

**Memorandum To:** Drafting Committee, Advisors, Observers—UCC and Emerging Technologies  
**From:** Edwin E. Smith, Chair  
Charles W. Mooney, Jr., Reporter  
**Date:** March 21, 2022  
**Re:** Revised Draft UCC for March 28 Drafting Committee Meeting

---

Accompanying this memo are:

(i) March 21, 2022 UCC Draft

(ii) Track changes draft, comparing the March 21 draft with the February 28 draft (considered at the March 7-8 meeting)

We will be preparing and distributing an Agenda for the meeting in the next few days. The principal areas to be discussed will include (i) definition of “conspicuous” in Section 1-201(b) and revised draft official comment, (ii) draft Annex A, Transition Provisions, (iii) Article 2/2A provisions on scope and hybrid transactions and leases, and (iv) revised draft Section 9-306A on law governing perfection and priority for chattel paper,

Note also that as a feature of Word’s track changes several existing UCC provisions and official comments appear as all “new” because they were not included in the February draft. You will need to look at the “clean” draft versions to see underlines and strikeouts reflecting changes from the current UCC text and official comments.

We look forward to seeing you at the upcoming meeting.