

APPENDIX 27 - DEFINITIONS

Accessions -	Goods that are physically united with other goods in such a manner that the identity of the original goods is not lost. U.C.C. § 9-102(a)
Accounts -	A detailed statement of the mutual demands in the nature of debit and credit between parties, arising out of contracts or some fiduciary relation. Black's Law Dictionary 18 (6 th ed. 1990)
Account debtor -	The person who is obligated on an account, chattel paper or general intangible. U.C.C. § 9 – 105(1)(a).
After-acquired - Property clause	A clause in a mortgage providing that any property acquired by the borrower after the date of the loan and mortgage will automatically become additional security for the loan. Black's Law Dictionary 61 (6 th ed. 1990)
Assignment -	The act of transferring to another all or part of one's property, interests, or rights. Black's Law Dictionary 119 (6 th ed. 1990)
Attachment -	When the three basic prerequisites of a security interest exist (agreement, value, and collateral), the security agreement becomes enforceable between the parties and is said to "attach". Black's Law Dictionary 126 (6 th ed. 1990)
Bona fide purchase rule -	When a legal title holder of a patent transfers his or her title to a third party purchaser for value without notice of an outstanding equitable claim or title, the purchaser takes the entire ownership of the patent, free of any prior equitable encumbrance. This report p. 121
Chattel paper -	A writing or writings which evidence both a monetary obligation and a security interest in or a lease of specific goods. Black's Law Dictionary 237 (6 th ed. 1990)
Commercial Tort claim -	All business-related tort claims that do not involve personal injury or death.
Condition	A condition which is to be performed before some right
Precedent	dependent thereon accrues, or some act dependent thereon is performed. Black's Law Dictionary 293 (6 th ed. 1990)
Constructive - Notice	Such notice as is implied or imputed by law, usually on the basis that the information is a part of a public

	record or file, as in the case of notice of documents which have been recorded in the appropriate registry of deeds or probate. Black's Law Dictionary 314 (6 th ed. 1990)
Derivative title -	The common-law principle, codified repeatedly in the U.C.C., that a transferee of property acquires only the transferor's rights therein. Black's Law Dictionary 444 (6 th ed. 1990)
Dicta -	Opinions of a judge which do not embody the resolution or determination of the specific case before the court. Black's Law Dictionary 454 (6 th ed. 1990)
Financing Statement -	A document setting out a secured party's security interest in goods. Black's Law Dictionary 631 (6 th ed. 1990)
Federal Intellectual Property Securities Act (FIPSA) -	A comprehensive package of amendments to the tract recording provisions of the Copyright Act, the Lanham Act, the Patent Act and the Semiconductor Chip Protection Act. This report p. 12
General intangible -	Any personal property (including things in action) other than goods, accounts, contract rights, chattel paper, documents, instruments, and money. Black's Law Dictionary 684 (6 th ed. 1990)
Goods -	All things that are moveable when a security interest attaches. U.C.C. § 9-102(a)
Instrument -	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 endorsement or assignment. U.C.C. § 9-102(a)
Lanham Act -	Federal statute enacted in 1946 which revised federal trademark law and registration process. Black's Law Dictionary 880 (6 th ed. 1990)
Lien creditor -	One whose debt or claim is secured by a lien on particular property, as distinguished from a "general" creditor, who has no such security. Black's Law Dictionary 923 (6 th ed. 1990)
Mask works -	Term referring to the set of templates or "masks" that together make up the design of a semiconductor chip. The chip manufacturer uses these masks in a photographic depositing and etching process to build up the three-dimensional structure of the chip. This report p.15
Perfection -	In secured transactions law, the process whereby a security interest is protected, as far as the law permits,

	against competing claims to the collateral, which usually requires the secured party to give public notice of the interest as by filing in a government office. Black's Law Dictionary 1137 (6 th ed. 1990)
Preemption Doctrine -	Doctrine adopted by the U.S. Supreme Court holding that certain matters are of such a national, as opposed to local, character that federal laws preempt or take precedence over state laws. Black's Law Dictionary 117 (6 th ed. 1990)
Priority -	In bankruptcy, refers to secured claims that by statute receive more favorable treatment than other unsecured claims. Black's Law Dictionary 1194 (6 th ed. 1990)
Proceeds -	The following property: A) whatever is acquired upon the sale, lease, license, exchange, or other disposition of collateral; B) whatever is collected on, or distributed on account of, collateral; C) rights arising out of collateral; D) to the extent of the value of collateral, claims arising out of the loss, nonconformity, or interference with the use of, defects or infringement of rights in, or damage to, the collateral; or E) to the extent of the value of collateral and to the extent payable to the debtor or the secured party, insurance payable by reason of the loss or nonconformity of , defects or infringement of rights in, or damage to, the collateral. U.C.C. §9-102(a)
Purchase-money security interest -	One which is taken or retained by seller of item to secure its price or taken by person who advances funds to enable one to acquire rights in collateral. Black's Law Dictionary 1235 (6 th ed. 1990)
Security Interest -	A form of interest in property which provides that the property may be sold on default in order to satisfy the obligation for which the security interest is given. Black's Law Dictionary 1357 (6 th ed. 1990)
Service -	Duty or labor to be rendered by one person to another, the former being bound to submit his will to the direction and control of the latter. Black's Law Dictionary 1368 (6 th ed. 1990)
Software -	A computer program and any supporting information provided in connection with a transaction relating to the program. This report p. 25
Uniform Commercial Code -	One of the Uniform Laws drafted by the National Conference of Commissioner's on Uniformed State

Laws and the American Law Institute governing commercial transactions. Black's Law Dictionary 1531 (6th ed. 1990).

Valuable consideration -

A class of consideration upon which a promise may be founded, which entitles the promisee to enforce his claim against an unwilling promisor. Black's Law Dictionary 1550 (6th ed. 1990)

Venture capital –

Funding for new companies or others embarking on new or turnaround ventures that entails some investment risk but offers the potential for above average future profits. Black's Law Dictionary 1556 (6th ed. 1990)