It’s hard to believe that this is the 20th anniversary of the Portable UCC, the first volume in the Portable series. For me, this is actually the sixth book—there was a short-lived 1995 edition between the first and second editions that wasn’t officially counted. In fact, there were also two version of the fourth edition. So this is the seventh time I’ve done this book.

Somehow, that level of confusion is appropriate, given the issues that arose during the preparation of this edition.

Before I describe them, and concerns surrounding this edition, let me tell you the good news. This new edition offers you:

- the 2010 amendments to Article 9
- the “resurrected” versions of Articles 2 (1995) and 2A (1990), as amended subsequently but not including the 2003 and 2004 amendments
- the 2012 amendment to Section 4A-108
- an expanded, and better organized, index.

Here’s a little background on the Uniform Commercial Code (UCC) that will help to explain why this particular edition was so challenging to deliver, and why it may yet require your eagle-eyed assistance.

- When there are amendments to the UCC official text (the official text is what we publish in the Portable UCC), the reporter for the article develops a text that shows the additions and deletions for use by the states in their legislative process. To get the uniform version, I go through this text, incorporate the additions and deletions, and then publish the result. Sometimes during this process, I question the reporter about ambiguities, and on rare occasions, something I see results in a technical correction to the official text. [This time, for example, there was an extra close-bracket in Article 9 that was deleted.]

- When there are conforming amendments to another article of the UCC to bring it into alignment with the newly-amended article, we incorporate those changes.

- The resulting text is the amended, uniform version of the Uniform Commercial Code. The reporters are invariably critically important partners in this process, and they have from the beginning been uniformly helpful. By the time the Portable UCC made it into print, I was quite confident that it represented the actual uniform text, as adopted by the Uniform Law Commission (the ULC, formerly known as NCCUSL) and the ALI.

- However, in 2011, the ULC and the ALI voted to revert to the prior, pre-2003 version of Articles 2 and 2A, since those amendments had not been enacted. Despite the word “Uniform” in the UCC, neither the ALI nor the ULC maintains an accurate current version of the Official Text of the UCC. (I sincerely hope that this is remedied sooner rather than later.) Instead, every editor has to create her own edition.

* The only time this system failed was with four amendments to Article 9 in 2001. After the fourth edition had gone to print, I received news of these amendments from Professor Kenneth Kettering, and that resulted in a revised printing of the fourth edition.
• My job became a daunting one: Remove all the 2003 changes from Articles 2 and 2A. Unlike the case with every other amendment of the UCC, there was no reporter to offer guidance.

• Then I had to hunt down the amendments enacted between 1995 and 2003. After amendments are voted on by the ULC and the ALI, they are sent to the ULC “Style Committee.” This means that you could have a copy of what was voted on and adopted and still not have the Official Text. I would never have made it through this most maddening part of the process without the help of Linda Rusch and Steve Weise, who together provided me with the styled amendments.

• Undoing the index was its own kind of hell. I’ve now been through every index entry, and done my very best to make it consistent and accurate. But I fear that there may be errors, and the occasional cite to 2 or 2A that refers to the 2003 version. Still, this index is much better in other respects: more comprehensive and more consistent than prior editions.

That’s why this book appears more than a year later than planned.

WARNING: Because there are significant issues involved in UN-amending a text, the version that is presented here is my best guess about the official text (which exists only in pieces and not as the comprehensive text presented here). There are many questions left unanswered, including most significantly, the impact of parallel but slightly different definitions in amended Article 1 and unamended Articles 2 and 2A. I’ve noted the major issues in Editor’s Notes.

I’ve also made a few formatting changes to bring consistency to this version. For example:

• There is no capitalization of the word, “section” except when it is followed by a number. In the official text, sometimes it is capitalized and sometimes not.

• Most significantly, not every section in which there is a subsection (a), (b) or (i), (ii) employs indentation. This leads to some serious ambiguity, as, for example, in Section 2A-303(2) and (3), where the final modifying phrase could be interpreted in two different ways, I have offered my own indentation in these cases. I’ve inserted editorial notes, but you should check your own enacted state version. If you have questions about why I have indented the way I have, please feel free to contact me. I did this in consultation with members of the PEB, but there is not always unanimity about these indentation decisions.

• The drafters have yet to decide whether to put the punctuation inside or outside of a quotation mark—for example, in 2A-214, where a comma is first outside, then inside a close quote. With a few exceptions, we have left the punctuation as it was presented. One exception: in Articles 2 and 2A, in the long lists of definitions found elsewhere, we have removed the distracting and unnecessary period that was placed outside of the quotation marks surrounding each defined term.

• Spelling of nonconforming is non-conforming to any standard! We’ve tried to be consistent and remove the hyphen.

• I have observed both missing commas and excess commas. Commas must have been very dear when Article 2 was written, because it contains very
few. By the time of the Article 9 amendments, it had become a buyer’s market for commas and they are there in abundance! Please note the inconsistent use of the serial comma, including both options in Section 2-604! No commas were changed in this edition.

- I have not altered the inconsistent use of the colon at the end of an introductory phrase before some subsections. Compare, for example, § 2-722 with § 2A-202.
- Regrettably, I have been unable to bring any consistency to the numbering of subsections. If the PEB ever decides to tackle this issue, I’d be glad to offer some guidelines.
- It’s been a challenge to obtain official promulgation dates for resurrected Articles 2 and 2A. Finally, John Sebert of the ULC was able to confirm 2011 as the correct promulgation date of this version.

Here’s a quiz on inconsistency for you. A free copy of the fifth edition to the first person who e-mails me with the correct answers.

1. The word “the” appears only once in the table of contents to Article 2A. Where?
2. The word “this” appears only once in the titles of Article 2. Where?
3. The feminine pronouns appear in only one article. Where?
4. Which article introduced the painful practice of referring to people as if they were entities, by using “which” rather than “who” and “whom”?
5. Is there an article that consistently follows the recommended use of “that” and “which” according to the guidance of Fowler’s Modern English Usage?

I want to thank the people who have made this protracted and frustrating process bearable. First and foremost, I would have given up without the support of Professor Linda Rusch, chair of the Business Law Section, and a member of the PEB. I’m very grateful to Professor Steve Harris, Reporter for revised Article 9, and to Steve Weise, both of whom (not “which”) helped to make the revisions to Article 9 relatively painless. Thanks to Professor Fred Miller and Professor Amelia Boss for supporting me throughout the 20 years of this publication, up to and including this edition. Thanks to Rick Paszkiet of ABA Publishing for helping me manage logistics that were often beyond my capacity to bear. And finally, thanks are due to Susana Darwin, my editor at ABA Publishing, for correcting an infinite number of errors.

As always, the errors that remain are my responsibility. I expect to hear from you about all of them. We call it “crowd-sourcing” now.

It’s hard to find a quote that adequately captures my feelings about the last 20 years as editor of this volume. This will have to suffice:

§ 9-520
A filing office shall refuse to accept a record for filing for a reason set forth in Section 9-516(b) and may refuse to accept a record for filing only for a reason set forth in Section 9-516(b).

So long, and thanks for all the fish.

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