

CONTENTS

Acknowledgements	ix
Foreword	xi
Preface	xv

Chapter 1

The Uniform Commercial Code:

History, Overview, and Citation	1
A. Introduction.	1
B. History	2
C. Overview.	4
D. Research Techniques.	6

Chapter 2

Using the Code and Comments.	9
A. The Definitions	9
B. The Official Comments.	12
C. PEB Commentaries.	15

Chapter 3

Overview and Scope of Article 1 §§ 1-101

and 1-102.	17
A. Introduction.	17
B. The Objectives of Uniformity.	18
C. Article 1 and the Other Substantive Articles	19
D. The Relationship Between UCC and Non-Code Law	20
E. The Scope of Article 1	20

Chapter 4

Code Purposes and Policies § 1-103(a)	23
A. Introduction	23
B. Modernizing the Law and Expanding Commercial Practices	25
C. Uniformity	26
D. Expansion to Non-Code Transactions	30

Chapter 5

Code and Non-Code Law § 1-103(b)	33
A. The Relationship of the Code to Federal Law	33
B. Supplementation	34
C. Supplementation or Displacement	36
D. Predictability	39

Chapter 6

Construction Against Implied Repeal § 1-104	43
--	----

Chapter 7

Severability § 1-105	45
---------------------------------------	----

Chapter 8

Use of Singular and Plural; Gender § 1-106	47
---	----

Chapter 9

Section Captions § 1-107	49
---	----

Chapter 10

Relation to Federal E-Sign Act § 1-108	55
A. Background; Federal E-Sign Legislation	55
B. Reconciling E-Sign and UETA	56

Chapter 11

General Definitions §§ 1-201 Through 1-204	61
A. In General	71
B. Undefined Terms	73

Chapter 12

Reasonable Time and Seasonableness § 1-205	75
A. Introduction	75
B. Question of Fact	76
C. Manifestly Unreasonable	76
D. Seasonable Time	77

Chapter 13

Presumptions § 1-206	79
---------------------------------------	----

Chapter 14

Choice of Law § 1-301	81
A. Introduction	82
B. The Parties' Freedom to Choose the Governing Law	83
C. Choice of Law in the Absence of an Agreement	85
D. The Exceptions—Where the Parties are not Free to Choose the Governing Law	87
E. International Transactions	88

Chapter 15

Variation by Agreement § 1-302	91
A. Freedom of Contract	92
B. Limitations on Agreement	92
C. Parties' Determination of Standards	93
D. Effect on Third Parties	97
E. Section 1-302(c)	98

Chapter 16

Course of Performance, Course of Dealing, and Usage of Trade § 1-303	99
A. Introduction	101
B. “Agreement” in the Code	101
C. Course of Performance	104
D. Course of Dealing	105
E. Usage of Trade	106
F. Limitations	108
G. The Code Hierarchy	110
H. Express Terms Modified by Waiver	111
I. Notice	112

Chapter 17

Good Faith § 1-304	113
A. Introduction	113
B. Application only to Code Contracts or Duties	115
C. Consequences of Breaching Good Faith	117
D. Meaning of Good Faith	119
E. Application of the Concept	121
F. Question of Fact	127

Chapter 18

Remedies Administered § 1-305	129
A. Liberal Administration of Remedies	129
B. Enforcement by Action	132

Chapter 19

Waiver or Renunciation § 1-306	135
---	-----

Chapter 20

Evidence by Third-Party Documents § 1-307	137
--	-----

Chapter 21

**Performance or Acceptance Under Reservation of
Rights § 1-308** 139

Chapter 22

Option to Accelerate at Will § 1-309..... 143

Chapter 23

Subordinated Obligations § 1-310 147

Chapter 24

Conclusion 151

Appendix

The Uniform Law Process..... 153

About the Author 159