

# FOREWORD

Since it was first proposed over seventy years ago, the Uniform Commercial Code has become both an indispensable part of the study of law and an essential part of legal practice. Adopted by all fifty states, the Code has been hailed as one of the great products of American law. Its impact is by no means limited to the United States. The Code has become an important U.S. export: other nations have modeled their laws after our Uniform Commercial Code, and portions of the Code and its principles have been carried over into international instruments such as the United Nations Convention on the International Sale of Goods, the United Nations Convention on the Assignment of Receivables in International Trade, and the International Institute for the Unification of Private Law (UNIDROIT) Convention on International Interests in Mobile Equipment.

Despite the importance and impact of the Code, many practitioners and students find it difficult to master. Its provisions, followed by official comments, cross-references, and notes, often seem impenetrable. The problem stems from several sources.

First, as Grant Gilmore, one of the principal drafters of the Code, once observed, the Code sometimes appears to have been written in its own shorthand. The keys to deciphering that shorthand are frequently found in the definitions to the Code and are often found in an understanding of non-Code law.

Second, no single provision of the Code can truly be understood without an understanding of the other provisions of the Code and its overarching purposes, policies, and concepts. The interconnectedness of the Code's provisions and the importance of its often unarticulated policies require extended study for mastery.

Third, the Code, even on its own terms, does not purport to contain all the law there is on a particular subject; the Code may

be uniform, but it is not comprehensive. The Code invites us to consult non-Code law to “fill in the gaps” in its coverage.

Last, the Uniform Commercial Code itself is not “law.” Rather, the Code is adopted on a state-by-state basis; individual states may make nonuniform amendments during the adoption process, or state courts may interpret its provisions in a nonuniform manner, making it all the more difficult for the new practitioner or student to master.

This series of books, *The ABCs of the UCC*, a project of the Uniform Commercial Code Committee of the American Bar Association’s Section of Business Law, has been making the Code accessible to practitioner and student alike for almost fifteen years. Free of the footnotes and the extensive convoluted discussions that often accompany legal literature, each book is written to present the basic concepts and operation of the Code articles in a simple, straightforward manner. No attempt is made to treat the Code in an in-depth manner, nor to cite to all possibly relevant authorities and cases. Rather, the goal is to provide the reader with the framework and basic knowledge of the Code necessary to orient the reader for future work or research. Thus, this series of books does not supplant, but rather complements, more intensive treatments of the subjects.

Each book in the series is devoted to one of the articles of the Code, yet they are intended to form a coherent whole which, taken together, provides an overview of the Code in operation. Each book is written by a distinguished person in the field of commercial law whom colleagues consider an expert in the field. The focus is on the uniform text of the Code: the text as adopted by the sponsors of the Code, the American Law Institute and the National Conference of Commissioners on Uniform State Laws. While the focus is on the uniform version, each book, where appropriate, points out important nonuniform amendments and divergent judicial treatment of the Code provisions.

In 1965, Grant Gilmore warned that the enactment of the Code and of Article 9 did not mark the end of the process of

change and development in the field of commercial law. His comments were more perceptive than he could have realized. Since his prescient words were penned, the Code has undergone extensive revision and change: new articles were added, others replaced or amended, and one has even been repealed. The well-advised practitioner and student realize that the process of learning should be an ongoing one; the knowledge gained from their reading of this current series of ready reference books should nonetheless provide a firm foundation for supplementation in the future.

The Uniform Commercial Code Committee of the ABA's Section of Business Law welcomes the opportunity to provide these tools to the legal profession. We hope that you find this series of books useful for your needs.

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