

## MEMORANDUM

TO: Committee on the Uniform Commercial Code and Emerging Technologies

FROM: Steven Harris, Reporter

RE: Chattel Paper (to be discussed on May 10, 9 a.m. CT)

DATE: May 7, 2021

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The following draft of the definition of “chattel paper” reflects the discussions at the Committee’s last meeting.

### **Section 9-102. Definitions and Index of Definitions.**

(a) [Article 9 definitions.] In this article:

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(11) “Chattel paper” means:

(A) a right to payment of a monetary obligation secured by specific goods, if the right to payment and security agreement are evidenced by a record; or

(B) a right to payment of a monetary obligation owed by a lessee under a lease agreement<sup>1</sup> with respect to specific goods and a monetary obligation, if any, owed by the lessee in connection with the transaction giving rise to the lease,<sup>2</sup> if:

(i) the right to payment and lease agreement are evidenced by a record; and

(ii) the predominant purpose of the transaction giving rise to the lease was to give the lessee the right to possession and use of the goods.

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<sup>1</sup> “‘Lease agreement’ means the bargain, with respect to the lease, of the lessor and the lessee in fact as found in their language or by implication from other circumstances including course of dealing or usage of trade or course of performance as provided in this Article.” U.C.C. § 2A-103(1)(k).

<sup>2</sup> “‘Lease’ means a transfer of the right to possession and use of goods for a term in return for consideration, but a sale, including a sale on approval or a sale or return, or retention or creation of a security interest is not a lease.” U.C.C. § 2A-103(j).

The term does not include (i) a right to payment arising out of a charter or other contract involving the use or hire of a vessel or (ii) a right to payment arising out of the use of a credit or charge card or information contained on or for use with the card.

***Legislative Note.*** *Replicate the formatting of the tabulated material in this section exactly to ensure that the meaning of the material is preserved.*

\* \* \*

(47) “Instrument” means a negotiable instrument or any other writing that evidences a right to the payment of a monetary obligation, is not itself a security agreement or lease, and is of a type that in ordinary course of business is transferred by delivery with any necessary indorsement or assignment. The term does not include (i) investment property, (ii) letters of credit, ~~or~~ (iii) writings that evidence a right to payment arising out of the use of a credit or charge card or information contained on or for use with the card, or (iv) writings that evidence chattel paper.

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