#### **Index**

#### ABANDONMENT OF ASSETS

Chapter 7 bankruptcy liquidations, **12:5** 

#### "ABUSE"

Chapter 7 bankruptcy liquidations, dismissal or conversion for "abuse," 12:21, 12:22

#### **ABUSIVE FILING**

Chapter 13 Bankruptcies (this index)

#### AC FORMS

Bill of Sale, Form 8050-2, **30:22** (Form)

Dealer's Aircraft Registration Certificate Application, Form 8050-5, **30:24 (Form)** 

FAA Entry Point Filing Form, International Registry, Form 8050-135, **30:25** (Form)

Registration Application, Form 8050-1, **30:21 (Form)** 

Repossession of Encumbered Aircraft, Form 8050-4, **30:23** (Form)

### ACCELERATION AND ACCELERATION CLAUSE

Generally, **4:41 et seq.** 

Bases for acceleration, **4:43** 

Decline in market value of collateral, **25:49 (Form)** 

Demand issues, 4:44

Forms

Decline in market value of collateral, **25:49 (Form)** 

Notice of acceleration, 25:50 (Form)

### ACCELERATION AND ACCELERATION CLAUSE

—Cont'd

Investment securities, default and foreclosure, 21:36

Notice, 4:44, 25:50 (Form)

Optional or automatic acceleration, **4:42** 

#### **ACCEPTANCE**

Aircraft, acceptance of lease, **30:17 (Form)** 

Equipment leasing, **14:27**, **29:11** (Form)

Equipment loan financing, 13:36 et seq.

#### ACCESSIONS

After-acquired property, **8:25** Equipment leasing, **14:21** Equipment loan financing, **13:27** Inventory, **18:50** 

#### **ACCOUNTING**

Bankruptcy, collateral, 11:20

### ACCOUNTS AND CONTRACT FINANCING

Generally, 19:1 et seq., 32:1 et seq.

Agriculture and farms, 24:9

Allocation of recourse rights,

19:34 to 19:36

Assignments, 19:12, 19:29, 32:8 (Form), 32:9 (Form)

Bankruptcy

Bankruptcy Abuse Prevention and Consumer Protection Act, 19:21, 19:22, 19:32, 19:47

#### ACCOUNTS AND CONTRACT ACCOUNTS AND CONTRACT FINANCING—Cont'd FINANCING—Cont'd Customer claims and repayment, Bankruptcy-Cont'd 19:26 Cash collateral, 19:47 Performance risks, executory Cutoff clauses, 19:25 contract rights, 19:32 Dealer control of settlements, 19:33 Postbankruptcy accounts, 19:22 Preferences, 19:21 Dealer's reserve account, allocation of recourse rights, 19:36 Security agreement, 28:8 (Form) Default Bankruptcy Abuse Prevention and Generally, 19:43 et seq. Consumer Protection Act, Bankruptcy Abuse Prevention 19:21, 19:22, 19:32, 19:47 and Consumer Protection Act, 19:47 Bulk of purchase of accounts and chattel paper, 32:1 (Form) Bankruptcy and cash collateral, 19:47 Bulk sale of accounts, 19:46 Bulk sale of accounts, 19:46 Certificate of loan value, 32:13 (Form) Events of default and deficiencies, 19:43 Chargeback and spurious claims, 19:37 Liability of lender and notice, 19:44 Choice of law and filing location, 19:16 Postdefault collections, 19:45, 19:46 **Collateral** (this index) Defenses and cutoff clauses, 19:25 Conditions. Representations, cove-Defining covered property, 19:10 nants and conditions, below to 19:13 Covenants, Representations, cove-Documents list, 19:8 nants and conditions, below Eligibility criteria, 19:13 Coverage Executory contract rights Generally, 19:9 et seq. Generally, 19:28 et seq. Assigning customer security, 19:12 Assignability, **19:29** Choice of law and filing loca-Bankruptcy Abuse Prevention tion, 19:16 and Consumer Protection Act, 19:32 Defining covered property, 19:10 to 19:13 Bankruptcy performance risks, 19:32 Eligibility criteria, 19:13 Government contracts, 19:30 Multiple entity transactions, 19:14 Risk of performance, 19:28, 19:32 Notes and security, **19:11 Sureties**, 19:31 Perfection, 19:15 Third party claims, 19:31 Sale or security, 19:9 Factoring agreements, 19:6, 32:10 Credit failure and collection effort, (Form), 32:11 (Form) allocation of recourse rights,

Federal tax liens, 19:23

19:35

#### ACCOUNTS AND CONTRACT ACCOUNTS AND CONTRACT FINANCING—Cont'd FINANCING—Cont'd Financing statements, 34:18 Inventory and accounts receivable, (Form) to 34:27 (Form) line of credit, 31:13.70 (Form) Fixed term loans, 19:3 Inventory and other liens in goods, **Forms** 18:17, 19:19 Generally, 32:1 et seq. Liability of lender and notice, Assignment of security agreedefault. 19:44 ment, 32:9 (Form) Line of credit, inventory and Bulk of purchase of accounts accounts receivable, 31:13.70 and chattel paper, 32:1 (Form) (Form) Merchant revolving purchase Certificate of loan value, 32:13 (Form) agreement, 32:2 (Form) **Collateral** (this index) Multiple entity transactions, 19:14 Factoring agreement, 32:10 Notes and security, 19:11 (Form), 32:11 (Form) Notification to account debtors, Financing statements, 34:18 19:40 (Form) to 34:27 (Form) Other contracts as collateral, 19:7 Line of credit, inventory and Perfection, 19:15 accounts receivable, Postbankruptcy accounts, 19:22 31:13.70 (Form) Postdefault collections, 19:45, Merchant revolving purchase 19:46 agreement, 32:2 (Form) Priority among accounts parties, Schedule of accounts receiv-19:18 able, 32:7 (Form) Proceeds and payments, 19:39 Security agreement, 28:8 Representations, covenants and (Form), 32:3 (Form), conditions 32:4 (Form), 32:8 Generally, 19:33 et seq. (Form), 34:6 (Form), Allocation of recourse rights, 34:13 (Form) 19:34 to 19:36 Subordination agreements, 27:5 Chargeback and spurious (Form) claims, 19:37 Value of loan, certificate of, Compliance with law, 19:41 32:13 (Form) Consumer accounts, 19:41 Wholesale financing agreement Credit failure and collection with security interest in effort, allocation of accounts and general intangibles, 31:13.60 recourse rights, 19:35 (Form) Dealer control of settlements, Government contracts, executory 19:33 contract rights, 19:30 Dealer's reserve account, Information and document allocation of recourse requirements, 19:38 rights, 19:36 Intangibles and accounts, 19:17, Information and document 31:13.60 (Form) requirements, 19:38

# ACCOUNTS AND CONTRACT FINANCING—Cont'd Representations, covenants and conditions—Cont'd Notification to account debtors, 19:40

Proceeds and payments, **19:39** Termination events, **19:42** 

Returned goods, 19:20

Revolving loans, 19:4

Risk of performance, executory contract rights, **19:28**, **19:32** 

Sale or security, 19:9

Sales of accounts, 19:5

Schedule of accounts receivable, **32:7 (Form)** 

Security agreement, 28:8 (Form), 32:3 (Form) to 32:5 (Form), 32:8 (Form), 34:6 (Form), 34:13 (Form)

Setoff rights, 19:27

Spurious claims, 19:37

Subordination agreements, **27:5** (Form)

Sureties, executory contract rights, 19:31

Tax liens, 19:23

Termination events, 19:42

Third party matters

Generally, 19:17 et seq.

Bankruptcy Abuse Prevention and Consumer Protection Act, 19:21, 19:22

Bankruptcy preferences, **19:21** Customer claims and repayment, **19:26** 

Defenses and cutoff clauses, 19:25

Executory contract rights, **19:31** Federal tax liens, **19:23** 

Intangibles and accounts, **19:17**Inventory and other liens in goods, **19:19** 

Postbankruptcy accounts, 19:22

### ACCOUNTS AND CONTRACT FINANCING—Cont'd

Third party matters—Cont'd
Priority among accounts parties,
19:18

Returned goods, 19:20

Setoff rights, 19:27

Underlying contract claims and defenses, 19:24 to 19:27

Types of transactions, **19:2 et seq.** Underlying contract claims and defenses, third party matters, **19:24 to 19:27** 

Value of loan, certificate of, **32:13** (Form)

#### ACCOUNTS RECEIVABLE

Creation of secured transaction, **2:39** 

Receivables purchase agreement, 32:12 (Form)

Security agreement, defining collateral, **34:1** (Form)

#### ACKNOWLEDGMENTS

Aircraft, recordation, **16:9** Vessels, **30:29** (Form)

#### **ACQUISITIONS**

### **Equipment Loan Financing** (this index)

Financing statement, collateral as general business security agreement now owned or hereafter acquired, **34:22** (Form)

Inventory, 18:4

#### **ACTUARIAL COMPUTATION**

Interest rates, 4:15

#### ADDITIONAL COLLATERAL

Security agreements, 34:7 (Form)

#### **ADDITIONS**

Collateral clause, 34:2 (Form)

#### ADD-ON INTEREST

Interest rates, 4:14

#### ADDRESS OF DEBTOR

Recording and perfection, content of filing, **7:19** 

#### **ADJUSTMENTS**

Chattel paper, negotiation, 20:30

#### ADMINISTRATION OF LOAN Multiple Creditor Loans (this

index)

#### ADVANCES

Agriculture, contract to create crop lien for advances to grower, **33:15 (Form)** 

Future Advances (this index)

Inventory, 18:7

Multiple Creditor Loans (this index)

#### ADVERTISING

Aircraft, default and foreclosure, **16:64** 

Foreclosure and foreclosure sales, **6:18** 

### AFTER-ACQUIRED EQUIPMENT

Security agreements, collateral, **34:2** (Form)

#### AFTER-ACQUIRED PROPERTY

Generally, 8:19 et seq.

Accessions, 8:25

Auctioneers, priorities in proceeds, **8:24** 

Avoidance powers, bankruptcy, **8:29** 

Bankruptcy, 8:29

Commercial finance security, federal tax lien priorities, 8:27

Contemporaneous exchanges, voidable preferences, **8:32** 

Creation of secured transaction, 2:32

Enabling loans, voidable preferences, **8:33** 

### AFTER-ACQUIRED PROPERTY —Cont'd

Farm products, voidable preferences, **8:34** 

Federal tax lien priorities

Generally, 8:26 to 8:28

Commercial finance security, **8:27** 

Future advances, 8:28

Future advances, federal tax lien priorities, **8:28** 

**Inventory** (this index)

Motor vehicles, perfection, 17:12

Notes, collateral clause incorporating financing statement description, **34:35 (Form)** 

Payments, voidable preferences, 8:35

Perfecting proceeds interests, 8:22

Priorities, 8:19 et seq.

Proceeds, 8:21 to 8:24

Production-money, **8:20.60**, **8:20.70** 

Purchase money priority, 8:20

Receivables, voidable preferences, **8:34** 

Sales agents, priorities in proceeds, **8:24** 

Secured transactions, sufficiency of description, 2:32.50

Setoff rules, 8:36

Taxation. Federal tax lien priorities, above

Voidable preferences, **8:31 to 8:34** Generally, **8:30 et seq.** 

Contemporaneous exchanges, **8:32** 

Elements of preference, 8:31

Enabling loans, 8:33

Inventory, receivables and farm products, **8:34** 

Payments, 8:35

#### AFTER-ACQUIRED RIGHTS

Intellectual property, 22:33

AFTER-DEVELOPED	AGRICULTURE AND FARMS
PROPERTY	—Cont'd
Intellectual property, 22:14	Buyers—Cont'd
AGREEMENTS	List of prospective, 24:32 Chapter 11, 24:51
Contracts and Agreements (this	¥
index)	Chapter 12, generally, <b>24:40 et</b> seq.
AGRICULTURE AND FARMS	Classification, general issues with
Generally, 24:1 et seq., 33:4 et	Farm equipment, <b>24:7</b>
seq.	Farm products, <b>24:6</b>
Accounts, 24:9	Livestock, <b>24:10</b>
Advances to grower, contract to	Codebtor rights, 24:42
create crop lien for, 33:15	Collateral, security agreement
(Form)	with crops, livestock, and
After-acquired property, 8:34	equipment as collateral,
Article 9 revisions involving filing of financing statements, <b>24:5</b>	detailed provisions for types,
Auctioneers, 24:31	amounts, care, and disposition, <b>33:12.50</b> (Form)
Automatic stay	Commingled property, feedlots
Chapter 11, <b>24:52</b>	and, 24:27
Codebtor rights, <b>24:42</b>	Confirmation rules, <b>24:45 to</b>
Issues, generally, 24:41	24:47
Avoidance powers, <b>24:22</b>	Contract rights, wrapping up,
Bankruptcy	24:50
Generally, 24:40 et seq.	Co-op payments and certificates,
Automatic stay	24:17
Chapter 11, <b>24:52</b>	Crops
Codebtor rights, 24:42	Conflicting coverage, generally
Issues, generally, 24:41	24:13 to 24:15
Avoidance powers, 24:22	Growing, <b>24:14</b>
Chapter 12 eligibility, <b>24:40</b>	Production loans, 24:25
Codebtor rights, 24:42	Real estate description, 24:14
Confirmation rules, 24:45 to	Storage, <b>24:15</b>
24:47	Crops and livestock, security
Debt extension, 24:46	agreement, 33:11 (Form), 33:12 (Form), 33:12.50
Debtor control, 24:43	(Form)
Disposable income issues, <b>24:47</b>	Dairy assignment, <b>33:7 (Form)</b>
Postpetition property: susidy	Debt extension, 24:46
rights, 24:23	Debtor control, 24:43
Time limitations, 24:44	Disposable income issues, <b>24:47</b>
Valuation, <b>24:46</b>	Documents list, 24:3
Buyers	Entry right, grant in respect of
Federal law preemption, <b>24:21</b>	security agreement covering

AGRICULTURE AND FARMS

#### -Cont'd —Cont'd crops on leased land, 33:14 Forms—Cont'd (Form) Entry right, grant in respect of security agreement cover-Equipment ing crops on leased land, Classification of farm equip-33:14 (Form) ment, general issue related to, 24:7 Hedging account, security agreement and assignment Purchase-money interests, of, **33:10** (Form) 24:24 Livestock addendum. 33:13 Security agreement with crops, (Form) livestock, and equipment Loan agreement, 33:4 (Form) as collateral, detailed pro-Property purchase, crop visions for types, amounts, mortgage as additional care, and disposition, security, **33:16** (**Form**) 33:12.50 (Form) Security agreement, 33:5 Farm products, 24:4, 24:6 (Form), 33:6 (Form), Federal law involvement, 24:19 33:12.50 (Form) Federal subsidy payments, 24:18 Subordination agreement, 33:8 Feeding rights, 24:35 (Form), 33:9 (Form) Feedlots and commingled prop-General intangibles, **24:9** erty, 24:27 General rights and farm property, Financing statements, 24:5, 24:8 24:48 to 24:51 Foreclosure. Default and foreclo-Grain storage conflicts, 24:26 sure, above Growing, crops, 24:14 **Forms** Handling certificates, 24:36 Hedging account, security agree-Generally, 33:4 et seq. ment and assignment of, Advances to grower, contract to 33:10 (Form) create crop lien for, 33:15 Issues, nature of, 24:4 (Form) Lender liability issues, 24:29 Aquacultural goods, security Liens, secondary, 24:38 agreement, 33:17.50 (Form) Livestock Addendum, 33:13 (Form) Collateral, security agreement Classification of, general issues with crops, livestock, and with, 24:10 equipment as collateral, Feedlots, 24:12 detailed provisions for types, amounts, care, and Packers, 24:12 disposition, **33:12.50** Products, 24:11 (Form) Purchase-money interests: live-Crops and livestock, security stock, supplies, and equipagreement, 33:11 (Form), ment, 24:24 33:12 (Form), 33:12.50 Security agreement, 33:11 (Form) (Form), 33:12 (Form), Dairy assignment, 33:7 (Form) 33:12.50 (Form)

AGRICULTURE AND FARMS

#### AGRICULTURE AND FARMS AGRICULTURE AND FARMS -Cont'd —Cont'd Statutory trusts, 24:28 Livestock—Cont'd Slaughterhouses, 24:12 Storage of crops, 24:15 Unborn young, 24:11 Storage rights, 24:35 Loan agreement, 33:4 (Form) Subordination agreement, 33:8 (Form), 33:9 (Form) Margin accounts, 24:39 Subsidiary participation, 24:34 Operate, right to enter and, 24:49 Ownership issues, 24:37 Subsidies, 2:37 Packers, livestock, 24:12 Supplies, purchase-money interests, 24:24 **Payments** Susidy rights, bankruptcy, Generally, 24:16 to 24:18 postpetition property, 24:23 Co-op payments and certifi-Terms. Covenants and terms, cates, 24:17 above Federal subsidy payments, Time limitations, 24:44 24:18 Transactions, types of, 24:2 Perfection Trusts, statutory, 24:28 Livestock, above Use and residence, statements Perishable property, selling, 24:51 about, 24:33 Postpetition property: susidy Valuation, **24:46** rights, 24:23 Waivers. 24:37 Preemption, buyers and federal law, 24:21 Wrapping up contract rights, 24:50 Property purchase, crop mortgage as additional security, 33:16 **AIRCRAFT** (Form) Generally, 16:1 et seq., 30:1 et Prospective buyers, list of, 24:32 seq. Purchase-money interests: live-AC Forms stock, supplies, and equip-Bill of Sale, Form 8050-2, ment, 24:24 30:22 (Form) Real estate description of crops, Dealer's Aircraft Registration 24:14 Certificate Application, Real estate interests, 24:20 Form 8050-5, **30:24** Recording and perfection, intra-(Form) state filing choices, 7:9 FAA Entry Point Filing Form, Removal rights, 24:35 International Registry, Residence, statements about use Form 8050-135, **30:25** and, 24:33 (Form) Restricting sales, 24:30 Registration Application, Form Right to enter and operate, 24:49 8050-1, **30:21** (Form) Sales, restricting, 24:30 Repossession of Encumbered Sales agents, 24:31 Aircraft, Form 8050-4, Secondary liens, 24:38 30:23 (Form) Security agreement, 33:5 (Form), Acceptance of lease, 30:17 33:6 (Form) (Form)

AID CD AFF. C. (1)	AIDODAETE O 411
AIRCRAFT—Cont'd	AIRCRAFT—Cont'd
Acknowledgments, recordation,	Convention on International
16:9	Interests in Mobile Equip-
Actual notice, validity of convey-	ment—Cont'd
ances, leases and security	Effects on International Regis-
instruments, 16:19	try, <b>16:31</b>
Advertising, default and foreclo-	International
sure, <b>16:64</b>	Interests, 16:28 to 16:30
Alternative	Registry, 16:27, 16:31
Default provisions, aircraft	Nonconsensual interests, <b>16:32</b>
lease, <b>30:8</b> (Form)	Outright sales, 16:29
Maintenance provisions, aircraft	Pre-date interests, <b>16:33</b>
lease	Requirements, formal, 16:30
Lessee to pay for routine	Covenants and representations
maintenance, 30:12	Generally, 16:54 et seq.
(Form)	Choice of law, <b>16:55</b>
Lessor to pay for routine	FAA truth in leasing compli-
maintenance, 30:13	ance, <b>16:61</b>
(Form)	Insurance and indemnity, <b>16:60</b>
Arbitration, 16:67	Maintenance practices, <b>16:58</b>
Artisan's liens, priority, 16:45	Replacement parts, <b>16:59</b>
Assignments, recordation, 16:10	Title and ownership, <b>16:56</b>
Bankruptcy, <b>11:9</b> , <b>16:66</b>	Use restrictions, <b>16:57</b>
Bill of Sale, AC Form 8050-2,	
30:22 (Form)	Covered aircraft and registration rules, <b>16:36</b>
Brokerage, default and foreclo-	
sure, 16:64	Dealer's Aircraft Registration Cer-
Cancellations, recordation, <b>16:12</b>	tificate Application, AC Form 8050-5, <b>30:24 (Form)</b>
Cape Town Convention, 16:25,	
16:26, 16:28 to 16:30, 16:32,	Default and foreclosure
16:33	Generally, 16:62 et seq.
Certificates, registration, <b>16:23</b> , <b>16:24</b>	Advertising and brokerage,
Choice of law, <b>16:55</b>	16:64
Conditional sales, leases and rent-	Inspection of property, <b>16:63</b>
als. <b>16:41</b>	Lease, alternative default provi-
Controlled substances violations,	sions, <b>30:8 (Form)</b>
denial of registration for,	Title transfers, 16:65
16:22	Description, recordation, <b>16:11</b>
Convention on International	Discharges, recordation, 16:12
Interests in Mobile Equip-	Documents list, 16:3
ment	Enforcement of interest, 16:62 et
Generally, 16:25 et seq.	seq.
Aircraft Protocol, <b>16:25</b> , <b>16:26</b>	Engines and related equipment,
Cape Town Convention, <b>16:25</b> ,	16:37
16:26, 16:28 to 16:30,	Equipment and airworthiness,
16:32, 16:33	aircraft lease, 30:6 (Form)
•	

AIRCRAFT—Cont'd	AIRCRAFT—Cont'd
Evidentiary value of certificates,	Forms—Cont'd
16:23	Insurance, aircraft lease
Extension of aircraft lease, 30:7	Lessee's obligations, 30:10
(Form)	(Form)
Federal Aviation Administration	Lessor's obligations, 30:11
Entry Point Filing Form, AC	(Form)
Form 8050-135, <b>30:25</b>	Insurance requirements, 30:18
(Form)	(Form)
Recordation, 16:4	Lease, 30:4 (Form) to 30:15
Truth in leasing compliance,	(Form)
16:61	Repossession certificate, 30:20
Federal indexing, perfection,	(Form)
16:39	Restrictions on use, aircraft
Federal preemption, priority,	lease, <b>30:14</b> (Form)
16:43	Sale and leaseback agreement,
Fees for recording, 16:13	aircraft lease, 30:15
Filing, perfection, 16:34	(Form)
Finance transactions, <b>16:2</b>	Security agreement, 30:1 (Form)
Flight hours, aircraft lease, 30:9	` /
(Form)	Security interest assignment agreement, <b>30:3</b> (Form)
Foreclosure. Default and foreclo-	Short form lease, 30:5 (Form)
sure, above	
Forms	Truth-in-leasing clause, 30:19 (Form)
Generally, 30:1 et seq.	Indexing, perfection, <b>16:39</b>
AC Forms, above	Inspection of certificates, <b>16:24</b>
Acceptance of lease, 30:17	
(Form)	Inspection of property, default and foreclosure, <b>16:63</b>
Alternative default provisions, aircraft lease, <b>30:8</b> (Form)	Installment sale, security agree-
	ment, <b>30:2</b> (Form)
Alternative maintenance provisions, aircraft lease	Insurance
Lessee to pay for routine	
maintenance, 30:12	Generally, <b>30:18</b> (Form)
(Form)	Aircraft lease
Lessor to pay for routine	Lessee's obligations, <b>30:10</b> (Form)
maintenance, 30:13	Lessor's obligations, 30:11
(Form)	(Form)
Equipment and airworthiness,	Insurance and indemnity, <b>16:60</b>
aircraft lease, 30:6 (Form)	Interests
Extension of aircraft lease, 30:7	International, 16:28 to 16:30
(Form)	Nonconsensual, 16:32
Flight hours, aircraft lease, <b>30:9</b> (Form)	Pre-date, <b>16:33</b>
Installment sale, security agree-	International
ment, <b>30:2</b> (Form)	International Interests, 16:28 to 16:30
mont, 50.2 (FUIII)	111010303, 10.20 to 10.30

AIRCRAFT—Cont'd International—Cont'd Registry, 16:27, 16:31, 30:25	AIRCRAFT—Cont'd Priority—Cont'd Perfection, 16:34
(Form) Lease. Aircraft Lease (this index)	Previous buyers and ownership, 16:50 to 16:52
Mailing address and effective date of filing, <b>16:14</b>	Relation back and first to file, 16:49
Maintenance practices, <b>16:58</b> Mechanics and mechanic's liens, priority, <b>16:45</b> , <b>16:53</b>	Repairmen and mechanics, 16:53 Rules, 16:44
Nonconsensual interests, 16:32	Storage charges lien, 16:46
Notice, validity of conveyances, leases and security instru-	Unperfected interests, first to file and notice, <b>16:48</b>
ments, <b>16:19</b> Ordinary course, buyers in, <b>16:51</b> ,	Propellors and related equipment, <b>16:37</b>
16:52	Protocol, <b>16:25</b> , <b>16:26</b>
Outright sales, <b>16:29</b> Perfection	Purchase options, perfection, <b>16:40</b>
Generally, 16:34 et seq.	Recordation
Conditional sales, leases and	Generally, <b>16:4 et seq.</b>
rentals, <b>16:41</b>	Actual notice, validity of
Covered aircraft and registration rules, <b>16:36</b>	conveyances, leases and
Engines, propellors and related	security instruments, <b>16:19</b>
equipment, 16:37	Assignments, <b>16:10</b> Conveyance, defined, <b>16:7</b>
Failure to register, 16:38	Description, <b>16:11</b>
Federal indexing, 16:39	Eligibility for recording, <b>16:8</b>
Filing and priority, <b>16:34</b>	Federal Aviation Administration
Possession and perfection, <b>16:42</b>	Authorization Act, 16:4
Purchase options, <b>16:40</b>	Fees for recording, 16:13
Recordings, <b>16:35 to 16:37</b>	Formal requisites, <b>16:9</b> , <b>16:10</b>
Possession and perfection, <b>16:42</b>	Instruments covered, 16:6, 16:7
Preemption, priority, <b>16:43</b>	Mailing address and effective date of filing, <b>16:14</b>
Previous buyers and ownership, priority, <b>16:50 to 16:52</b>	Notice, validity of conveyances, leases and security instru-
Priority	ments, <b>16:19</b>
Generally, 16:43 et seq.	Perfection, 16:35 to 16:37
Artisan's or mechanic's liens, <b>16:45</b>	Period of validity of convey- ances, leases and security
Federal preemption, 16:43	instruments, 16:20
First to file and notice, <b>16:47 to</b>	Purpose, 16:5
16:49 Ordinary course, buyers in, 16:51, 16:52	Releases, cancellations, discharges and satisfac- tions, 16:12
10.31, 10.32	uons, <b>10.12</b>

#### AIRCRAFT—Cont'd AIRCRAFT—Cont'd Recordation—Cont'd Security Relevance of recordation, Agreement, **30:1** (Form) 16:16, 16:17 Interest assignment agreement, Reliance on record title, 16:17 30:3 (Form) Return of original conveyance, Security purposes, conveyances 16:15 executed for, 16:10 Security purposes, conveyances Short form lease, **30:5** (Form) executed for, 16:10 Signatures, recordation, 16:9 Signatures and acknowledg-Storage charges lien, 16:46 ments, 16:9 Time-share agreement, 30:16 Validity of conveyances, leases (Form) and security instruments, Title and ownership, 16:56, 16:65 16:18 to 16:20 Truth-in-leasing clause, 30:19 Registration (Form) Generally, 16:21 et seq. Use restrictions, 16:57 Applicability, 16:21 Application, AC Form 8050-1, AIRCRAFT LEASE 30:21 (Form) Airworthiness, **30:6** (Form) Certificates, 16:23, 16:24 Alternative default provisions, Controlled substances viola-30:8 (Form) tions, denial for, 16:22 Alternative maintenance provi-Evidentiary value of certificates, sions 16:23 Lessee to pay for routine main-Inspection of certificates, 16:24 tenance, 30:12 (Form) Relation back and first to file, Lessor to pay for routine mainpriority, 16:49 tenance, 30:13 (Form) Releases, recordation, 16:12 Default, alternative default provi-Relevance of recordation, 16:16 sions, **30:8** (Form) Reliance on record title, 16:17 Equipment and airworthiness, 30:6 (Form) Repairmen, priority, 16:53 Extension, 30:7 (Form) Replacement parts, 16:59 Flight hours, **30:9** (Form) Repossession certificate, 30:20 (Form) Insurance Representations. Covenants and Lessee's obligations, 30:10 (Form) representations Restrictions on use, aircraft lease, Lessor's obligations, 30:11 30:14 (Form) (Form) Return of original conveyance, Maintenance. Alternative mainte-16:15 nance provisions, above Rules, priority, 16:44 Restrictions on use, **30:14** (Form) Sale and leaseback agreement, Sale and leaseback agreement, aircraft lease, 30:15 (Form) 30:15 (Form)

Short form, 30:5 (Form)

Satisfactions, recordation, 16:12

#### AIRCRAFT PROTOCOL

Convention on International Interests in Mobile Equipment, **16:25**, **16:26** 

#### **AIRWORTHINESS**

Aircraft lease, 30:6 (Form)

### "ALL ASSET" DESCRIPTIONS Creation of Secured Transaction (this index)

#### **ALLOWANCE**

Bankruptcy, secured claims, 11:30

#### **ALTERATION**

**Modification** (this index)

#### **AMENDMENTS**

2010 amendments to Article 9, **1:4.50** 

### Vessels, mortgages, 15:37

**AMORTIZATION** 

**Interest Rates** (this index)

#### APPEAL AND REVIEW

Bankruptcy, postpetition financing, **11:26** 

Chapter 7 bankruptcy liquidations, personal property, **12:16** 

#### **APPRAISAL**

Stipulation of settlement, **34:38** (Form)

#### APPRAISED VALUE

Bankruptcy, modes of cram down for secured debt, **11:42.50** 

#### APPRAISED VALUE CRAM DOWN

**Bankruptcy** (this index)

#### APPROVAL

**Consent** (this index)

#### **AQUACULTURAL GOODS**

Security agreement, 33:17.50 (Form)

#### ARBITRATION

Aircraft, 16:67

Class relief precluded, **25:48.50** (Form)

Forms, **25:48** (Form)

Multiple creditor loans, arbitration clauses in participation agreements, **27:25** (Form)

Vessels (this index)

#### **ARTICLE 9**

Revised Article 9, **1:3**, **1:4** 2010 amendments. **1:4.50** 

#### **ARTISAN'S LIENS**

Aircraft, priority, 16:45

#### ASSIGNMENTS

Accounts and contract financing, 19:12, 19:29, 32:9 (Form)

Aircraft, recordation, 16:10

Chattel paper, assignment of security agreement, **32:9** (Form)

Chose of action, assignment as collateral security for indebtedness, **32:51 (Form)** 

Collateral assignment of trademarks, **32:48** (Form)

Copyright, 32:43 (Form)

Dairy assignment, 33:7 (Form)

**Equipment Leasing** (this index) Forms

Accounts and contract financing, 32:8 (Form), 32:9 (Form)

Chattel paper, assignment of security agreement, **32:9** (Form)

Chose of action, assignment as collateral security for indebtedness, 32:51 (Form)

Collateral assignment of trademarks, **32:48** (Form)

Guaranty by assignor, security agreement with, 25:9.60 (Form)

#### ASSIGNMENTS—Cont'd

Forms—Cont'd

Investment securities, 32:22 (Form), 32:30 (Form)

Modification after assignment, prohibition, **27:31** (Form)

Notes, 32:22 (Form), 32:30 (Form)

Notice to account debtors of assignment of account, **27:33 (Form)** 

Patents, agreement to assign, **32:37 (Form)** 

Patents, rights, assignment of, license agreement, **32:41** (Form)

Purchase money security agreement, interest in, **25:9.50** (Form)

Security agreement, **34:12** (Form)

Statement of assignment, 25:59 (Form), 27:34 (Form)

Termination statement, assignment statement combined with, **25:59 (Form)** 

Trademark license or assignment agreement, reassignment of trademark to secure performance by assignee, 32:49 (Form)

Investment securities, 32:22 (Form), 32:30 (Form)

Modification after assignment, prohibition, **27:31** (Form)

Notes, 32:22 (Form), 32:30 (Form)

Notice to account debtors of assignment of account, **27:33** (Form)

Oil and gas production, 23:29
Patents

Agreement to assign, **32:37** (Form)

Rights, assignment of, license agreement, **32:41 (Form)** 

#### ASSIGNMENTS—Cont'd

Recording and perfection, 7:32 Secured loan, pledge, assignment and security agreement, 25:42.10 (Form)

Secured Loans and Priorities (this index)

Security agreement, 34:12 (Form)

Security agreements, assignment of hotel revenues, **34:12.50** (Form)

Software, 32:36 (Form)

Statement of assignment, 25:59 (Form), 27:34 (Form)

Termination statement, assignment statement combined with, 25:59 (Form)

Trademarks

Collateral assignment, **32:48** (Form)

License or assignment agreement, reassignment of trademark to secure performance by assignee, 32:49 (Form)

Vessels, mortgages, 15:37

#### **ASSUMPTIONS**

Vessels, mortgages, 15:37

#### **ATTORNEYS**

**Bankruptcy** (this index)

Creation of secured transaction, opinions of counsel, 2:5, 26:6 (Form), 26:7 (Form)

Oil and gas, title opinions, 23:30 Perspectives of key parties, 1:14 Vessels, default and foreclosure, 15:57

#### AUCTIONEER

Consignments, merchant requirement as to auctioneer, **18:34** 

#### AUCTIONS

After-acquired property, priorities in proceeds, **8:24** 

#### AUCTIONS—Cont'd

Agriculture and farms, **24:31** Motor vehicles, default and foreclosure, **17:33** 

#### **AUTOMATIC STAY**

**Agriculture and Farms** (this index)

Chapter 13 bankruptcies, **12:25**, **12:26** 

Chattel paper, bankruptcy of dealer, **20:14** 

Foreclosure and Foreclosure Sales (this index)

Inventory, **18:69**Lift of, bankruptcy, **11:61** 

#### **AUTOMOBILES**

**Motor Vehicles** (this index)

### AVOIDABLE TRANSFERS Workouts and Preforeclosure (this index)

#### BAD FAITH

**Good Faith** (this index)

#### **BAILMENT**

Consignment distinguished, **18:27** Notice to bailee, **25:39** (Form)

#### **BALLOON PAYMENTS**

Bankruptcy, appraised value cram down, **11:47** 

#### **BANKRUPTCY**

Generally, 1:10, 11:1 et seq., 12:1 et seq., 28:1 et seq.

Abuse, prevention of. Bankruptcy Abuse Prevention and Consumer Protection Act (this index)

Accounting for collateral, 11:20

Accounts and Contract Financing (this index)

After-acquired property, 8:29

**Agriculture and Farms** (this index)

Aircraft, 11:9, 16:66

#### BANKRUPTCY—Cont'd

Appeal, postpetition financing, 11:26

Appraised value cram down Generally, 11:38.50, 11:41 et seq.

Balloon payments, 11:47
Caselaw illustrations, 11:42.50
Deficiency claims, 11:45
Interest and discount rate, 11:44
Length of repayment term,
11:48

Negative amortizations, 11:46 Property and claim valuation,

11:42, 11:43

Attorneys. Representation, below Automatic stay, lift of, 11:61 Bad faith, 11:13, 11:14, 11:57 Balloon payments, appraised value

cram down, 11:47

Cash collateral

Generally, 11:18 to 11:21 Adequate protection, 11:20 Court approval for use, 11:21 Defined, 11:19 Financing order, 28:7 (Form)

Mortgage, pledge, and security agreement executed by debtor in possession authorized to use cash collateral, **28:8 (Form)** 

Segregating and accounting for collateral, 11:20

Chapter 7 Bankruptcy Liquidations (this index)

Chapter 11 Bankruptcies (this index)

Chapter 13 Bankruptcies (this index)

Chattel paper, 20:13 to 20:15 Classification of claims, 11:31 to

Confirmation standards. Plans and confirmation standards, below

#### BANKRUPTCY—Cont'd BANKRUPTCY—Cont'd Consumer protection. Bank-Dates, notice of fixing, 28:12 ruptcy Abuse Prevention (Form) and Consumer Protection Deficiency claims, appraised value **Act** (this index) cram down, 11:45 Conversion. Dismissal and Delay and value deterioration, conversion, below 11:15 Corporation plan of reorganiza-Disclosure statement, 28:13 tion, 28:3 (Form) (Form) Court approval for use of cash Discount rate, appraised value collateral, 11:21 cram down, 11:44 Dismissal and conversion Covenants and events of default. Generally, 11:12 to 11:14 3:6 Cram down Bad faith filing, 11:13, 11:14 Determination of interest rate, Chapter 7 bankruptcy, 12:20 to 11:52.50 12:22 Delay and value deterioration, Predominate use test, present 11:15 value, general secured Value deterioration, 11:15 creditors, 12:36.50 Equipment, 11:9 Present value, general secured creditors, predominate use **Equipment Leasing** (this index) test, 12:36.50 Equipment loan financing, 13:34 Secured debts Evolution of law, 11:2, 11:3 Generally, 11:38 et seq. Examiners and trustees, 11:16 Appraised value cram down, Exclusivity, rights to propose plan, above 11:35 "Fair and equitable" finding Exit commitment letter with exit by court, 11:51, 11:52 term sheet, 28:6.50 (Form) General secured creditors, "Fair and equitable" finding by 12:36 et seq. court, cram down for secured "Hanging paragraph," 12:36 debt, 11:51, 11:52 et seq. Feasibility, 11:54 to 11:56, Impairment of debt, 11:39.50 12:31.20 Indubitable equivalent, 11:50 Filing, allowance and recourse as to secured claims, 11:30 Nonimpairment of debt, 11:39 Filing notice, 28:12 (Form) Final report and application for Sale and lien on proceeds, 11:40 final decree, 28:17 (Form) Section 1111(b) election, Financing order, **28:7** (**Form**) 11:49 Financing orders, postpetition Section 1111(b)(2) election, financing, 11:25 application, 11:49.50 Foreclosure. Workouts and **Preforeclosure** (this index) Creditor's plan, 28:6 (Form)

Forms

Generally, 28:1 et seq.

Cross-collateralization, postpetition financing, 11:23

#### BANKRUPTCY—Cont'd

- Forms—Cont'd
  - Cash collateral and financing order, **28:7** (Form)
  - Corporation reorganization plan, **28:3** (Form)
  - Creditors' meeting, notice, **28:12 (Form)**
  - Creditor's plan, 28:6 (Form)
  - Disclosure statement, **28:13** (Form)
  - Disclosure statement in small business case under Chapter 11, Official Bankruptcy Form, 28:13.10 (Form)
  - Exit commitment letter with exit term sheet, **28:6.50** (Form)
  - Final report and application for final decree, **28:17 (Form)**
  - General power of attorney, **28:18 (Form)**
  - Individual debtor reorganization plan, 28:2 (Form)
  - Instructional course concerning financial management, debtor's certification of completion, Official Bankruptcy Form, 28:16.50 (Form)
  - Liquidating plan of reorganization, **28:4** (Form)
  - List of creditors, 28:10 (Form)
  - Means test for use in Chapter 11 cases, **28:1** (Form)
  - Means test in Chapter 7 cases, **28:1.50 (Form)**
  - Means test in Chapter 13 cases, Official Bankruptcy Form, 28:1.60 (Form)
  - Mortgage agreement executed by debtor in possession authorized to use cash collateral, **28:8 (Form)**
  - Motion or objection, **28:15** (Form)

#### BANKRUPTCY—Cont'd

- Forms—Cont'd
  - Notice of filing, meeting of creditors, and fixing of dates, **28:12 (Form)**
  - Objection to claim, notice, **28:16 (Form)**
  - Partnership, plan of reorganization, **28:5** (Form)
  - Periodic report regarding value, operations and profitability of entities in which debtor's estate holds a substantial or controlling interest, Official Bankruptcy Form No. B 426, 28:13.30 (Form)
  - Pledge agreement executed by debtor in possession authorized to use cash collateral, 28:8 (Form)
  - Proof of claim, Official Bankruptcy Form, **28:14** (Form)
  - Reaffirmation agreement cover sheet, Official Bankruptcy Form, **28:14.10** (Form)
  - Reorganization plan in small business cases under Chapter 11, Official Bankruptcy Form No. B 425A, 28:6.10 (Form)
  - Reorganization plans, generally, **28:2 et seq.**
  - Security agreement executed by debtor in possession authorized to use cash collateral, **28:8 (Form)**
  - Small business monthly operating report, Official Bankruptcy Form No. B 425C, **28:13.20 (Form)**
  - Special power of attorney, **28:19 (Form)**
  - Statement of financial affairs, **28:11 (Form)**

#### BANKRUPTCY—Cont'd

General power of attorney, **28:18** (Form)

Good faith, 11:13, 11:14, 11:57, 12:31.10

Impairment of debt, 11:39.50

Individual debtors plan of reorganization, **28:2** (Form)

Indubitable equivalent, cram down for secured debt, 11:50

Instructional course concerning financial management, debtor's certification of completion, Official Bankruptcy Form, **28:16.50 (Form)** 

Interest

Appraised value cram down, 11:44

Postpetition effect of security, 11:28

Interest rate, determination of, cram down, 11:52.50

Inventory, preference monitoring, **18:44** 

Length of repayment term, appraised value cram down, 11:48

Letters of credit, 10:46

Leveraged buyouts (LBO's), equitable subordination, **10:66** 

Lien on proceeds, cram down for secured debt, **11:40** 

Liquidating plan of reorganization, **28:4 (Form)** 

Liquidation under Chapter 7. **Chapter 7 Bankruptcy** 

**Liquidations** (this index) List of creditors, **28:10** (Form)

Master termination agreement (Chapter 11 voluntary bankruptcy), **28:21 (Form)** 

Means test for use in Chapter 11 cases, **28:1** (Form)

Meeting of creditors, notice, **28:12** (Form)

#### BANKRUPTCY—Cont'd

Mortgage, agreement executed by debtor in possession authorized to use cash collateral, **28:8 (Form)** 

Motion or objection, notice, **28:15** (Form)

Motor vehicles, perfection and precautions, **17:11** 

Multiple Creditor Loans (this index)

Negative amortizations, appraised value cram down, 11:46

Nondebtors, discharge or release, 11:59, 11:60

Nonimpairment of debt, cram down for secured debt, 11:39

Notes and certificates of deposit, 20:62

Notice

Filing, meeting of creditors, and fixing of dates, 28:12 (Form)

Motion or objection, **28:15** (Form)

Objection to claim, **28:16** (Form)

Objection, notice, 28:15 (Form), 28:16 (Form)

Oil and gas, unrecorded interests, 23:19

Partnership, plan of reorganization, 28:5 (Form)

Plans and confirmation standards

Generally, 11:29 et seq.

Allowance and recourse as to secured claims, **11:30** 

Appraised value cram down, above

Chapter 13, **12:31.10 to 12:31.40** 

Classification of claims, 11:31 to 11:33

Cram down for secured debt, above

BANKRUPTCY—Cont'd  Plans and confirmation standards —Cont'd  Creditor's rights to propose	BANKRUPTCY—Cont'd  Postpetition sales of property, trustee and examiners, 11:17  Power of attorney, 28:18 (Form),
plan, 11:37 Discharge or release of nondebtors, 11:59, 11:60 Environment and leverage, 11:29 Exclusivity, rights to propose plan, 11:35 Feasibility, 11:54 to 11:56	28:19 (Form) Preconfirmation matters Generally, 11:11 et seq. Cash collateral, above Conversion. Dismissal and conversion, above Dismissal and conversion,
Filing, allowance and recourse as to secured claims, 11:30 Improper classification of claim, 11:33	above Interest, postpetition effect of security, 11:28 Postpetition effect of security, 11:27, 11:28
Leverage and plan environment, 11:29 Nondebtors, discharge or release, 11:59, 11:60 Ownership interests, unsecured	Postpetition financing, above Postpetition sales of property, trustee and examiners, 11:17
claims, 11:53 Reorganization plans, 28:2 to 28:6 Rights to propose plan, 11:34 to	Trustee and examiners, 11:16, 11:17  Present value Chapter 13 bankruptcy, "hanging paragraph," 12:36 et
11:37 Secured claims, 11:30 Small business bankruptcies, 11:58 Unsecured claims and owner-	seq.  "Hanging paragraph," 12:36 et seq.  Proof of claim, 28:14 (Form)
ship interests, 11:53 Pledge agreement executed by debtor in possession authorized to use cash collateral,	Property and claim valuation, 11:42, 11:42.50, 11:43 Representation Generally, 11:4 et seq.
28:8 (Form) Postpetition DIP loan, 28:20 (Form) Postpetition effect of security,	Chapter 11, 11:8, 11:9 Creditor's risks, 11:7 Debtor's decision to file, 11:6 Equipment, Chapter 11, 11:9
11:27, 11:28 Postpetition financing Generally, 11:22 et seq. Appeal, status on, 11:26 Cross-collateralization, 11:23	Objectives of representation, 11:5 to 11:7 Small businesses, 11:10 Subchapter V, Chapter 11,
Financing orders, 11:25 Superpriority priming liens, 11:24	11:10.50  Vessels and aircraft equipment, Chapter 11, 11:9

#### BANKRUPTCY—Cont'd

Sale, cram down for secured debt, 11:40

Section 1111(b) election, cram down for secured debt, **11:49** 

Section 1111(b)(2) election, application, **11:49.50** 

Security agreement executed by debtor in possession authorized to use cash collateral, **28:8 (Form)** 

Segregating collateral, 11:20 Small businesses, 11:10, 11:58

Special power of attorney, **28:19** (Form)

Statement of financial affairs, **28:11 (Form)** 

Subordination agreements, **8:43** Summary of 2005 changes to

bankruptcy law, 11:3

Superpriority priming liens, postpetition financing, 11:24

Surety and guaranty contracts, 10:25, 10:26

Time and date

### Chapter 7 Bankruptcy Liquidations (this index)

Cram down for secured debt, valuation, 11:43

Notice of fixing of dates, 28:12 (Form)

Trustee and examiners, **11:16**, **11:17** 

2005 changes to bankruptcy law, 11:3

Value and valuation, 11:15, 11:42, 11:43

Vessels, 11:9, 15:58

## BANKRUPTCY ABUSE PREVENTION AND CONSUMER PROTECTION ACT

Accounts and contract financing, 19:21, 19:22, 19:32, 19:47
Acquisition finance, 13:34

## BANKRUPTCY ABUSE PREVENTION AND CONSUMER PROTECTION ACT—Cont'd

After-acquired property management, **8:29** 

Chapter 7 bankruptcy liquidations, 12:19, 12:22

Reaffirmations, **12:14**, **12:15**Redemption rights, **12:9**, **12:12** 

Chattel paper, 20:14

Equipment loan financing, 13:34

Executory contract rights, 19:32

Floating liens and intangibles, bankruptcy preference monitoring, **18:44** 

Inventory, bankruptcy preference monitoring, **18:44** 

Motor vehicles, perfection and governing law, **17:11** 

Multiple creditor loans, intercreditor relationship, **9:48** 

Notes and certificates of deposit, **20:62** 

Oil and gas, **23:19** 

Real estate contracts and papers, rents in bankruptcy, **20:62** 

#### BIDS

Foreclosure and foreclosure sales, minimum bid auctions, **6:16** Stipulation of settlement, protective bid, **34:38** (Form)

#### BLANKET SECURITY INTEREST

Financing statement description, 34:24 (Form)

#### **BORROWING BASE LOANS**

Generally, 31:1 et seq.

Application for inventory financing, 31:9 (Form), 31:10 (Form)

Commercial letter of credit, security agreement, **31:8** (Form)

### BORROWING BASE LOANS —Cont'd

Comprehensive revolving credit lines

Generally, 31:1 et seq.

Borrowing base, 31:1 (Form)

Computation of borrowing base, **31:3 (Form)** 

Eligible accounts, defined, **31:4** (Form)

Eligible equipment, defined, **31:6 (Form)** 

Eligible inventory, defined, **31:5** (Form)

Short form, 31:2 (Form)

Computation of borrowing base, **31:3 (Form)** 

Eligible accounts, defined, **31:4** (Form)

Eligible equipment, defined, **31:6** (Form)

Eligible inventory, defined, **31:5** (Form)

Forms, 31:1 et seq.

Letter of credit tied to base, 31:7 (Form), 31:8 (Form)

#### **BREACH OF PEACE**

Nonjudicial and self-help repossession, **5:29** 

#### **BROKERAGE**

Aircraft, default and foreclosure, **16:64** 

#### **BULK SALES**

Accounts, 19:46 Inventory, 18:53 Leveraged buyouts (LBO's), 10:62

#### **BUYOUT TRANSACTIONS**

Multiple creditor loans, intercreditor relationship, **9:36** 

#### **CANCELLATIONS**

Aircraft, recordation, 16:12

#### **CAPE TOWN CONVENTION**

Convention on International Interests in Mobile Equipment, **16:25**, **16:26**, **16:28** to **16:30**, **16:32**, **16:33** 

#### **CASH**

**Bankruptcy** (this index)

Chapter 7 bankruptcy liquidations, **12:9** 

Chattel paper, cash receipts, **20:12** Foreclosure and foreclosure sales, automatic stay, **5:54** 

Multiple Creditor Loans (this index)

Oil and gas, default and foreclosure, 23:32

#### CERTIFICATE OF TITLE

**Motor Vehicles** (this index)

#### CERTIFICATES OF DEPOSIT

Notes and Certificates of Deposit (this index)

#### **CHANGE OR MODIFICATION**

**Modification** (this index)

#### CHAPTER 7 BANKRUPTCY LIQUIDATIONS

Generally, 12:1 et seq.

Abandonment of assets, 12:5

"Abuse," dismissal or conversion for, **12:21**, **12:22** 

Cash and installment redemption, 12:9

Cause, dismissal for, 12:20

Constraints on use of chapter, 12:19 to 12:22

Dismissal and conversion, 12:20 to 12:22

Exempt property, 12:6

Forms, means test, 28:1.50 (Form)

"Means test"

Dismissal or conversion, 12:22, 28:1.50 (Form)

#### CHAPTER 7 BANKRUPTCY LIQUIDATIONS—Cont'd

"Means test"—Cont'd
Official Bankruptcy Form,
28:1.50 (Form)

Nature of proceedings, **12:2** Planning for bankruptcy, **12:3** Reaffirmations and retention of

Generally, 12:13 et seq.

collateral

Bankruptcy Abuse Prevention and Consumer Protection Act. 12:14

Beyond redemption, reaffirmation, and surrender, 12:18

Cover sheet, Official Bankruptcy Form, **28:14.10** (Form)

Real property, 12:17

Review standards, personal property, **12:16** 

Ride-through option, 12:18

Timing and rescission, personal property, **12:15** 

Real property, reaffirmations and retention of collateral, 12:17

Redemption rights

Generally, 12:8 et seq.

Cash and installment redemption, **12:9** 

Property not covered, 12:11

Timing of redemption, 12:12

Valuation of collateral, 12:10

Retention of property by debtor Generally, **12:4** et seq.

Abandonment of assets, 12:5

Exempt property, 12:6

Lien continuation and personal recourse. **12:7** 

Reaffirmations and retention of collateral, above

Review standards, personal property, **12:16** 

Ride-through option, 12:18

### CHAPTER 7 BANKRUPTCY LIQUIDATIONS—Cont'd

Time and date

Redemption, 12:12

Rescission, personal property, 12:15

Valuation of collateral, redemption rights, **12:10** 

#### **CHAPTER 11 BANKRUPTCIES**

Agriculture and farms, 24:51 Disclosure statement in small business case, 28:13.10 (Form)

Forms

Disclosure statement in small business case, 28:13.10 (Form)

Means test, 28:1 (Form)

Reorganization plan in small business cases, Official Bankruptcy Form No. B 425A, **28:6.10 (Form)** 

Means test, 28:1 (Form)

Reorganization plan in small business cases, Official Bankruptcy Form No. B 425A, **28:6.10 (Form)** 

Representation, **11:8, 11:9** Subchapter V, **11:10.50** 

#### **CHAPTER 12 BANKRUPTCIES**

Agriculture and farms, **24:40 et seq.** 

#### **CHAPTER 13 BANKRUPTCIES**

Generally, 12:23 et seq.

Abusive filing and dismissal

Generally, 12:27 et seq.

Delayed plan and early payment, **12:30** 

Multiple filing, 12:28

Secured creditors, filing for, 12:29

Automatic stay, 12:25, 12:26

### CHAPTER 13 BANKRUPTCIES —Cont'd

Collateral valuation, cram down and present value, 12:43 to 12:46

Cram down and present value Generally, **12:35** 

Deficiency claims and disposable income, **12:48** 

Evidence of valuation, 12:46

General secured creditors, 12:36 et seq.

"Hanging paragraph," 12:36 et seq.

Interest rate, 12:47

Market reference, 12:44

Secured claims and collateral valuation, 12:43 to 12:46

Timing of valuation, 12:45

Deficiency claims, cram down and present value, **12:48** 

Delayed plan, abusive filing and dismissal, 12:30

Delays and uncompensated use Generally, **12:24 et seq.** 

Abusive filing and dismissal, above

Automatic stay, 12:25, 12:26

Codebtors, automatic stay, 12:26

Disposable income, cram down and present value, 12:48

Early payment, abusive filing and dismissal, 12:30

Evidence of valuation, cram down and present value, 12:46

Forms, means test, 28:1.60 (Form)

General secured creditors, 12:32 et seq., 12:36 et seq.

Interest rate, cram down and present value, 12:47

Long term debt, reinstatement or retention of, 12:34

### CHAPTER 13 BANKRUPTCIES —Cont'd

Market reference, cram down and present value, **12:44** 

Means test for use in Chapter 13 cases, **28:1.60** (Form)

Multiple filing, abusive filing and dismissal, 12:28

Plans and confirmation standards, 12:31.10 to 12:31.40

Plans and secured claims, plan confirmation

Case illustrations, **12:31.30**, **12:31.40** 

Feasibility requirement, 12:31.20

Good faith requirement, 12:31.10

Postconfirmation status, 12:52

Present value. Cram down and present value, above

Previously accelerated debt, residential real estate mortgages, 12:50

Reinstatement of long term debt, 12:34

Residential real estate mortgages, 12:49 to 12:51

Retention of long term debt, 12:34 Secured claims, 12:31, 12:43 to 12:46

Surrender of collateral, 12:33

Timing of valuation, cram down and present value, 12:45

Uncompensated use. Delays and uncompensated use, above

#### **CHARGEBACKS**

Accounts and contract financing, 19:37

Chattel paper, 20:18
Notes and certificates of deposit,
20:51

#### CHATTEL PAPER

Generally, 20:1 et seq., 32:1 et seq.

## CHATTEL PAPER—Cont'd Adjustments, negotiation of, 20:30 Allocation of recourse rights, 20:20 to 20:22

Assignment of security agreement, **32:9 (Form)** 

Automatic stay, bankruptcy of dealer, 20:14

Bankruptcy Abuse Prevention and Consumer Protection Act, 20:14

Bankruptcy of customer, 20:13 Bankruptcy of dealer, 20:14, 20:15

Bulk of purchase of accounts and chattel paper, **32:1** (Form)

Cash receipts, 20:12

Certificate of loan value, **32:13** (Form)

Chargeback and spurious claims, 20:18

Choice of law, 20:6

Collateral

Allocation of recourse rights, **20:21** 

Creation by dealer actions, **20:26** 

Collection and proceeds, 20:27, 20:28

Consumer sureties, 20:32

Covenants and performance

Generally, 20:18 et seq.

Allocation of recourse rights, 20:20 to 20:22

Chargeback and spurious claims, 20:18

Collateral, allocation of recourse rights, **20:21** 

Collateral, creation by dealer actions, **20:26** 

Collection and proceeds, 20:27, 20:28

Guarantor. Surety and guarantor, below

#### CHATTEL PAPER—Cont'd

Covenants and performance —Cont'd

Information flow to lender, **20:25** 

Lock box arrangements, collection and proceeds, 20:28

Possession of original paper by lender, **20:23** 

Pricing paper and eligibility, **20:24** 

Reserve accounts, allocation of recourse rights, **20:22** 

Settlements, control by dealer, 20:19

Surety and guarantor, below

Default by customer

Generally, 20:33 et seq.

Recourse rights, 20:34

Reselling through dealer, 20:35

Sales by paper holder, 20:34

Default by dealer, 20:36

Defenses of customers, 20:16, 20:17

Documents list, 20:4

Double perfection, 20:5

Factoring agreement, 32:10 (Form), 32:11 (Form)

Financing statement description, 34:20 (Form)

Forms

Generally, 32:1 et seq.

Assignment of security agreement, **32:9** (Form)

Bulk of purchase of accounts and chattel paper, 32:1 (Form)

Certificate of loan value, **32:13** (Form)

Factoring agreement, 32:10 (Form), 32:11 (Form)

Financing statement description, 34:20 (Form)

Merchant revolving purchase agreement, **32:2** (Form)

#### CHATTEL PAPER—Cont'd CHATTEL PAPER—Cont'd Forms—Cont'd Spurious claims, 20:18 Schedule of accounts receiv-Surety and guarantor able, 32:7 (Form) Generally, 20:29 et seq. Security agreement, 32:3 Adjustments, negotiation of, (Form), 32:4 (Form) 20:30 Guarantor. Surety and guarantor, Consumer sureties, 20:32 Perfection of interest, 20:31 Inventory, 18:18, 18:61 to 18:64, Termination and default by dealer, 20:9 to 20:11 20:36 Lock box arrangements, collection Third party matters and proceeds, 20:28 Generally, 20:8 et seq. Merchant revolving purchase Automatic stay, bankruptcy of agreement, 32:2 (Form) dealer, 20:14 Perfection Bankruptcy of customer, 20:13 Generally, 20:5 to 20:7 Bankruptcy of dealer, 20:14, Choice of law, 20:6 20:15 Double perfection, 20:5 Cash receipts, 20:12 Personal property leases, 20:7 Defenses of customers, 20:16, Surety and guarantor, 20:31 20:17 Performance. Covenants and per-Inventory liens, 20:9 to 20:11 formance, above Other chattel paper lenders, Personal property leases, perfec-20:8 tion, 20:7 Preferences, bankruptcy of Possession of original paper by dealer, 20:15 lender, 20:23 Priority in paper, inventory Preferences, bankruptcy of dealer, liens, 20:10 20:15 Returned property, inventory Pricing paper and eligibility, 20:24 liens, 20:11 Priority in paper, inventory liens, Types of transactions, 20:2 20:10 **CHECKLISTS** Receivables purchase agreement, 32:12 (Form) Generally, 1:15 Recourse rights, 20:34 **CHOICE OF LAW** Reserve accounts, allocation of Accounts and contract financing, recourse rights, 20:22 19:16 Returned property, inventory liens, Aircraft, 16:55 Chattel paper, 20:6 Sales or security agreements, 20:3 **Equipment Loan Financing** (this Schedule of accounts receivable, index) 32:7 (Form) Investment securities, 21:17 Security agreement, 32:3 (Form), Recording and perfection, 7:8 32:4 (Form), 32:57 (Form) Usury, 4:32, 4:32.50 Settlements, control by dealer, 20:19 Vessels, **15:7**

#### **CIRCUMSTANCES**

Covenants and events of default, creditor-in-possession, **3:20** 

#### **CITIZENSHIP**

Vessels, declaration of citizenship, 30:30 (Form)

#### **CLASS ACTION**

Arbitration clause to preclude, **25:48.50 (Form)** 

#### CLASSIFICATIONS

Bankruptcy claims, 11:31 to 11:33 Equipment Loan Financing (this index)

**Investment Securities** (this index)

#### **COAST GUARD**

Vessels, mortgages, 15:32

### COAUTHORSHIP AND COINVENTION

Intellectual property, 22:30

#### **COLLATERAL**

Acceleration, decline in market value of collateral, **25:49** (Form)

Accounts

Accounts receivable, contract rights, **34:1** (Form)

Bankruptcy, cash collateral, 19:47

Present and future accounts, **34:6 (Form)** 

Additional collateral, 34:7 (Form)

After-acquired equipment, **34:2** (Form)

Agent, appointment of, consolidated security agreement, **32:57 (Form)** 

Agriculture and farms, security agreement with crops, livestock, and equipment as collateral, detailed provisions for types, amounts, care, and

#### COLLATERAL—Cont'd

disposition, 33:12.50 (Form)

Assignment of trademarks, **34:48** (Form)

**Chattel Paper** (this index)

Chose of action, assignment as collateral security for indebtedness, **32:51** (Form)

Creation of secured transaction, 2:19

Cross-Collateral (this index)

Demand to participate in proceeds of sale of collateral, 27:10 (Form)

Equipment, **34:6.50** (Form)
Financed inventory, **34:9** (Form)
Financing Statement (this index)
Forms

Acceleration, decline in market value of collateral, **25:49** (Form)

Accounts, above

Accounts receivable, **34:1** (Form)

Additional collateral, **34:7** (**Form**)

Additions, 34:2 (Form)

After-acquired equipment, **34:2** (Form)

After-acquired property, **34:35** (Form)

Agent, appointment of, consolidated security agreement, **32:57** (**Form**)

Assignment of trademarks, 34:48 (Form)

Borrowing from lenders other than secured party prohibited, **32:6 (Form)** 

Chose of action, assignment as collateral security for indebtedness, **32:51** (Form)

Demand to participate in proceeds of sale of collateral, 27:10 (Form)

#### COLLATERAL—Cont'd COLLATERAL—Cont'd Forms—Cont'd Loan commitments and agree-Equipment, 34:6.50 (Form) ments, 34:43 (Form) Present and future accounts, 34:6 Financed inventory, 34:9 (Form) (Form) Proceeds of collateral, 34:8 Financing statement description (Form) in collateral clause, 34:35 Promissory note collection action, (Form) 34:8 (Form) General intangibles, 34:4 Record of disposition of collateral, (Form), 34:5 (Form), 25:36 (Form) 34:20 (Form) Security agreements, 32:6 Settlement proceeds, 34:5.50 (Form), 34:1 (Form) to 34:9 (Form) (Form) Inventory, 34:3 (Form), 34:9 Security provisions, letter of (Form) credit, **32:56** (Form) Investment securities, 34:5 Substitution of collateral, 27:8 (Form) (Form) Letter of credit, security provi-Surety and guaranty contracts, sions, **32:56** (Form) 10:18 Liquor license, 34:4 (Form) Trust, interest in, 32:52 (Form) Present and future accounts, 34:6 (Form) **COLLATERAL ASSIGNMENTS** Proceeds of collateral, 34:8 Intellectual property, 22:5, 22:39 (Form) **COLLATERAL SALES** Record of disposition of collat-Priorities, 8:12 eral, **25:36** (Form) Security agreement for contract **COMAKERS** rights, **32:6** (**Form**) Multiple obligor transactions, 10:2 Security provisions, letter of **COMMERCIAL** credit, **32:56** (Form) REASONABLENESS Substitution of collateral, 27:8 Equipment financing, loan, sale (Form) and repossession issues, Trademarks and trade names, 13:45.50 coverage, 34:1 (Form) Foreclosure and foreclosure sales, Trust, interest in, 32:52 (Form) 6:12, 6:12.50 General intangibles COMMINGLED GOODS AND Generally, 34:4 (Form), 34:5 **PROPERTY** (Form), 34:20 (Form) Agriculture and farms, 24:27 Settlement proceeds, 34:5.50 Inventory, cash and separate (Form) accounts, 18:20 Inventory, 34:9 (Form) Priorities, 8:5 Investment securities, 34:5 (Form) **COMMITMENT LETTER** Letter of credit, security provi-Generally, 26:4 (Form), 26:5 sions, 32:56 (Form) (Form)

#### COMMITMENT LETTER

-Cont'd

Construction loan, 26:5.50

#### COMPLETION GUARANTY

Generally, **10:24** 

#### COMPLETION OF INSTRUCTIONAL COURSE ON FINANCIAL MANAGEMENT

Bankruptcy debtor's certification of completion, Official Bankruptcy Form, **28:16.50** (Form)

#### **COMPOSITION AGREEMENTS**

Creditors' committee to carry on debtor's business, 25:51 (Form)

Debtor to carry on business under inspection by creditors' committee, **25:52 (Form)** 

Formation of corporation controlled by creditors' committee, **25:52.50** (Form)

Forms, **25:51** (**Form**), **25:52** (**Form**)

#### COMPOUND INTEREST

Interest rates, 4:12

#### **COMPUTER PROGRAMS**

Definition of goods, including computer programs, **25:9.55** (Form)

### COMPUTERS AND COMPUTER SOFTWARE

Generally, 25:5 (Form)
Assignment of, 32:36 (Form)
Equipment leasing, 29:4 (Form),
29:5 (Form)

License agreement, **32:32 (Form)** Security agreement, **32:34 (Form)** 

#### **CONDITIONS**

Accounts and Contract Financing (this index)

#### CONDITIONS—Cont'd

Aircraft, conditional sales, leases and rentals, **16:41** 

### CONFIRMATION RULES AND STANDARDS

Agriculture and farms, 24:45 to 24:47

**Bankruptcy** (this index)

#### CONFLICTS OF INTEREST

Multiple creditor loans, 9:54

#### **CONFORMITY**

Equipment loan financing, 13:38

#### **CONSENT**

Certificate of consent and estoppel, licensor to lender, **32:35** (**Form**)

Creation of secured transaction, consent of shareholders, 26:8 (Form), 26:9 (Form)

Equipment leasing, assignment, **29:15 (Form)** 

Investment securities, consent of owner to repledge, 32:28 (Form)

### Notes and Certificates of Deposit (this index)

Repossession, 5:32

#### CONSEQUENTIAL DAMAGES

Financing statement, termination statement, **25:57** (Form)

#### **CONSIDERATION**

Surety and guaranty contracts, 10:20

#### CONSIGNMENTS

Auctioneer, merchant requirement as to, 18:34

Bailment distinguished, 18:27

Consumer goods, 18:36

Creation of security interest, 18:37

Dealing in goods of that kind, 18:32

Index-28

#### INDEX

#### CONSIGNMENTS—Cont'd

Dealing under name of person other than making delivery, **18:33** 

Definition and elements of definition, 18:27, 18:30 to 18:37

Delivery for sale, 18:31

Financing statement covering consigned goods, **25:60** (Form)

Merchant status, 18:30

Not generally known merchant, 18:35

Perfection of security interest, 18:28

Sale of return, 18:29

Statutory elements in definition, 18:30 to 18:37

Third party issues, generally, **18:26** 

#### **CONSTITUTIONALITY**

Chapter 13 bankruptcy, "hanging paragraph," 12:37

### CONSTRUCTION AND INTERPRETATION

Creation of secured transaction, 2:24 et seq.

Secured transactions, 2:32.50

#### **CONSTRUCTION LOAN**

Commitment letter, 26:5.50

#### **CONSUMER GOODS**

Consignments, 18:36

#### **CONSUMER PROTECTION**

Bankruptcy Abuse Prevention and Consumer Protection Act (this index)

#### CONTEMPORANEOUS EXCHANGES

After-acquired property, voidable preferences, **8:32** 

#### **CONTENT**

Foreclosure and foreclosure sales, advertisement, **6:18** 

#### CONTINUATION STATEMENT

Form, 25:54 (Form)

### CONTRACTS AND AGREEMENTS

Accounts and Contract Financing (this index)

Composition Agreements (this index)

#### **Control Agreement** (this index)

Domain name registration as creating contract for services, **22:16.80** 

**Executory Contracts** (this index)

Financing statements, 34:18 (Form) to 34:27 (Form)

Forbearance agreements, **25:46** (Form)

#### Foreclosure and Foreclosure

Sales (this index)

Intellectual property, 22:4, 22:16.80

Interim contracts, letter of intent, 26:2 (Form), 26:3 (Form)

### **Keep-Well Agreements** (this index)

Leasing of equipment. **Equipment Leasing** (this index)

Litigated clauses, 34:1 (Form) to 34:42 (Form)

Loan commitments and agreements, **34:41** (Form), **34:42** (Form)

Notes, 34:33 (Form) to 34:36 (Form)

Patents

Agreement to assign, **32:37** (Form)

License, 32:40 (Form)

Security, 32:39 (Form)

Pledge agreements, 34:40 (Form)

### CONTRACTS AND AGREEMENTS—Cont'd

Reaffirmation agreement cover sheet, Official Bankruptcy Form, **28:14.10** (Form)

Security agreements

Contract rights, 32:53 (Form)

Secured Loans and Priorities (this index)

Stipulations, 34:37 (Form) to 34:39 (Form)

**Subordination and Subordina- tion Agreements** (this index)

Surety and Guaranty Contracts (this index)

#### **CONTROL AGREEMENT**

Multiple Creditor Loans (this index)

#### CONTROLLED SUBSTANCES

Aircraft, denial of registration for

### violations, 16:22 CONTROLLING INTEREST

Periodic report regarding value, operations and profitability of entities in which debtor's estate holds a substantial or controlling interest, Official Bankruptcy Form, 28:13.30 (Form)

#### CONVENTION ON INTERNATIONAL INTERESTS IN MOBILE EQUIPMENT

Generally, 16:25 et seq. Aircraft Protocol, 16:25, 16:26 Cape Town Convention, 16:25, 16:26, 16:28 to 16:30, 16:32, 16:33

Effects on International Registry, **16:31** 

International

Interests, 16:28 to 16:30 Registry, 16:27, 16:31 Nonconsensual interests, 16:32

## CONVENTION ON INTERNATIONAL INTERESTS IN MOBILE EQUIPMENT—Cont'd

Outright sales, **16:29**Pre-date interests, **16:33**Requirements, formal, **16:30** 

#### **CONVERSIONS**

Bankruptcy (this index)
Investment securities,
uncertificated securities,
21:15

### CO-OP PAYMENTS AND CERTIFICATES

Agriculture and farms, 24:17

#### **COPYRIGHTS**

**Intellectual Property** (this index)

#### **CORPORATIONS**

Bankruptcy, plan of reorganization, **28:3** (Form)

Composition with creditors, formation of corporation controlled by creditors' committee, 25:52.50 (Form)

### Creation of Secured Transaction (this index)

Loan agreement between corporate borrower and several banks, **25:41.50 (Form)** 

#### COSTS

Covenants and events of default, 3:21

Enforcement of note, 4:46 et seq.

#### COUNSEL

Attorneys (this index)

#### **COURSES OF DEALING**

Workouts and preforeclosure, 5:7

### COVENANTS AND EVENTS OF DEFAULT

Generally, 3:1 et seq.

COVENANTS AND EVENTS OF DEFAULT—Cont'd	COVENANTS AND EVENTS OF DEFAULT—Cont'd
Accounts and Contract Financ-	Default, defining, 3:2
ing (this index)	Definitions
<b>Agriculture and Farms</b> (this	Default, 3:2
index)	Link between performance and
Aircraft (this index)	default, 3:4
Allocation of costs and risks, <b>3:21</b>	Performance expectations, <b>3:3</b>
Appropriate creditor-in-possession circumstances, <b>3:20</b>	Disposition restraints. Sale and disposition restraints, below
Bankruptcy clauses, 3:6	Estoppel, 3:5
Chattel Paper (this index)	Functions, <b>3:2 to 3:4</b>
Classification and use, 3:12	Insecurity clauses, 3:7
Condition requiring transfer of	Inspection clauses, <b>3:11</b>
proceeds, 3:18	Insurance clauses, 3:13
Creditor insecurity, <b>3:7</b>	<b>Intellectual Property</b> (this index)
Creditor-in-possession	<b>Inventory</b> (this index)
Generally, 3:20 et seq.	Investment Securities (this
Allocation of costs and risks,	index)
3:21	Liens, <b>3:9</b>
Appropriate circumstances, 3:20, 3:21	Link between performance and default, defining, <b>3:4</b>
Reasonable care in preservation,	Location clauses, 3:11
3:22 et seq.	Maintenance clauses, 3:14
Sale, preservation of market	Motor Vehicles (this index)
value by, 3:23	Nonfinancial defaults, 3:10
Third parties, protection of rights against, <b>3:24</b>	Notes and Certificates of Deposit (this index)
Transactional context, <b>3:20</b> , <b>3:21</b>	Ordinary course sales, 3:19
Debtor-in-possession	Performance expectations, defining, <b>3:3</b>
Generally, <b>3:8 et seq.</b>	Reasonable care in preservation,
Classification and use, <b>3:12</b>	3:22 et seq.
Financial restraints and obligations, <b>3:8</b> , <b>3:9</b>	Repair clauses, debtor-in-possession, <b>3:14</b>
Insurance clauses, 3:13	Sale, preservation of market value
Liens, <b>3:8, 3:9</b>	by, <b>3:23</b>
Location and inspection clauses, 3:11	Sale and disposition restraints Generally, <b>3:15 et seq.</b>
Maintenance and repair clauses,	Authorization requirement, <b>3:16</b>
<b>3:14</b>	Condition requiring transfer of
Nonfinancial defaults, 3:10	proceeds, 3:18
Sale and disposition restraints,	Ordinary course sales, 3:19
below	Written consent requirement,
Use of loan funds, 3:8	3:17

### COVENANTS AND EVENTS OF DEFAULT—Cont'd

Third parties, protection of rights against, **3:24** 

Transactional context, creditor-inpossession, **3:20**, **3:21** 

Use of loan funds, 3:8

Vessels (this index)

Waiver, 3:5

Written consent requirement, sale and disposition restraints, 3:17

#### **COVER SHEET**

Chapter 7 bankruptcy liquidations, reaffirmation agreement cover sheet, **28:14.10 (Form)** 

Reaffirmation agreement cover sheet, Official Bankruptcy Form, **28:14.10** (Form)

#### CRAM DOWN

Bankruptcy (this index)
Chapter 13 Bankruptcies (this index)

### CREATION OF SECURED TRANSACTION

Generally, 2:1 et seq.

Accounts receivable, 2:39

Acquisition transaction, commitment letter, **26:5** (Form)

After-acquired property clauses, **2:32** 

"All asset" descriptions

Generally, **2:33** Omnibus and dragnet clauses,

Omnibus and dragnet clauses 2:34

Authority to act, debtor's, generally, **2:4 et seq.** 

Bad faith failure to bargain, 2:15

Collateral, rights in, 2:19

Commitment letter, 26:4 (Form), 26:5 (Form)

Consent of shareholders, 26:8 (Form), 26:9 (Form)

Consignments, 18:37

### CREATION OF SECURED TRANSACTION—Cont'd

Construction and description, 2:24 et seq.

Corporations, generally, 2:9, 2:10

Counsel, opinions of, 2:5

### Covenants and Events of Default (this index)

Dealing with instruments, authorizing resolutions, **26:13 (Form)** 

Debtor-creditor negotiation interests, **2:11** 

Debtor's authority to act, generally, **2:4 et seq.** 

Debtor's rights in collateral, 2:19, 2:19.50

Deferred attachment, 2:22

Defining default. Covenants and Events of Default (this index)

Deposit and signature, authorizing resolutions, **26:11 (Form)** 

Description, rules of construction and, 2:24 et seq.

D'Oench Duhme doctrine, 2:3.50

Dragnet clauses, 2:34

Enforceable interests

Generally, 2:17 et seq.

Collateral, rights in, 2:19

Deferred attachment, 2:22

Licenses and privileges, 2:23

Security agreement required, 2:20

Transfer of value, 2:18

Estates, authority of, 2:8

Extrinsic evidence of intent, 2:27

Farm subsidy payments, 2:37

FDIC and informal agreements, 2:3, 2:3.50

Fiduciaries, authority of, 2:8

Financing statement, sufficiency of financing statement alone, 2:21

#### CREATION OF SECURED CREATION OF SECURED TRANSACTION—Cont'd TRANSACTION—Cont'd General borrowing and liens, Preliminary commitments and authorizing resolutions, letters of intent-Cont'd 26:12 (Form) Dealing with instruments, General versus specific descripauthorizing resolutions, tion, 2:28 26:13 (Form) Generic U.C.C. classifications and Deposit and signature, authorizing resolutions, 26:11 descriptions, 2:30 Indebtedness, creating, generally, (Form) 2:11 et seq. Forms, 26:1 et seq. Insurance proceeds, 2:36 General borrowing and liens, Interim contracts, letter of intent, authorizing resolutions, 26:2 (Form), 26:3 (Form) 26:12 (Form) Joint ventures, authority of, 2:7 Interim contracts, letter of Lease distinguished, 2:20.50 intent, 26:2 (Form), 26:3 Lending considerations, 2:11, 2:12 (Form) Letters of intent. Preliminary com-Open terms, 2:14 mitments and letters of intent, Opinions of counsel, 26:6 below (Form), 26:7 (Form) Licenses, 2:23 Promissory estoppel, 2:16 Negotiation interests, debtor-cred-Resolutions of shareholders, itor, 2:11 26:10 et seq. Omnibus clauses, 2:34 Secretary's certificate, 26:16 Open terms, 2:14 (Form) Opinions of counsel, 26:6 (Form), Securing of debts, authorizing 26:7 (Form) resolutions, 26:14 (Form) Partnerships and joint ventures, Special counsel, opinion of, 2:7 26:7 (Form) **Payments** (this index) Specific transaction, authorizing Preliminary commitments and resolutions, **26:15** (Form) letters of intent Privileges, 2:23 Generally, 2:13, 26:1 et seq. Proceeds and products of collat-Acquisition transaction, commitment letter, 26:5 eral (Form) Generally, 2:35 et seq. Bad faith failure to bargain, Farm subsidy payments, 2:37 2:15 Insurance proceeds, 2:36 Checklist of matters to be Rents and royalties, 2:38 considered in making Products of collateral. Proceeds abstract or opinion of title, and products of collateral, 26:17 (Form) above Commitment letter, 26:4 Promissory estoppel, 2:16 (Form), 26:5 (Form) Reasonableness standard, 2:25 Consent of shareholders, 26:8 (Form), 26:9 (Form) Rents, 2:38

### CREATION OF SECURED TRANSACTION—Cont'd

Resolutions of shareholders, **26:10** et seq.

Royalties, 2:38

Rules governing secured transactions, generally, 2:2, 2:3, 2:3.50

Rules of construction and description, 2:24 et seq., 2:32.50

Scope of interest

Generally, 2:24 et seq.

After-acquired property clauses, 2:32

"All asset" descriptions, above Defining scope of, **2:24 et seq.** Extrinsic evidence of intent, **2:27** 

General versus specific description, 2:28

Generic U.C.C. classifications and descriptions, **2:30** 

List and serial number errors, 2:31

Proceeds and products of collateral, above

Reasonableness standard, 2:25 Rules of construction and

description, **2:24 et seq.**Security agreements and financ-

ing statements, 2:26

Selection from group, 2:29

Secretary's certificate, **26:16** (Form)

Secured transactions, rules governing, generally, 2:2, 2:3, 2:3.50

Securing of debts, authorizing resolutions, **26:14 (Form)** 

Security agreements

Requirement, 2:20, 2:21

Rules of construction and description, 2:26

Sufficiency of financing statement alone, 2:21

### CREATION OF SECURED TRANSACTION—Cont'd

Signatures and signatories

Corporations, authority of signatories, **2:10** 

Preliminary commitments and letters of intent, deposit and signature—authorizing resolutions, **26:11 (Form)** 

Sole proprietorships, 2:6

Special counsel, opinion of, **26:7** (**Form**)

Third party interests, **2:12**, **2:12.50** 

Transfer of value, enforceable interests, 2:18

Trusts, fiduciaries and estates, authority of, **2:8** 

Value, transfer of, 2:18

#### **CREDIT LINE**

Termination clause, 34:42 (Form)

#### CREDITOR INSECURITY

Covenants and events of default, 3:7

#### **CROPS**

**Agriculture and Farms** (this index)

#### CROSS-COLLATERAL

Bankruptcy, postpetition financing, **11:23** 

Equipment loan financing, multiphase lending, **13:9 to 13:11** 

Inventory, 18:7

#### **CROSS-DEFAULT CLAUSES**

Equipment loan financing, multiphase lending, **13:13** 

#### **CURE**

Chapter 13 bankruptcies
Cure, residential real estate
mortgages, **12:51** 

#### INDEX

#### CURE-Cont'd

Chapter 13 bankruptcies, residential real estate mortgages, 12:51

#### **CURTAILMENTS**

Inventory, floor planning, 18:57

#### **CUSTOM ORDERS**

Inventory, after-acquired property, 18:12

#### **CUSTOMS AND USAGES**

Workouts and preforeclosure, 5:7

#### **CUTOFF CLAUSES**

Accounts and contract financing, 19:25

#### **DAIRY FARMING**

Loan commitments and agreements, additional capital by owner, **25:42.70** (Form)

#### **DAMAGES**

Workouts and preforeclosure, 5:15

#### DATA PRESERVATION

Intellectual property, access and submission, **22:36** 

#### DATE

**Time and Date** (this index)

#### DEALER RESERVE ACCOUNTS

Inventory, 18:14, 18:64

### DEALING IN GOODS OF THAT KIND

Consignments, 18:32

#### DEALING UNDER NAME OF PERSON OTHER THAN MAKING DELIVERY

Consignments, 18:33

#### **DEBT-COLLATERAL RATIOS**

Inventory, **18:42** 

#### DEBTOR AND CREDITOR RELATIONSHIP

Generally, 1:8, 2:1 et seq.
Covenants and events of default, creditor insecurity, 3:7

### Creation of Secured Transaction (this index)

### Multiple Creditor Loans (this index)

Overview, 2:1

Perspectives of key parties

Counsel, **1:14** Creditor, **1:13** 

Debtor, 1:12

#### **DECEIT**

Fraud and Deceit (this index)

#### **DECLINING BALANCE**

Interest rates, 4:15

#### DEEDS IN LIEU OF FORECLOSURE

Workouts and preforeclosure, **5:22, 5:23** 

#### **DEFAULT**

### Accounts and Contract Financing (this index)

### **Agriculture and Farms** (this index)

Aircraft (this index)

**Chattel Paper** (this index)

### Covenants and Events of Default (this index)

Equipment leasing, remedies of lessor, 14:36 to 14:39

Equipment loan financing

Generally, 13:45, 13:46

Commercially reasonable, sale and repossession issues, 13:45.50

Cross-default agreement, **29:34** (Form)

#### Foreclosure and Foreclosure

Sales (this index)

#### DEFAULT—Cont'd

Guarantees, post-default sale notice, **34:29** (Form)

Intellectual Property (this index)

**Inventory** (this index)

**Investment Securities** (this index)

Marshalling provision, **34:15.50** (Form)

Motor vehicles, 17:32, 17:33

Multiple Creditor Loans (this index)

Notes and certificates of deposit, 20:55 to 20:57

Oil and gas, 23:31, 23:32

Security agreement, default clause, **34:15 (Form)** 

Vessels (this index)

#### DEFENSES

Accounts and contract financing, 19:25

Chattel paper, 20:16, 20:17

Notes and certificates of deposit, 20:48

Security and guaranty contracts, 10:13.50

**Surety and Guaranty Contracts** (this index)

#### **DEFERRED ATTACHMENT**

Creation of secured transaction, 2:22

#### **DEFICIENCY CLAIMS**

Bankruptcy, appraised value cram down, **11:45** 

Chapter 13 bankruptcies, cram down and present value, 12:48

Foreclosure and foreclosure sales, **6:31**, **6:32**, **6:32.50** 

#### **DEFINITENESS**

Security agreement containing ambiguous language, restructure of obligations,

### DEFINITENESS—Cont'd 34:39.50 (Form)

#### **DEFINITIONS**

Consignments, 18:27, 18:30 to 18:37

### Covenants and Events of Default (this index)

Goods, including computer programs, **25:9.55** (Form)

### **Investment Securities** (this index)

Multiple creditor loans, 9:2

#### **DELAY**

Bankruptcy preconfirmation, value deterioration, 11:15

### Chapter 13 Bankruptcies (this index)

Foreclosure and foreclosure sales, **6:7, 6:27** 

#### **DELIVERY**

Consignments, 18:31

Equipment leasing, 14:27

Equipment loan financing, 13:35 et seq.

#### **DELIVERY CERTIFICATE**

Equipment loan financing, 13:41

#### **DEMAND**

Acceleration clauses, 4:44

Account statement, demand for, **25:37 (Form)** 

Collateral, demand to participate in proceeds of sale of, 27:10 (Form)

Note with variable rate, **25:17** (Form)

#### **DEPOSIT ACCOUNTS**

Generally, 25:7 (Form)

Creation of secured transaction, authorizing resolutions, **26:11** (Form)

Notes and certificates of deposit, 20:42, 20:57

#### INDEX

#### **DEPRECIATION**

Equipment leasing, depreciation, 14:8

#### DESCRIPTION

Adequacy of collateral description, 7:17.50, 7:17.70

Aircraft, recordation, 16:11

Creation of secured transaction, rules of construction and description, **2:24 et seq.** 

**Equipment Loan Financing** (this index)

Financing Statement (this index)

Oil and gas, 23:23, 23:24

Recording and perfection, collateral, **7:17** 

Secured transactions, rules of description, **2:32.50** 

### DIMINUTIVES AND NICKNAMES

Identity and location of debtor, 7:21

#### **DIRECT ACTIONS**

Multiple Creditor Loans (this index)

#### **DISCHARGE**

Aircraft, recordation, **16:12** Nondebtors, discharge in bankruptcy, **11:59**, **11:60** 

**Surety and Guaranty Contracts** (this index)

#### **DISCLAIMER**

Multiple creditor loans, intercreditor relationship, **9:56** 

#### **DISCLOSURES**

Bankruptcy, 28:13 (Form)

Chapter 11 bankruptcy, disclosure statement in small business case, 28:13.10 (Form)

Interest rates, 4:22

#### DISCOUNT RATE

Bankruptcy, appraised value cram down, **11:44** 

#### **DISCOUNTED NOTES**

Interest rates, 4:16

#### **DISCOVERY**

Vessels, arbitration, 15:62

#### DISMISSAL

**Bankruptcy** (this index)

Chapter 7 bankruptcy liquidations, 12:20 to 12:22

**Chapter 13 Bankruptcies** (this index)

#### **DISPOSABLE INCOME**

Chapter 13 bankruptcies, cram down and present value, 12:48

#### DISTRIBUTIONS

Investment securities, predefault ownership and control, 21:26

#### DIVIDENDS

Investment securities, 21:14, 21:26

Leveraged buyouts (LBO's), **10:56** 

#### DOCUMENTED VESSELS

**Vessels** (this index)

#### D'OENCH DUHME DOCTRINE

Creation of secured transaction, **2:3.50** 

#### DOMAIN NAMES

**Intellectual Property** (this index)

#### **DOUBLE PERFECTION**

Chattel paper, 20:5

#### **DRAFTING**

Multiple creditor loans, 9:13

#### DRAGNET CLAUSES

Creation of secured transaction, 2:34

#### **DUAL DEBTORS**

Priorities, 8:15

#### **EARMARKING**

Workouts and preforeclosure, 5:19

#### **EMPLOYEES**

Intellectual property, 22:31

#### **ENFORCEMENT**

**Creation of Secured Transaction** (this index)

**Intellectual Property** (this index) Notes. **Enforcement of Note** (this index)

**Surety and Guaranty Contracts** (this index)

#### ENFORCEMENT OF NOTE

Generally, 4:33 et seq.

Acceleration Clauses (this index)

Content, 4:34

Demand notes, 4:35, 4:45

Estoppel of collection, 4:38, 4:39

Grace periods and timing, 4:36

Holder rule of FTC, 4:33

Implied conditions, demand notes, **4:45** 

Installment notes, 4:35

Lock box payments, 4:37

Negotiability, 4:34

No waiver and related clauses, 4:39

Prepayment rights and penalties, 4:40

Application of states' laws, 4:40.50

#### Rebates of Unearned Interest and Costs (this index)

Timing and grace periods, **4:36** Waiver of collection, **4:38**, **4:39** 

## ENGINES AND RELATED EQUIPMENT

Aircraft, 16:37

#### **ENVIRONMENTAL DEBTS**

Workouts and preforeclosure, direct liability, **5:10** 

#### **EQUIPMENT COLLATERAL**

Generally, **34:6.50** (Form)

#### **EQUIPMENT FINANCING**

Commercial vehicle TRAC agreement, **29:7.50** 

Loan, commercially reasonable, sale and repossession issues, 13:45.50

### **EQUIPMENT LEASING**

Generally, **14:1** et seq., **29:1** et seq.

Acceptance, 14:27, 29:11 (Form)

Accessions, 14:21

Additional covenants and terms, **14:27 et seq.** 

Aircraft. **Aircraft Lease** (this index)

Article 2A remedies

Generally, 14:34 et seq.

Assignments

Generally, **14:33** 

Bankruptcy, 14:26

Rents, 29:10 (Form)

Bankruptcy representation and drafting issues

Generally, 14:25 et seq.

Assignments, 14:25

Computer software lease, **29:5** (Form)

Computer system lease, **29:4** (Form)

Consent to assignment, **29:15** (Form)

Default

Lessee's remedies, 14:40

Default, remedies of lessor, 14:36 to 14:39

Delivery, **14:27** 

Depreciation, 14:8

Index-38

EQUIPMENT LEASING—Cont'd Distinctions between true leases and security leases Generally, 14:5 et seq. Federal tax standards, 14:6 Documents list, 14:3 Equipment schedule, 29:19 (Form) Fair market value purchase option, 29:20 (Form) Federal tax standards, distinctions between true leases and security leases, 14:6 Finance leases, 14:4, 29:1 et seq. Finance lessee as beneficiary of	FOUIPMENT LEASING—Cont'd Forms—Cont'd Motor vehicles, option to purchase, 29:7 (Form), 29:8 (Form) Multiple item leases, 29:18 (Form) Option to purchase, 29:6 (Form) to 29:8 (Form), 29:20 (Form) Personal property lease, 29:3 (Form) Promissory note, 29:12 (Form) Purchase order, 29:9 (Form) Security agreement and assign-
supply contract, 14:18  Lessee's irrevocable promises, 14:19  Lessor warranties, 14:17  Structure, 14:16  Firm offers, 14:27  Forms  Generally, 29:1 et seq.  Acceptance certificate, 29:11  (Form)  Aircraft leases, 30:6 (Form)  Assignment of rents, 29:10  (Form)  Computer software lease, 29:5	ment of lease, 29:14 (Form) Substitution of different equipment, 29:2 (Form) Taxicab, option to purchase, 29:8 (Form) Transferee agreement, 29:13 (Form) Warranties, disclaimer, 29:21 (Form) Guaranty, 29:16 (Form) Indemnification clauses, liability of lessor, 14:15 Insurance, 14:28, 30:10 (Form), 30:11 (Form)
(Form)  Computer system lease, 29:4 (Form)  Consent to assignment, 29:15 (Form)  Equipment schedule, 29:19 (Form)  Fair market value purchase option, 29:20 (Form)  Financing leases, 29:1 et seq. Guaranty, 29:16 (Form)  Lessor certificate and resolution, 29:17 (Form)  Master lease funding guidance line agreement, 29:21.50 (Form)	Lease stripping, taxation, 14:10 Lessor certificate and resolution, 29:17 (Form) Leveraged leases, taxation, 14:11 Liability of lessor Generally, 14:12 et seq. Indemnification clauses, 14:15 Tort and product liability, 14:14 Warranties, 14:12 Third-party beneficiaries, 14:13 Liquidated damages, 14:35 Market rent recovery Lessor's remedies on default, 14:39

EQUIPMENT LEASING—Cont'd	EQUIPMENT LEASING—Cont'd
Master lease funding guidance line agreement, <b>29:21.50</b> (Form)	Secondary security interests, 14:32
Motor vehicles, option to	Security
purchase, 29:7 (Form), 29:8	Agreement and assignment of
(Form)	lease, 29:14 (Form)
Multiple item leases, <b>29:18</b>	Leases, <b>14:4</b> et seq.
(Form)	Structure, 14:4 et seq.
Obsolete equipment, 14:29	Substitution of different equip-
Option to purchase, <b>29:6</b> (Form)	ment, 29:2 (Form)
to 29:8 (Form), 29:20	Taxation
(Form)	Generally, <b>14:7 et seq.</b>
Ordinary leases, <b>14:4 et seq.</b>	Depreciation, 14:8
Passive loss rules, taxation, 14:9	Distinctions between true leases
Perfection, filing and priority,	and security leases, 14:6
14:20	Indemnification, 14:30
Personal property lease, 29:3	Lease stripping, 14:10
(Form)	Leveraged leases, 14:11
Proceeds, 14:31	Passive loss rules, 14:9
Product liability of lessor, 14:14	Taxicab, option to purchase, 29:8
Promissory note, <b>29:12</b> ( <b>Form</b> ) Purchase	(Form)
	Third parties
Order, <b>29:9</b> ( <b>Form</b> ) Purpose, <b>14:2</b>	Generally, 14:20 et seq.
Real estate, <b>14:22</b>	Bankruptcy representation and
Re-lease of equipment	drafting issues, above
Lessor's remedies on default,	Creditors of lessor, <b>14:24</b>
14:38	Perfection, filing and priority, <b>14:20</b>
Remedies	Real estate, <b>14:22</b>
Default, remedies of lessor,	Sale and leaseback transactions,
14:36 to 14:39	14:23
Lessee's remedies on default,	Tort liability of lessor, 14:14
14:40	Transferee agreement, 29:13
Liquidated damages, 14:35	(Form)
Market rent recovery, 14:39	Types of leases, <b>14:4 et seq.</b>
Re-lease of equipment, 14:38	Upgrades to equipment, 14:29
Rental acceleration, 14:37	Warranties
Rental acceleration	Generally, <b>14:12 to 14:13</b>
Lessor's remedies on default, 14:37	Disclaimer, 29:21 (Form)
Repairers, 14:21	EQUIPMENT LOAN
Risk of loss, <b>14:28</b>	FINANCING
Sale and leaseback transactions,	Generally, 13:1 et seq.
14:23, 30:15 (Form)	Acceptance, 13:36 et seq.
Secondary rentals, 14:31	Accessions, 13:27

EQUIPMENT LOAN FINANCING—Cont'd	EQUIPMENT LOAN FINANCING—Cont'd
Acquisitions	Classification and description
Generally, 13:31 et seq.	*
A countaines 12.26 et seq.	Generally, <b>13:5 et seq.</b> Bulk, descriptions in, <b>13:7</b>
Acceptance, 13:36 et seq.	
Bankruptcy Abuse Prevention	Serial number and selective
and Consumer Protection	descriptions, 13:6
Act, 13:34	Type, descriptions by, <b>13:7</b>
Bankruptcy and insolvency, 13:34	Collateral control agreement, <b>29:23</b> (Form)
Conformity of goods to contract, 13:38	Conformity of goods to contract, 13:38
Delivery, generally, 13:35 et	Covenants on use and intent,
seq.	fixtures and real estate, 13:21
Delivery certificates, 13:41	Cross-collateral, multiphase lend-
General purchase money issues,	ing, <b>13:9 to 13:11</b>
13:31	Cross-collateral agreement, 29:24
Prior lenders, 13:33	(Form)
Rejection of goods, 13:40	Cross-default agreement, 29:24
Replacement financing, 13:32	(Form)
Revocation of acceptance, 13:39	Cross-default clauses, multiphase lending, <b>13:13</b>
Third party lenders, warranties	Default, 13:45, 13:46
and debts, <b>13:44</b>	Delivery, generally, 13:35 et seq.
Trade-ins, <b>13:32</b>	Delivery certificates, 13:41
Use of goods, <b>13:37</b>	Description. Classification and
Waivers, warranties and debts, 13:43	description, above Documentation of ownership,
Warranties and debts, <b>13:42 to</b>	13:23 to 13:25
13:44	Documents list, 13:4
Additional covenants and	Federal or state preemption, <b>13:15</b>
representations, 13:23 et seq.	Financing statement description,
Agriculture and Farms (this	34:20 (Form), 34:21
index)	(Form), 34:23 (Form)
Bankruptcy Abuse Prevention and	Fixtures and real estate
Consumer Protection Act,	Generally, 13:18
13:34	Covenants on use and intent,
Bankruptcy and insolvency, 13:34	13:21
Bulk, descriptions in, 13:7	Records search and fixture fil-
Choice of law	ing, 13:19
Generally, 13:14 et seq.	Waivers and special priority,
Federal or state preemption,	13:20
13:15	Foreclosure, <b>5:39</b> , <b>13:45</b> , <b>13:46</b>
Mobile equipment, 13:17	Future advances, multiphase lend-
Ordinary equipment, 13:16	ing, <b>13:12</b>

EQUIPMENT LOAN	EQUIPMENT LOAN
FINANCING—Cont'd	FINANCING—Cont'd
General loans, 13:3	Selective descriptions, 13:6
Immobilization, default and fore-	Seller's claims and consents,
closure, <b>13:46</b>	documentation of ownership,
Insurance, 13:28	13:25
Location covenants, 13:30	Serial number and selective
Mobile equipment, choice of law,	descriptions, 13:6
13:17	Third party lenders, warranties
Multiphase lending	and debts, 13:44
Generally, 13:8 et seq.	Third party matters
Cross-collateral, 13:9 to 13:11	Generally, 13:14 et seq.
Cross-default clauses, 13:13	Choice of law, above
Future advances, 13:12	Fixtures and real estate, above
Multiple debtors, 13:11	Purchase and general loans,
Purchase loans, 13:10	13:22
Release provisions, 13:9	Trade-ins, <b>13:32</b>
Multiple debtors, multiphase lending, 13:11	Type, descriptions by, <b>13:7</b>
Oil and gas, perfection, 23:14	Use covenants, 13:30
Perfection, 13:5 et seq.	Use of acquired goods, 13:37
Preemption, 13:15	Use of premises, default and fore-
Proceeds and rents, 13:26	closure, <b>13:46</b>
Purchase loans, <b>13:3, 13:10</b>	Waivers, 13:20, 13:43
Real estate. Fixtures and real	Warranties and debts, 13:42 to 13:44
estate, above	15:44
Records search and fixture filing,	EQUITY
13:19	Chapter 13 bankruptcy, "hanging
Rejection of goods, 13:40	paragraph," <b>12:41</b>
Release provisions, multiphase	Foreclosure and Foreclosure
lending, <b>13:9</b>	Sale (this index)
Rents and proceeds, 13:26	Investment securities and notes,
Repairs, 13:27	equity-for-debt exchange
Replacement financing, 13:32	agreement, 32:24 (Form)
Repossession, 13:45	<b>Subordination</b> (this index)
Representations and tracing ownership, <b>13:24</b>	ESTATES
Revocation of acceptance, 13:39	Creation of secured transaction,
Right of debtor to sell, 13:29	2:8
Risk of loss, <b>13:28</b>	ECTODDEI
Sales, 13:45	ESTOPPEL
Scope, 13:5 et seq.	Waiver and Estoppel (this index)
Security agreement, 29:22 (Form)	EVIDENCE
Selection of financing format,	Aircraft, evidentiary value of cer-
13:2	tificates, 16:23

#### INDEX

#### EVIDENCE—Cont'd

Chapter 13 bankruptcies, cram down and present value, 12:46

Creation of secured transaction, intent, 2:27

#### **EXAMINERS**

Bankruptcy, 11:16, 11:17

#### **EXCESS LOANS**

Multiple Creditor Loans (this index)

#### **EXECUTORY CONTRACTS**

Accounts and Contract Financing (this index) Oil and gas, 23:20

#### **EXEMPT TRANSACTIONS**

Motor vehicles, perfection, 17:5 Usury, 4:25, 4:26

#### **EXTENSION**

Aircraft lease, 30:7 (Form)

#### EXTRINSIC EVIDENCE

Creation of secured transaction, intent, 2:27

#### **FACTORING AGREEMENTS**

Accounts and contract financing, 19:6, 32:10 (Form), 32:11 (Form)

Chattel paper, 32:10 (Form), 32:11 (Form)
Joint, 32:11 (Form)

#### "FAIR AND EQUITABLE"

Bankruptcy court finding, cram down for secured debt, 11:51, 11:52

#### **FALSE ACQUISITIONS**

Inventory, floor planning, 18:59

#### **FAMILY FARMS**

**Agriculture and Farms** (this index)

#### **FARMOUTS**

Oil and gas, 23:6

#### **FARMS**

**Agriculture and Farms** (this index)

#### **FDIC**

Creation of secured transaction, FDIC and informal agreements, 2:3

#### **FEASIBILITY**

Bankruptcy, 11:54 to 11:56, 12:31.20

#### FEDERAL AVIATION ADMINISTRATION

Aircraft (this index)

#### FEEDING RIGHTS

Agriculture and farms, 24:35

#### **FEEDLOTS**

Commingled property, 24:27

#### **FIDUCIARIES**

Creation of secured transaction, **2:8** 

Multiple creditor loans, intercreditor relationship, **9:57** 

### Multiple Creditor Loans (this index)

Security agreement, grant of authority to trade pledged securities to creditor not fiduciary relationship, **34:17** (Form)

#### **FILING**

Aircraft, perfection, **16:34**Bankruptcy, allowance and recourse as to secured claims, **11:30** 

Bankruptcy forms, notice, 28:12 (Form)

**Intellectual Property** (this index) Motor vehicles, perfection, **17:8** 

#### FILING—Cont'd

Termination statement, secured party to file, **25:56** (Form)

#### **FINALITY**

Bankruptcy forms, final report and application for final decree, **28:17 (Form)** 

#### FINANCE LEASES

Equipment leasing

Finance lessee as beneficiary of supply contract, **14:18** 

Lessee's irrevocable promises, 14:19

Lessor warranties, **14:17** Structure, **14:16** 

#### FINANCED INVENTORY

Security agreement, defining collateral, **34:9** (Form)

#### FINANCIAL AFFAIRS STATEMENT

Bankruptcy forms, 28:11 (Form)

### FINANCIAL MANAGEMENT COURSE

Bankruptcy debtor's certification of completion of instructional course concerning financial management, Official Bankruptcy Form, 28:16.50 (Form)

#### FINANCING ORDERS

Bankruptcy, postpetition financing, **11:25** 

#### FINANCING STATEMENT

Asset representations review agreement, 25:55.50 (Form)

Assignment statement combined with termination statement, **25:59 (Form)** 

Authenticated security agreement, **34:36 (Form)** 

Blanket security interest, description, **34:24** (Form)

# FINANCING STATEMENT —Cont'd

Consequential damages, termination statement, **25:57** (Form)

Continuation statement, **25:54** (Form)

Creation of secured transaction, sufficiency of financing statement alone, 2:21

Description in general financing statement

Generally, 34:18 (Form)

Accounts, 34:19 (Form) to 34:21 (Form)

Address, all assets at specific address, 34:24 (Form), 34:25 (Form)

"All personal property," **34:18** (Form)

Blanket security interest, **34:24** (Form)

Business address, all assets at, 34:24 (Form)

Chattel paper, equipment and general intangibles, **34:20** (Form)

Cut timber, 34:25 (Form)

Equipment and other collateral, 34:21 (Form), 34:23 (Form)

Farm equipment, **34:20 (Form)** "Goods and accounts," **34:19** (Form)

Inventory, 34:20 (Form), 34:25 (Form), 34:26 (Form)

Notes, collateral clause incorporating financing statement description, **34:35 (Form)** 

#### Proceeds, 34:27 (Form)

Property and/or equipment and all other types of collateral as described in attached agreement and any schedule attached thereunto, collateral as, 34:23 (Form)

#### FINANCING STATEMENT **FIXTURES** —Cont'd Equipment Loan Financing (this Description in general financing index) statement—Cont'd Oil and gas, perfection, 23:14 Purchase money financed prop-Priorities, 8:6 erty, **34:26** (Form) Subordination agreements, fixtures Security agreement, collateral and attachments and accesas general business secusions to collateral, 27:4 rity agreement now owned (Form) or hereafter acquired, **FIXUP** 34:22 (Form) Timber, 34:25 (Form) Foreclosure and foreclosure sales, 6:20 Filing by creditor, **34:16** (Form) Inventory, description, 34:20 FLEET MORTGAGES (Form), 34:25 (Form), Vessels, 15:34 34:26 (Form) **FLIGHT HOURS** Leased goods, 25:61 (Form) Aircraft lease, 30:9 (Form) Notes, collateral clause incorporating financing statement FLOATING LIENS AND description, **34:35** (Form) INTANGIBLES Proceeds, description, 34:27 **Accounts and Contract Financ-**(Form) ing (this index) Purchase money financed prop-Chattel Paper (this index) erty, description, 34:26 Foreclosure and foreclosure sales, (Form) recoverable value and equity Recording and perfection, content cushions, 5:40 of filing, **7:20 Intellectual Property** (this index) Revised Article 9, 25:19 (Form) **Inventory** (this index) Secured loans and priorities. See **Investment Securities** (this entries throughout this topic index) Termination statement Multiple creditor loans, intangible General form, **25:58** (**Form**) collateral, 9:32 Assignment statement Nonjudicial and self-help reposcombined with termination session, 5:28 statement, 25:59 (Form) **Notes and Certificates of Deposit** Debtor's request for, 25:55 (this index) (Form) to 25:57 (Form) Priorities, 8:7 Secured party to file statement, 25:56 (Form) FLOATING LOANS Specification of consequential **Revolving Loans** (this index) damages, 25:57 (Form) FLOATING RATES FIRM OFFERS Interest Rates (this index) Equipment leasing, 14:27 FIXED RATES FLOOR PLANNING **Interest Rates** (this index) **Inventory** (this index)

#### FORBEARANCE AGREEMENTS

Generally, 25:46 (Form)

Indenture, in connection with, loan commitments and agreements, **25:46.50** (Form)

# FORECLOSURE AND FORECLOSURE SALES

Generally, **5:1 et seq., 6:1 et seq.** Actual notice, **6:26** 

**Agriculture and Farms** (this index)

Aircraft (this index)

Amount of advertisement, 6:18

Application of Section 9-626 to deficiency claims, **6:32.50** 

Article 9 and strict foreclosure, **6:5** 

Automatic stay

Generally, 5:35 et seq.

Cash, setoff and frozen accounts, **5:54** 

Cause and adequate protection, **5:36** 

Continuous review and finality, **5:42** 

Effect and duration, 5:35

Elements of valuation, **5:50** 

Equipment, recoverable value and equity cushions, **5:39** 

Expiration of case, 5:52

Failed protection and

superpriority, 5:44 to 5:47

Floating liens, recoverable value and equity cushions, **5:40** 

Lack of equity and necessity, **5:41** 

Recoverable value and equity cushions, **5:37 to 5:40** 

Reinvestment opportunity value, **5:38** 

Secured creditor in possession, 5:53

#### FORECLOSURE AND FORECLOSURE SALES —Cont'd

Automatic stay—Cont'd Stipulations and agreements,

failed protection and superpriority, **5:46** 

Subordinating the claim, failed protection and superpriority, 5:47

Time and date

Failed protection and superpriority, **5:45** 

Protection, 5:43

Valuation, 5:51

Valuation and adequate protection, **5:48 to 5:51** 

Cash, automatic stay, 5:54

Cause and adequate protection, automatic stay, **5:36** 

Commercial reasonableness and good faith, **6:12.50** 

Comparisons of price and value, **6:14** 

Consumer cases, strict foreclosure, **6:8** 

Content of advertisement, 6:18

Continuous review and finality, automatic stay, **5:42** 

Contracts and agreements

Generally, 6:33 et seq.

General predefault agreements, **6:34** 

Guarantors and predefault agreements, **6:34** 

Waivers and postdefault agreements, **6:35** 

Default process management, generally, **5:2** 

Deficiency claims, **6:31**, **6:32**, **6:32.50** 

Delay, **6:7**, **6:27** 

Distribution of proceeds and surplus, **6:29** 

Equipment, 5:39, 13:45, 13:46

FORECLOSURE AND FORECLOSURE SALES —Cont'd Equity, automatic stay Equity cushions, 5:37 to 5:40 Lack of equity and necessity, 5:41 Expiration of case, automatic stay, 5:52 Failed protection and superpriority, automatic stay, 5:44 to 5:47	FORECLOSURE AND FORECLOSURE SALES —Cont'd Notice—Cont'd Parties entitled to notice, 6:26 Private sale, 25:31 (Form) Public sale, 25:30 (Form) Redemption, 6:3 Requirement, 6:25, 6:25.50, 6:26 Strict foreclosure, 6:9 Timing and receipt, 6:24
Fixup, 6:20 Floating liens, recoverable value and equity cushions, 5:40 Focus of advertisement, 6:18 Fraudulent conveyance liability, 6:17 Frozen accounts, automatic stay, 5:54 Good faith, 6:12 Guarantors and predefault agreements, 6:34 Intellectual Property (this index) Investment Securities (this index) Management of foreclosure and	Objection, strict foreclosure, 6:9 Oil and gas, 23:31, 23:32 Parties entitled to notice, 6:26 Postsale rights Generally, 6:28 et seq. Debtor's remedies, 6:30 Statute of limitations, 6:32.25 Deficiency claims, 6:31, 6:32 Distribution of proceeds and surplus, 6:29 Purchasers' rights and discharge of liens, 6:28 Statute of limitations, deficiency claims, 6:32
default process, 5:2  Managing sale process, 6:10  Market choice, 6:14  Minimum bid or reserve auctions, 6:16  Monitoring sale process, 6:10  Motor vehicles, 17:15, 17:32, 17:33  Notice	Price Generally, 6:13 et seq. Comparisons of price and value, 6:14 Fraudulent conveyance liability, 6:17 Market choice, 6:14 Minimum bid or reserve auctions, 6:16 Proceeds or procedures tests,
Generally, 6:21 et seq. Actual notice, 6:26 Content, 6:22 Creditors, 25:32 (Form) Form and transmission, 6:23, 6:23.50 Forms, 25:30 et seq. Guarantors, 25:33 (Form) IRS, 25:34 (Form)	G:13  Quick resale for profit, 6:15  Private or public sale, 6:11  Private solicitation, 6:19  Proceeds or procedures tests, 6:13  Public or private sale, 6:11  Quick resale for profit, 6:15  Reasonableness, 6:12  Receipt of notice, 6:24

#### FORECLOSURE AND FORECLOSURE AND FORECLOSURE SALES FORECLOSURE SALES —Cont'd —Cont'd Recoverable value and equity Transmission of notice, 6:23, cushions, automatic stay, 6:23.50 5:37 to 5:40 UCC requirement, commercial Redemption reasonableness and good Generally, 6:1 et seq. faith, **6:12.50** Valuation and adequate protection, Tender of all obligations, 6:4 automatic stay, 5:48 to 5:51 Timing and notice, 6:3 **Vessels** (this index) Reinvestment opportunity value, Waivers, postdefault agreements, automatic stay, 5:38 6:35 Repair, **6:20 Workouts and Preforeclosure Repossession** (this index) (this index) Reserve auctions, 6:16 Setoff, automatic stay, 5:54 FOREIGN LANGUAGE Statute of limitations, 6:32.25 Identity of debtor, Hispanic nam-Statute of limitations, debtor's ing convention, 7:22 remedies. 6:32.25 FRAUD AND DECEIT Statute of limitations, deficiency Inventory, 18:45, 18:58 to 18:60 claims, **6:32** Multiple creditor loans, intercredi-Stipulations and agreements, tor relationship, 9:58 to 9:61 failed protection and Recording and perfection, superpriority, 5:46 misleading financing state-Strict foreclosure ments, 7:20 Generally, 6:5 et seq. Article 9, **6:5** FRAUDULENT CONVEYANCES Consumer cases, 6:8 Foreclosure and foreclosure sales, Creditor's purpose, 6:6 5:16, 6:17 Delay and failure to sell and Leveraged buyouts (LBO's), title change, 6:7 10:63, 10:64 Notice and objection, 6:9 FRONT END FEES AND Subordinating the claim, failed **CHARGES** protection and superpriority, Usury, 4:29 5:47 Superpriority, automatic stay, 5:44 FROZEN ACCOUNTS to 5:47 Foreclosure and foreclosure sales. Surety and guaranty contracts, automatic stay, 5:54 10:19 FTC HOLDER RULE Time and date Enforcement of note, 4:33 Generally, 6:27 **FUNCTIONS OF SECURITY** Automatic stay, above

Generally, 1:5

Roles of security, 1:5

Secured vs. unsecured credit, 1:6

Notice, **6:24** 

Protection, 5:43

Redemption, 6:3

#### **FUTURE ACCOUNTS**

Collateral clause, security agreement, **34:6** (Form)

#### **FUTURE ADVANCES**

After-acquired property, federal tax lien priorities, 8:28
Assignment, 34:12 (Form)
Equipment loan financing, 13:12
Inventory, 31:13 (Form), 31:19
(Form)

Payments (this index) Vessels, mortgages, 15:35

#### **GAS**

Oil and Gas (this index)

# GENERAL COMMERCIAL SECURITY AGREEMENT

Forms, 25:4.50, 25:9 et seq.

#### **GENERAL INTANGIBLES**

Security agreement

Collateral agent, appointment of, 34:57 (Form)
Defining collateral, 34:4
(Form), 34:5 (Form)
Settlement proceeds, 34:5.50
(Form)

## GENERAL SECURED CREDITORS

Chapter 13 bankruptcy, **12:36 et** seq.

#### GENERIC CLASSIFICATIONS AND DESCRIPTIONS

Creation of secured transaction, 2:30

#### **GOOD FAITH**

Bankruptcy, 11:13, 11:14, 11:57, 12:31.10

Creation of secured transaction, failure to bargain, **2:15** Foreclosure and foreclosure sales, **6:12** 

Vessels, affidavit, 30:28 (Form)

#### GOOD FAITH—Cont'd

Workouts and preforeclosure, 5:6

#### **GOODS**

Definition of goods, including computer programs, **25:9.55** (Form)

#### **GOVERNMENT CONTRACTS**

Accounts and contract financing, executory contract rights, 19:30

#### GOVERNMENTAL BOOK ENTRY SECURITIES

Investment securities, 21:16

#### **GRACE PERIODS**

Enforcement of note, 4:36

# **GUARANTY AGREEMENTS Surety and Guaranty Contracts**

(this index)

#### "HANGING PARAGRAPH"

Constitutionality, 12:37
Cram down and present value, 12:36 et seq.
Interest 12:42

Interest, **12:42** 

Majority rule, 12:38, 12:40 Minority rule, 12:38, 12:40

Negative equity value, 12:41 Surrender of collateral, 12:38 et

Transformation of minority rule into majority status, **12:40** 

### HEDGING ACCOUNT

Agriculture and farms, security agreement and assignment, 33:10 (Form)

#### HISPANIC NAMING CONVENTION

Identity of debtor, Hispanic naming convention, **7:22** 

### HISTORICAL BACKGROUND AND OVERVIEW OF ASSET-BASED FINANCING

Generally, 1:1 et seq.

#### HISTORICAL BACKGROUND AND OVERVIEW OF ASSET-BASED FINANCING —Cont'd

Revised Article 9, 1:3, 1:4 Scope of treatise, 1:1 Sources of law, generally, 1:2 Transition to Revised Article 9, 1:4

#### HOLD HARMLESS

Multiple obligor transactions, 10:4

#### HOLDBACK PROVISIONS

Inventory, credit contract purchase agreement, 31:24 (Form)

#### HOLDER RULE OF FTC

Enforcement of note, 4:33

#### **IDENTITY OF DEBTOR**

Address, 7:19
Correct name, 7:19
Diminutives and nicknames, 7:21
Hispanic naming convention, 7:22
Nickname, 7:21
Organization names, 7:23
Trade names, 7:24

#### **IMMOBILIZATION**

Equipment loan financing, default and foreclosure, 13:46

### IMPLIED CONDITIONS

Enforcement of demand notes, **4:45** 

### **IMPORTS**

Inventory, 31:18 (Form)

#### INCOMPLETE SALES

Priorities, 8:11

### **INCREASE AGREEMENT**

Loan commitments and agreements, **25:42.20** (Form)

## INDEMNITY AND INDEMNIFICATION

Aircraft, 16:60

# INDEMNITY AND INDEMNIFICATION

—Cont'd

Equipment leasing, **14:15**Multiple obligor transactions, **10:4** 

#### **INDENTURE**

Forbearance, in connection with, loan commitments and agreements, **25:46.50 (Form)** 

# INDEPENDENT CAUSE OF ACTION

Workouts and preforeclosure, 5:13, 5:14

#### **INDEXING**

Aircraft, perfection, 16:39

#### INDIVIDUAL DEBTOR

Bankruptcy, reorganization plan, **28:2** (Form)

### INDUBITABLE EQUIVALENT

Bankruptcy, cram down for secured debt. 11:50

#### **INFRINGEMENT**

Intellectual property, 22:28 Inventory, 18:48

#### INSECURITY

Covenants and events of default, 3:7

### **INSOLVENCY**

**Bankruptcy** (this index)

#### **INSPECTION**

Aircraft, 16:63

Certificates, aircraft, **16:24**Covenants and events of default, **3:11** 

#### INSTALLMENTS NOTES AND PAYMENTS

Aircraft, 30:2 (Form)
Enforcement of note, 4:35
Forms, 25:11 et seq.
Interest Rates (this index)

Index-50

# INSTALLMENTS NOTES AND PAYMENTS—Cont'd

Unsecured, 25:12 (Form)

#### INSTRUMENTS

Notes and certificates of deposit, perfection, 20:39 to 20:41

#### **INSURANCE**

Aircraft, 16:60, 30:18 (Form)

Aircraft lease

Lessee's obligations, 30:10 (Form)

Lessor's obligations, **30:11** (Form)

Covenants and events of default, 3:13

Creation of secured transaction, **2:36** 

Equipment leasing, 14:28 Equipment loan financing, 13:28 Motor vehicles, 17:25 Vessels, 15:46

#### INTANGIBLE PROPERTY RIGHT

Domain name, enforceability, **22:16.40** 

#### **INTANGIBLES**

Floating Liens and Intangibles (this index)

#### INTELLECTUAL PROPERTY

Generally, 22:1 et seq.

After-acquired rights, monitoring of, **22:33** 

After-developed property, enforceability, **22:14** 

Agreement to assign patents, **32:37 (Form)** 

Article 9 preemption, 22:7

Assignments

Collateral, 22:5, 34:48 (Form)

Contracts, 22:4

Copyright, 32:43 (Form)

## INTELLECTUAL PROPERTY —Cont'd

Assignments—Cont'd Patents, 32:37 (Form), 32:41 (Form)

Trademarks, **32:49** (Form), **34:48** (Form)

Blocking patents and copyrights, 22:29

Changing condition, status and enforceable rights, 22:13 to 22:15

Coauthorship and coinvention, 22:30

Collateral assignments, 22:5, 22:39

Contract for services, registration of domain name, 22:16.80

Contractors, agreements with, **22:31** 

Contracts, 22:4, 22:16.80

Copyright

Assignment, 32:43 (Form)

Mortgage, 32:43 (Form)

Security agreement, 32:42 (Form), 32:44 (Form), 32:45 (Form), 32:50 (Form)

Covenants and representations

Generally, 22:31 et seq.

After-acquired rights, monitoring of, **22:33** 

Data preservation, access and submission, **22:36** 

Employees and contractors, agreements with, **22:31** 

Maintenance and enforcement of rights, 22:32

Subsequent licenses, 22:35

Validity and competing rights, 22:34

Current law, enforceability, **22:16.90** 

Data preservation, access and submission, **22:36** 

NTELLECTUAL PROPERTY	INTELLECTUAL PROPERTY
Cont'd	Cont'd
Default and foreclosure	Enforceability—Cont'd
Generally, 22:37 et seq.	Multiple property coverage,
Collateral assignments and	22:15
sales, <b>22:39</b>	Nonexclusive license rights as
Sale methodology, 22:38 to	collateral, 22:20
22:40	Old, current or new law,
Secrecy in reselling, 22:40	22:16.90
Termination and license default, 22:37	Registration of domain name as creating contract for ser-
Definitions, 22:3	vices, <b>22:16.80</b>
	Rights governed, 22:16
Documents list, 22:6	Tangible property right,
Domain name	22:16.60
Enforceability	Trade secrets and underlying
Generally, <b>22:16.20</b>	confidences, 22:17
Intangible property right, <b>22:16.40</b>	Trademarks and special protections, <b>22:18</b>
Registration as creating	Filing and enforceability
contract for services,	Generally, 22:7 et seq.
22:16.80	Article 9 preemption, 22:7
Tangible property right,	Copyright interests, 22:9
22:16.60	License contracts, 22:12
Security agreement, 32:50	Patent rights, 22:8
(Form)	Trade secrets and technical data
Employees, agreements with,	22:11
22:31	Trademarks, 22:10
Enforceability	Foreclosure. Default and foreclo-
Generally, 22:13 et seq., 22:32	sure, above
After-developed property, 22:14	Form of transaction, 22:5
Changing condition, status and	Identifiable property, 22:19
enforceable rights, 22:13	Intangible property right in
to 22:15	domain name, 22:16.40
Contract for services, registra-	Licenses, 22:4, 22:21, 32:40
tion of domain name, <b>22:16.80</b>	(Form), 32:41 (Form),
	32:50 (Form)
Domain names, <b>22:16.20 et seq.</b>	Maintenance and enforcement of rights, <b>22:32</b>
Filing and enforceability, below	Mortgages, 32:38 (Form), 32:43
Identifiable property, 22:19	(Form)
Intangible property right,	Motion pictures security agree-
22:16.40	ment, <b>32:46 (Form)</b>
License contracts and bank-	Multiple property coverage, 22:15
ruptcy risk, <b>22:21</b>	New law, enforceability, 22:16.90

INTELLECTUAL PROPERTY —Cont'd	INTELLECTUAL PROPERTY —Cont'd
Nonexclusive licenses, 22:20, 22:27	Security agreements Accounts receivable, contracts
Old law, enforceability, 22:16.90	rights, <b>34:1 (Form)</b>
Ownership and infringement, <b>22:28</b>	Copyright, 32:42 (Form), 32:44 (Form), 32:45
Patents	(Form), 32:50 (Form)
Assignments, 32:37 (Form),	Domain names, 32:50 (Form) Licenses, 32:50 (Form)
<b>32:41 (Form)</b> License agreement, <b>32:40</b>	Motion picture, 32:46 (Form)
(Form), 32:41 (Form)	Patents, <b>25:6</b> (Form), <b>32:39</b>
Mortgage of, <b>32:38 (Form)</b>	(Form), 32:50 (Form)
Priority, <b>22:29</b>	Trademarks, <b>32:47</b> ( <b>Form</b> ),
Security agreement, 32:39	32:50 (Form)
(Form), 32:50 (Form),	Subsequent licenses, 22:35
34:57 (Form)	Tangible property right in domain name. <b>22:16.60</b>
Preemption and priority, 22:23 to	Termination and license default,
22:26	22:37
Priority	Third-party priority, 22:22
Generally, <b>22:22 et seq.</b> Blocking patents and	Trademarks
copyrights, 22:29	Collateral assignment of, 32:48
Coauthorship and coinvention,	(Form)
22:30	License or assignment agree- ment, reassignment of
Copyright rules, 22:24	trademark to secure perfor-
Nonexclusive licenses, 22:27	mance by assignee, 32:49
Ownership and infringement,	(Form)
22:28	Security agreement, 32:47
Patent rules, 22:25	(Form), 32:50 (Form), 34:1 (Form)
Preemption and priority, 22:23 to 22:26	Validity of covenants and
Substantive claims, 22:28 to	representations, 22:34
22:30	INTER-AFFILIATE
Third-party priority, 22:22	GUARANTIES
Trademark rules, 22:26	Generally, 10:23
Registration of domain name	INTERCREDITOR
creating contract for services,	AGREEMENT
22:16.80	Basic commercial forms, Mez-
Representations. Covenants and	zanine loan, <b>25:42.50 (Form)</b>
representations, above	INTERCREDITOR
Rights-based financing, 22:2	RELATIONSHIP
Sale methodology, 22:38 to 22:40	Multiple Creditor Loans (this
Secrecy in reselling, <b>22:40</b>	index)

#### **INTEREST**

**Bankruptcy** (this index)

Chapter 13 bankruptcy, "hanging paragraph," 12:42

Convention on International Interests in Mobile Equipment

International interests, 16:28 to 16:30

Nonconsensual interests, **16:32** Pre-date interests, **16:33** 

Rates. **Interest Rates** (this index)

#### INTEREST RATES

Generally, 4:11 et seq.

Actuarial computation or declining balance, **4:15** 

Add-on interest, 4:14

Amortization, interest and installment debt

Generally, 4:11 et seq.

Add-on interest, **4:14** 

Computation of rate, **4:13 to 4:15** 

Declining balance or actuarial computation, 4:15

Discounted notes, 4:16

Fixed rate, 4:20, 25:11 (Form)

Floating rates, 4:20

Prime rate, 25:13 (Form)

Simple or compound interest, 4:12

Variable, fixed base, **25:14** (Form)

Calculation, floating and fixed rates, **4:18** 

Chapter 13 bankruptcies, cram down and present value, 12:47

Compound or simple interest, **4:12** Computation of rate, **4:13 to 4:15** 

Cram down and determination of, 11:52.50

Declining balance or actuarial computation, **4:15** 

Disclosures, 4:22

#### INTEREST RATES—Cont'd

Discounted notes, 4:16

Fixed rates. Floating and fixed rates, below

Floating and fixed rates

Generally, 4:17 et seq.

Amortization, interest and installment debt, **25:11** (Form)

Installments and basis, **4:20** 

Specification of rate, 4:19

Timing and calculation, 4:18

Usury, 4:21

Installment debt. Amortization, interest and installment debt, above

Interest. Amortization, interest and installment debt, above

Simple or compound interest, **4:12** Specification, floating and fixed

Timing, floating and fixed rates, 4:18

United States Rule computation, 4:15

Usury (this index)

rates, **4:19** 

#### **INTERIM CONTRACTS**

Letter of intent, 26:2 (Form), 26:3 (Form)

#### INTERNATIONAL REGISTRY

Convention on International Interests in Mobile Equipment, **16:27**, **16:31** 

FAA Entry Point Filing Form, AC Form 8050-135, **30:25** (Form)

#### **INTERNET**

Domain names, enforceability, **22:16.20 et seq.** 

#### INTERSTATE EXCHANGES

Inventory, after-acquired property, **18:11** 

#### INTERSTATE SHIPMENTS INVENTORY—Cont'd Covenants and representations Inventory, after-acquired property, —Cont'd 18:10 Bankruptcy preference monitor-**INVENTORY** ing, 18:44 Generally, 18:1 et seq., 31:11 et Debt-collateral ratios, 18:42 seq. Fraud, monitoring and inspec-Accessions, 18:50 tions for, 18:45 Accounts, 18:17, 19:19, 31:12 Infringement issues, 18:48 (Form), 31:13.60 (Form) Perfection of paper, 18:49 Acquisitions, 18:4 Property handling, 18:46 Advances, 18:7 Secondary liens, 18:47 After-acquired property Tax lien monitoring, 18:43 Generally, 18:9 et seq. Credit contract purchase agree-Custom orders, 18:12 ment, 31:23 (Form) to 31:25 Interstate exchanges, 18:11 (Form) Interstate shipments, 18:10 Cross-collateralization, 18:7 Curtailments, floor planning, Returned goods, 18:13 18:57 Voidable preferences, 8:34 Custom orders, after-acquired Automatic stay, 18:69 property, **18:12** Automobiles, trust receipt, 31:17 Dealer reserve accounts, 18:14, (Form) 18:64 Bankruptcy Abuse Prevention and Debt-collateral ratios, 18:42 Consumer Protection Act, 18:44 Default Bankruptcy preference monitor-Generally, 18:65 et seq. ing, 18:44 Automatic stay, 18:69 Borrowing Base Loans (this Initial steps of closure, **18:66** index) Sales methods, 18:68 Bulk buyers, **18:53** Termination and notice, 18:65 Buy back obligations, acquisition to 18:67 of chattel paper, 18:63 Wind-down procedures, 18:67 Cash and separate accounts, Documentation of property proceeds, 18:19 to 18:21 receipt, 18:55 Chattel paper, 18:18, 18:61 to Documents list, 18:6 18:64, 20:9 to 20:11 Fabrication of goods for supplier, Collateral clause, 34:3 (Form), 18:52 34:9 (Form) False acquisitions, floor planning, Commingling, cash and separate 18:59 accounts, 18:20 Financing statement description, **Consignments** (this index) 34:20 (Form), 34:25 (Form), 34:26 (Form) Covenants and representations Generally, 18:42 et seq. Floor planning Accessions, 18:50 Generally, 18:54 et seq.

#### INVENTORY—Cont'd INVENTORY—Cont'd Floor planning—Cont'd Forms—Cont'd Application for floor plan Future advances, 31:13 (Form), financing, 31:13.50 31:19 (Form) (Form) Holdback provisions, credit contract purchase agree-Buy back obligations, acquisiment, 31:24 (Form) tion of chattel paper, 18:63 Chattel paper, acquisition of, Import financing, 31:18 (Form) 18:61 to 18:64 Notice of intended acquisition of security agreement in Curtailments and payments, inventory, 31:22 (Form) 18:57 Promissory note and curtail-Dealer reserve accounts, ment schedule, 31:20 acquisition of chattel (Form) paper, 18:64 Recourse provisions, credit Documentation of property contract purchase agreereceipt, 18:55 ment, 31:25 (Form) False acquisitions, 18:59 Replacement of collateral sold, **Forms** 31:15 (Form) Application for floor plan Schedule of merchandise financing, 31:13.50 subject to security agree-(Form) ment, 31:21 (Form) Floor planning agreement, Security agreement, 31:11 31:14 (Form) (Form) to 31:13 (Form), Fraud, risks of, 18:58 to 18:60 34:3 (Form), 34:9 (Form) Handling certificates, 18:56 Trust receipt. 31:16 (Form). Recourse arrangements, 31:17 (Form), 31:19 acquisition of chattel (Form) paper, 18:62 Wholesale financing agreement Trust, sales out of, 18:60 with security interest in accounts and general **Forms** intangibles, 31:13.60 Generally, 31:11 et seq. (Form) Accounts receivable and inven-Fraud, 18:45, 18:58 to 18:60 tory, security agreement, Future advances, 31:13 (Form), 31:12 (Form) 31:19 (Form) Automobiles, trust receipt, General lending, 18:4 31:17 (Form) Handling certificates, 18:56 Collateral clause, 34:3 (Form), Holdback provisions, credit 34:9 (Form) contract purchase agreement, Credit contract purchase agree-31:24 (Form) ment, 31:23 (Form) to Import financing, 31:18 (Form) 31:25 (Form) Infringement issues, 18:48 Financing statement descrip-

Interstate

Exchanges, after-acquired prop-

erty, 18:11

tion, 34:20 (Form), 34:25

(Form), 34:26 (Form)

Floor planning, above

#### INVENTORY—Cont'd INVENTORY—Cont'd Interstate—Cont'd Proceeds-Cont'd Commingling, cash and sepa-Shipments, after-acquired proprate accounts, 18:20 erty, 18:10 Lease of inventory to others, Lock box issues, 18:22 18:15 Noninventory lenders, 18:17, Lock box issues, proceeds, 18:22 18:18 Manufacturing and wholesale Setoff by bank, cash and sepadealers rate accounts, 18:21 Generally, **18:3**, **18:51 to 18:53** Products, accessions and suppliers, 18:51 Accounts and general intangibles, wholesale Promissory note and curtailment financing agreement with schedule, 31:20 (Form) security interest in, Property handling, 18:46 31:13.60 (Form) Purchase money loans, secondary Bulk buyers, 18:53 financing, 18:25 Fabrication of goods for sup-Recourse provisions, 18:62, 31:25 plier, 18:52 (Form) Products, accessions and suppli-Related and intangible rights, **18:8** ers, 18:51 Replacement of collateral sold, Manufacturing transactions, 18:3 31:15 (Form) Nature of transactions, 18:2 to Representations. Covenants and 18:5 representations, above Noninventory lenders, proceeds, Retail transactions, 18:3 18:17, 18:18 Returned goods, after-acquired Notice property, 18:13 Default, 18:65 to 18:67 Schedule of merchandise subject Intended acquisition of security to security agreement, 31:21 agreement in inventory, (Form) 31:22 (Form) Scope, 18:7 et seq. Open account suppliers, secondary Secondary financing financing, 18:39 Generally, 18:24 et seq. Payments, floor planning, 18:57 Cash sellers, 18:38 Perfection, 18:23, 18:49 Open account suppliers, 18:39 Possessory or other special Purchase money loans, 18:25 arrangements, 18:5 Secondary liens, 18:47 Security agreement, 31:11 (Form) Generally, 18:16 et seq. to 31:13 (Form), 34:3 Accounts, noninventory lenders, (Form), 34:9 (Form) 18:17 Security interest, wholesale Cash and separate accounts, financing agreement with 18:19 to 18:21 security interest in accounts Chattel paper, noninventory and general intangibles, lenders, 18:18 31:13.60 (Form)

#### INVENTORY—Cont'd

Setoff by bank, cash and separate accounts, 18:21

Subordination agreements, **27:5** (Form)

Tax lien monitoring, 18:43

Termination, default, **18:65 to 18:67** 

Third party matters

Generally, 18:24 et seq.

Handling cash and competing claims, **18:41** 

Right of debtor to sell, 18:40

Secondary financing, above

Trust, sales out of, 18:60

Trust receipt, 31:16 (Form), 31:17 (Form), 31:19 (Form)

Wholesale dealers. Manufacturing and wholesale dealers, above Wind-down procedures, **18:67** 

#### INVESTMENT CONTRACTS

Multiple creditor loans, intercreditor relationship, **9:60** 

#### INVESTMENT SECURITIES

Generally, **21:2** et seq., **32:14** et seq.

Acceleration, default and foreclosure, **21:36** 

Antifraud provisions of securities law, **21:34** 

Assignments, **32:22 (Form)**, **32:30 (Form)** 

Brokerage account, pledge of investment property in, 32:18 (Form)

Cash collateral security agreement, **32:31 (Form)** 

Certificated and uncertificated securities, **21:6** 

Choice of law, 21:17

Citation to discover assets, 21:19

Classifications. Definitions and classifications, below

# INVESTMENT SECURITIES —Cont'd

Collateral assignment, **32:30** (Form)

Conflicting

Ownership claims, 21:20

Security interests, 21:18

Conversions of uncertificated securities, 21:15

Convertible promissory note, 32:31.25 (Form), 32:31.50 (Form)

Covenants and special provisions

Generally, 21:21 et seq.

Antifraud provisions of securities law, **21:34** 

Creditor custodial obligations, below

Delayed and current attachment, 21:21

Predefault ownership and control, below

Repledge, right to, 21:33

Secondary claims, 21:28

Securities laws representations and disclosures, **21:22** 

Verification of ownership and pledge status, **21:27** 

Creditor custodial obligations

Generally, 21:29 et seq.

Duty to convert or notify, 21:32

Duty to sell, 21:31

Temporary release of possession, **21:30** 

Default and foreclosure

Generally, 21:35

Defining default, 21:35

Notice and acceleration, 21:36

Postdefault exercise of control,

21:37

21:39

Registration of securities, 21:40

Sales in changing market, 21:38

Terms of default, 32:21 (Form)

Warranties on sale of securities,

Index-58

INVESTMENT SECURITIES —Cont'd	INVESTMENT SECURITIES —Cont'd
Definitions and classifications	Forms—Cont'd
Generally, 21:4 et seq.	Security agreements, 34:5
Certificated and uncertificated	(Form), 34:57 (Form)
securities, 21:6	Software license agreement,
Restricted and registered securi-	<b>32:32</b> (Form)
ties, <b>21:7</b>	Stock pledge agreement,
Securities and general	pledge, <b>32:17 (Form)</b>
intangibles, 21:5	Trust receipts, 32:25 (Form) to
Security entitlements, 21:8	32:27 (Form)
Delayed and current attachment, 21:21	Governmental book entry securities, <b>21:16</b>
Distributions, predefault owner-	Letter of credit, trust receipt and
ship and control, 21:26	security agreement used with, 32:26 (Form), 32:27 (Form)
Dividends, 21:14, 21:26	
Documents list, 21:3	License, security incidental to, <b>32:33 (Form)</b>
Equity-for-debt exchange agree-	Margin stock, statement of
ment, 32:24 (Form)	purpose for extension of
Financial assets security agreement, <b>32:20</b> (Form)	credit secured by, 32:29
Foreclosure. Default and foreclo-	(Form)
sure, above	Multiple creditor loans, intercreditor relationship, <b>9:59</b> , <b>9:60</b>
Forms	Notice, default and foreclosure,
Generally, <b>32:14 et seq.</b>	21:36
Assignment separate from certificate, <b>32:22</b> ( <b>Form</b> )	Notice of conversion, convertible promissory note, <b>32:31.50</b>
Collateral assignment, 32:30	(Form)
(Form)	Option agreement, 32:23 (Form)
Consent of owner to repledge,	Perfection of certificated securities
32:28 (Form)	Generally, 21:9 et seq.
Default terms, 32:21 (Form)	1977 Code, <b>21:11</b>
Instruments or documents,	Security entitlements, 21:13
pledge, <b>32:14 (Form</b> )	Third party possession, 21:10
Letter of credit, trust receipt and	Uncertificated securities, 21:12
security agreement used with, 32:26 (Form), 32:27	<b>Pledges</b> (this index)
(Form)	Predefault ownership and control
License, security incidental to,	Generally, 21:23 et seq., 21:37
32:33 (Form)	Dividends and distributions,
Margin stock, statement of	21:26
purpose for extension of	Stock powers and sale rights, 21:25
credit secured by, <b>32:29</b>	
(Form)	Voting rights and control, 21:24
Pledges, 32:14 et seq.	Registration of securities, 21:40

# INVESTMENT SECURITIES —Cont'd

Repledge, right to, 21:33 Restricted and registered securities, 21:7

Secondary claims, 21:28

Securities

General intangibles, **21:5**Laws representations and

Laws representations and disclosures, 21:22

Security

Agreements, collateral, 34:5 (Form), 34:57 (Form)

Entitlements, 21:8, 21:13

Software license agreement, **32:32** (Form)

Special provisions. Covenants and special provisions, above

Splits, 21:14

Stock powers and sale rights, predefault ownership and control, 21:25

Temporary release of possession, creditor custodial obligations, 21:30

Third party matters

Generally, 21:18 et seq.

Citation to discover assets, **21:19** 

Conflicting ownership claims, 21:20

Conflicting security interests, 21:18

Third party possession, perfection of certificated securities, 21:10

Trust receipts, 32:25 (Form) to 32:27 (Form)

Types of transactions, **21:2**Verification of ownership and pledge status, **21:27** 

Voting rights and control, predefault ownership and control, 21:24

### INVESTMENT SECURITIES

—Cont'd

Warranties on sale of securities, 21:39

#### JOINT FACTORING AGREEMENTS

Intangible collateral forms, **32:11** (Form)

#### JOINT LOANS

Multiple Creditor Loans (this index)

#### **JOINT NOTE**

Form, 25:15 (Form)

#### JOINT OPERATING LIENS

Oil and gas, 23:17

#### JOINT VENTURES

Creation of secured transaction, **2:7** 

#### **JURISDICTION**

Vessels, arbitration, 15:63

#### **JURY TRIAL**

Surety and guaranty contracts, waiver of, **34:31.50** (Form)

#### **KEEP-WELL AGREEMENTS**

Agreement not executory contract assumable or rejectable in bankruptcy, **27:21 (Form)** 

Breach as breach of credit agreement, **27:19 (Form)** 

Funding for product research, **27:18 (Form)** 

Letter agreement, 27:16 (Form)

Liquidity, maintenance, 27:17 (Form)

Net worth, maintenance, 27:17 (Form)

Preservation of status quo, **27:20** (Form)

Security agreement between guarantor and secured party, **27:21.50 (Form)** 

#### **LABELS**

**Letters of Credit** (this index)

#### **LACHES**

Vessels, default and foreclosure, 15:55

#### **LAWYERS**

Attorneys (this index)

Leveraged Buyouts (LBO's) (this index)

#### LEASEBACK

Aircraft lease, 30:15 (Form)

#### **LEASES**

Aircraft, 30:4 (Form), 30:5 (Form), 30:17 (Form) **Equipment Leasing** (this index) Financing statement covering leased goods, 25:61 (Form) **Motor Vehicles** (this index) Notes and certificates of deposit, 20:60 Oil and gas, 23:3

#### **LEGALITY**

Multiple creditor loans. distinguishing joint loans and loan participations, 9:13

### LETTERS OF CREDIT

Generally, 10:7, 10:27 et seq. Applicant's agreement with letter of credit issuer, 32:55 (Form) Bankruptcy, effect of, 10:46 Banks and standby letters, 10:31 Beneficiary and issuer relationship Generally, 10:36 et seq. Other contracts, 10:39 Payment and wrongful dishonor, 10:37 Recovery of payment, 10:40 Borrowing base loans, 31:7

#### LETTERS OF CREDIT—Cont'd

Character of contract, 10:7 Collateral security provisions, 32:56 (Form)

Commercial sales letters, 10:29 Customer agreement, 34:41 (Form)

Customer and issuer relationship Generally, 10:42 et seq. Financing commitment, 34:41 (Form)

Payment, duties of issuer, 10:44 Preventing payment, 10:45 Reimbursement rights, 10:43

Establishment, 10:35

Formalities, 10:33, 10:34

Functions. Uses, labels and functions, below

Governing law, 10:32

Labels. Uses, labels and functions, below

Modification, 10:35

Multiple obligors, generally, 10:7 Nature of transaction, 10:27

Payment, 10:37, 10:40, 10:44, 10:45

Preventing payment, 10:45 Recovery of payment, 10:40 Reimbursement rights, 10:43 Revised Article 9, 10:47 Revocability, 10:35 Secondary uses by beneficiary,

10:41 Security agreement, 34:57 (Form) Standby letters and guaranties,

10:30, 10:31 Trust receipt and security agreement, 32:26 (Form), 32:27 (Form)

Uses, labels and functions Generally, 10:28 et seq. Banks and standby letters, 10:31

Commercial sales letters, 10:29

(Form), 31:8 (Form)

#### LETTERS OF CREDIT—Cont'd

Uses, labels and functions
—Cont'd
Standby letters and guaranties,
10:30, 10:31

Workouts and preforeclosure, **5:21** Wrongful dishonor, **10:37** 

#### LETTERS OF INTENT

**Creation of Secured Transaction** (this index)

## LEVERAGED BUYOUTS (LBO'S)

Generally, 10:48 et seq.

Acquiring company and subsidiary, **10:49** 

Acquisition loan and dividend, 10:57

Applications, 10:52

Asset sale and liquidating dividend, **10:54** 

Bankruptcy, equitable subordination in, **10:66** 

Bulk sales law, 10:62

Characteristics, 10:48 to 10:51

Credit and leverage elements, **10:50** 

Dividend and stock redemption, 10:56

Employee plan acquisitions, **10:58** Financed stock purchase and agreement, **10:59** 

Fraudulent conveyances, **10:63**, **10:64** 

Lenders and multiple debtors

Generally, 10:61 et seq.

Bulk sales law, 10:62

Fraudulent conveyances, 10:63, 10:64

Prohibited corporate distributions, **10:65** 

Leverage and credit elements, 10:50

Mergers, 10:60

# LEVERAGED BUYOUTS (LBO'S)—Cont'd

Multiple debtors. Lenders and multiple debtors, above

Overview, 10:48 to 10:51

Purposes, 10:52

Stock acquisitions

Generally, 10:55 et seq.

Acquisition loan and dividend, **10:57** 

Dividend and stock redemption, 10:56

Employee plan acquisitions, 10:58

Financed stock purchase and agreement, **10:59** 

Mergers, 10:60

Structural variations, **10:53 et seq.** Target assets, **10:51** 

#### LEVERAGED LEASES

Equipment leasing, taxation, 14:11

#### **LICENSES**

Creation of secured transaction, 2:23

Intellectual property

Generally, **22:4**, **22:21**, **32:40** (Form), **32:41** (Form)

Security agreement, **32:50** (Form)

Security incidental to, **32:33** (Form)

Trademark license or assignment agreement, reassignment of trademark to secure performance by assignee, 32:49 (Form)

#### **LIENS**

Covenants and events of default, 3:8, 3:9

#### LIMITATION OF ACTIONS

Foreclosure and foreclosure sales, **6:32, 6:32.25** 

#### LIMITATIONS

Aircraft lease, restrictions on use, 30:14 (Form)

#### LINE OF CREDIT

Inventory and accounts receivable, 31:13.70 (Form)

Termination clause, 34:42 (Form)

#### LINKAGE

Covenants and events of default, **3:4** 

#### LIQUIDATED DAMAGES

Equipment leasing, 14:35

#### LIQUIDATION

Agreement among lender, debtor and guarantor, 27:15 (Form)

Chapter 7 Bankruptcy Liquidations (this index)

#### LIST OF COLLATERAL

Loan commitments and agreements, **34:43** (Form)

### LIST OF CREDITORS

Bankruptcy forms, 28:10 (Form)

#### LIVESTOCK

**Agriculture and Farms** (this index)

# LOAN COMMITMENTS AND AGREEMENTS

Additional capital by owner, dairy farming, **25:42.70** (Form)

Assignment of rent, 25:42.40 (Form)

Construction and development, race track, **25:41.70** (Form)

Corporate borrower and banks, **25:41.50 (Form)** 

Dairy farming, additional capital by owner, **25:42.70** (Form)

Deed of trust, assignment of rent, security agreement, fixture filing, **25:42.40** (Form)

Fixture filing, 25:42.40 (Form)

## LOAN COMMITMENTS AND AGREEMENTS—Cont'd

Forbearance in connection with indenture, **25:46.50** (Form)

Increase agreement, 25:42.20 (Form)

Indenture, forbearance in connection with, **25:46.50** (Form)

Intercreditor agreement, Mezzanine loan, **25:42.50** (Form)

Second priority representative junior security interests in common collateral, **25:42.60 (Form)** 

Lender affiliate of borrower, term loan and security agreement, **25:42.30 (Form)** 

Listing of collateral, **34:43** (Form)

Race track, construction and development, **25:41.70** (Form)

Second priority representative junior security interests in common collateral, intercreditor agreement, 25:42.60 (Form)

Security agreement, **25:42.40** (Form)

Security agreement, lender affiliate of borrower, term loan and, **25:42.30** (Form)

Term loan and

Revolving credit, **25:41.60** (Form)

Security agreement, lender affiliate of borrower, **25:42.30** (Form)

#### LOAN PARTICIPATIONS

Multiple Creditor Loans (this index)

#### LOCATION

Place or Location (this index)

#### LOCK BOXES

Agreement, 25:43 et seq.

#### LOCK BOXES-Cont'd

Chattel paper, collection and proceeds, 20:28
Enforcement of note, 4:37
Inventory, proceeds, 18:22

#### **MAINTENANCE**

Aircraft, 16:58

Aircraft lease routine maintenance provisions

Lessee to pay, 30:12 (Form)
Lessor to pay, 30:13 (Form)
Covenants and events of default,

Motor vehicles, 17:25

#### MAJORITY RULE

3:14

Chapter 13 bankruptcy, surrender of collateral, **12:38**, **12:40** 

#### MANUFACTURING

**Inventory** (this index)

#### MARGIN STOCK

Investment securities, statement of purpose for extension of credit, **32:29** (Form)

Notes, statement of purpose for extension of credit, 32:29 (Form)

## MARGINA AND OTHER ACCOUNTS

Agriculture and farms, 24:39

### MARSHALING OF ASSETS

Priorities, 8:18

### MARSHALLING OF ASSETS

Default, 34:15.50 (Form)

#### MASTER CREDIT AGREEMENT

Multiple creditor loans, 9:12

### "MEANS TEST"

Chapter 7 Bankruptcy Liquidations (this index)

### "MEANS TEST"—Cont'd

Chapter 13 cases, Official Bankruptcy Form, **28:1.60** (Form)

#### MECHANIC'S AND MATERIALMENS' LIENS

Priorities, **8:6.50** 

### MECHANICS AND

MECHANICS' LIENS

Aircraft, priority, 16:45, 16:53

#### MEETING OF CREDITORS

Bankruptcy forms, notice, **28:12** (Form)

#### **MERCHANT STATUS**

Consignments, 18:30

#### **MERGERS**

Leveraged buyouts (LBO's), 10:60

Workouts and preforeclosure, 5:23

#### MINERAL RIGHTS

Oil and gas, **23:3** 

#### MINIMUM BID AUCTIONS

Foreclosure and foreclosure sales, **6:16** 

#### MINORITY RULE

Chapter 13 bankruptcy, surrender of collateral, **12:39**, **12:40** 

#### **MISREPRESENTATION**

Fraud and Deceit (this index)

#### **MODIFICATION**

Assignment, prohibition of modification after, **27:31** (Form)

Breach, modification of contract as, 27:32 (Form)

Letters of credit, 10:35

Multiple creditor loans, modifying and servicing loan, control of debt relationship, **9:44** 

Prenegotiation letter to modify loan, 25:45 (Form)

#### MODIFICATION—Cont'd MOTOR VEHICLES—Cont'd Statement, change of, 25:20 Covenants and representations (Form) —Cont'd Cooperation in perfecting inter-Surety and guaranty contracts, 10:17 est, 17:24 Handling certificate, 17:23 **MORTGAGES** Insurance and maintenance, Bankruptcy, agreement executed 17:25 by debtor in possession Interstate movement and authorized to use cash collatregistration, 17:22 eral, **28:8** (Form) Rents and transportation Copyright, 32:43 (Form) contracts, 17:26 Notes and certificates of deposit, Use and sales. 17:21 20:59 Oil and gas, 33:3 (Form) Default, 17:32, 17:33 Patents, 32:38 (Form) Documents list, 17:3 Exempt transactions, perfection, Vessels (this index) 17:5 **MOTION PICTURES** Filing and possession, perfection, Security agreement, 32:46 (Form) 17:8 Foreclosure and foreclosure sales, MOTOR VEHICLES 17:15, 17:32, 17:33 Generally, 17:1 et seq. Handling certificate, 17:23 After-acquired vehicles, perfec-Insurance, 17:25 tion, 17:12 Application for certificate of title, Interstate movement and registra-25:22.50 (Form) tion, 17:22 Inventory, trust receipt, 31:17 Auction markets and notice, default and foreclosure, (Form) 17:33 Leases Bankruptcy, perfection and Generally, 17:27 et seq. precautions, 17:11 Financing lessor, 17:31 Bankruptcy Abuse Prevention and Open end and TRAC leases, Consumer Protection Act, 17:28 17:11 Perfection, 17:30 Certificate of title Taxation, 17:29 Application for, 25:22.50 Maintenance, 17:25 (Form) Multistate vehicles and conflicts Perfection, 17:4, 17:9 Generally, 17:17 et seq. Conflicts. Multistate vehicles and Registration without certificate, conflicts, below 17:20 Conveyance of title, default and Second certificates, 17:19 foreclosure, 17:32 Surrender of certificate, 17:18 Cooperation in perfecting interest, 17:24 Open end and TRAC leases, 17:28 Covenants and representations Option to purchase, 29:7 (Form), Generally, 17:21 et seq. 29:8 (Form)

#### MOTOR VEHICLES—Cont'd MOTOR VEHICLES—Cont'd Perfection Title and sales—Cont'd Right to sell and convey title, Generally, 17:4 et seq. 17:14 After-acquired vehicles, 17:12 Transportation contracts, 17:26 Bankruptcy, perfection and Types of transactions, 17:2 precautions, 17:11 Use and sales, 17:21 Bankruptcy Abuse Prevention and Consumer Protection MULTIPHASE LENDING Act. 17:11 **Equipment Loan Financing** (this Certificate of title, 17:4, 17:9 index) Exempt transactions, 17:5 MULTIPLE CREDITOR LOANS Filing and possession, 17:8 Leases, 17:30 Generally, 9:1 et seq., 27:22 et Mechanics of perfection, 17:7 seq. (Forms) Administration of loan, generally, Place to certificate, 17:9 9:26 Rules regarding perfection, 17:6 Advances et seq. Control of debt relationship, Timing of perfection, 17:10 Place to certificate, perfection, Distinguishing joint loans and 17:9 loan participations, 9:8 Purchase money, security agree-Participation agreement, 9:40 ment, 25:21 (Form), 25:22 (Form) Advantages of various multiple lender relationships Registration without certificate, 17:20 Generally, 9:4 Distinguishing joint loans and Rents and transportation contracts, 17:26 loan participations, 9:12 Representations. Covenants and Joint loans, 9:5 representations, above Loan participations and Sales. Title and sales, below syndicated loans, 9:6 Second certificates, 17:19 Syndicated loans, 9:6 Surrender of certificate, 17:18 Agreement ranking respective security interests of secured Taxation, leases, 17:29 creditors with common Third parties debtor and collateral, 27:30 Generally, 17:13 (Form) Multistate vehicles and Arbitration clauses in participation conflicts, above agreements, 27:25 (Form) Title and sales, below Bankruptcy Abuse Prevention and Timing of perfection, 17:10 Consumer Protection Act, Title and sales 9:48 Generally, 17:13 et seq. Bankruptcy estate, intercreditor Buyers and certificates, 17:16 relationship, 9:49 Certificate of title, above Bankruptcy of lender. Insolvency

of lead, below

Foreclosure sales, 17:15

#### MULTIPLE CREDITOR LOANS MULTIPLE CREDITOR LOANS -Cont'd -Cont'd Buyout transactions, intercreditor Debtor-creditor relationship relationship, 9:36 -Cont'd Cash proceeds Excess or nonparticipated loan, 9:27 Bankruptcy of lead lender, 9:50 Fiduciary duties, 9:25 Collateral, intercreditor relationship, 9:33 Joint loan distinguished from participation, 9:17 Intercreditor relationship, 9:33, 9:50 Loan administration, generally, 9:26 Certificate of participation, 27:27 et seq. (Forms) Multiple creditor involvement, Conflicts of interest, 9:54 indirect impact on debtor, 9:19 Control of debt relationship Generally, 9:37 et seq. New York restriction on power of individual lender, 9:23 Advances, 9:12, 9:40 Nonparticipated loan, 9:27 Default and workouts, 9:12, Participation distinguished from 9:42, 9:43 joint loan, 9:17 Distinguishing joint loans and Perfection of security interest in loan participations, 9:12 debtor's collateral, 9:21 Excess loans, 9:39 Security interest in debtor's Independent loans, 9:41 collateral, 9:21 Lending into default, 9:43 Security interests in debtor's Maximum loan and exposure collateral, 9:20 limits. 9:38 to 9:40 Setoff. 9:24 Modifying and servicing loan, Syndicate and debtor, 9:17 et 9:44 seq. Revolving credit, 9:43 Default and workouts Revolving loans, 9:39 Control of debt relationship, Creditors' contract distinguished 9:42, 9:43 from debtor's contract, 9:18, Dealing with default and 9:19 workouts, 9:42 Debtor-creditor relationship Distinguishing joint loans and Generally, 9:17 et seq. loan participations, 9:12 Creditors' contract Lending into default, 9:43 distinguished from debt-Definitions, 9:2 or's contract, 9:18, 9:19 Direct action Debtor's contract distinguished from creditors' contract, Creditor-debtor relationship, 9:18, 9:19 9:17 Direct action, 9:13, 9:17, 9:22, Debtor-creditor relationship, 9:23 9:13, 9:17, 9:22, 9:23 Distinguishing joint loans and New York restriction on power loan participations, 9:17 of individual lender, 9:23

Independent loans, 9:41

Generally, 9:47 et seq.

Insolvency of lead

#### MULTIPLE CREDITOR LOANS MULTIPLE CREDITOR LOANS -Cont'd —Cont'd Direct action—Cont'd Distinguishing joint loans and loan Rights of direct action, 9:22, participations-Cont'd 9:23 Structural characteristics, 9:7 Disclaimer, intercreditor relation-Terms sheet, 9:11 ship, **9:56** "True" loan participations, 9:9 Disclosures and fraud by lead in Use of terms sheet, 9:11 intercreditor relationship, Documenting parties' agreement, 9:58 to 9:61 generally, 9:10 Distinguishing between sale or Drafting issues, 9:13 loan in intercreditor relation-Excess loans ship, 9:30 Control of debt relationship, Distinguishing creditors' contract 9:39 from debtor's contract, 9:18, Debtor-creditor relationship, 9:27 Distinguishing joint loans and loan Fiduciary duties participations Debtor-creditor relationship, Generally, 9:7 to 9:16 9:25 Advances, 9:8 Intercreditor relationship, 9:57 Advantages, 9:12 Lead in intercreditor relation-Control of management of ship, 9:57 advances and default, 9:12 Debtor-creditor relationship, **Forms** 9:17 Certificate of participation, Default, 9:12 **27:27** et seq. (Forms) Documenting parties' agree-Intercreditor and collateral ment, generally, 9:10 agency agreement, 27:26.50 (Form) Drafting issues, 9:13 Legal issues, 9:13 Multiple loans, certificate of participation, 27:29 Lending limit, effect of purpose (Form) on structure, 9:15 Priority of security interests in Management of advances and debtor's collateral, 27:26 default, 9:12 (Form) Master credit agreement, 9:12 Revolving loan, participation Multiple advances, 9:8 agreement, 27:22 (Form) Participation agreement, gener-Secured, certificate of participaally, **9:10** tion, 27:27 (Form) Parties' agreement, generally, Unsecured, certificate of 9:10 participation, 27:28 Purposes, 9:14 to 9:16 (Form)

Separate independent loans,

effect of purpose on structure, **9:16** 

Single or multiple advances, 9:8

## MULTIPLE CREDITOR LOANS —Cont'd

Insolvency of lead—Cont'd
Bankruptcy Abuse Prevention
and Consumer Protection
Act, 9:48

Bankruptcy estate, **9:49**Bankruptcy of lead lender, **9:48**et seq.

Bankruptcy of lead lender, intercreditor relationship, 9:48 et seq.

Cash proceeds, 9:50

Insolvency of bank, **9:51**, **9:52** 

Intercreditor relationship, generally, **9:47 et seq.** 

Mutuality, 9:52

Setoff, 9:52

National and state banks exclusion, 9:47, 9:51

Participation agreement, **9:48** Security interest, **9:48** 

Tracing rules for cash proceeds, 9:50

Trust arrangement, bankruptcy estate, **9:49** 

Intangible collateral, intercreditor relationship, **9:32** 

Intercreditor relationship

Generally, 9:28 et seq.

Bankruptcy Abuse Prevention and Consumer Protection Act, 9:48

Bankruptcy estate, bankruptcy of lead lender, **9:49** 

Bankruptcy of lead lender, **9:48** et seq.

Basic commercial forms, agreement, **25:42.50** (Form)

Cash proceeds, bankruptcy of lead lender, **9:50** 

Cash proceeds collateral, secured or unsecured credit, **9:33** 

Conflicts of interest, 9:54

## MULTIPLE CREDITOR LOANS —Cont'd

Intercreditor relationship—Cont'd Control of debt relationship, above

Disclaimer, 9:56

Disclosures and fraud by lead, 9:58 to 9:61

Distinguishing between sale or loan, **9:30** 

Fiduciary and ordinary care duties of lead, **9:57** 

Insolvency of bank, 9:51, 9:52

Insolvency of lead, above

Intangible collateral, secured or unsecured credit, 9:32

Investment contracts of lead, **9:60** 

Lead and participants, 9:28 et seq.

Liability of lead, sales and resulting rights, **9:35** 

Misrepresentations by lead, **9:61** 

Mutuality, insolvency of lead lender, **9:52** 

National and state banks exclusion, insolvency of lead lender, 9:47, 9:51

Obligations of lead to participants, **9:53 et seq.** 

Participation agreement, insolvency of lead lender, 9:48

Performance of obligations, generally, **9:55** 

Recourse or buyout transactions, **9:36** 

Sale or loan, 9:29, 9:30

Sales and resulting rights, 9:34, 9:35

Secured or unsecured credit, 9:31 to 9:33

Securities liabilities of lead, 9:59, 9:60

### MULTIPLE CREDITOR LOANS —Cont'd

Intercreditor relationship—Cont'd Security interest, insolvency of lead lender, **9:48** 

Setoff, 9:52

Termination of participation arrangement, **9:45** 

Tracing rules for cash proceeds, bankruptcy of lead lender, 9:50

Trust arrangement, bankruptcy estate, **9:49** 

Intercreditors and collateral agency agreement, 27:26.50 (Form)

Investment contracts, intercreditor relationship, **9:60** 

Joint loans

Advantages of various multiple lender relationships, **9:5** 

Distinguishing joint loans and loan participations, above

Risks of various multiple lender relationships, **9:5** 

Legal issues, distinguishing joint loans and loan participations, 9:13

Lending into default, control of debt relationship, **9:43** 

Lending limit, effect of purpose on structure, **9:15** 

Liability of lead, intercreditor relationship, **9:35** 

Limitations and restrictions

Lending limit, effect of purpose on structure, **9:15** 

New York restriction on power of individual lender, **9:23** 

Loan administration, generally, **9:26** 

Loan participations and syndicated loans

Advantages of various multiple lender relationships, **9:6** 

## MULTIPLE CREDITOR LOANS —Cont'd

Loan participations and syndicated loans—Cont'd

Arbitration clauses, 27:25 (Form)

Distinguishing joint loans and loan participations, above

Insolvency of lead lender, 9:48

Nonparticipated loan, below

Revolving loans, 27:22 (Form)

Risks of various multiple lender relationships, **9:6** 

Sales of shares by participants, **27:24 (Form)** 

Term loan, **27:23** (**Form**)

Management of advances and default, **9:12** 

Master credit agreement, 9:12

Maximum loan and exposure limits, **9:38 to 9:40** 

Misrepresentations by lead in intercreditor relationship, 9:61

Modifying and servicing loan, control of debt relationship, 9:44

Multiple advances, 9:8

Multiple loans, certificate of participation, **27:29** (Form)

Mutuality, insolvency of lead lender, **9:52** 

National and state banks exclusion, insolvency of lead lender, **9:47**, **9:51** 

New York restriction on power of individual lender, **9:23** 

Nonparticipated loan

Control of debt relationship, **9:39** 

Debtor-creditor relationship, **9:27** 

Obligations of lead to participants, **9:53 et seq.** 

Ordinary care duties of lead, 9:57

#### MULTIPLE CREDITOR LOANS MULTIPLE CREDITOR LOANS -Cont'd —Cont'd Participation agreements. Loan Secured or unsecured credit, cerparticipations and syndicated tificate of participation, form loans, above Secured credit, 27:27 (Form) Parties' agreement, generally, 9:10 Unsecured credit, 27:28 (Form) Perfection of security interest in Securities liabilities of lead in debtor's collateral, 9:21 intercreditor relationship, 9:59, 9:60 Performance of obligations, generally, 9:55 Security interest Debtor-creditor relationship, Priority of security interests in debtor's collateral, 27:26 9:20, 9:21 (Form) Insolvency of lead lender, 9:48 Intercreditor relationship, 9:48 Purposes, distinguishing joint loans and loan participations, Selection of multiple lender rela-9:14 to 9:16 tionship, generally, 9:3 Reasons for choosing multiple Separate independent loans, effect, lender relationship, 9:3 9:16 Recourse or buyout transactions, Servicing loan, 9:44 intercreditor relationship, Servicing loan, control of debt 9:36 relationship, 9:44 Revolving loans Setoff Control of debt relationship, Bank insolvency, 9:52 9:39, 9:43 Debtor-creditor relationship, Form, participation agreement, 9:24 27:22 (Form) Intercreditor relationship, 9:52 Participation agreement, 27:22 Single or multiple advances, 9:8 (Form) Structural characteristics Termination of participation distinguishing joint loans and arrangement, 9:46 loan participations, 9:7 Risks of various multiple lender Syndicated loans relationships, 9:4 Advantages of various multiple Joint loans, 9:5 lender relationships, **9:6** Loan participations and Debtor-creditor relationship, syndicated loans, 9:6 9:17 et seq. Syndicated loans, 9:6 Risks of various multiple lender Sale or loan relationships, 9:6 Intercreditor relationship, 9:29, Syndicated loans. Loan participa-9:30, 9:34, 9:35 tions and syndicated loans, Loan participations, 9:29, 9:30 above Termination of participation Rights resulting from sale, 9:34, 9:35 arrangement Intercreditor relationship, 9:45 Secured or unsecured credit Revolving credit, 9:46 Intercreditor relationship, 9:31

to 9:33

Terms sheet, 9:11

### MULTIPLE CREDITOR LOANS

-Cont'd

Tracing rules for cash proceeds, bankruptcy of lead lender, 9:50

"True" loan participations, 9:9 Trust arrangement, intercreditor relationship, 9:49 Use of terms sheet, 9:11

### MULTIPLE OBLIGOR **TRANSACTIONS**

Generally, 10:1 et seq. Character of contract, 10:1 et seq. Comakers, 10:2 Federal-related notes and guarantees, 10:6 Guarantees, federal-related, 10:6 Hold harmless. 10:4 Indemnity, 10:4 Indorsement, contracts of, 10:5 Law source, 10:6 **Letters of Credit** (this index) Leveraged Buyouts (LBO's) (this index) Notes, federal-related, 10:6

Performance, 10:4 Primary debt obligations, 10:2 Purposes, 10:1

Risk assessment, 10:1 Secondary liability, 10:3 to 10:5 Source of law, 10:6

**Surety and Guaranty Contracts** (this index)

#### **MULTISTATE MATTERS**

**Motor Vehicles** (this index) Oil and gas, 23:12, 23:22

#### MUTUALITY

Multiple creditor loans, insolvency of lead lender, 9:52

#### **NAMES**

Consignments, dealing under name of person other than making delivery, 18:33

#### NAMES-Cont'd

Recording and perfection, content of filing to include name of debtor, 7:19

#### NATIONAL AND STATE BANKS

Multiple creditor loans, exclusion as lead lender, 9:47, 9:51

#### **NECESSARIES**

Vessels, 15:41

#### NEGATIVE AMORTIZATIONS

Bankruptcy, appraised value cram down, 11:46

#### **NEGATIVE EQUITY VALUE**

Chapter 13 bankruptcy, "hanging paragraph," 12:41

#### **NEGOTIATION AND** NEGOTIABILITY

Creation of secured transaction, debtor-creditor negotiation interests, 2:11

Enforcement of note, 4:34

### **NICKNAME**

Identity and location of debtor, 7:21

#### NONPARTICIPATED LOANS

Multiple Creditor Loans (this index)

#### NOT GENERALLY KNOWN MERCHANT

Consignments, 18:35

#### **NOTES AND CERTIFICATES** OF DEPOSIT

Generally, 20:37 et seq. Accounts and contract financing, 19:11

Assignments, 32:22 (Form), 32:30 (Form)

Authenticated security agreement, security clause, 34:36 (Form)

Bankruptcy, rents in, 20:62

#### NOTES AND CERTIFICATES NOTES AND CERTIFICATES OF DEPOSIT—Cont'd OF DEPOSIT—Cont'd Bankruptcy Abuse Prevention and Forms—Cont'd Consumer Protection Act, Impairment of collateral 20:62 defense, 34:33 (Form) Changes under Revised Article 9, Instruments or documents, 20:43, 20:44 pledge, 32:14 (Form) Character of transaction, 20:37 Letter of credit, trust receipt and security agreement used Chargeback and ownership, 20:51 with, 32:26 (Form), 32:27 Collateral assignment, 32:30 (Form) (Form) Margin stock, statement of Consent purpose for extension of Extension of note, 34:34 credit secured by, 32:29 (Form) (Form) Repledge of note, 32:28 (Form) Pledge agreement, registration Covenants and performance rights, **34:40** (Form) Generally, 20:50 et seq. Pledges, 32:14 et seq. Chargeback and ownership, Repledge of note, consent, 20:51 32:28 (Form) Originality of documents, 20:54 Stock pledge agreement, Preservation of value, obligapledge, **32:17** (**Form**) tion as to, **20:53** Trust receipts, 32:25 (Form) to Recourse, 20:50 32:27 (Form) Temporary release provisions, Waiver of notice, 34:33 (Form) 20:52 Instruments, perfection, 20:39 to Default. 20:55 to 20:57, 32:21 20:41 (Form) Intangibles, perfection, 20:39 to Defenses of maker, 20:48 20:41 Defining instrument, 20:38 Leases and the like, 20:60 Deposit accounts, perfection, Letter of credit, trust receipt and 20:42 security agreement used with, **Forms** 32:26 (Form), 32:27 (Form) Margin stock, statement of Generally, 32:14 et seq., 34:33 purpose for extension of (Form) to 34:36 (Form) credit secured by, 32:29 Assignment separate from cer-(Form) tificate, 32:22 (Form) Mortgages and contracts for sale, Authenticated security agree-20:59 ment, 34:36 (Form) Multiple obligor transactions, 10:6 Collateral assignment, 32:30 Originality of documents, 20:54 (Form) Ownership, 20:51 Consent of owner to repledge, 32:28 (Form) Perfection Default terms, 32:21 (Form) Generally, 20:39 et seq. Extension, 34:34 (Form) Deposit accounts, 20:42

### NOTES AND CERTIFICATES OF DEPOSIT—Cont'd

Perfection-Cont'd

Instruments, intangibles and possession, 20:39 to 20:41

Second liens and notification, **20:41** 

Secondary party possession, 20:40

Performance. Covenants and performance, above

**Pledges** (this index)

Possession, perfection, 20:39 to 20:41

Prepayment provisions, **25:16** (Form)

Preservation of value, obligation as to, **20:53** 

Real estate contracts and papers Generally, **20:58 et seq.** 

Bankruptcy, rents in, 20:62

Bankruptcy Abuse Prevention and Consumer Protection Act, 20:62

Leases and the like, 20:60

Mortgages and contracts for sale, 20:59

Room fees, licenses to use and the like, 20:61, 20:62

Recourse, 20:50

Room fees, licenses to use and the like, **20:61**, **20:62** 

Second liens and notification, perfection, **20:41** 

Secondary party possession, perfection, **20:40** 

Setoff by issuer, 20:49

Subordination and subordination agreements, **27:9** (Form)

Temporary release provisions, **20:52** 

Third party matters
Generally, **20:45 et seq.**Defenses of maker, **20:48**Other creditors, **20:45 to 20:47** 

### NOTES AND CERTIFICATES OF DEPOSIT—Cont'd

Third party matters—Cont'd Setoff by issuer, **20:49** 

Trust receipts, 32:25 (Form) to 32:27 (Form)

Waiver of notice, 34:33 (Form)

### NOTICE

Acceleration, **4:44**, **25:50** (Form) Account debtors, **19:40**, **25:38** (Form)

Aircraft, validity of conveyances, leases and security instruments, **16:19** 

Assignments, notice to account debtors of assignment of account, 27:33 (Form)

Bailee, 25:39 (Form)

**Bankruptcy** (this index)

Default and repossession, notice of, 25:24 (Form), 25:25 (Form)

**Equipment Leasing** (this index) **Foreclosure and Foreclosure** 

Sales (this index)

**Inventory** (this index)

Investment securities, default and foreclosure, **21:36** 

Notes, waiver of notice, **34:33** (Form)

Post-default sale notice, **34:29** (Form)

Redemption, notice of default and repossession with, 25:25 (Form)

Stipulated order ineffective as waiver of right to reasonable notice of sale, **34:37** (Form)

Surety and guaranty contracts, 10:16, 34:29 (Form)

Use of collateral, notice of change of, **25:47** (Form)

Vessels, mortgages, 15:45

### **OBSOLETE EQUIPMENT**

Equipment leasing, 14:29

#### OFFICIAL BANKRUPTCY OIL AND GAS-Cont'd **FORMS** Forms—Cont'd ment of production, 33:1 Generally, 28:1 et seq. (Form) Forms. **Bankruptcy** (this index) Mortgage and security agree-**OIL AND GAS** ment, 33:3 (Form) Generally, 23:1 et seq., 33:1 et Unitization agreement, 33:3.50 (Form), 33:3.60 (Form) Assignment of production, 23:29, Information and data, 23:28 33:1 (Form), 33:2 (Form) Joint operating liens, 23:17 Bankruptcy Abuse Prevention and Lease rights, 23:3 Consumer Protection Act, Mineral rights, 23:3 23:19 Mortgage and security agreement, Bankruptcy and unrecorded 33:3 (Form) interests, 23:19 Multi-state matters, 23:12, 23:22 Cash collateral, default and foreclosure, 23:32 Nonoperating interests, 23:4 Combined deed of trust, security Operating agreements, 23:6, agreement and assignment of 33:3.60 (Form) production, 33:1 (Form) Perfection Conditions. Terms, conditions and Generally, 23:10 et seq. covenants, below Contract rights and produced Contract rights and produced minerals, 23:11 et seq. minerals, perfection, 23:11 et Equipment, 23:14 seq. Filing location in state, contract Covenants. Terms, conditions and rights and produced minercovenants, below als, 23:13 Default, 23:31, 23:32 Fixtures, 23:14 Descriptions, 23:23, 23:24 Multi-state matters, contract Documents list, 23:9 rights and produced miner-Equipment, perfection, 23:14 als. 23:12 Executory agreements, 23:20 Real estate interests, 23:10 Exercise of rights under operating Personal property aspects, 23:7 agreements, 23:26 Real estate interests, perfection, Farmouts, 23:6 23:10 Filing location in state, contract Reversionary interests, 23:5, 23:6 rights and produced minerals, Terms, conditions and covenants 23:13 Fixtures, perfection, 23:14 Generally, 23:21 et seq. Foreclosure, 23:31, 23:32 Assignment of production, 23:29 **Forms** Descriptions of personal prop-Generally, 33:1 et seq. erty, 23:24 Assignment of production, 33:1 (Form), 33:2 (Form) Exercise of rights under operating agreements, 23:26 Combined deed of trust, security agreement and assign-Information and data, 23:28

### OIL AND GAS-Cont'd

Terms, conditions and covenants
—Cont'd

Mineral interest descriptions, 23:23

Multi-state issues, 23:22

Operation, 23:25

Title opinions, 23:30

Warranty and protection of title, 23:27

### Third party matters

Generally, 23:15 et seq.

Bankruptcy Abuse Prevention and Consumer Protection Act, 23:19

Bankruptcy and unrecorded interests, 23:19

Buyers and users of production, 23:15

Executory agreements, **23:20** Joint operating liens, **23:17** 

Lenders to first purchasers, 23:16

Statutory liens, 23:18

Title opinions, 23:30

Types of interests, 23:2 to 23:6

Types of transactions, 23:8

Unit operator lien, oil and gas unit operating agreement, 33:3.60 (Form)

Unitization agreement, 33:3.50 (Form), 33:3.60 (Form)

Variable interests, 23:5, 23:6

Warranty and protection of title, 23:27

### **OMNIBUS CLAUSES**

Creation of secured transaction, **2:34** 

### **OPEN END LEASES**

Motor vehicles, 17:28

### **OPEN TERMS**

Creation of secured transaction, **2:14** 

### **OPERATING AGREEMENTS**

Oil and gas, 23:6

### **OPTION AGREEMENT**

Investment securities and notes, 32:23 (Form)

### **ORDINARY CARE DUTIES**

Multiple creditor loans, intercreditor relationship, **9:57** 

### ORDINARY COURSE SALES

Covenants and events of default, 3:19

Priorities, **8:10 to 8:13** 

### ORGANIZATIONS AND ASSOCIATIONS

Identity of debtor, name of organization, **7:23** 

### **OWNERSHIP**

**Title and Ownership** (this index)

### **PACKERS**

Livestock, 24:12

### **PARTICIPATIONS**

Loan participations. **Multiple Creditor Loans** (this index)

### **PARTNERSHIPS**

Bankruptcy, plan of reorganization, **28:5** (Form)

Creation of secured transaction, 2:7

Interest, security agreement, 32:54 (Form)

Recording and perfection, 7:25

### PASSIVE LOSS

Equipment leasing, taxation, 14:9

### **PATENTS**

Intellectual Property (this index)

### **PAYMENTS**

Generally, 4:1 et seq.

After-acquired property, voidable preferences, **8:35** 

#### PAYMENTS—Cont'd PERFECTION—Cont'd Agreement for future funding, 4:9 Equipment leasing, filing and priority, **14:20** Amount of obligation, 4:2 et seq. Equipment loan financing, 13:5 et Current and prior debts, 4:3 seq. **Enforcement of Note** (this index) Inventory, 18:23, 18:49 Foreclosure and foreclosure sales. **Investment Securities** (this 5:20 index) 45 day priorities, future advances, **Motor Vehicles** (this index) 4:7 Multiple creditor loans, security Future advances interest, 9:21 Generally, 4:4 et seq. **Notes and Certificates of Deposit** 45 day priorities, 4:7 (this index) Priority dates and perfection, Recording and Perfection (this 4:6 index) Secured future advances, 4:5 Included debts. 4:2, 4:3 PERFECTION OF SECURITY **Interest Rates** (this index) INTEREST Inventory, floor planning, 18:57 Caselaw illustrations, termination, Letters of credit, 10:37, 10:40, lapse and continuation, 10:44, 10:45 7:31.50 Obligation to continue lending Collateral descriptions, 7:17.50, 7:17.70 Generally, 4:8 et seq. Debtor's name, 7:19.50 Agreement for future funding, 4:9 **PERFORMANCE** Termination of lending, **4:10** Chattel Paper (this index) Prior and current debts, 4:3 Covenants and events of default, Priority dates and perfection, expectations, 3:3 future advances, 4:6 Multiple creditor loans, intercredi-Scope of obligation, 4:2 et seq. tor relationship, 9:55 Secured future advances, 4:5 Multiple obligor transactions, 10:4 Termination of lending, 4:10 **Notes and Certificates of Deposit Usurv** (this index) (this index) Workouts and preforeclosure, 5:20 Trademark license or assignment agreement, reassignment of PERFECTION trademark to secure perfor-Accounts and contract financing, mance by assignee, 32:49 19:15 (Form) After-acquired property, 8:22 Vessels, bond, 30:32 (Form) Agriculture and Farms (this index) PERISHABLE PROPERTY **Aircraft** (this index) Agriculture and farms, 24:51 **Chattel Paper** (this index)

PERMISSION

**Consent** (this index)

18:28

Consignments, security interest,

### PERSONAL PROPERTY

Aircraft (this index)
Motor Vehicles (this index)
Oil and gas, 23:7

### PLACE OR LOCATION

Covenants and events of default, 3:11

**Recording and Perfection** (this index)

#### **PLANNING**

Transaction planning, generally, 1:7

### **PLANS**

**Bankruptcy** (this index)

### **PLEDGES**

Generally, 27:35 (Form), 27:36 (Form), 32:14 et seq.

Bank, letter to, 27:36 (Form)

Bankruptcy, agreement executed by debtor in possession, 28:8 (Form)

Consent to repledge, 32:28 (Form)

Instruments or documents, **32:14** (Form)

Investment property in brokerage account, **32:18** (Form)

Investment securities, 32:16 (Form)

Mortgage, pledge, and security agreement executed by bankruptcy debtor in possession authorized to use cash collateral, 28:8 (Form)

Promissory note, part of, **32:15** (Form)

Registration rights, 34:40 (Form)

Secured loan, pledge, assignment and security agreement, **25:42.10 (Form)** 

Special custody and pledge agreement, **32:19** (Form)

### PLEDGES—Cont'd

Stock pledge agreement, **32:17** (Form)

Trust company, letter to, 27:35 (Form)

### POSSESSION

Notes and certificates of deposit, perfection, **20:39 to 20:41** 

### POST-SALES RIGHTS

Foreclosure sales, deficiency claims, **6:32.50** 

### POWER OF ATTORNEY

Bankruptcy, 28:18 (Form), 28:19 (Form)

### PREDOMINATE USE TEST

Present value cram down, general secured creditors, 12:36.50

### **PREEMPTION**

Aircraft, priority, 16:43
Equipment loan financing, 13:15
Intellectual property, 22:23 to
22:26

### PREEXISTING DEBT

Security agreement, dragnet provision, **34:10 (Form)** 

### **PREFERENCES**

Chattel paper, bankruptcy of dealer, 20:15

Workouts and preforeclosure, 5:16

#### PREFERRED MORTGAGES

Vessels, 30:27 (Form)

### PREJUDGMENT INTEREST

Vessels, default and foreclosure, 15:56

### PRELIMINARY COMMITMENTS

Creation of Secured Transaction (this index)

PREPAYMENT RIGHTS AND

**PENALTIES** 

#### agreement, 27:26.50 (Form) Enforcement of note, **4:40** Marshaling of assets, 8:18 Application of states' laws, Mechanic's and materialmens' 4:40.50 liens, 8:6.50 Note with prepayment provisions, Multiple creditor loans, priority of 25:16 (Form) security interests in debtor's PRESENT AND FUTURE collateral, 27:26 (Form) ACCOUNTS Ordinary course illustrations, Security agreement, defining col-8:13.50 et seq. lateral, **34:6** (Form) Ordinary course sales, 8:10 to 8:13 PRESENT VALUE Ordinary course sales, buyers of Chapter 13 Bankruptcies (this collateral, 8:13.50 index) Original collateral, 8:3 et seq. **PRICE** Possessory interests, 8:7 Foreclosure and Foreclosure Produced goods, 8:5 Sales (this index) Production-money, 8:20.60, 8:20.70 **PRIORITIES** Real estate, 8:6 Generally, 8:1 et seq. Relocation of collateral or busi-Accounts parties, 19:18 ness, 8:4 After-Acquired Property (this **Subordination Agreements** (this index) index) **Aircraft** (this index) Subrogation, 8:17 Buyers of collateral Subsequent advances, 8:8 Generally, 8:9 et seq. **Superpriority** (this index) Collateral sales activity, 8:12 Unperfected security interests, Consumers, buyers from, 8:14 8:37 Incomplete sales, 8:11 **Vessels** (this index) Ordinary course sales, 8:10 to 8:13, 8:13.50 **PRIVILEGES** Character of priority issues, 8:2 Creation of secured transaction, Collateral sales activity, 8:12 2:23 Commingled goods, 8:5 **PROCEEDS** Consumers, buyers from, 8:14 Delayed perfection, 8:38 Accounts and contract financing, 19:39 Dual debtors, 8:15 After-acquired property, 8:21 to Equity, altering priority rules by, 8:16 to 8:18 8:24 Estoppel, 8:17 Collateral, 34:8 (Form) Fixtures, 8:6 Creation of Secured Transaction Incomplete sales, 8:11 (this index) Intangibles, 8:7 Equipment leasing, 14:31 **Intellectual Property** (this index) Equipment loan financing, 13:26

PRIORITIES—Cont'd

Intercreditor and collateral agency

### PROCEEDS—Cont'd

Financing statement, **34:27** (Form)

Foreclosure and foreclosure sales, **6:13** 

**Inventory** (this index)

Security agreement, defining collateral, **34:8** (Form)

### PRODUCTS LIABILITY

Equipment leasing, 14:14

### **PROFITS**

Periodic report regarding profitability of entities in which debtor's estate holds a substantial or controlling interest, Official Bankruptcy Form No. B 426, 28:13.30 (Form)

### PROMISSORY ESTOPPEL

Creation of secured transaction, 2:16

### PROMISSORY NOTES

Security agreements, 34:8 (Form)

### PROOF OF CLAIM

Bankruptcy, Official Bankruptcy Form, **28:14** (Form)

## PROPELLORS AND RELATED EQUIPMENT

Aircraft, 16:37

### PROTECTIVE BID

Stipulation of settlement, **34:38** (Form)

### **PURCHASE MONEY**

Affidavit of secured party, motor vehicles, **25:22** (Form)

Assignment of interest, purchase money security agreement, **25:9.50 (Form)** 

Inventory, secondary financing, **18:25** 

### PURCHASE MONEY—Cont'd

Livestock, supplies, and equipment, **24:24** 

Motor vehicles, security agreement, 25:21 (Form), 25:22 (Form)

Secured loans and priorities, **25:9.50 (Form)** 

Seized motor vehicle, security interest in, 25:22 (Form)

### RACE TRACKS

Loan commitments and agreements, construction and development, **25:41.70** 

### REAFFIRMATIONS

Chapter 7 Bankruptcy Liquidations (this index)

### **REAL ESTATE**

**Agriculture and Farms** (this index)

Equipment leasing, 14:22

**Equipment Loan Financing** (this index)

Notes and Certificates of Deposit (this index)

Oil and Gas (this index) Priorities, 8:6

### REASSIGNMENT

Trademark license or assignment agreement, reassignment of trademark to secure performance by assignee, **32:49** (Form)

### REBATES OF UNEARNED INTEREST AND COSTS

Generally, **4:46 et seq.**Actuarial rebating, **4:48**Pro rata rebates, **4:47**Rule of 78's, **4:49** 

### RECEIVABLES

After-acquired property, voidable preferences, **8:34** 

#### RECEIVABLES PURCHASE RECORDING AND AGREEMENT PERFECTION—Cont'd Identity and location of creditor, Accounts receivable and chattel 7:26 paper, 32:12 (Form) Identity and location of debtor, RECORDING AND 7:21 et seq. PERFECTION Interests requiring no filing, 7:10 Generally, 7:1 et seq. Intrastate filing choices, 7:9, 7:10 **Aircraft** (this index) Liabilities in failed perfection and Amount of indebtedness, 7:18 faulty searches, 7:7 Article 9 collateral, multistate Location issues, 7:13 Generally, 7:8 et seq. Assignment of interest, 7:32 Article 9 collateral, multistate Certificate of title goods, multiissues, 7:13 state issues. 7:12 Certificate of title goods, multi-Choice of law, 7:8 state issues, 7:12 Content of filing Change of location, 7:30 Generally, 7:16 et seq. Choice of law, 7:8 Address of debtor, 7:19 Federal filing systems, 7:14 Amount of indebtedness, 7:18 Interests requiring no filing, Description of collateral, 7:17 intrastate filing choices, 7:10 Identity and location of creditor, 7:26 Intrastate filing choices, 7:9, Identity and location of debtor, 7:10 7:21 et seq. Misfiling and knowledge, 7:15 Name of debtor, 7:19 Multistate issues, 7:11 et seq. Partnerships, 7:25 Real estate and farm-related Seriously misleading financing property, intrastate filing choices, 7:9 statements, 7:20 Misfiling and knowledge, 7:15 Signature requirements, 7:27 Standards of review, 7:16 Misleading financing statements, 7:20 Data inquiries, 7:6 Multiple Creditor Loans (this Description of collateral, 7:17 index) Diminutives and nicknames, Multistate issues, 7:11 et seq. identity of debtor, 7:21 Name and organization change, Farm-related property, intrastate 7:28 filing choices, 7:9 Organization names, identity of Federal filing systems, 7:14 debtor, 7:23 File and other searches, 7:5 Partnerships, 7:25 Filing and perfection, 7:2, 7:2.50 Postfiling events Financing statements that are seri-Generally, 7:28 et seq. ously misleading, 7:20 Assignment of interest, 7:32 Hispanic naming convention,

identity of debtor, 7:22

Location, change of, 7:30

# RECORDING AND PERFECTION—Cont'd

Postfiling events—Cont'd Name and organization change, 7:28

Termination, lapse and continuation, **7:31** 

Use, change of, 7:29

Priority review. Recording and priority review, below

Real estate and farm-related property, intrastate filing choices, 7:9

Recording and priority review Generally, **7:4 et seq.** 

Data inquiries, 7:6

File and other searches, 7:5

Precautionary law, 7:4

Recording data, 7:3

Seriously misleading financing statements, **7:20** 

Signature requirements, 7:27

Standards of review, 7:16

Termination, lapse and continuation, **7:31** 

Trade names, 7:24

Use, change of, 7:29

Vessels, mortgages, 15:31, 15:36

### RECOURSE

Chattel paper, 20:34

Inventory, 18:62, 31:25 (Form)

Multiple creditor loans, intercreditor relationship, **9:36** 

Notes and certificates of deposit, **20:50** 

### REDEMPTION

Chapter 7 Bankruptcy Liquidations (this index)

Foreclosure and Foreclosure Sales (this index)

Leveraged buyouts (LBO's), **10:56** 

### REDEMPTION—Cont'd

Notice of default and repossession with redemption, 25:25 (Form)

### REGISTRATION

**Aircraft** (this index)

Domain name, enforceability, **22:16.80** 

Pledge agreement, re-registration of stock, **34:40** (Form)

Vessels, 15:6

### REIMBURSEMENT

Letters of credit, 10:43

#### REINSTATEMENT

Chapter 13 bankruptcies, long term debt, **12:34** 

### REINVESTMENT OPPORTUNITY VALUE

Foreclosure and foreclosure sales, automatic stay, **5:38** 

### **REJECTION**

Equipment loan financing, 13:40

#### RELATION BACK

Aircraft, priority, 16:49

### **RE-LEASE OF EQUIPMENT**

Equipment leasing, 14:38

### RELEASES

Aircraft, recordation, 16:12

Equipment loan financing, multiphase lending, **13:9** 

Forms, **25:44** (**Form**), **34:39** (**Form**)

Nondebtors, release in bankruptcy, 11:59, 11:60

Stipulations, restructure of contractual obligations, **34:39** (Form)

Temporary release agreement, **25:44 (Form)** 

### **RENTS**

Creation of secured transaction, 2:38

### **REPAIRS**

Aircraft, priority, 16:53
Covenants and events of default,
3:14

Equipment leasing, **14:21**Equipment loan financing, **13:27**Foreclosure and foreclosure sales, **6:20** 

### REPLACEMENT PARTS

Aircraft, 16:59

### REPOSSESSION

Generally, 5:24 et seq.

Aircraft, repossession certificate, 30:20 (Form)

Assemble and deliver obligations, **5:31** 

Breach of peace, nonjudicial and self-help repossession, **5:29** 

Consent to entry, 5:32

Drafting repossession clauses, **5:30 to 5:33** 

Encumbered Aircraft, AC Form 8050-4, **30:23** (Form)

Equipment

Loan financing, 13:45

Handling other property, 5:33

Intangibles, nonjudicial and selfhelp repossession, **5:28** 

Judicial foreclosure proceedings, **5:25** 

Nonjudicial and self-help repossession

Generally, 5:26 et seq.

Breach of peace, 5:29

Intangibles and setoff rights, 5:28

Tangibles and breach of peace, 5:29

Voluntary surrender and postdefault agreements, 5:27

### REPOSSESSION—Cont'd

Notice of default and repossession with redemption provision, 25:25 (Form)

Options, **5:24** 

Self-help repossession. Nonjudicial and self-help repossession, above

Setoff rights, nonjudicial and selfhelp repossession, **5:28** 

Third parties, 5:34

Voluntary surrender, nonjudicial and self-help repossession, 5:27

### REPRESENTATIONS

### Accounts and Contract Financ-

ing (this index)

**Aircraft** (this index)

**Bankruptcy** (this index)

Intellectual Property (this index)

**Inventory** (this index)

**Motor Vehicles** (this index)

**Vessels** (this index)

### REQUEST FOR INFORMATION

Form. 25:23 (Form)

### RESERVE ACCOUNTS

Chattel paper, allocation of recourse rights, **20:22** 

### RESERVE AUCTIONS

Foreclosure and foreclosure sales, **6:16** 

### RESIDENCE STATEMENTS

Agriculture and farms, 24:33

#### RESTRICTIONS

Aircraft lease, restrictions on use, 30:14 (Form)

### RETENTION OF COLLATERAL

Chapter 7 Bankruptcy Liquidations (this index)

Forms, 25:26 et seq.

Partial satisfaction under Revised Article 9, retention of collat-

### RETENTION OF COLLATERAL —Cont'd

eral with, 25:28 (Form)

Revised Article 9, proposal to retain collateral under, 25:27 (Form) to 25:29 (Form)

### RETENTION OF PROPERTY

Chapter 7 Bankruptcy Liquidations (this index)

### RETURNED GOODS AND PROPERTY

Accounts and contract financing, 19:20

Chattel paper, inventory liens, **20:11** 

Inventory, after-acquired property, **18:13** 

### REVERSIBLE TRANSFERS

Workouts and Preforeclosure (this index)

### REVERSIONARY INTERESTS

Oil and gas, 23:5, 23:6

### **REVIEW**

**Appeal and Review** (this index)

### **REVISED ARTICLE 9**

Generally, **1:3** Transition to, **1:4** 

### REVOCATION

Equipment loan financing, 13:39

### REVOLVING LOANS

Accounts and contract financing, 19:4

Credit note, 25:18 (Form)

Loan agreement, 25:41.60 (Form)

Multiple Creditor Loans (this index)

### RIDE-THROUGH OPTION

Chapter 7 bankruptcy liquidations, 12:18

### RISK OF LOSS

Equipment loan financing, 13:28

### RISK OF PERFORMANCE

Executory contract rights, 19:28, 19:32

#### **ROOM FEES**

Notes and certificates of deposit, licenses to use and the like, **20:61, 20:62** 

### ROYALTIES

Creation of secured transaction, 2:38

#### **RULE OF 78'S**

Rebates of unearned interest and costs. **4:49** 

### SALE AND LEASEBACK TRANSACTIONS

Equipment leasing, **14:23**, **30:15** (Form)

### SALE OF RETURN

Consignments, 18:29

### **SALES**

Aircraft lease, sale and leaseback agreement, **30:15 (Form)** Bill of Sale, Aircraft, AC Form 8050-2, **30:22 (Form)** 

Equipment loan financing, 13:45

Motor Vehicles (this index)

Multiple Creditor Loans (this index)

### SALVAGE

Vessels, **15:5** 

### **SATISFACTIONS**

Aircraft, recordation, 16:12

### **SEAMEN WAGES**

Vessels, priority maritime liens, **15:4** 

### SECOND CERTIFICATES

Motor vehicles, 17:19

Index-84

### SECONDARY CLAIMS

Investment securities, 21:28

### SECONDARY FINANCING

**Inventory** (this index)

### SECONDARY LIABILITY

Multiple obligor transactions, **10:3 to 10:5** 

### **SECONDARY LIENS**

Agriculture and farms, 24:38
Inventory, 18:47
Notes and certificates of deposit, perfection, 20:41

### SECONDARY RENTALS

Equipment leasing, 14:31

### **SECRECY**

Intellectual property, reselling, **22:40** 

## SECURED LOANS AND PRIORITIES

Generally, 1:9, 25:2 et seq., 34:1 et seq.: and see more specific topics

Acceptance of security agreement by secured party, **34:14** (Form)

Accounts receivable, contract rights, **34:1** (Form)

Additional collateral, **34:7** (Form) Additions, collateral clause, **34:2** (Form)

Agreement to make secured loan, **25:2** (Form)

Ambiguous language, restructure of obligations, **34:39.50** (Form)

Aquacultural goods, security agreement, **33:17.50** (Form)

Assignment

Accounts receivable, assignment of specific accounts, 32:8 (Form)

# SECURED LOANS AND PRIORITIES—Cont'd

Assignment—Cont'd Guaranty by assignor, **25:9.60** (Form)

Purchase money security agreement, interest in, **25:9.50** (Form)

Security agreement, **34:12** (Form)

Security interest and note, assignment with recourse, **25:9.70 (Form)** 

Assignment of hotel revenues, **34:12.50 (Form)** 

Business or real estate sold by secured party to debtor, **25:9** (Form)

Collateral clause, 34:1 (Form) to 34:9 (Form)

Computer software, **25:5** (Form) Consignments, creation of security interest, **18:37** 

Credit application, as part of, **25:4** (Form)

Credit card and line of credit indebtedness, dragnet provision, **34:10.50** (Form)

Default clause, security agreement, **34:15** (Form)

Defining collateral, 34:1 (Form) to 34:9 (Form)

Deposit accounts, 25:7 (Form)

Depository of public funds, **25:10** (Form)

Dragnet provision, coverage of preexisting debt, **34:10** (Form)

Extension of security agreement, **25:8** (Form)

Extension of security interest, agreement for, **25:53** (Form)

Fiduciary relationship, grant of authority to trade pledged securities to creditor, **34:17** (Form)

# SECURED LOANS AND PRIORITIES—Cont'd

Financed inventory, **34:9** (Form)
Financing Statement (this index)
Forms, **25:2** et seq., **31:13.60**(Form), **34:1** et seq.; and see more specific topics

Future advances, assignment, **34:12 (Form)** 

General commercial security agreement, **25:3 et seq.** 

General intangibles, 34:4 (Form), 34:5 (Form)

Inventory, collateral clause, 34:3 (Form), 34:9 (Form)

Loan agreement, **25:41.50** (Form), **25:41** (Form)

Loan and security agreement, **25:42 (Form)** 

Loan commitments and agreements, listing of collateral, 34:43 (Form)

Multiple Creditor Loans (this index)

"No waiver" clause in security agreement, **34:11** (Form)

Oil and gas unit operating agreement, security interest, 33:3.60 (Form)

Patents, 25:6 (Form)

Present and future accounts, **34:6** (Form)

Proceeds of collateral, **34:8** (Form)

Purchase money security agreement, assignment of interest in, **25:9.50** (Form)

Sale presently and in future, inventory held for, **34:9** (Form)

Secured note purchase agreement, **25:18.50 (Form)** 

Security agreement

Generally, 25:3 et seq., 25:40 (Form); and see lines throughout this topic

# SECURED LOANS AND PRIORITIES—Cont'd

Security agreement—Cont'd
Acceptance by secured party,
requirement, **34:14 (Form)** 

Additional collateral, **34:7** (**Form**)

Assignment, above in this heading

Assignment of hotel revenues, 34:12.50 (Form)

Bankruptcy, agreement executed by debtor in possession, **28:8 (Form)** 

Collateral clause, 34:1 (Form) to 34:9 (Form)

Credit card and line of credit indebtedness, 34:10.50 (Form)

Default provision, **34:15** (Form)

Defining collateral, 34:1 (Form) to 34:9 (Form)

Fiduciary relationship, grant of authority to trade pledged securities to creditor, **34:17** (Form)

Financed inventory, **34:9** (Form)

Financing statement, filing by creditor, **34:16** (Form)

Foreclosure and foreclosure sales, **5:17** 

General intangibles, 34:4 (Form), 34:5 (Form)

Inventory, collateral clause, 34:3 (Form), 34:9 (Form)

"No waiver" provision, **34:11** (Form)

Note and financing statement, **34:36 (Form)** 

Preexisting debt, 34:10 (Form)

Present and future accounts, **34:6 (Form)** 

Proceeds of collateral, **34:8** (Form)

# SECURED LOANS AND PRIORITIES—Cont'd

Security agreement—Cont'd
Restructure of obligations,
effect of ambiguous
language, 34:39.50 (Form)

Sale presently and in future, inventory held for, **34:9** (Form)

Secured loan, pledge, assignment and security agreement, **25:42.10** (Form)

Term loan and, lender affiliate of borrower, **34:12.50** (Form)

Trade names, coverage, **34:1** (Form)

Trademarks, coverage, **34:1** (Form)

Trading of pledged securities by creditor, **34:17 (Form)** 

Trust account, **34:13** (Form)

Workouts and preforeclosure, new security agreements, 5:17

Termination statement. **Financing Statement** (this index)

Trade names, coverage, **34:1** (Form)

Trademarks, coverage, **34:1** (Form)

Trading of pledged securities by creditor, **34:17 (Form)** 

Trust account creation, **34:13** (Form)

Wholesale financing agreement with security interest in accounts and general intangibles, 31:13.60 (Form)

### SECURED TRANSACTIONS

Also see more specific entries throughout this index

Generally. **Secured Loans and Priorities** (this index)

After-acquired property, sufficiency of description, **2:32.50** 

### SECURED TRANSACTIONS —Cont'd

Bankruptcy, plans and confirmation standards, 11:30

Rules governing. **Creation of Secured Transaction** (this index)

Scope of interest, defining, 2:32.50

Sufficiency of description, afteracquired property, **2:32.50** 

#### SECURITY AGREEMENT

Chattel paper, 32:57 (Form)

Collateral agent, appointment of, 32:57 (Form)

Computer software, 32:34 (Form)

Consolidated, 32:57 (Form)

Contract rights, 32:53 (Form)

Copyright, 32:42 (Form), 32:44 (Form), 32:45 (Form), 32:50 (Form)

Domain names, 32:50 (Form)

General intangibles, 32:57 (Form)

Letter of credit, 32:57 (Form)

License, 32:50 (Form)

Motion pictures, 32:46 (Form)

Partnership interest, 32:54 (Form)

Patents, **32:39 (Form)**, **32:50** (Form), **32:57 (Form)** 

Secured loan, pledge, assignment and security agreement, **25:42.10 (Form)** 

Trademark, **32:47** (**Form**), **32:50** (**Form**)

### SECURITY AND GUARANTY CONTRACTS

Enforceability and defenses, **10:13.50** 

Scope and limits on guaranty, 10:10.25

### SECURITY ENTITLEMENTS

Investment securities, 21:8, 21:13

### SECURITY INTEREST

Aircraft security assingment agreement, **30:3** (Form)

Consignments, creation of security interest, **18:37** 

#### SELF-HELP REPOSSESSION

**Repossession** (this index)

### SEPARATE INDEPENDENT LOANS

Multiple creditor loans, 9:16

### **SERIAL NUMBERS**

Equipment loan financing, 13:6

#### **SETOFF**

Accounts. **Accounts and Contract Financing** (this index)

After-acquired property, 8:36

Foreclosure and foreclosure sales, automatic stay, **5:54** 

Inventory, cash and separate accounts, 18:21

### Multiple Creditor Loans (this index)

Nonjudicial and self-help repossession, **5:28** 

Notes and certificates of deposit, **20:49** 

### **SETTLEMENTS**

Chattel paper, control by dealer, **20:19** 

### **SHIPS**

Vessels (this index)

### **SIGNATURES**

Aircraft, recordation, 16:9

Creation of Secured Transaction (this index)

Recording and perfection, 7:27

### SIMPLE INTEREST

Interest rates, 4:12

### SMALL BUSINESSES

Bankruptcy

Subchapter V, 11:10.50

Bankruptcy, generally, **11:10**, **11:58** 

Disclosure statement under Chapter 11, Official Bankruptcy Form, **28:13.10** (Form)

Monthly operating report, Official Bankruptcy Form No. B 425C, **28:13.20** (Form)

Plan of reorganization, Official Bankruptcy Form No. B 425A, **28:6.10 (Form)** 

### SOLE PROPRIETORSHIPS

Creation of secured transaction, **2:6** 

### SOLICITATION

Foreclosure and foreclosure sales, private solicitation, **6:19** 

### **SPLITS**

Investment securities, 21:14

### SPURIOUS CLAIMS

Accounts and contract financing, 19:37

Chattel paper, 20:18

### STANDBY LETTERS

Letters of credit, 10:30, 10:31

### STATE BANKS

Multiple creditor loans, exclusion as lead lender, **9:47**, **9:51** 

### STATUTE OF LIMITATIONS

Foreclosure and foreclosure sales, debtor's remedies, **6:32.25** 

Foreclosure and foreclosure sales, deficiency claims, **6:32**Foreclosure sales, **6:32.25** 

## STATUTORY ELEMENTS IN DEFINITION

Consignments, 18:30 to 18:25.57, 18:30 to 18:37

Index-88

### **STAY**

**Automatic Stay** (this index)

### **STIPULATIONS**

Foreclosure and foreclosure sales, failed protection and superpriority, **5:46** 

Order ineffective as waiver of right to reasonable notice of sale, **34:37 (Form)** 

Restructure of contractual obligations, **34:39** (Form)

Settlement, 34:38 (Form)

### STOCK ACQUISITIONS

Leveraged Buyouts (LBO's) (this index)

### STOCK POWERS

Investment securities, 21:25

### STOCK REGISTRATION

Pledge agreements, 34:40 (Form)

### STORAGE AND STORAGE RIGHTS

Agriculture and farms, 24:35

### STRICT FORECLOSURE

Foreclosure and Foreclosure Sales (this index)

### SUBORDINATION AND SUBORDINATION AGREEMENTS

Generally, 8:39 et seq., 27:1 et seq. (Forms)

Agreement ranking respective security interests of secured creditors with common debtor and collateral, 27:6.60 (Form), 27:30 (Form)

Agriculture and farms, 33:8

(Form), 33:9 (Form)

Bankruptcy, effect in, 8:43

Breach of keep-well agreement as breach of credit agreement, **27:19 (Form)** 

Debts and claims covered, 8:41

### SUBORDINATION AND SUBORDINATION AGREEMENTS—Cont'd

Enforceability of agreement, 8:40
Extending credit to owner,
subordination agreement
between lienholder and
lender, 27:6.50 (Form), 27:7
(Form)

Fixtures and attachments and accessions to collateral, **27:4** (Form)

Foreclosure and foreclosure sales, failed protection and superpriority, **5:47** 

Forms, **27:1 et seq. (Forms)**, **34:39 (Form)** 

Funding for product research, keep-well agreements, **27:18** (Form)

Future indebtedness to secured party, **27:3** (Form)

Interest only payments, 27:6 (Form)

Inventory and accounts, 27:5 (Form)

### **Keep-Well Agreements** (this index)

Letter keep-well agreement, **27:16** et seq. (Forms)

Liquidity maintenance, keep-well agreement, **27:17** (Form)

Net worth maintenance, keep-well agreement, **27:17 (Form)** 

Note, 27:9 (Form)

Preservation of status quo, keepwell agreement, **27:20** (Form)

Real estate claims, 27:11 (Form)

Short form, 27:2 (Form)

Stipulations, restructure of contractual obligations, **34:39** (Form)

Terms and timing of subordination, **8:42** 

Vessels, 15:38, 15:54

### SUBORDINATION AND SUBORDINATION AGREEMENTS—Cont'd

Workouts and preforeclosure, 5:11

### SUBROGATION

Priorities, 8:17

### SUBSEQUENT ADVANCES

Priorities, 8:8

### **SUBSIDIARIES**

Guarantee agreement, third party forms, **27:38** (Form)

### **SUBSIDIES**

Generally, 1:11 Agriculture and farms, 24:23

#### SUBSTANTIAL ABUSE

Chapter 7 bankruptcy liquidations, dismissal. **12:21** 

#### SUBSTITUTION

Collateral, **27:8** (Form) Equipment leases, **29:2** (Form)

### SUFFICIENCY OF DESCRIPTION

Secured transactions, afteracquired property, **2:32.50** 

### **SUM OF DIGITS**

Rebates of unearned interest and costs, **4:49** 

### **SUPERPRIORITY**

Bankruptcy, postpetition financing, **11:24** 

Foreclosure and foreclosure sales, automatic stay, **5:44 to 5:47** 

### SURETY AND GUARANTY CONTRACTS

Generally, 10:8 et seq., 34:28 (Form) to 34:32 (Form)

Absolute and unconditional guaranty, **34:30** (Form)

Alteration of agreement, 10:17

# SURETY AND GUARANTY CONTRACTS—Cont'd

Amount due percentage, liability limitation, **34:28 (Form)** 

Assertion of debtor's defenses, **10:21** 

Authority of guarantor, **10:14** Bankruptcy, effect of, **10:25**,

10:26

**Chattel Paper** (this index)

Collateral, creditor's handling of, 10:18

Collection, guaranty of, **27:14** (Form)

Commercial reasonableness waiver, **34:30** (Form)

Completion guaranty, 10:24

Conditions for enforcement, 10:11

Consideration to guarantor, lack of, 10:20

Defenses. Enforceability and defenses, below

Defined, 10:8

Discharge from dealing with debt

Generally, 10:15 et seq.

Collateral, creditor's handling of, **10:18** 

Foreclosure, mishandling of, 10:19

Modification or alteration of agreement, **10:17** 

Notice of default and dishonor, **10:16** 

Enforceability and defenses

Generally, 10:12 et seq.

Assertion of debtor's defenses, **10:21** 

Authority of guarantor, 10:14

Consideration to guarantor, lack of, **10:20** 

Discharge from dealing with debt, above

Waivers, 10:13

Equipment leasing, **29:16 (Form)** Executory contract rights, **19:31** 

SURETY AND GUARANTY CONTRACTS—Cont'd Federal related notes, 10:6 Foreclosure, mishandling of, 10:19	SURETY AND GUARANTY CONTRACTS—Cont'd Judicial reference, manner for resolving disputes, 34:32.50 (Form)
Forms Generally, 27:12 et seq. (Forms), 34:28 (Form) to 34:32 (Form) Absolute and unconditional guaranty, 34:30 (Form) Collection, guaranty of, 27:14 (Form) Commercial reasonableness waiver, 34:30 (Form) Consent to extension, 34:32 (Form) General waiver of notice, 34:29 (Form) Liability limitation, 34:28 (Form)	Jury trial, waiver of, 34:31.50 (Form)  Liability limitation, 34:28 (Form)  Limits on guaranty, 10:10  Loan in excess of security agreement cap, 34:32 (Form)  Manner for resolving disputes, judicial reference, 34:32.50 (Form)  Modification of agreement, 10:17  Multiple obligor transactions, 10:6  Notice of default and dishonor, 10:16  Original face value, liability limitation, 34:28 (Form)
Loan in excess of security agreement cap, 34:32 (Form) Original face value, liability limitation, 34:28 (Form) Outstanding borrowing percentage, liability limitation, 34:28 (Form) Payment, guaranty of, 27:12 (Form), 27:13 (Form) With confession of judgment, 27:13.50 (Form) Percentage of amount due, liability limitation, 34:28	Outstanding borrowing percentage, liability limitation, 34:28 (Form)  Payment, guaranty of, 27:12 (Form), 27:13 (Form)  With confession of judgment, 27:13.50 (Form)  Percentage of outstanding borrowing, liability limitation, 34:28 (Form)  Postdefault agreements, 10:22  Post-default sale notice, 34:29 (Form)  Preconditions for enforcement,
(Form) Post-default sale notice, 34:29 (Form) Reasonable disposition of goods waiver, 34:31 (Form) Waivers, 34:29 (Form) to 34:31 (Form) General waiver of notice, 34:29 (Form) Governing law, 10:8 Inter-affiliate guaranties, 10:23	10:11 Primary debt and subrogation, 10:9 Reasonable disposition of goods waiver, 34:31 (Form) Scope of guaranty, 10:10 Waiver of jury trial, 34:31.50 (Form) Waivers, 10:13, 34:29 (Form) to 34:31 (Form) Workouts and preforeclosure, 5:21

### **SURRENDER**

Chapter 13 bankruptcies, collateral, **12:33**, **12:38** et seq. Motor vehicles, certificates, **17:18** 

### TAKING POSSESSION

**Repossession** (this index)

### TANGIBLE PROPERTY RIGHT

Domain name, enforceability, **22:16.60** 

### TARGET ASSETS

Leveraged buyouts (LBO's), 10:51

#### **TAXATION**

Generally, 1:11

**After-Acquired Property** (this index)

**Equipment Leasing** (this index) Foreclosure and foreclosure sales, **5:9** 

Inventory, liens, **18:43**Motor vehicles, leases, **17:29** 

### **TAXICAB**

Lease with option to purchase, **29:8 (Form)** 

### **TELEVISION**

Copyright security agreement, 32:45 (Form)

### TEMPORARY RELEASE

Agreement, 25:44 (Form)

### **TERM LOANS**

Revolving credit, loan agreement, **25:41.60** (Form)

Security agreement, lender affiliate of borrower, **25:42.30** (Form)

### **TERMINATION**

Accounts and contract financing, 19:42

Chattel paper, 20:36

Index-92

### TERMINATION—Cont'd

Credit line termination clause, 34:42 (Form)

Financing Statement (this index) Intellectual property, licenses, 22:37

Inventory, default, **18:65 to 18:67**Multiple creditor loans, participation agreement, **9:45**, **9:46** 

Payments, 4:10

Perfection of security interest, caselaw illustrations, **7:31.50** Recording and perfection, lapse

and continuation, 7:31

### **TERMS SHEET**

Multiple creditor loans, 9:11

### THIRD PARTIES

### Accounts and Contract Financing (this index)

Agreement covering loans to third party, **27:37 (Form)** 

**Agriculture and Farms** (this index)

Chattel Paper (this index)

Consignments, generally, **18:26**Covenants and events of default,

protection of rights, 3:24

Creation of secured transaction, 2:12

Equipment Leasing (this index)
Equipment Loan Financing (this index)

**Inventory** (this index)

**Investment Securities** (this index)

**Motor Vehicles** (this index)

**Notes and Certificates of Deposit** (this index)

Repossession, 5:34

**Subordination and Subordina- tion Agreements** (this index)

Subsidiary guarantee agreement, **27:38 (Form)** 

Vessels (this index)

### INDEX

### THREE PARTY LEASES

Equipment Leasing (this index)

### TIME AND DATE

Agriculture and farms, time limitations, **24:44** 

**Bankruptcy** (this index)

Enforcement of note, 4:36

Floating and fixed interest rates, 4:18

### Foreclosure and Foreclosure Sales (this index)

Motor vehicles, perfection, 17:10 Subordination agreements, 8:42

### TIME-SHARE AGREEMENT

Aircraft, 30:16 (Form)

### TITLE AND OWNERSHIP

Aircraft, **16:56, 16:65**Certificate of title application, **25:22.50 (Form)** 

Intellectual property, 22:28

Motor Vehicles (this index)

Notes and certificates of deposit, 20:51

### **TORTS**

Equipment leasing, 14:14

### TRAC LEASES

Motor vehicles, 17:28

### TRACING RULES FOR CASH

Multiple creditor loans, bankruptcy of lead lender, **9:50** 

### TRADE NAMES

Identity of debtor, 7:24

Recording and perfection, partnerships, **7:24** 

Security agreement, defining collateral, **34:1** (Form)

### TRADE SECRETS

**Intellectual Property** (this index)

### **TRADE-INS**

Equipment loan financing, 13:32

### **TRADEMARKS**

Intellectual Property (this index)

### TRANSACTION PLANNING

Generally, 1:7

### TRANSFER OF VALUE

Creation of secured transaction, enforceable interests, **2:18** 

# TRANSPORTATION AND TRANSPORTATION EQUIPMENT

**Aircraft** (this index)

Motor vehicles, 17:26

**Motor Vehicles** (this index)

Vessels (this index)

### TRUE LEASES

**Equipment Leasing** (this index)

### TRUST RECEIPTS

Inventory, 31:16 (Form), 31:17

(Form), 31:19 (Form)

Investment securities, 32:25 (Form) to 32:27 (Form)

Notes, 32:25 (Form) to 32:27

(Form)

### TRUSTS AND TRUSTEES

Bankruptcy, 11:16, 11:17

Collateral, interest in trust as, 32:52 (Form)

Creation of secured transaction,

Multiple creditor loans, intercreditor relationship, **9:49** 

Security agreement, 34:13 (Form)

### TRUTH-IN-LEASING

Aircraft, 30:19 (Form)

## UNIFORM COMMERCIAL CODE

Foreclosure sales, application of Section 9-626, **6:32.50** 

Foreclosure sales, application of UCC requirement for commercial reasonableness and

### UNIFORM COMMERCIAL CODE—Cont'd good faith, 6:12.50

### **UNITED STATES RULE**

Interest rates computation, 4:15

### **USE**

Agriculture and farms, 24:33
Aircraft, restrictions, 16:57
Equipment loan financing, 13:30, 13:37, 13:46
Letters of Credit (this index)
Motor vehicles, 17:21
Notice of change of use of collateral, 25:47 (Form)
Recording and perfection, 7:29

### **USURY**

Generally, 4:23 et seq. Adjustments to principal, 4:31 Business loans as exempt, 4:25 Choice of law, 4:32, 4:32.50 Exempt transactions, 4:25, 4:26 Federal law, 4:27 Floating and fixed rates, 4:21 Front end fees and charges, 4:29 General and special laws, 4:24 to 4:27 Rate limitations, 4:23 Rates and defining "interest" Generally, 4:28 et seq. Adjustments to principal, 4:31 Floating and fixed rates, 4:21 Front end fees and charges, 4:29 Secondary benefits and risks, 4:30, 4:31 Secondary benefits and risks, 4:30, 4:31

### VALUE AND VALUATION

Types of transfers, exempt

transactions, 4:26

Accounts and contract financing, certificate of value of loan, 32:13 (Form)

## VALUE AND VALUATION —Cont'd

Agriculture and farms, 24:46 Bankruptcy, 11:15, 11:42, 11:42.50, 11:43, 28:13.30 (Form)

Chapter 7 bankruptcy liquidations, redemption rights, **12:10** 

Chattel paper, certificate of loan value, **32:13** (Form)

Creation of secured transaction, transfer of value, 2:18

Periodic report regarding value of entities in which debtor's estate holds a substantial or controlling interest, Official Bankruptcy Form No. B 426, 28:13.30 (Form)

### VARIABLE INTERESTS

Oil and gas, 23:5, 23:6

### **VEHICLES**

**Motor Vehicles** (this index)

#### VESSELS

Generally, **15:1** et seq., **30:26** et seq.

Acknowledgment by corporation, 30:29 (Form)

Amendments, mortgages, **15:37** Arbitration

Generally, **15:59 et seq.**Admiralty jurisdiction, generally, **15:60** 

Alternative to admiralty, **15:64** Discovery, **15:62** 

Jurisdiction over vessel, **15:63**Suits in admiralty, **15:61** 

Assignments, mortgages, 15:37

Assumptions, mortgages, 15:37

Attorneys' fees, default and foreclosure, **15:57** 

Bankruptcy, 11:9, 15:58

Bill of sale, 30:33 (Form) Certificates of title, 15:9

VESSELS—Cont'd	VESSELS—Cont'd
Charter earnings and collateral,	Eligibility for documentation,
15:47	15:16
Choice of law, <b>15:7</b>	Equitable subordination, default
Citizenship, declaration of, 30:30	and foreclosure, 15:54
(Form)	Exemption from documentation,
Coast Guard endorsement, mort-	15:18
gages, 15:32	Federal guaranties, <b>15:49</b>
Covenants. Representations and covenants, below	Federal-state conflicts, <b>15:8</b> Fleet mortgages, <b>15:34</b>
Default and foreclosure	Foreclosure. Default and foreclo-
Generally, <b>15:50 et seq.</b>	sure, above
Attorneys' fees, 15:57	Forms
Bankruptcy rules, 15:58	Generally, 30:26 et seq.
Equitable subordination, <b>15:54</b>	Acknowledgment by corpora-
Judicial foreclosures and	tion, 30:29 (Form)
deficiencies, 15:53	Bill of sale, <b>30:33 (Form)</b>
Laches, 15:55	Citizenship, declaration of,
Prejudgment interest, 15:56	30:30 (Form)
Private foreclosure actions,	Good faith affidavit, <b>30:28</b>
15:52	(Form)
Self-help repossession and	Mortgage, 30:26 (Form), 30:27
resale upon default, <b>15:51</b>	(Form)
Discovery, arbitration, 15:62	Negotiable promissory note,
Documented vessels	<b>30:31</b> (Form)
Generally, 15:12 et seq.	Performance bond, 30:32
Benefits of documentation, 15:20	(Form)
	Preferred mortgage, 30:27
Definitions, <b>15:14</b> , <b>15:15</b>	(Form)
Eligibility for documentation, <b>15:16</b>	Future advances, mortgages, 15:35
Exemption from documenta-	Good faith affidavit, <b>30:28</b>
tion. 15:18	(Form)
Historical background, <b>15:12</b>	Insurance, <b>15:46</b>
Marking vessel, <b>15:19</b>	Intercompany liens and accounts,
Nonvessel, defined, <b>15:14</b>	15:48
Requirement of documentation,	Interlender agreements, mort-
15:17	gages, <b>15:39</b>
United States, vessels of, 15:13	Judicial foreclosures and deficien-
Documents list, 15:11	cies, <b>15:53</b>
Dual federal and state recordation,	Jurisdiction over vessel, arbitra-
mortgages, 15:23	tion, <b>15:63</b>
Earnings and related assets, Com-	Laches, default and foreclosure,
mercial Instruments and Mar-	15:55
itime Liens Act, 15:27	Lien, prohibition of, 15:42

#### VESSELS—Cont'd VESSELS—Cont'd Marine salvage, 15:5 Mortgages-Cont'd Securing preferred mortgages, Maritime liens, 15:28, 15:43 15:29 Marking vessel, 15:19 Subordination, 15:38 Maturity date, mortgages, 15:35 Third party matters, below Mortgages Necessaries, supplier of, 15:41 Generally, 15:21 et seq. Negotiable promissory note, 30:31 Arbitration, above (Form) Assignments, assumptions and Notice of mortgage, 15:45 amendments, 15:38 Performance bond, 30:32 (Form) Balancing federal and state law, Preferred mortgages, 15:2, 15:22, 15:24 30:27 (Form) Coast Guard endorsement. Prejudgment interest, default and 15:32 foreclosure, 15:56 Covered vessels, Commercial Priority maritime liens Instruments and Maritime Liens Act, 15:26 Generally, 15:2 et seq. Default and foreclosure, above Marine salvage, 15:5 Dual federal and state recorda-Owner, no maritime lien for, tion, 15:23 15:3 Earnings and related assets, Preferred mortgage, priority Commercial Instruments over, 15:2 and Maritime Liens Act, Seamen wages, 15:4 15:27 Recording, mortgages, 15:31, Fleet mortgages, 15:34 15:36 Forms, 30:26 (Form), 30:27 Registration, 15:6 (Form) Representations and covenants Future advances, 15:35 Generally, 15:44 et seq. General liens and legal cover-Charter earnings and collateral, age, 15:21 15:47 Interlender agreements, 15:39 Federal guaranties, 15:49 Maritime liens and preferred General mortgage covenants, mortgages, 15:28 15:44 Maturity date, 15:35 Insurance, 15:46 Preferred ship mortgages, 15:22 Intercompany liens and accounts, 15:48 Recording requirements, 15:31 Notice of mortgage, 15:45 Recording restrictions, 15:36 Related assets, coverage of, Salvage, **15:5** 15:33 Seamen wages, priority maritime liens, 15:4 Representations and covenants, below Securing preferred mortgages, 15:29 Requirements, 15:30 et seq. Self-help repossession and resale Scope of Commercial Instruupon default, 15:51 ments and Maritime Liens Act, 15:25 to 15:27 State law, 15:9

### VESSELS—Cont'd

Subordination, mortgages, 15:38
Third party matters
Generally, 15:40 et seq.
General liens and Ship
Mortgage Act, 15:40
Lien, prohibition of, 15:42
Necessaries, supplier of, 15:41
Waiver of maritime liens, 15:43
Types of transactions, 15:10

### **VOIDABLE PREFERENCES**

After-acquired property, **8:31 to 8:34** 

**After-Acquired Property** (this index)

### **VOLUNTARY SURRENDER**

Nonjudicial and self-help repossession, **5:27** 

### VOTING RIGHTS AND CONTROL

Investment securities, predefault ownership and control, 21:24

### WAIVER AND ESTOPPEL

Agriculture and farms, 24:50 Certificate of consent and estoppel, licensor to lender, 32:35 (Form)

Covenants and events of default, **3:5** 

Enforcement of note, **4:38**, **4:39** Equipment loan financing, **13:20**, **13:43** 

Foreclosure and foreclosure sales, postdefault agreements, **6:35** 

Maritime liens, 15:43

"No waiver" clause, **34:11** (Form)

Notice of sale, postdefault waiver of right to, **25:35** (Form)

Priorities, 8:17

Real estate claims, **27:11 (Form)**Stipulated order, **34:37 (Form)** 

### WAIVER AND ESTOPPEL

—Cont'd

Surety and guaranty contracts, 34:29 (Form) to 34:31 (Form)

### WARRANTIES

Equipment leasing, 14:12 to 14:13, 29:21 (Form)

Equipment loan financing, 13:42 to 13:44

Investment securities, sale of, 21:39

Oil and gas, 23:27

### WHOLESALERS

**Inventory** (this index)

### WIND-DOWN PROCEDURES

Inventory, 18:67

## WORKOUTS AND PREFORECLOSURE

Generally, **5:3 et seq.** 

Adjusting the note, 5:4

Avoidable transfers. Reversible and avoidable transfers, below

Constraints and creditor choices, **5:3** 

Conveyances, fraudulent, 5:16

Courses of dealing, **5:7** 

Creditor control and liability issues

Generally, 5:5 et seq.

Courses of dealing, 5:7

Customs and usages, 5:7

Direct liability for debts, 5:9,

5:10

Environmental debts, direct liability, **5:10** 

Equitable subordination, 5:11

Good faith obligations, 5:6

Taxes, **5:9** 

Tortious leverage and control, **5:8** 

Customs and usages, 5:7

WRONGFUL DISHONOR

Letters of credit, 10:37

#### WORKOUTS AND WORKOUTS AND **PREFORECLOSURE PREFORECLOSURE** —Cont'd —Cont'd Damages, deepening insolvency, Merger, **5:23** 5:15 Multiple Creditor Loans (this Debt consolidation and operating index) loans, 5:18 Operating loans, 5:18 Deeds in lieu of foreclosure, 5:22, Payments, 5:20 5:23 Preferences, 5:16 Deepening insolvency Reversible and avoidable transfers General discussion, 5:12 Generally, 5:16 et seq. Independent cause of action, Debt consolidation and operat-5:13 ing loans, **5:18** Not independent cause of Guarantees and letters of credit. action, 5:14 5:21 Theory of damages, 5:15 New security agreements, 5:17 Direct liability for debts, 5:9, 5:10 Payments, 5:20 Earmarking doctrine, 5:19 Preferences, 5:16 Environmental debts, direct Security agreements, new, 5:17 liability, 5:10 Taxation, 5:9 Equitable subordination, 5:11 Tortious leverage and control, 5:8 Fraudulent conveyances, 5:16 WRITTEN CONSENT Good faith obligations, **5:6** REQUIREMENT Guarantees and letters of credit, Sale and disposition restraints, 5:21 3:17

Independent cause of action, 5:13,

5:14

Letters of credit, 5:21