because of Non-conforming Installment.
Form 7. Notice of Cancellation of Installment Lease Contract Because of Non-conforming Delivery.
Form 8. Right of Lessee to Reject Non-conforming Goods.
Form 9. Lessee's Rights on Improper Delivery—Liquidated Damages.
Form 10. Negation of Right of Partial Rejection.
Form 11. Clause Limiting Lessee's Right of Rejection.
Form 12. Merchant-Lessee's Notice of Rejection and Request for Instructions.
Form 13. Notice of Rejection—For Want of Notice.
- 2A-510— Form 1. Non-conforming Delivery Not Curable.
Form 2. Non-conforming Delivery—Default as to the Whole.
Form 3. Non-waiver by Acceptance of Delivery.
- 2A-511— Form 1. Merchant Lessee's Request for Instructions and Duties as to Rightfully Rejected Goods.
Form 2. Lessor's or Supplier's Instructions to Merchant Lessee as to Rejected Goods.
Form 3. Lessee's Demand for Indemnity for Expenses in Complying With Lessor's or Supplier's Instructions.
Form 4. Limitation of Damages.
Form 5. Lessor's Right of Resale.
Form 6. Notice of Public Sale.
Form 7. Clause Relating to Manner of Resale.
- 2A-512— Form 1. Lessee's Duties on Rejection.
Form 2. Lessor's or Supplier's Instructions to Lessee as to Disposition of Rejected Goods.
Form 3. Notice of Lessee's Disposition of Rejected Goods.

TABLE OF CONTENTS

Sec.

- 2A-513— Form 1. Waiver of Lessor's or Supplier's Right to Cure Defects.
 Form 2. Clause Forbidding Cure of Tender by Lessor or Supplier.
 Form 3. Lessor's or Supplier's Cure—Time of Essence.
 Form 4. Notice of Intention to Cure Defective Tender or Delivery.
 Form 5. Request for Allowance for Defective Goods.
 Form 6. Lessor's Offer of Allowance and Notice of Intent to Effect Cure.
 Form 7. Rejection of Intention to Cure Known Defective Delivery.
 Form 8. Lessor's Alternative Offers to Effect Cure.
 Form 9. Notice of Intention to Cure When Goods Were Sent for Accommodation of Lessee.
 Form 10. No Replacement and No Cure Clause.
- 2A-514— Form 1. Lessee's Notice of Rejection and Statement of Defects.
 Form 2. Lessor's or Supplier's Request for a Full and Final Statement of All Defects.
 Form 3. Lessee's Response to Lessor's or Supplier's Demand for Specification of Defects.
 Form 4. Clause—Payment Against Documents With Reservation of Rights.
 Form 5. Lessee's Particularization of Objections.
 Form 6. Lessee's Full and Final Statement of Defects.
- 2A-515— Form 1. Clause Regarding Acceptance of Goods by Failure to Make an Effective Rejection.
 Form 2. Notice of Acceptance.
 Form 3. Lessee's Notice of Acceptance Despite Non-conformity—Without Prejudice.
 Form 4. ____ No Waiver of Defects.
 Form 5. Notice of Acceptance Under Reservation.
 Form 6. Notice of Acceptance of Performance With Reservation of Rights.
 Form 7. Notice of Performance With Reservation of Rights.
 Form 8. ____ Another Form.
- 2A-516— Form 1. Lessee's Notice of Breach After Acceptance of Goods.
 Form 2. Lessee's Notice of Claim of Breach.
 Form 3. Clauses Regarding Notice of Defects.
 Form 4. Voucher to Defend—Lessee's Notice of Litigation to Lessor or Supplier.
 Form 5. ____ Notice of Breach of Warranty and Demand That Person Notified Answer Over.
 Form 6. ____ Lessee's Notice to Lessor or Supplier of Infringement Suit.
 Form 7. ____ Lessor's or Supplier's Demand for Control of Infringement Litigation.
- 2A-517— Form 1. Notice of Revocation of Acceptance.
 Form 2. Revocation of Acceptance for Failure to Cure Default.
 Form 3. Revocation of Acceptance Because of Latent Defect.
 Form 4. Clause Regarding Time for Revocation of Acceptance.
 Form 5. Modification of Right to Revoke Acceptance.
 Form 6. Agreement as to What Non-conformity Is Substantial.

TABLE OF CONTENTS

Sec.

- 2A-518— Form 1. Clause Excluding Consequential Damages Where Lessee Fails to Cover.
 Form 2. Damages Only if Lessee Covers.
 Form 3. Notice of Lease of Covering Goods.
- 2A-519— Form 1. Lessee's Right to Cover Negated.
 Form 2. Clause Specifying Market to Be Used to Determine Market Rent.
- 2A-520— Form 1. Clauses Excluding Incidental and Consequential Damages of Lessee.
 Form 2. Clause Limiting Incidental and Consequential Damages of Lessee.
 Form 3. Clause Specifying the Components of Lessee's Incidental Damages.
 Form 4. Clause Establishing Lessee's Right to Consequential Damages.
- 2A-521— Form 1. Recital Affirming That Goods Are Unique.
 Form 2. Clause Specifying Lessee's Right to Specific Performance.
 Form 3. Replevin of Identified Goods.
- 2A-522— Form 1. Notice of Reclamation.
 Form 2. Demand of Lessee for Identified Goods Paid for in Part.
 Form 3. Clause Granting Security Interest to Lessee in Goods Identified to the Lease.
 Form 4. Demand for Delivery.

C. DEFAULT BY LESSEE

- 2A-523— Form 1. Lessor's Notice of Election to Cancel Because of Lessee's Default.
 Form 2. Right of Lessor to Cancel on Default in Payment.
- 2A-524— Form 1. Lessor's Notice of Identification After Lessee's Default.
 Form 2. Lessor's or Supplier's Notice as to Salvage of Unfinished Goods After Lessee's Default.
 Form 3. Lessor's or Supplier's Notice Identifying Goods to the Lease Contract Notwithstanding Default or to Salvage Unfinished Goods.
 Form 4. Identification After Default.
- 2A-525— Form 1. Lessor's Notice of Refusal to Deliver Because of Lessee's Default.
 Form 2. Notice of Delivery Withheld.
 Form 3. Lessor's Right of Possession on Default.
 Form 4. Notice of Default and of Intent to Repossess.
 Form 5. Duty of Lessee to Assemble Goods After Default.
 Form 6. Right to Make Goods Employed in Trade or Business Unusable After Default.
- 2A-526— Form 1. Notice to Carrier to Stop Goods in Transit.
- 2A-528— Form 1. Damages—Profits Excluded.
 Form 2. ____ Profits and Incidental and Consequential Damages Excluded.
- 2A-529— Form 1. Clause Reciting Special Nature of Goods.
 Form 2. ____ Another Form.
 Form 3. Demand for Rent for Goods Accepted.
 Form 4. Demand for Rent After Risk of Loss Has Passed.

TABLE OF CONTENTS

Sec.

- 2A-529— Form 5. Demand for Rent of Identified Goods Not Reasonably Disposable.
2A-530— Form 1. Clause Excluding Incidental Damages of Lessor.
Form 2. Clause Limiting Incidental Damages of Lessor.
Form 3. Clause Specifying the Components of Lessor's Incidental Damages.
2A-531— Form 1. Consent to Action Against Third Party for Injury to Goods.
Form 2. Standing to Sue Third Parties for Injury to Goods.

Volume 13A

UCC ARTICLE 3. NEGOTIABLE INSTRUMENTS

Introduction.

PART 1. GENERAL PROVISIONS AND DEFINITIONS

- 3-101— General Comment—Truth-in-Lending Forms.

1. NOTES

- 3-104— Form 1. Simple Promissory Note—Fixed Maturity Date.
Form 2. ____ ____ Another Form.
Form 3. ____ ____ Discount Basis.
Form 4. ____ ____ Another Form.
Form 5. ____ Demand.
Form 6. ____ ____ Another Form.
Form 7. Simple Domiciled Note.
Form 8. Installment Note.
Form 9. Collateral Note—Fixed Maturity Date.
Form 10. ____ ____ Discount Basis.
Form 11. ____ Demand.
Form 12. Collateral Installment Note.
Form 13. ____ Another Form.
Form 14. ____ Another Form.
Form 15. Note Payable in Installments.
Form 16. Uniform Adjustable Rate Note.
Form 17. Commercial Note With Payment and Interest Calculation Options.
Form 18. Note With Payment and Interest Calculation Options.
Form 19. Installment Note—Variable Rate—Commercial, With Guaranty.
Form 20. One of a Series of Notes.

2. NOTE PROVISIONS

- Form 21. Agreement to Treat Instrument as Negotiable.
Form 22. Legend Destroying Negotiability.
Form 23. Interest.
Form 24. ____ Different Rates.
Form 25. Fluctuating Rate of Interest.
Form 26. Clause Permitting Holder to Increase Rate of Interest.
Form 27. Interest Not to Exceed Maximum Rate.

TABLE OF CONTENTS

Sec.

- 3-104— Form 28. Prepayment Clauses.
 Form 29. Provision for Exchange.
 Form 30. Power to Sell Collateral.
 Form 31. Furnishing of Additional Collateral.
 Form 32. Promise to Maintain or Furnish Additional Collateral.
 Form 33. Promissory Note Confession of Judgment Clause.
 Form 34. Power to Confess Judgment.
 Form 35. Fixed Amount of Money—Charge for Late Payment.
 Form 36. _____ Provision for Attorney Fee.
 Form 37. _____ Another Form.
 Form 38. Provision for Costs of Collection and Attorney Fee.
 Form 39. Waiver of Exemption.
 Form 40. Waiver of Protection of the Law in Event of Insolvency.
 Form 41. Waiver of Valuation and Appraisement Laws.

3. CERTIFICATES OF DEPOSIT

- Form 42. Negotiable Time Certificate of Deposit—Bearer.
 Form 43. _____ Order.

4. DRAFTS AND CHECKS

- Form 44. Draft.
 Form 45. Customer's Draft.
 Form 46. Trade Acceptance.
 Form 47. Ordinary Check.
- 3-106— Form 1. Recital of Originating Transaction.
 Form 2. Recital of Letter of Credit.
 Form 3. Recital of Security.
 Form 4. Clause Reciting Pledge of Collateral.
 Form 5. Recital of Fund From Which Reimbursement Expected.
 Form 6. Instrument Payable From Particular Fund.
 Form 7. Clauses Limiting Payment to Assets of Partnerships, Trusts, Estates or Unincorporated Associations.
 Form 8. Instrument Governed by Another Agreement (Non-negotiable).
 Form 9. Clauses Making Instrument Subject to Acceleration as Provided in Another Agreement.
 Form 10. Clauses Making Instrument Subject to Prepayment as Provided in Another Agreement.
 Form 11. FTC Required Legend on Certain Consumer Credit Contracts.
- 3-107— Form 1. Recital—Instrument Payable in Foreign Currency.
 Form 2. Instrument Payable in Foreign Currency and Not Satisfiable With Dollars.
- 3-108— Form 1. Instrument Payable on Demand.
 Form 2. Demand Note—Short Form—Corporate Base Rate.
 Form 3. _____ Long Form—Corporate Base Rate.
 Form 4. Fixed Time.
 Form 5. After Sight.
 Form 6. Acceleration.
 Form 7. Clause Waiving Right to Notice of Acceleration.

TABLE OF CONTENTS

Sec.

- 3-108— Form 8. Notice of Intent to Accelerate in Case of Future Delinquency in Payment.
- Form 9. Notice of Acceleration.
- Form 10. ____ Another Form.
- Form 11. Acceleration—Due on Sale Clause.
- Form 12. Prepayment Privilege Clauses.
- Form 13. Provision for Prepayment Premium Upon Acceleration.
- Form 14. Extension at Option of Holder.
- Form 15. Extension to a Definite Period.
- Form 16. Customer's Sight Draft.
- Form 17. Bearer Sight Draft.
- 3-109— Form 1. Payable to Order.
- Form 2. Payable to Bearer.
- 3-110— Form 1. Instrument Payable in Alternate to Two or More Persons.
- Form 2. Instrument Payable to Two or More Persons Jointly.
- Form 3. Instrument Payable to Fund or Organization Not a Legal Entity.
- 3-111— Form 1. Place of Payment Clause.
- 3-112— Form 1. "Sum Certain"—Interest—Fixed Rate.
- Form 2. ____ ____ Variable Rate.
- 3-117— Form 1. Negative Covenant Regarding Encumbrances of Debtor's Property.
- 3-118— Form 1. Demand for Payment of Certificate of Deposit.
- Form 2. Demand for Payment of Lost Certificate of Deposit.
- Form 3. Forbearance Agreement.
- 3-119— Form 1. Notice of Litigation to Party Answerable Over.

PART 2. NEGOTIATION, TRANSFER, AND INDORSEMENT

- 3-202— Form 1. Notice to Transferee of Rescission.
- Form 2. Refusal of Holder in Due Course to Recognize Rescission.
- 3-203— Form 1. Indorsement in Form of Assignment.
- 3-204— Form 1. Indorsement Where Payee's Name Is Misspelled.
- 3-205— Form 1. Indorsement in Blank.
- Form 2. Indorsement in Blank With Date.
- Form 3. Special Indorsement.
- 3-206— Form 1. Restrictive Indorsement.
- Form 2. Indorsement "Pay Any Bank."
- Form 3. Restrictive Indorsement—To Particular Bank.
- Form 4. ____ For Indorser's Benefit.
- Form 5. ____ For Benefit of Third Party.
- Form 6. Indorsement to Agent.
- Form 7. Indorsement to Trustee.
- Form 8. Indorsement Prohibiting Transfer or Negotiation.

PART 3. ENFORCEMENT OF INSTRUMENTS

- 3-308— Form 1. Agreement Concerning Original Terms of Altered Instrument.
- 3-309— Form 1. Indemnification Agreement re Issuance of Replacement Cashier's Check.
- Form 2. Affidavit of Loss of Personal Money Order and Indemnity Agreement.

TABLE OF CONTENTS

Sec.

- 3-310— Form 1. Agreement for Recourse Against Underlying Obligor.
- 3-311— Form 1. Satisfaction of Claim.
- Form 2. Satisfaction of Claim by Indorsement or Cashing.

PART 4. LIABILITY OF PARTIES

- 3-402— Form 1. Signature by Agent.
- Form 2. Corporate Signature—Promissory Note.
- Form 3. ——— Another Form.
- Form 4. Check—Corporate Signature.
- Form 5. Power of Attorney to Indorse Checks.
- Form 6. Power of Attorney to Indorse Negotiable Instruments.
- Form 7. Facsimile Signature Resolution.
- 3-403— Form 1. Affidavit of Forged Signature—Individual.
- Form 2. Affidavit of Forged Indorsement—Individual.
- Form 3. Affidavit of Forged Drawer's Signature—Corporate.
- 3-406— Form 1. Bank—Provided Checklist on Preventing Unauthorized Signatures.
- Form 2. Illustrated Suggestions on Writing Checks.
- 3-409— Form 1. Check Certification.
- Form 2. Agreement by Bank to Certify Checks.
- Form 3. Certification Debit Slip.
- 3-410— Form 1. Acceptance Specifying Place of Payment.
- Form 2. Assent of Secondary Party to Qualified Acceptance.
- 3-411— Form 1. Refusal to Pay Cashier's Check—Notice to Issuer of Consequential Damages.
- 3-415— Form 1. Indorsement Without Recourse.
- Form 2. Qualified Indorsement Without Recourse.
- Form 3. Assignment of Note Without Recourse.
- Form 4. Indorser's Disclaimer of Liability.
- 3-416— Form 1. Transfer Without Warranty.
- 3-419— Form 1. Guarantor Signatures.
- Form 2. Guaranty of Payment on Instrument.
- Form 3. Guaranty of Collection.
- Form 4. Promissory Note With Guaranties and Variable Interest Rate Option.
- Form 5. Note Payment Guaranty.
- Form 6. Specific Guaranty of Note.
- Form 7. Continuing and Unlimited Guaranty to Secure Performance.
- Form 8. Limited General Continuing Guaranty and Security Agreement.
- Form 9. Provision Promising No Contest With Holder.
- Form 10. Clause Requiring That Demands and Notices Be in Writing.
- Form 11. Clause Requiring That Amendments to Guaranty Be in Writing.
- Form 12. Severability of Guaranty Provisions.
- Form 13. Photocopies as Originals.
- Form 14. Consent to Modifications and Waiver of Claims.
- Form 15. Guarantors' Waiver of Subrogation Rights.
- Form 16. Notice to Sureties in Consumer Credit Transactions—F.T.C. Rule.

TABLE OF CONTENTS

PART 5. DISHONOR

Sec.

- 3-501— Form 1. Evidence of Authority to Make Presentment for Another—Continuing Transactions.
Form 2. ____ One Transaction.
- 3-503— Form 1. Notice of Dishonor by Nonpayment.
Form 2. Notice of Dishonor by Non-acceptance.
- 3-504— Form 1. Waiver of Presentment and Notice of Dishonor.
- 3-505— Form 1. Formal Certificate of Protest of Negotiable Instrument.

PART 6. DISCHARGE AND PAYMENT

- 3-602— Form 1. Indemnity Agreement to Induce Obligor on Instrument to Withhold Payment.
- 3-603— Form 1. Discharge by Tender of Payment—Provision Permitting Multiple Extensions.
- 3-604— Form 1. Renunciation of Rights by Holder.
- 3-605— Form 1. Waiver of Suretyship Defenses.
Form 2. Waiver of Impairment Defenses.
Form 3. Indorsers' Waiver of Suretyship and Impairment Defenses.
Form 4. Agreement of Accommodation Party to Modifications.
Form 5. Discharge by Impairment of Recourse or Collateral—Consent to Renewals and Extensions.

UCC ARTICLE 4. BANK DEPOSITS AND COLLECTIONS

Introduction.

PART 1. GENERAL PROVISIONS AND DEFINITIONS

- 4-103— Form 1. Clearing House Rule Affecting Bank Collection.
Form 2. Provision Regulating Signatories on Corporate, Partnership, Trade and Assumed Name Accounts.
- 4-106— Form 1. "Payable Through" Draft.
- 4-109— Form 1. Funds Availability Policy—Federal Expedited Funds Availability Act.
Form 2. Instruction Requiring Strict Adherence to Code Time Limits.

PART 2. COLLECTION OF ITEMS: DEPOSITARY AND COLLECTING BANKS

- 4-201— Form 1. Collection Agreement.
Form 2. ____ Another Form.
Form 3. ____ Legend on a Deposit Slip or Ticket.
- 4-202— Form 1. Notification of Loss of Item in Process of Collection.
Form 2. Legend for Use in Processing Photocopy of Check in Lieu of Original.
- 4-203— Form 1. Cash Letter.
Form 2. Collection Letter.
- 4-205— Form 1. Supplied Indorsement.
Form 2. Supplying Missing Indorsement.

TABLE OF CONTENTS

Sec.

- 4-206— Form 1. Check Indorsement Standards—Federal Expedited Funds Availability Act.
Form 2. Transmittal of Items for Credit or Cash.
- 4-210— Form 1. Notice of Presentment by Collecting Bank of Item Not Payable by, Through, or at a Bank.
- 4-212— Form 1. Late Return Claim of Sender.
Form 2. Disclaimer of Late Return by Payor Bank.
Form 3. Clause Regarding Charge-Back of Foreign Currency Instruments.

PART 3. COLLECTION OF ITEMS: PAYOR BANKS

- 4-303— Form 1. Notice of Exercise of Setoff Rights.

PART 4. RELATIONSHIP BETWEEN PAYOR BANK AND ITS CUSTOMER

- 4-401— Form 1. Simple Signature Card.
Form 2. Signature Card—Another Form.
Form 3. Deposit Slip.
Form 4. Credit and Debit Slips.
Form 5. Statement of Charges on Out of Town Items.
Form 6. "Reason Ticket."
Form 7. Confirmation of Oral Authority to Pay.
Form 8. Notice of Overdraft.
Form 9. Joint Checking Account—Indemnity.
- 4-402— Form 1. Letter Acknowledging Wrongful Dishonor and Explaining Error—For Purpose of Mitigation of Damages.
Form 2. Checklist for Wrongful Dishonor.
- 4-403— Form 1. Stop Payment Order.
Form 2. Notice re Procedure on Stop Payment Orders and Stale Checks.
Form 3. Acknowledgment of Stop Payment Order (Oral or Written).
Form 4. Acknowledgment of Oral Stop Order.
Form 5. Acknowledgment of Written Stop Order.
Form 6. Notice to Renew Stop Order.
Form 7. Notice to Cancel Stop Payment Order.
Form 8. Stop Payment Order—Death of Customer.
Form 9. Warning Regarding Defect in Customer Information in Stop Payment Order.
- 4-405— Form 1. Notice of Death or Incompetence of Customer.
- 4-406— Form 1. Notification to Bank of Unauthorized Signatures or Alterations.
Form 2. Corporate Banking Resolution Requiring Notice Within Fourteen Days After Delivery of Forged or Altered Checks.
- 4-407— Form 1. Interpleader.

PART 5. COLLECTION OF DOCUMENTARY DRAFTS

- 4-503— Form 1. Sight or Time Draft and Letter of Instruction.

TABLE OF CONTENTS

UCC ARTICLE 4A. FUNDS TRANSFERS

Introduction.

Sec.

- 4A-101— Form 1. Partial Checklist of Terms of Subjects for Possible Inclusion in Funds Transfer Agreement.
- 4A-103— Form 1. Scope of Services.
- 4A-106— Form 1. Cut-Off Times.
- 4A-202— Form 1. Security Procedure.
- 4A-204— Form 1. Customer Duty to Report.
- 4A-207— Form 1. Name and Number Inconsistencies (Beneficiary).
- 4A-208— Form 1. Name and Number Inconsistencies (Intermediary Bank or Beneficiary Bank).
- 4A-210— Form 1. Rejection.
- 4A-302— Form 1. Execution Instructions.
- 4A-304— Form 1. Customer Duty to Report.
- 4A-305— Form 1. Total Exclusion of Consequential Damages.
- 4A-404— Form 1. Notice of Circumstances Giving Rise to Consequential Damages.
- 4A-505— Form 1. Preclusion of Refund Obligation of Principal.
- 4A-507— Form 1. Choice of Law.

UCC ARTICLE 5. LETTERS OF CREDIT

Introduction.

The Uniform Customs and Practice for Documentary Credits.

Checklist for Letters of Credit.

- 5-104— Form 1. Application for Commercial Letter of Credit.
 - Form 2. ____ Another Form.
 - Form 3. Application and Agreement for Commercial Letter of Credit.
 - Form 4. Application and Agreement for Clean Sight Credit.
 - Form 5. Contract and Security Agreement With Bank for Commercial Letter of Credit.
 - Form 6. General Letter of Credit.
 - Form 7. Commercial Letter of Credit.
 - Form 8. Contract With Bank for Traveler's Letter of Credit.
 - Form 9. Irrevocable Letter of Credit.
 - Form 10. Confirmed Irrevocable Straight Credit.
 - Form 11. Confirmed Irrevocable Negotiation Credit.
 - Form 12. Red Clause.
 - Form 13. Indemnity Clause.
 - Form 14. "Clean" Letter of Credit Used as a Payment Mechanism.
 - Form 15. Standby Letter of Credit.
 - Form 16. Security Agreement for Commercial Letter of Credit.
 - Form 17. Advice of Credit—Correspondent's Irrevocable Straight Credit.
- 5-106— Form 1. Revocable Credit.
 - Form 2. Letter of Credit as Security for Lease.
- 5-107— Form 1. Advice of Credit.
 - Form 2. ____ Sale Transaction.
 - Form 3. ____ Non-sale Transaction.
 - Form 4. Letter of Advice.

TABLE OF CONTENTS

Sec.

- 5-107— Form 5. Advice of Correspondent's Irrevocable Credit.
- 5-108— Form 1. Application and Agreement for Traveler's Circular Letter of Credit—To Be Used Only When Letter of Credit is Paid for at Time of Purchase.
 Form 2. Contract With Bank for Traveler's Letter of Credit.
 Form 3. Traveler's Circular Irrevocable Letter of Credit.
- 5-109— Form 1. Request to Amend Irrevocable Credit.
- 5-110— Form 1. Clause Prohibiting Use of Credit in Portions.
- 5-112— Form 1. Issuer's Advice of Dishonor.
- 5-113— Form 1. Indemnity Clause of Bank.
 Form 2. Customers' Indemnity to Induce Honor.
 Form 3. ——— Another Form.
 Form 4. Indemnity to Induce Honor, Negotiation or Reimbursement.
- 5-114— Form 1. Clause Requiring Specified Documents to Be Satisfactory to Issuer.
 Form 2. Clause Providing for Payment on Receipt of Notice That Documents Are in Possession of Correspondent or Agent.
 Form 3. Note Evidencing Letter of Credit Reimbursement Obligation.
- 5-116— Form 1. Provision Permitting Transfer or Assignment of Right to Draw Under a Letter of Credit.
 Form 2. Transfer or Assignment of Right to Draw Under Letter of Credit.
 Form 3. Transfer or Assignment of Right to Proceeds Under Letter of Credit.
 Form 4. Transfer or Assignment of Right to Proceeds Under Letter of Credit—Another Form.
 Form 5. Notice to Issuer of Assignment of Right to Proceeds.
 Form 6. Acknowledgment of Transfer.
 Form 7. Instructions to Issuer Concerning Transfer.
 Form 8. Transfer Letter for Transfer of Letter of Credit in Its Entirety.

UCC ARTICLE 6. BULK TRANSFERS

Introduction.

- 6-102— Form 1. Bulk Sales Contract.
 Form 2. Agreement for Sale of Business—Indemnity on Creditors' Claim.
 Form 3. Provision Contemplating Compliance With Bulk Sale Law.
 Form 4. Clause Waiving Compliance With Article 6—With Provision for Deposit in Escrow of a Sum of Money Sufficient to Pay Creditors of Seller.
 Form 5. Contract for Bulk Sale.
 Form 6. Application of Proceeds.
 Form 7. Bulk Transfer Contract—Another Form.
 Form 8. Bulk Transfer Contract for the Sale of a Retail Business.
 Form 9. Declaration by Seller as to Past Business Names and Addresses.
- 6-103— Form 1. Public Notice of Assumption of Debts.
- 6-104— Form 1. Bulk Sales Affidavit Listing Creditors.

TABLE OF CONTENTS

Sec.

- 6-107— Form 1. Long Form Notice to Creditors of Bulk Transfer.
Form 2. Short Form Notice to Creditors.
- 6-108— Form 1. Notice to Creditors of Bulk Transfer at Public Auction.
Form 2. ____ Another Form.
Form 3. Bulk Sale at Auction—Schedule of Property.
Form 4. Clause for Agreement Between Owner and Auctioneer.
- 6-109— Form 1. Escrow Agreement for Bulk Transfers.
- 6-110— Form 1. Provision Postponing Full Payment of Purchase Price.

UCC ARTICLE 7. WAREHOUSE RECEIPTS, BILLS OF LADING AND OTHER DOCUMENTS OF TITLE

PART 1. GENERAL

Introduction.

- 7-104— Form 1. Standard Contract Terms and Conditions for General Merchandise and Cold Storage Warehouses.
Form 2. Contract for Storage of Household Goods.
Form 3. Negotiable Warehouse Receipt—General Form.
Form 4. ____ Standard Form.
Form 5. ____ Cold Storage Warehouse Receipt.
Form 6. ____ Wheat.
Form 7. Non-negotiable Warehouse Receipt—Standard Form.
Form 8. Delivery Order.
Form 9. Storage Receipt for Furs and Wearing Apparel (Non-negotiable).
Form 10. ____ Accompanying Certificate of Insurance Against Loss or Damage to Furs.
Form 11. Agreement Between Depositor and Field Warehouseman.
Form 12. Lease by Depositor to Field Warehouseman.
Form 13. Certified Copy of Resolution of Board of Directors.
Form 14. Rules and Regulations for Operation of Branch Warehouses.

PART 2. WAREHOUSE RECEIPTS: SPECIAL PROVISIONS

- 7-204— Form 1. Clauses Limiting Warehouseman's Liability.
Form 2. Presentation of Claims.
Form 3. Presentation of Claims and Commencement of Actions.
Form 4. ____ Another Form.
- 7-206— Form 1. Demand to Pay Charges and Remove Goods.
Form 2. Notice of Termination of Storage Agreement.
- 7-209— Form 1. Clause Claiming Warehouseman's Lien on Stored Goods.
Form 2. Provision Granting Security Interest for Additional Charges.
Form 3. Clause Reserving Security Interest for Additional Charges.
Form 4. Formal Security Agreement Between Bailor and Warehouseman.
Form 5. Clause in Negotiable Warehouse Receipt Specifying Lien for Charges.
Form 6. Clause Extending Warehouseman's Lien to Other Goods.
Form 7. Clause Stating Rates and Charges for Storage and Handling.
Form 8. Provision Claiming Warehouseman's Lien on Stored Goods.
- 7-210— Form 1. Notice of Private Sale of Merchant's Goods.

TABLE OF CONTENTS

Sec.

- 7-210— Form 2. Notice of Public Sale of Merchant's Goods.
Form 3. Demand for Payment for Non-merchant's Goods.
Form 4. Notice of Public Sale of Goods of Non-merchant.
Form 5. Notice of Enforcement of Warehouseman's Lien.
Form 6. Notice of Public Sale to Enforce Warehouseman's Lien—
Commercial Storage.
Form 7. ____ Non-commercial Storage.
Form 8. Redemption Before Sale.
Form 9. Notice of Enforcement of Warehouseman's Lien.

PART 3. BILLS OF LADING: SPECIAL PROVISIONS

- 7-301— Form 1. Ocean Bill of Lading.
Form 2. Short Form Ocean Bill of Lading.
Form 3. Dock Receipt Multilith Master Bill of Lading Form.
Form 4. ____ Instruction Sheet.
Form 5. Uniform Airbill (Non-negotiable).
7-308— Form 1. Notice of Sale to Enforce Carrier's Lien.
Form 2. Notice of Tender to Satisfy Carrier's Lien.
7-309— Form 1. Limitation of Carrier's Liability.
Form 2. Released Value Damage Limitation.
Form 3. Clause Restricting Time for Filing Claims and Bringing Suit.

PART 6. WAREHOUSE RECEIPTS AND BILLS OF LADING: MISCELLANEOUS PROVISIONS

- 7-601— Form 1. Indemnity Agreement for Delivery of Goods Covered by Nego-
tiable Bill of Lading Without Surrender of Bill.

UCC ARTICLE 8. INVESTMENT SECURITIES

PART 1. SHORT TITLE AND GENERAL MATTERS

Introduction.

- 8-102— Form 1. Bearer Form.
Form 2. Corporate Bond—Registered Form.
Form 3. ____ Bearer Form.
Form 4. Fully Registered Form—Debt Security.
8-103— Form 1. Statement of Right to Lien—Certificated Securities.
Form 2. Statement of Right to Lien—Uncertificated Securities.
8-104— Form 1. Demand for Purchase of Similar Securities.
Form 2. Demand for Payment of Purchase Price.
Form 3. Demand for Purchase of Similar Securities or Payment of
Purchase Price.

PART 2. ISSUE—ISSUER

- 8-202— Form 1. Incorporation of Other Document.
Form 2. Incorporation by Reference—Unsecured Debt.
Form 3. ____ Mortgage Bond.
Form 4. ____ Share Certificate Where Issuer Has More Than One
Class of Shares.
Form 5. Contract for Security if Issued.

TABLE OF CONTENTS

Sec.

- 8-204— Form 1. Restrictions on Transfer—Prior Offer to Corporation Required.
 Form 2. ____ Determination of Value by Appraisers.
 Form 3. ____ Prior Offer to Stockholders Required.
 Form 4. ____ For Investment Only.
 Form 5. By-Law Provisions Restricting Stock Transfers.
 Form 6. Reference to By-Law or Agreement Restricting Transfer.
- 8-207— Form 1. Uncertificated Securities Transactions—Registered Pledgee Transfer Instruction.
 Form 2. ____ Release Instruction.
 Form 3. ____ Registered Owner Transfer Instruction.

PART 3. PURCHASE

- 8-308— Form 1. Stock Power.
 Form 2. Bond Power.
 Form 3. Indorsement of Security.
 Form 4. Warranty Re: Survivorship by Surviving Joint Tenant.
- 8-312— Form 1. Guaranty of Signature.
 Form 2. Limited Guaranty of Signature.
 Form 3. Guaranty of Indorsement.
- 8-313— Form 1. Notice of Security Interest in Uncertificated Securities.
 Form 2. Notice of Release of Security Interest in Uncertificated Securities.
- 8-315— Form 1. Demand for Surrender of Security.
- 8-316— Form 1. Demand for Proof of Authority.
 Form 2. Rescission of Transfer.
- 8-319— Form 1. Contract for Sale of Securities—Compliance With Statute of Frauds.
 Form 2. Confirmation of Sale.
 Form 3. Written Objection to Confirmation of Sale.

PART 4. REGISTRATION

- 8-401— Form 1. Letter From Issuer Denying Request for Registration of Transfer.
 Form 2. Transfer Order—Uncertificated Securities.
 Form 3. Uncertificated Securities Transactions—Pledge Instruction.
 Form 4. Order for Release of Pledge—Uncertificated Securities.
 Form 5. Order for Transfer of Pledged Uncertificated Securities.
- 8-402— Form 1. Certification of Corporate Authorization to Transfer—(General).
 Form 2. ____ (Specific).
 Form 3. Power of Attorney to Transfer Securities—Generally.
 Form 4. ____ Specifically.
 Form 5. Certificate of Appointment and Incumbency—Issued by Bank, Trust Company, etc.
 Form 6. Certificate to Dispense With Signature of One of Several Indorsers.
 Form 7. Letter to Transfer Agent Submitting Evidence of Appointment and Incumbency.
 Form 8. Letter Returning Documents Examined by Transfer Agent.

TABLE OF CONTENTS

Sec.

- 8-403— Form 1. Stop Transfer Notice to Corporation.
Form 2. ____ Another Form.
Form 3. Letter From Issuer to Adverse Claimant.
Form 4. Notice to Issuer of Adverse Claims.
Form 5. Letter From Issuer to Adverse Claimant—Another Form.
- 8-405— Form 1. Notice of Loss, Destruction or Wrongful Taking and Request for Issuance of New Security.
Form 2. Affidavit of Lost, Destroyed or Stolen Security in Connection With Request for Issuance of Substitute Certificate.
Form 3. Notice of Loss of Securities.
Form 4. Indemnity Bond for Issuance of Duplicate Security.
- 8-406— Form 1. Certified Resolution Appointing Stock Transfer Agent or Registrar and Dividend Disbursing Agent.
Form 2. Agreement to Act as Stock Transfer Agent.
- 8-408— Form 1. Uncertificated Securities Transactions—Initial Transaction Statement (Registered Owner).
Form 2. ____ Transaction Statement (for Transfer of the Pledged Shares).

UCC ARTICLE 9. SECURED TRANSACTIONS; SALES OF ACCOUNTS AND CHATTEL PAPER

Introduction.

PART 1. SECURITY AGREEMENTS

A. GENERAL LOAN AND SECURITY AGREEMENTS

1. Collateral in Possession of Debtor

Form

- 9:1000. Short Form, Multi-Purpose Security Agreement.
 - 9:1002. ____ Another Form.
 - 9:1004. Long Form Multi-Purpose Security Agreement.
 - 9:1006. ____ Another Form.
 - 9:1008. ____ Another Form.
- ##### 2. Collateral in Possession of Secured Party (Pledge)
- 9:1020. General Pledge Agreement.
 - 9:1022. ____ Another Form.
 - 9:1024. Pledge Agreement—Specific Collateral.
 - 9:1026. ____ ____ Another Form.
 - 9:1028. Security Agreement—Pledge of Instruments, Securities, etc.
 - 9:1030. Pledge of Chattels (by Non-debtor Owner).
 - 9:1032. Side Collateral Pledge.

B. SPECIAL CLAUSES FOR GENERAL USE

- 1. Collateral, Including Rights and Duties Regarding Collateral; After-Acquired Property
- 9:1040. After-Acquired Property.

TABLE OF CONTENTS

Form

9:1042.	Reporting of Acquisition of After-Acquired Property.
9:1044.	Debtor's Title to Collateral.
9:1046.	Recital That Debtor Is Not the Owner of the Collateral.
9:1048.	Recital of Rights of Owner of Collateral Where Owner Is Not the Debtor.
9:1050.	Debtor's Duties to Lessor.
9:1052.	Lessee's Agreement to Indemnify—Product Liability.
9:1054.	Waiver of Secured Party's Duty to Preserve Rights Against Prior Parties on Collateral.
9:1056.	Hypothecation: Owner's Consent to Pledge by Debtor.
9:1058.	____ Another Form.
9:1060.	Repledge of Collateral.
9:1062.	____ Prohibition.
9:1064.	Location of Collateral.
9:1066.	____ Another Form.
9:1068.	Segregation of Collateral.
9:1070.	Commingleing of Collateral.
9:1072.	Increase or Profit From Collateral—Non-retention by Secured Party.
9:1074.	____ Stock.
9:1076.	____ Money Proceeds.
9:1078.	____ Animals as Collateral.
9:1080.	Use of Collateral by Secured Party Prohibited.
9:1082.	Use of Collateral by Secured Party Permitted.
9:1084.	Clause Defining Reasonable Care in Custody of Collateral.
9:1086.	Clause for Option to Require Collateral at Will or When Insecure.
9:1088.	Decrease in Value of Collateral.
9:1090.	Use of Collateral by Debtor.
9:1092.	Notice of Change of Use.
9:1094.	Failure to Give Notice of Change of Use of Collateral.
9:1096.	Misstatement as to Use—Indemnity.
9:1098.	____ No Indemnity.
9:1100.	Maintenance, etc., of Collateral by Debtor.
9:1102.	Debtor's Duty to Maintain Insurance and Risk of Loss.
9:1104.	Debtor's Risk of Loss—Loss Caused Without Fault of Secured Party.
9:1106.	____ Accidental Loss.
9:1108.	Risk of Loss on Secured Party.
9:1110.	Recovery by Secured Party of the Expense of Holding Collateral.
9:1112.	Expense of Holding Collateral on Secured Party.
9:1114.	Collateral—Taxes and Encumbrances.
9:1116.	Transfer of Collateral.
9:1118.	Sale of Collateral by Debtor.
9:1120.	Provision Limiting Price at Which Debtor May Sell in Ordinary Course of Business.
9:1122.	Agreement Not to Sell Collateral to Person Possessing Right of Set-Off.
9:1124.	Replacement of Collateral Sold.
9:1126.	Clause Prohibiting Sale of Collateral by Debtor.
9:1128.	____ Another Form.
9:1130.	Clause Permitting Transfer of Debtor's Rights in Collateral Subject to Security Interest.
9:1132.	Filing.

TABLE OF CONTENTS

2. Purchase Money Security Interests

Form

- 9:1150. Clause Reciting That a Purchase Money Security Interest Is Granted to a Financing Agency.
- 9:1152. Clause Reciting That a Purchase Money Security Interest Is Retained by Seller.
- 9:1154. Retention of Title to Secure Purchase Price—General Form.
- 9:1156. Standard Provisions—Retention of Title by Secured Party.
- 9:1158. Future Advance Clause Under Trust Receipts Security Agreement—Lender Takes Purchase Money Security Interest.

3. Proceeds

- 9:1170. Interest in Proceeds.
- 9:1172. Use of Word “Proceeds” Not Conferral of Authority to Sell or Collect.
- 9:1174. Interest in Proceeds Denied.
- 9:1176. Use of Proceeds—No Limitation.
- 9:1178. ____ Limitation on Use.
- 9:1180. Clause Terminating Permission to Use Proceeds.
- 9:1182. Clause Prohibiting Debtor From Commingling Cash Proceeds.
- 9:1184. ____ Another Form.

4. Debtor’s Obligations, Representations and Rights

- 9:1200. Debtor’s Authority.
- 9:1202. Secretary’s Certification of Resolution Authorizing Security Agreement.
- 9:1204. Information Supplied by Debtor.
- 9:1206. Representation That Account Is Not Evidenced by Instrument or Chattel Paper.
- 9:1208. Debtor’s Payment of Obligations.
- 9:1210. Claims Against Third Persons.
- 9:1212. Joint and Several Liability.
- 9:1214. Future Advances.
- 9:1216. ____ Another Form.
- 9:1218. Indemnification for Acts of Lessor.
- 9:1220. Indemnity—Failure to Comply With Regulatory Statutes.

5. Secured Party’s Rights and Duties

- 9:1240. Acceleration.
- 9:1242. Acceleration Upon Creation or Existence of Competing Security Interest.
- 9:1244. Right of Acceleration Upon Attachment, Levy or Garnishment Upon Debtor’s Interest.
- 9:1246. Secured Party as Debtor’s Attorney in Fact.
- 9:1248. No Discharge.
- 9:1250. No Waiver by or Estoppel of Secured Party.
- 9:1252. Non-waiver Clause.
- 9:1254. Clause Authorizing Call for Additional Security.

TABLE OF CONTENTS

6. Choice of Law

Form

- 9:1270. General Choice of Law Clause for Security Agreement (Documents, Instruments and Ordinary Goods).
- 9:1272. Choice of Law Clause for Security Agreement Where Collateral (Documents, Instruments and Ordinary Goods) Is to Be Removed to Another State.
- 9:1274. Governing Law.
- 9:1276. Arbitration Clause.

7. Miscellaneous

- 9:1300. Rules of Construction of Security Agreement.
- 9:1302. Continuation of Security Interest in Returned Goods.
- 9:1304. Clause Postponing Attachment of the Security Interest.
- 9:1306. Succession of Parties.
- 9:1308. Clause Requiring Notice of Change of Name or Corporate Structure.
- 9:1310. Location of Debtor.
- 9:1312. Agreement Between Secured Parties as to Priority in Same or Overlapping Collateral.
- 9:1314. Information Supplied by Debtor.

Volume 14

UCC ARTICLE 9. SECURED TRANSACTIONS; SALES OF ACCOUNTS AND CHATTEL PAPER—Continued

PART 1. SECURITY AGREEMENTS—Continued

C. ACCOUNTS

- 9:1330. Security Agreement on Accounts Generally.
- 9:1332. — Revolving Loan.
- 9:1334. — Revolving Loan—Use of Microfilm Schedules.
- 9:1336. Security Agreement on Specific Accounts.
- 9:1338. — Another Form.
- 9:1340. — Short Form.
- 9:1342. — Revolving Loans.
- 9:1344. Security Agreement on Accounts and Inventory.
- 9:1346. Security Agreement—Sale of Accounts to Factor.
- 9:1348. — — Another Form.
- 9:1350. Debtor's Liberty With Respect to Returned Merchandise.
- 9:1352. Clause Providing for Security Interest in Returned Goods as Proceeds of Accounts.
- 9:1354. Disposition of Collateral—Returned Merchandise.
- 9:1356. No Accounting.
- 9:1358. Accounting.
- 9:1360. — Clause for Acceleration Upon Breach.
- 9:1362. Right to Collect Accounts.
- 9:1364. Secured Party's Right to Notify Account Debtors.
- 9:1366. Notice to Account Debtor—No Default.
- 9:1368. — After Default.

TABLE OF CONTENTS

Form

- 9:1370. Charge Back and Expense of Collections.
- 9:1372. Demand for Proof of Assignment.
- 9:1374. Assigned Account—Collection Remittance and Assignment Report.
- 9:1376. Prohibition of Modification After Assignment.
- 9:1378. Assignment—Clause Declaring Modification of Contract a Breach.
- 9:1380. Notice of Assignment (for Use Under Federal Assignment of Claims Act).
- 9:1382. Notice of Release of Assignment (for Use Under Federal Assignment of Claims Act).

D. CHATTEL PAPER

- 9:1450. Security Agreement—Sale of Chattel Paper (Recourse).
- 9:1452. ——— Another Form.
- 9:1454. ——— Sale of Chattel Paper Generated by Automobile Dealer.
- 9:1456. ——— Sale of Chattel Paper (Non-recourse).
- 9:1458. ——— Sale of Chattel Paper (Limited Recourse).
- 9:1460. Assignment of Chattel Paper.
- 9:1462. Security Agreement—Sale of Chattel Paper (Recourse, Non-recourse, or Partial Recourse).
- 9:1464. Chattel Paper in Possession of Debtor—Notation of Assignment.
- 9:1466. Clause Providing for Security Interest in Returned Goods as Proceeds.
- 9:1468. Representation by Seller of No Prior Security Interest in Chattel Paper.

E. DOCUMENTS

- 9:1500. Security Agreement—Pledge of Bill of Lading or Warehouse Receipt.
- 9:1502. ——— Agreement to Pledge.
- 9:1504. ——— Non-negotiable Warehouse Receipts—Field Warehouse.
- 9:1506. Security and Loan Agreement—Field Warehouse.
- 9:1508. Field Warehouse—Appointment of Employee of Debtor as Custodian.
- 9:1510. Lease of Part of Debtor's Premises to Warehouse Company.
- 9:1512. Notice to Bailee—Goods Covered by Non-negotiable Documents.
- 9:1514. Agreement and Receipt for Temporary Release of Collateral into Debtor's Possession.
- 9:1516. Pledge to Secure Debt—Note Secured by Warehouse Receipts for Grain.

F. INSTRUMENTS

- 9:1550. Security Agreement—General Pledge of Instruments.
- 9:1552. ——— Pledge of Specific Instruments.
- 9:1554. Security Agreement and Time Note—Pledge of Instruments.
- 9:1556. ——— Pledge of Securities—Short Form.
- 9:1558. Security Agreement and Demand Note—Pledge of Instruments.
- 9:1560. Security Agreement—Pledge of Instruments—With Waiver of Presentment and Notice of Non-payment.
- 9:1562. Security Agreement and Demand Note—Pledge of Securities.
- 9:1564. Security Agreement—Pledge of Bonds.
- 9:1566. Escrow Agreement for Pledge of Stock.
- 9:1568. Notation of Security Interest on Instrument.

TABLE OF CONTENTS

Form

- 9:1570. Letter to Broker re Substitution of Collateral.
- 9:1572. Temporary Release of Collateral—Receipt by Debtor.
- 9:1574. Borrower as Agent for Collection—Payments Upon Pledged Collateral.
- 9:1576. Security and Pledge Agreement for Certificate of Deposit.
- 9:1578. Notice of Pledge of Certificate of Deposit.
- 9:1580. Notice of Claim of Subordinate Security Interest in Instruments to Pledgee of Collateral.

G. GENERAL INTANGIBLES

- 9:1600. Collateral Assignment of Interest in Testamentary Trust.
- 9:1602. Security Agreement—Interest in Trust.
- 9:1604. Assignment Under Land Trust.
- 9:1606. Security Agreement—Computer Software.
- 9:1608. Assignment of Partnership Interest—Security Agreement.
- 9:1610. Security Agreement—Hypothecation by Partners of Limited Partnership Interests.
- 9:1612. Description of Collateral—Trademark or Trade Name.
- 9:1614. — General Intangibles—Rights to Tax Refunds.

H. GOODS

1. Consumer Goods

Introduction.

- 9:1650. Security Agreement—Consumer Goods.
- 9:1652. Installment Loan Note, Truth in Lending Disclosure, and Security Agreement.
- 9:1654. Retail Installment Sales Contract.
- 9:1656. Retail Sales Contract, Security Agreement and Truth in Lending Disclosure.
- 9:1658. Retail Installment Sales Contract—Motor Vehicle.

2. Equipment

- 9:1750. Security Agreement—Equipment.
- 9:1752. — — Another Form.
- 9:1754. Installment Sale Security Agreement—Equipment.
- 9:1756. — — Another Form.
- 9:1758. Security Agreement—Equipment—Motor Vehicle.
- 9:1760. — Automotive Equipment.
- 9:1762. — Installment Sale—Machinery to Be Manufactured.
- 9:1764. Equipment Lease.
- 9:1766. Financing Statement for Use in Conjunction With Lease.
- 9:1768. Security Agreement in Equipment and Assignment of Moneys Due Under Leases of Equipment.

3. Farm Products

- 9:1800. Security Agreement—Farm Products.
- 9:1802. — Farm Products and Equipment.
- 9:1804. — Farm Crops—Short Form.
- 9:1806. — Farm Products (Except Crops).

TABLE OF CONTENTS

Form

- 9:1808. ____ Livestock.
- 9:1810. Compliance With Federal Food Security Act of 1985.
- 9:1812. ____ Another Form.
- 9:1814. Notice to Buyers and Commission Merchants.
- 9:1816. Notice to Buyers of Farm Products, Commission Merchants and Selling Agents—Form With Release Upon Payment of Proceeds.
- 9:1818. Clause Designed to Establish Priorities Under Crop Production Loan.
- 9:1820. Agreement Granting Right of Entry in Respect of Security Agreement Covering Crops on Leased Land.
- 9:1822. Authorization of Sale of Farm Goods Free of Security Interest.

4. Inventory

- 9:1850. Security Agreement—Inventory—Revolving Loan.
- 9:1852. ____ ____ ____ An other Form.
- 9:1854. Dealer Floor—Plan Security Agreement and Trust Receipt.
- 9:1856. ____ Another Form.
- 9:1858. Clause Under Trust Receipts Security Agreement—Lender Takes Purchase Money Security Interest.
- 9:1860. Trust Receipt to Be Used in Connection With Floor Plan Agreement.
- 9:1862. Inventory Security Agreement.
- 9:1864. Security Agreement—Inventory—Sales Transaction.
- 9:1866. ____ ____ ____ An other Form (With Corporate Resolution Authorizing Security Agreement).
- 9:1868. ____ Pledge of Inventory.
- 9:1870. ____ ____ Goods to Be Held by Custodian.
- 9:1872. ____ Release of Inventory Covered by a Document of Title.
- 9:1874. Purchase Order for Specific Goods Pursuant to Previous Security Agreement.
- 9:1876. Notice of Purchase Money Security Interest in Inventory to Prior Secured Party.
- 9:1878. ____ Another Form.
- 9:1880. Replacement of Collateral Sold.
- 9:1882. Continuation of Security Interest in Returned Goods.
- 9:1884. Consignment Security Agreement.
- 9:1886. Provision Limiting Price at Which Debtor May Sell in Ordinary Course of Business.
- 9:1888. Trust to Secure Debt or Purchase Price—Delivery to Existing Purchaser.

I. FIXTURES

Introduction.

- 9:1900. Security Agreement—Installment Sale—Equipment (Fixtures Only).
- 9:1902. ____ Fixtures to Be Made to Order.
- 9:1904. Real Estate Mortgage and Security Agreement for Fixtures.
- 9:1906. Subordination Agreement—Owner or Mortgagee of Real Estate to Security Interest in Fixtures.
- 9:1908. Mortgagee's Disclaimer.
- 9:1910. Agreement for Payment of Repairs Upon Removal of Collateral—Mortgagee.
- 9:1912. ____ Owner.

TABLE OF CONTENTS

Form

- 9:1914. Clause Permitting Removal of Fixtures on Default.
- 9:1916. Notice of Intention to Remove the Collateral.
- 9:1918. Demand for Adequate Security Before Removal of Collateral.
- 9:1920. Clauses Forbidding Affixation of Goods to Real Estate Fixtures.

J. ACCESSIONS

- 9:1950. Accessions—Clause Forbidding Affixation to Other Goods.
- 9:1952. Debtor's Warranty Against Encumbrances on Goods to Which Accession Is Affixed.
- 9:1954. Subordination of Interests in the Whole to Accessions Security Interest.
- 9:1956. Subordination as to Specific Accessions.
- 9:1958. Clause Permitting Removal of Collateral on Default.
- 9:1960. Demand for Adequate Security Before Removal.

K. COMMINGLED OR PROCESSED GOODS

- 9:1980. Preservation of Security Interest.
- 9:1982. ____ Another Form.

PART 2. MISCELLANEOUS FORMS

A. REQUEST FOR STATEMENT OF ACCOUNT OR LIST OF COLLATERAL

- 9:2000. Request by Debtor for Statement.
- 9:2002. Demand for Payment of Charge for Statement.
- 9:2004. Statement of Assignment.
- 9:2006. Request by Debtor Upon Assignee for Statement.
- 9:2008. Qualified Approval by Secured Party.
- 9:2010. Secured Party's Reply to Debtor's Request for a Statement.
- 9:2012. Request by Debtor for Termination Statement.
- 9:2014. Clause Defining Reasonable Care in Custody of Collateral.
- 9:2016. Risk of Loss—Loss Caused Without Fault of Secured Party.
- 9:2018. Increase or Profit From Collateral—Money Received From Collateral.
- 9:2020. Segregation of Collateral.
- 9:2022. Use of Collateral—Permitted.
- 9:2024. Repledge of Collateral—Prohibited.

B. SUBORDINATION AGREEMENTS

- 9:2050. Subordination Agreement (General).
- 9:2052. ____ Another Form.
- 9:2054. ____ Another Form.
- 9:2056. Subordination Agreement (Specific Accounts).
- 9:2058. Subordination Agreement (Inventory and Accounts).
- 9:2060. Subordination Agreement (Owner of Business to Bank).
- 9:2062. Waiver of Landlord's Lien.

C. PLEDGE (HYPOTHECATION) AGREEMENTS

- 9:2100. Hypothecation—Security Agreement.

TABLE OF CONTENTS

Form

- 9:2102. Power to Pledge.
- 9:2104. ____ Another Form.
- 9:2106. Owner's Consent to Pledge of Collateral Securing Loan to Third Party.
- 9:2108. ____ Another Form.

D. INTER-CREDITOR AGREEMENTS

- 9:2150. Inter-Creditor Agreement.
- 9:2152. ____ Another Form.
- 9:2152. ____ All Collateral of Debtor.
- 9:2156. ____—Government Contracts and Accounts.

E. PARTICIPATIONS

- 9:2200. Participation Certificate.
- 9:2202. Participation Agreement.
- 9:2204. ____ Another Form.

F. TRANSFER OF DEBTOR'S INTEREST IN COLLATERAL

- 9:2250. Consent of Secured Party to Transfer of Debtor's Rights in Collateral.
- 9:2252. ____ Assumption of Liability by Assignee.
- 9:2254. Assignment of Debtor's Rights in Collateral Prohibited.
- 9:2256. Notice to Secured Party That Third Person Has Become Owner of the Collateral.

G. ASSIGNMENT BY SECURED PARTY

- 9:2300. Waiver of Defenses Against Assignee.
- 9:2302. Notice of Assignment With Waiver of Defense Clause.
- 9:2304. Acknowledgment of Assignment With Agreement Not to Assert Defenses.
- 9:2306. Assignment of Security Agreement.
- 9:2308. Guaranty and Assignment of Security Agreement.
- 9:2310. Assignee's Notice to Account Debtor.
- 9:2312. Account Debtor's Demand for Proof of Assignment.
- 9:2314. Rejection of Defense by Assignee—Express Waiver.
- 9:2316. ____ Implied Waiver.
- 9:2318. Preservation of Defenses.
- 9:2320. Prohibition of Modification After Assignment.
- 9:2322. Notice of Modification.
- 9:2324. ____ Another Form.

PART 3. FILING

Introduction.

- 9:3000. A Manual of Laws and Procedures Relating to Article 9 of the Uniform Commercial Code.
- 9:3002. Financing Statement (UCC-1) Approved by Secretary of State's Office.
- 9:3004. Financing Statement Change (UCC-3) Approved by Secretary of State's Office.
- 9:3006. Request for Information or Copies (UCC-11) Approved by Secretary of State's Office.

TABLE OF CONTENTS

PART 4. REMEDIES

A. DEFAULT

Form

- 9:4000. Clause Defining Default.
- 9:4002. ____ Another Form.
- 9:4004. ____ Another Form.
- 9:4006. ____ Another Form.

B. NOTICE OF DEFAULT

- 9:4050. Notice of Default.
- 9:4052. Notice of Default and Right to Cure Under Chapter 408.
- 9:4054. Notice of Default and Demand for Possession of Collateral.
- 9:4056. Secured Party's Notice to Account Debtor After Default.
- 9:4058. Notice re Clause Requiring Collateral at Will or When Insecure.
- 9:4060. Notice of Default and of Intent to Repossess.

C. RIGHTS AND DUTIES ON DEFAULT

- 9:4100. Rights and Remedies on Default.
- 9:4102. ____ Another Form.
- 9:4104. Right of Possession on Default.
- 9:4106. Duty of Debtor to Assemble Collateral.
- 9:4108. Right to Make Equipment Unusable.
- 9:4110. Place of Disposition.
- 9:4112. Disposition of Collateral Upon Default.
- 9:4114. ____ Another Form.
- 9:4116. ____ Another Form.
- 9:4118. Application of Proceeds From Disposition of Collateral.
- 9:4120. Enforcement of Debt—Cumulation of Remedies.
- 9:4122. Liability for Deficiency.
- 9:4124. Non-liability for Deficiency.
- 9:4126. Demand Letter Revoking Right to Use Proceeds.

D. REDEMPTION OR RENUNCIATION

- 9:4150. Agreement After Default Waiving the Right to Redeem.
- 9:4152. Notice of Intention to Redeem.
- 9:4154. Renunciation of Rights by Secured Party.

E. SALE AND COLLECTION OF COLLATERAL; NOTICE

- 9:4200. Notice of Public Sale.
- 9:4202. Notice of Sale Given to Guarantors.
- 9:4204. Reasonableness of Notice.
- 9:4206. Notice of Public Sale of Collateral and Possible Deficiency.
- 9:4208. Notice of Private Sale.
- 9:4210. Notice of Private Disposition of Collateral.
- 9:4212. Notice by Subordinate Security Interest Holder of Right to Notice and Right to Share Proceeds.
- 9:4214. Demand by Secured Party for Proof of Subordinate Security Interest.

TABLE OF CONTENTS

Form

- 9:4216. Notice by Security Interest Holder of Right to Control Disposition of Collateral.
- 9:4218. Report of Disposition of Collateral.
- 9:4220. Notice in Regard to Deficiency Claim Under Chapter 408.
- 9:4222. Notice of Sale—Internal Revenue Service.
- 9:4224. Renunciation or Modification by Debtor of Right to Notification of Sale.

F. RETENTION OF COLLATERAL IN SATISFACTION OF DEBT

- 9:4250. Notice of Intention to Retain Collateral in Satisfaction of Obligation—Notice to Debtor.
- 9:4252. ____ Notice to Other Secured Parties.
- 9:4254. Objection to Retention of Collateral.
- 9:4256. Demand to Dispose of Collateral.

G. DEMAND FOR SECURITY

- 9:4300. Demand for Security—Fixture Removal.
- 9:4302. ____ Accession Removal.

CHAPTER 10. COMPLIANCE WITH FEDERAL RULES

PART 1. FEDERAL TRUTH-IN-LENDING DISCLOSURES

Introduction.

A. MODEL FORMS FOR OPEN END CREDIT

Sec.

- 10:1000. Balance Computation Methods Model Clauses.
- 10:1002. Liability for Unauthorized Use Model Clause.
- 10:1004. Long Form Billing Error Rights Model Form.
- 10:1006. Alternative Billing Error Rights Model Form.
- 10:1008. Rescission Model Form (When Opening an Account).
- 10:1010. Rescission Model Form (for Each Transaction).
- 10:1012. Rescission Model Form (When Increasing the Credit Limit).
- 10:1014. Rescission Model Form (When Adding a Security Interest).
- 10:1016. Rescission Model Form (When Increasing the Security).
- 10:1018. Applications and Solicitations Model Forms (Credit Cards).
- 10:1020. Applications and Solicitations Model Forms (Charge Cards).
- 10:1022. Applications and Solicitations Made Available to General Public Model Clauses.
- 10:1024. Charge Card Model Clause (When Access to Plan Offered by Another).
- 10:1026. Change in Insurance Provider Model Form (Combined Notice).
- 10:1028. Change in Insurance Provider Model Form.
- 10:1030. Home Equity Sample I.
- 10:1032. Home Equity Sample II.
- 10:1034. Home Equity Model Clauses.

B. MODEL FORMS FOR CLOSED END CREDIT

- 10:1036. Credit Sale Model Form.
- 10:1038. Loan Model Form.

TABLE OF CONTENTS

Form

- 10:1040. Amount Financed Itemization Model Form.
- 10:1042. Variable Rate Model Clauses.
- 10:1044. Demand Feature Model Clauses.
- 10:10446. Assumption Policy Model Clause.
- 10:1048. Required Deposit Model Clause.
- 10:1050. Rescission Model Form (General).
- 10:1052. Rescission Model Form (Refinancing).
- 10:1054. Credit Sale Sample.
- 10:1056. Installment Loan Sample.
- 10:1058. Refinancing Sample.
- 10:1060. Mortgage With Demand Feature Sample.
- 10:1062. Variable-Rate Mortgage Sample.
- 10:1064. Graduated Payment Mortgage Sample.

C. MISCELLANEOUS

- 10:1066. Inconsistent Truth-In-Lending and State Disclosure Requirements—
Demarcation.

PART 2. CONSUMERS' CLAIMS & DEFENSES—FEDERAL TRADE COMMISSION REQUIREMENTS

- 10:1068. Preservation of Consumers' Claims and Defenses (Sale or Lease of
Goods to Consumers).
- 10:1070. Preservation of Consumers' Claims and Defenses (Purchase Money
Loans).

	Page
Table of Statutes	531
Index	569