

Uniform Commercial Code Resources

By Daniel D. Kopka

Practitioners handling matters relating to the Uniform Commercial Code (UCC) have a number of excellent resources to consult. Since Michigan caselaw interpreting the UCC¹ is not extensive, caselaw from other states may be persuasive for legal questions on which Michigan courts have not spoken. There are a number of avenues both in print and online for researching cases from other states on UCC matters and finding forms drafted for use under the UCC.

Print Resources

Several Michigan-specific books cover the UCC. Although it primarily deals with general contract law, *Michigan Contract Law*² has extensive coverage of UCC Article 2 (Sales) matters ranging from contract formation to damages, with chapters discussing the statute of frauds; contract interpretation and the parol evidence rule; modification; conditions; third-party beneficiaries; assignment and delegation; warranties and disclaimers; performance and breach; specific performance; and the equitable remedies of reformation, rescission, and restitution. Secured transactions in Michigan under Article 9 (Secured Transactions) are covered in *Michigan's Revised Article 9 of the UCC*.³ This work has chapters discussing the attachment, perfection, and priority of security interests; enforcing security interests after default; and "where, when, and how" to file financing statements in Michigan. Another excellent treatise and forms book for Article 9 is *Michigan Secured Transactions Under Revised Article 9 of the Uniform Commercial Code Forms and Practice Manual*,⁴ with annual updates. Another Michigan-specific resource is West's *Michigan Compiled Laws Annotated Uni-*

form Commercial Code Forms with Practice Comments.⁵ This multi-volume set has many UCC-related forms and commentary on their use.

West's *Uniform Commercial Code Legal Forms* (4th ed.) is a multi-volume set with forms and analysis under each article of the UCC. This set includes both contracts and litigation forms. Matthew Bender's *Uniform Commercial Code Digest* has several volumes devoted to forms and sample clauses coupled with commentary and analysis.

With respect to legal research of UCC-related questions, there is a plethora of useful resources and this article will highlight the primary national sources available in most major law libraries. The White and Summers hornbook on the UCC is available in West's Practitioner Treatise Series in a four-volume set and provides a good starting point for understanding major issues relating to the UCC. *Lawrence's Anderson on the Uniform Commercial Code* (3rd ed.) is a multi-volume set organized by Code section and includes commentary and analysis of the UCC and related caselaw. West's *Uniform Commercial Code Reporting Service* (2d ed.) includes cases construing the UCC from 1986 to the present and includes a monthly newsletter (the *UCC Bulletin*, which may be ordered separately) with recent cases and developments. *Hawkland's Uniform Commercial Code Series* (1998 and supps) is another multi-volume set that includes the official text as well as analysis and commentary organized by UCC section. The *Uniform Commercial Code Case Digest* (1998 and supps) contains summaries of significant UCC cases.

Besides the forms volumes noted above, Bender's *Uniform Commercial Code Digest* has extensive commentary and analysis of the UCC, along with case annotations. A smaller set that analyzes the entire UCC is

the *Law of Modern Commercial Practices*.⁶ The American Bar Association also has a series of short books—*The ABCs of the UCC*—that explain the primary aspects of each article of the UCC. Damages issues in UCC matters are covered extensively in *Damages Under the Uniform Commercial Code*.⁷

Although many law reviews or journals contain articles dealing with the UCC, West publishes two journals that focus on and analyze current developments regarding UCC matters: the *Uniform Commercial Code Law Journal*⁸ and *Uniform Commercial Code Law Letter*.⁹

Online Resources

Both Westlaw and Lexis have extensive databases devoted to UCC matters. Most of the West publications noted previously may be searched on Westlaw, which also has special databases devoted to UCC cases. Lexis has similar databases with UCC-related cases and publications.

The Michigan Secretary of State website¹⁰ allows users to file and search UCC documents online, defines Michigan's search logic for debtors' names, includes printable UCC forms that may be filled out, and states the filing fees and reasons for rejecting UCC filings.

Finding Interpretive Caselaw

If you have West's MCLA or Lexis's MCLS, then the annotations are your best source of interpretive decisions. And while hopefully everyone knows this, don't forget to use the pocket part to find the newest cases and changes to the law. The dates on the main volumes of MCLA and MCLS are 1994 and 2001, respectively, so there are up to 14 years of interpretive decisions in the pocket parts. Of course, the online versions of

MCLA and MCLS will contain caselaw annotations that are current within a few days.

For users who do not have Westlaw or Lexis, interpretive decisions can still easily be found online. A free search on LexisOne for Michigan cases is as simple as this:

- (1) Log on to the free version of Lexis at www.lexisone.com (you must register if you haven't already done so, but it's free).
- (2) Select Keyword Search and Michigan.
- (3) Run a simple statute search, such as 440.2719.

You can also do the same types of free searches at the Michigan Court's website¹¹ and the State Bar/ICLE site;¹² for pre-2001 cases, you can use the quasi-official Westlaw website.¹³ Loislaw and the other Westlaw/Lexis competitors will likewise be as easy. ■



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FOOTNOTES

1. Michigan's version of the UCC may be found at MCL 440.1101 *et seq.*
2. Trentacosta, ed, Michigan Contract Law (1998 and supps).
3. Mears & Dales, Michigan's Revised Article 9 of the UCC (2001 and supps).
4. Coughlin & Quasarano, Michigan Secured Transactions Under Revised Article 9 of the Uniform Commercial Code Forms and Practice Manual (1st ed).
5. Starnes, Michigan Compiled Laws Annotated Uniform Commercial Code Forms with Practice Comments (3d ed).
6. Fonseca & Fonseca, Law of Modern Commercial Practices (2000 and supps).
7. Ryden, Damages Under the Uniform Commercial Code (2d ed).
8. Del Duca, Uniform Commercial Code Law Journal.
9. Miller & Henning, Uniform Commercial Code Law Letter.
10. Michigan Secretary of State, *Uniform Commercial Code (UCC)* <http://www.michigan.gov/sos/0,1607,7-127-1631_8851--,00.html>. All websites cited in this article were accessed August 5, 2009.
11. Michigan Court of Appeals, *Docket Text Search* <<http://coa.courts.mi.gov/resources/ts.htm>>.
12. Michigan Law Online <<http://www.icle.org/help/mlo.htm>>.
13. Michigan Official Reports <<http://government.westlaw.com/miofficial/historical>>.