
Contents

<i>Acknowledgments</i>	xvii
Chapter 1: A Very Short Introduction	1
A. Introduction to Secured Transactions	1
B. Answering Multiple-Choice Questions	2
C. How to Use This Book	6
Chapter 2: Working with the Uniform Commercial Code	7
A. Introduction	7
1. It Is Not Uniform	9
2. It Is Not Commercial	10
3. It Is Not a Code	12
B. Working with the Code	14
C. Closer	15
Burnham's and Keating's Picks	16
Chapter 3: What Is a Security Interest?	17
A. What Is a Secured Transaction?	17
B. Unsecured Creditor Remedies	23
1. Execution	24
2. Garnishment	30
3. Fraudulent Transfer Law	32
C. Is It Better to Be a Secured Creditor Than an Unsecured Creditor?	39
D. Does a Transaction Create a Security Interest?	40
E. Closers	41
Burnham's and Keating's Picks	46
Chapter 4: Overview of Secured Transactions	47
A. A Secured Transactions Roadmap	47
B. Classification of Collateral	50
1. Introduction	50
2. Goods	52
3. Intangible Property	54

4. Quasi-Tangible Property	59
5. Fixtures	61
C. Consumer Transactions	62
D. Purchase Money Security Interests	63
E. Closers	65
Burnham's and Keating's Picks	66
Chapter 5: The Scope of Article 9	67
A. Introduction	67
B. § 9-109(a) "Except as otherwise provided in subsections (c) and (d)"	68
C. § 9-109(a)(1) "a transaction, regardless of its form, that creates a security interest in personal property or fixtures by contract"	69
D. § 9-109(a)(2) "an agricultural lien"	74
E. § 9-109(a)(3) "a sale of accounts, chattel paper, payment intangibles, or promissory notes"	76
F. § 9-109(a)(4) "a consignment"	78
G. Closers	81
Burnham's and Keating's Picks	82
Chapter 6: Creation of a Security Interest	83
A. Introduction	83
B. Sample Agreements	88
C. Is There a Security Agreement Signed by the Debtor?	91
D. Does the Security Agreement Contain a Description of the Collateral?	93
E. Closers	98
Burnham's and Keating's Picks	99
Chapter 7: The Security Interest as a "Floating Lien"	101
A. The "Floating Lien"	101
1. Sale or Exchange	102
2. Proceeds	102
3. After-Acquired Property	102
4. Future Advances	103
B. Sale or Exchange	103
1. The General Rule	103
2. First Exception: "When the Secured Party Authorized the Disposition"	104
3. Second Exception: "Except as Otherwise Provided in This Article"	106

C. Proceeds	107
D. After-Acquired Property	110
E. Prohibitions Against Security Interests in Certain Property	113
F. Future Advances	115
G. Closers	117
Burnham's and Keating's Picks	120
Chapter 8: Secured Party v. Debtor	121
A. Introduction	121
B. What Is <i>Default</i> ?	125
C. Repossession of the Collateral	128
D. Closer	131
Burnham's and Keating's Picks	132
Chapter 9: Disposition of the Collateral After Repossession	133
A. Care of the Collateral	133
B. Redemption	135
C. Retention	137
D. Resale	141
E. Collection of Intangibles	146
F. Closers	149
Burnham's and Keating's Picks	152
Chapter 10: Sale and Deficiency	153
A. The Sale	153
B. Remedies of the Debtor	157
C. Closers	161
Burnham's and Keating's Picks	162
Chapter 11: Secondary Obligors	163
A. Introduction	163
B. Notice to Secondary Obligors	167
C. Contract Law Issues	169
D. Closers	171
Burnham's and Keating's Picks	174
Chapter 12: Perfection by Filing — the Initial Financing Statement	175
A. Introduction	175
B. Who Can File a Financing Statement?	179
C. Contents of the Financing Statement	180
1. Introduction	180

2. The Debtor's Name: § 9-502(a)(1)	186
3. Cutting the Filer Some Slack: § 9-506	190
4. Identification of the Collateral: § 9-502(a)(3)	192
D. Where Is It Filed?	195
1. Choice of Law	195
2. In What State Is the Debtor Located?	195
3. Where Is It Filed in That State?	200
E. When Is It Filed?	202
F. Closers	203
Burnham's and Keating's Picks	205
 Chapter 13: Amendments to the Initial Filing	207
A. Introduction	207
B. Termination	208
C. Continuation	211
D. Other Amendments	213
1. Change of Debtor's Location	213
2. Change of Debtor's Name	216
3. Transfer of Collateral	219
4. Transfer to a "New Debtor"	219
5. Change in the Characterization of the Collateral	221
6. Exchange of Collateral for Proceeds with a Different Characterization	223
E. Closers	226
Burnham's and Keating's Picks	228
 Chapter 14: Exceptions to Perfection by Filing	229
A. Introduction	229
B. Possession	230
C. Control	234
1. Control of Investment Property: § 9-106	235
2. Control of Deposit Accounts: § 9-104	236
3. Control of Electronic Chattel Paper and Electronic Documents: §§ 9-105 and 7-106	237
D. Other Filing Systems	239
1. Federal Filing	239
2. State Certificate of Title Laws	240
E. Automatic Perfection	243
F. Closers	246
Burnham's and Keating's Picks	247

Chapter 15: Secured Party v. Buyer	249
A. Introduction	249
B. Unperfected Security Interests	250
C. Perfected Security Interests	252
1. Introduction	252
2. Section 9-320(a)	255
3. Section 9-320(b)	258
4. The Farm Products Exception to § 9-320(a)	261
D. Closers	264
Burnham's and Keating's Picks	267
Chapter 16: Secured Party v. Secured Party	269
A. The General Rules of Priority: § 9-322	269
1. Introduction	269
2. Methods of Perfection	271
3. Priority	272
B. The Rules of Priority Between Parties Who Perfected by Filing	274
1. Unperfected Security Interests: § 9-322(a)(3)	274
2. Perfected Security Interests: §§ 9-322(a)(1) and (a)(2)	275
3. The Last Clause of § 9-322(a)(1): "if there is no period thereafter when there is neither filing nor perfection"	277
4. Future Advances: § 9-322(a)(1)	278
5. Proceeds: § 9-322(b)	280
C. The Relationship Between Priority and Default	282
D. The Superpriority Exceptions to § 9-322	284
1. Collateral Other Than Inventory or Livestock: § 9-324(a)	285
2. Inventory: § 9-324(b)	287
E. The "Double Debtor" Problem: § 9-325	290
1. Sale of the Collateral	290
2. Transfer to a "New Debtor"	292
F. Closers	295
Burnham's and Keating's Picks	297
Chapter 17: Secured Party v. Other Creditors	299
A. Introduction	299
B. An Unsecured Creditor: §§ 9-201 and 9-317(a)(2)	300
1. Secured Party v. Lien Creditor	300

2. Secured Party Making a Future Advance v. Lien Creditor	304
C. A Creditor with a Lien Arising by Operation of Law: § 9-333	307
D. A Creditor with an Agricultural Lien	309
E. Federal Tax Liens	312
F. Closers	315
Burnham's and Keating's Picks	318
 Chapter 18: Secured Party v. Party with an Interest in Fixtures, Accessions, or Commingled Goods	 321
A. The Definition of Fixtures	321
B. Priorities in Fixtures	324
1. Consent	325
2. First in Time	326
3. PMSI	327
C. Remedies	329
D. Accessions	331
E. Commingled Goods	333
F. Closers	335
Burnham's and Keating's Picks	336
 Chapter 19: The Impact of Bankruptcy on Security Interests	 337
A. Introduction	337
B. Calculation of Interest	341
C. Delayed Recovery by a Secured Party or Alteration in a Debtor's Payment Obligations	345
D. Loss of Payments the Secured Party Received Prior to Bankruptcy	352
1. Voidable Preferences: The General Rule	352
2. Exception: Payments Made in the Ordinary Course of Business	358
3. Exception: De Minimis Transfers	359
E. Invalidation of the Article 9 Security Interest	359
1. The Strong Arm Clause: § 544(a)	359
2. Loss of Security Interest Transferred Prior to Bankruptcy	363
3. Loss of Security Interest If Not Timely Filed: § 547(e)	364
4. Exception to the Voidable Preference Rule: Replacement of Inventory and Accounts	367

F. Post-Petition Effectiveness of Article 9 Security Interests	369
G. Use and Sale of a Creditor's Collateral by a Debtor in Bankruptcy	371
1. Use of Cash Collateral	371
2. Section 363(f) Sales of Collateral Free and Clear of Liens	373
H. Post-Petition Secured Lending to a Debtor in Bankruptcy	375
I. Closers	378
Burnham's and Keating's Picks	383
Chapter 20: Controllable Electronic Records Under Article 12	385
A. Introduction	385
B. Defining "Controllable Electronic Records" (CERs)	386
C. The Special Rights of "Qualifying Purchasers" Under Article 12	389
D. Article 12's Counterintuitive Definition of "Exclusive Control"	392
E. Attachment, Perfection, and Priority of CERs in Article 9	395
F. Closers	397
Burnham's and Keating's Picks	399
Chapter 21: Closing Closers: Some Practice Questions	401
Burnham's and Keating's Picks	431
<i>Table of Statutes</i>	451
<i>Index</i>	459