

**ADMINISTRATIVE RULES**  
**OF THE**  
**DELAWARE SECRETARY OF STATE**  
**DIVISION OF CORPORATIONS**  
**UNIFORM COMMERCIAL CODE**  
**REVISED ARTICLE 9**

John G. Townsend Building  
401 Federal Street, Suite 4  
Dover, Delaware 19901

Office Hours: 8:00AM – 4:30PM  
(Monday through Friday, except holidays)

Telephone Numbers  
(302) 739-3073  
Fax (302) 739-3812/3813

<http://corp.delaware.gov>

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## Section 1 – General Provisions

100 Policy Statement. The administration of the UCC has an important impact on the economy and upon the rights of the public, in this state and in the United States. The volume of international, interstate and multi-state transactions pursuant to the UCC requires that the administration of the UCC be conducted in a manner that promotes both local and multi-jurisdictional commerce by striving for uniformity in policies and procedures among the various states.

101 Definitions. The following words and terms shall have the respective meanings provided in this rule. Terms not defined in this rule which are defined in the UCC shall have the respective meanings accorded such terms in the UCC except as the context otherwise clearly requires.

101.1 “Amendment” means a UCC document that purports to amend the information contained in a financing statement. Amendments include assignments, continuation and terminations.

101.2 “Assignment” is an amendment that purports to reflect an assignment of all or a part of a secured party’s power to authorize an amendment to a financing statement.

101.3 “Continuation” means an amendment that purports to continue the effectiveness of a financing statement.

101.4 “Correction statement” means a UCC document that purports to indicate that a financing statement is inaccurate or wrongfully filed.

101.5 “File number” means the unique identifying information assigned to an initial financing statement by the filing officer for the purpose of identifying the financing statement and UCC documents relating to the financing statement in the filing officer’s Information Management System.

For a financing statement with an initial financing statement filed on or prior to December 31, 2000, the file number includes the 2-digit year and a 5 digit sequential number assigned to the financing statement by the filing officer.

For a financing statement with an initial financing statement filed on or after January 2, 2001, the file number includes three segments; the year of filing expressed as a 1 digit, followed by a unique 6 digit number assigned

to the financing statement by the filing office and ending with a 1 digit verification number assigned by the filing office but mathematically derived from the numbers in the first two segments.

For a financing statement filed on or after January, 2007, the file number consists of 2 segments; the year of the filing expressed as the 4 digits year followed by a unique seven-digit number assigned to the financing statement by the filing office.

The filing number bears no relation to the time of filing and is not an indicator of priority.

- 101.6 “Filing office” and “filing officer” mean the Secretary of State.
- 101.7 “Financing statement” means a record or records composed of an initial financing statement and any filed record(s) relating to the initial financing statement.
- 101.8 “Individual” means a human being or a decedent in the case of a debtor that is such decedent’s estate.
- 101.9 “Initial financing statement” means a UCC document that does not identify itself as an amendment or identify an initial financing statement to which it relates, as required by UCC 9-512, 9-514 or 9-518.
- 101.10 “Organization” means a legal person who is not an individual under rules 101.8.
- 101.11 “Remitter” means a person who tenders a UCC document to the filing officer for filing, whether the person is a filer or an agent of a filer responsible for tendering the document for filing. “Remitter” does not include a person responsible merely for the delivery of the document to the filing office, such as the postal service or a courier service but does include a service provider who acts as a filer’s representative in the filing process.
- 101.12 “Secured party of record” means, with respect to a financing statement, a person whose name is provided as the name of a secured party or a representative of the secured party in an initial financing statement that has been filed. If an initial financing statement is filed under UCC 9-514(a), the assignee named in the initial financing statement is the secured party of record with respect to the financing statement. If an amendment of a financing statement, which provides the name of a person as a secured party or a representative of a secured party, is filed, the person named in the amendment is a secured party of record. If an amendment is filed under UCC 9-0514(b), the assignee named in the amendment is a secured

party of record. A person remains a secured party of record until the filing of an amendment or the financing statement, which deletes the person.

101.13 “Termination” means an amendment intended to indicate that the related financing statement has ceased to be effective with respect to the secured party authorizing the termination.

101.14 “UCC” means the Uniform Commercial Code as adopted in this state and in effect from time to time.

101.12 “UCC document” means an initial financing statement, an amendment, an assignment, a continuation, a termination or a correction statement. The word “document” in the term “UCC document” shall not be deemed to refer exclusively to paper or paper based writings; it being understood that UCC documents may be expressed or transmitted electronically or through media other than such writings.

102 Singular and Plural forms. Singular nouns shall include the plural form, and plural nouns shall include the singular form, unless the context otherwise requires.

103 Place to file. The filing office is the office for filing UCC documents relating to all types of collateral except for timber to be cut, as-extracted collateral (UCC 9-102(a)(6)) and, when the relevant financing statement is filed as a fixture filing, goods which are or are to become fixtures. Regardless of the nature of the collateral, the filing office is the office for filing all UCC documents where the debtor is a transmitting utility.

104 Filing office identification. In addition to the promulgation of these rules, the filing office will disseminate information of its location, mailing address, telephone and fax numbers, and its internet and other electronic “addresses” through usual and customary means.

104.1 On-line information service. The filing office offers on-line information services at any Delaware On-line Registered Agent’s office.

105 Office hours. Although the filing office maintains regular office hours, it receives transmissions electronically and by facsimile 7:30 AM – 12:00AM (Midnight), except for scheduled maintenance and unscheduled interruptions of service. Electronic communications via “XML” may be retrieved and processed twenty-four hours a day, seven days a week (24/7).

- 106 UCC document delivery. UCC documents may be tendered for filing at the filing office as follows:
- 106.1 Personal delivery, at the filing office's street address. The file time for a UCC document delivered by this method is when delivery of the UCC document is accepted by the filing office (even though the UCC document may not yet have been accepted for filing and subsequently may be rejected).
  - 106.2 Courier delivery, at the filing office's street address: 401 Federal Street, Suite 4, Dover, DE 19901. The file time for a UCC document delivered by this method is when delivery of the UCC document is accepted by the filing office. A UCC document delivered after regular business hours or on a day the filing office is not open for business, will have a filing time of the start of business on the next day the filing office is open for business.
  - 106.3 Postal service delivery, to the filing office's mailing address: P. O. Box 898, Dover, DE 19903. The file time for a UCC document delivered by this method is upon opening of the mail.
  - 106.4 Facsimile delivery to the filing office's fax filing telephone number (302-739-3812/3813). The file time for a UCC document delivered by this method is when delivery of the UCC document is accepted by the filing office.
    - 106.4.1 Facsimile delivery of UCC documents of this method must provide a credit card number, the expiration date of the card, the security code, the name and the billing address of the card holder, or the submitter must have a Depository Account with the Division of Corporations.
  - 106.5 Electronic filing and Web Based filing. UCC documents may be transmitted electronically using the XML standard approved by the International Association of Commercial Administrators as described in rules 340 et. seq. The file time for a UCC document delivered by this method is the time that the filing office's XML system analyzes the relevant transmission and determines that all the required elements of the transmission have been received in a required format and are machine-readable.
- 107 Search request delivery. UCC search requests may be delivered to the filing office by any of the means by which UCC documents may be delivered to the filing office, except by Electronic transmission. Requirements concerning search requests are set forth in rule 501. UCC search requests upon a debtor named on an initial financing statement may be made by an appropriate indication on the

face of the initial financing statement form if the form is entitled to be filed with the standard form fee and the relevant search fee is also tendered with the initial financing statement.

108 Approved forms. Forms for UCC documents that conform to the requirements of this rule will be acceptable by the filing office.

108.1 Statutory forms. The forms set forth in UCC 9-521 will be acceptable.

108.2 IACA forms approved. A form approved for the relevant UCC document by the International Association of Corporation Administrators on or prior to January 2, 2001.

108.3 Secretary of State-approved. A form for the relevant UCC document approved by the office the Secretary of State will be acceptable. It is highly suggested that the IACA form (National Standard) be used for filing UCC documents.

108.4 Electronic filings. A UCC document transmitted electronically pursuant to the International Association of Corporation Administrator's XML standard and the procedures set forth in rules 340 et seq. will be acceptable.

109 Form—UCC search. A form that meets the requirements regarding dimensions and of location of information on the search form approved by the Office of the Secretary of State.

110 Forms suppliers. \*\*\*\*\*

111 Filing fees.

111.1 Filing fee. The fee for filing and indexing a UCC document of one to four pages communicated on paper or in a paper-based format (including faxes) is \$100.00. If there are additional pages, the fee is \$2.00 per page. Additionally, there shall be a fee of \$25.00 for each additional name to be indexed when there are more than two debtor-names on the financing statement. But the fee for filing and indexing a UCC document communicated by a medium authorized by these rules which is other than on paper or in a paper-based format shall be \$30.00

111.2 Additional fees. In addition to fees set forth in rules 111.1, a fee of \$20.00 shall be paid for an initial financing statement that indicates that it is filed in connection with a public-finance transaction; a fee of \$20.00 shall be

paid for an initial financing statement that indicates that it is filed in connection with a manufactured-home transaction. No additional charges will be assessed in connection with a Public Finance transaction and Manufacturing Home transaction if processed via the Web application.

111.3 UCC search fee. The fee for a UCC search request communicated on a UCC1 Financing Statement is \$25.00. The filing office has provided a list of authorized UCC Searchers within the State of Delaware on its website for the public to contact for all other UCC searches.

111.4 UCC search – copies. The fee for UCC search copies is \$10.00 for the first page and \$2.00 for each additional page per debtor.

112 Expedited services. The following information, instructions, and fees are applicable to requests for expedited service.

112.1 Types of Expedited Services: One-Hour: Priority One service filings to be completed within one hour of receipt by the filing office shall be assessed an additional fee of \$1,000. Two Hour: to be completed within a two-hour period from the time of receipt by the Secretary of State shall be charged an additional sum of \$500.00. Same Day: to be completed within the same day (5:00PM EST) from the time of the receipt by Secretary of State shall be charged the additional sum of \$200.00. Twenty-four Hour: to be completed within a 24-hour period from the time of the receipt by the Secretary of State shall charge the additional sum of \$100.00

112.2 How to request expedited service.

112.2.1 Acceptance and Refusal Process. All requests for expedited service must be in writing and specific service must be stated. Same Day service must be received in the filing office by 2:00 p.m.

112.2.2 Responding to UCC search request. Search request results done on a two-hour basis will be completed within two hours after receipt by the filing office. Search request results done on a 24-Hour basis; will be completed within 24 hours after receipt by the filing office, excluding weekends and holidays. Search request results done on a Same Day basis, will be completed by 5:00PM EST., that is, if the request was received by this office at or before 2:00 p.m.

- 113 Methods of payment. Filing fees and fees for public record services may be paid by the following methods.
- 113.1 Cash. The filing officer discourages cash payment unless made in person to the cashier at the filing office.
  - 113.2 Checks. Checks made payable to the filing office, including checks in an amount to be filled in by a filing officer but not to exceed a particular amount, will be accepted for payment if they are cashier's checks, or certified checks drawn on a bank acceptable to the filing office.
  - 113.3 ACH Payment. The filing office will electronically debit checking and savings accounts for payments when the remitter provides their bank routing and account numbers.
  - 113.4 Prepaid account. A remitter may open an account for prepayment of filing fees by submitting a written request, providing a contact name, telephone number, fax number and address. Fees may be prepaid in any amounts. The filing office shall issue an account number to be used by a remitter who chooses to pay filing fees in advance. The filing officer shall deduct filing fees from the remitter's prepaid account when authorized to do so by the remitter as follows. When submitting a filing or Request for Information, the remitter must simply state that the fees be deducted from their prepaid account and provide the account number to be used.
  - 113.5 Credit card. The filing office accepts payments using Visa, Master Card and Discover credit cards. Remitters shall provide the filing officer with the card number, the expiration date of the card, the security code, and the name and the billing address of the card holder. Payment will not be deemed tendered until the issuer or its agent has confirmed to the filing office that payment will be forthcoming.
- 114 Overpayment and underpayment policies.
- 114.1 Overpayment. The filing officer shall credit the remitter's overpayment to their business account. Upon written requests, a remitter may be issued a refund.
  - 114.2 Underpayment. Upon receipt of a document with an insufficient fee, the filing officer shall:
    - 114.2.1 The document shall be returned to the remitter as provided in Rule 205. The payment will be credited to the remitter's business account until the filing officer receives full payment. Upon receiving full payment and the

resubmission of the filing, the document will be filed as of the time and date of receipt of the full payment.

- 115 Public records services. Public records services are provided on a non-discriminatory basis to any member of the public on terms described in these rules. The following methods are available for obtaining copies of UCC documents and copies of data from the UCC Information Management System.
  - 115.1 Individually identified documents. Copies of individually identified UCC documents are available in the following form:
    - 115.1.1 Paper
    - 115.2 Bulk copies of documents. Bulk copies of UCC documents are available in the following:
      - 115.1.2 CD ROM.
      - 115.3 Data from the Information Management System. NOT AVAILABLE.
- 116 Fees for public record services. Fees for public record services are established as follows. A fee of \$10.00 for the first page is assessed for obtaining copies of UCC documents. Additional \$2.00 per page is charged for each page after the first page per filing.
  - 116.1 Paper copies of individual documents.
    - 116.1.1 Regular delivery method. All requests for copies shall be delivered to the remitter by the United States Postal Service. Unless however, the remitter supplies an account number for delivery by Federal Express, UPS, or DHL.
    - 116.1.2 Fax delivery. Fax delivery is not available.
  - 116.2 Bulk copies of documents.
    - 116.2.1 Bulk copies of documents may be obtained by contacting the filing office for the subscription of UCC copies in bulk.
  - 116.3 Data from the Information Management System is available only to Delaware On-Line Registered Agents.
  - 116.4 Third party on-line services. Third-party on-line users may contract through a Delaware on-line Registered Agent. The format and

information return to third-party online users are regulated by the filing office.

- 117 New practices and technologies. The filing officer is authorized to adopt practices and procedures to accomplish receipt, processing, maintenance, retrieval and transmission of, and remote access to, Article 9 filing data by means of electronic, voice, optical and/or other technologies, and, without limited the foregoing, to maintain and operate, in addition to or in lieu of a paper-based system, a non-paper-based Article 9 filing system utilizing any of such technologies. In developing and utilizing technologies and practices, the filing office shall to the greatest extent feasible, take into account compatibility and consistency with, and whenever possible to uniform with, technologies, practices, policies and regulations adopted in connection with Article 9 filing systems in other states.

**Numbers 118 through 199 are reserved.**

## **Section 2—Acceptance and Refusal of Documents**

- 200 Policy statement. The duties and responsibilities of the filing officer with respect to the administration of the UCC are ministerial. In accepting for filing or

refusing to file a UCC document pursuant to these rules, the filing officer does none of the following:

- 200.1 Determine the legal sufficiency or insufficiency of a document.
  - 200.2 Determine that a security interest in collateral exists or does not exist.
  - 200.3 Determine that information in the document is correct or incorrect, in whole or in part.
  - 200.4 Create a presumption that information in the document is correct or incorrect, in whole or in part.
- 201 Duty to file. Provided that there is not ground to refuse acceptance of the document under rule 202. A UCC document is filed upon its receipt by the filing officer with the filing fee and the filing officer shall promptly assign a file number to the UCC document and index it in the Information Management System.
- 202 Grounds for refusal of UCC document. The following grounds are the sole grounds for the filing officer's refusal to accept a UCC document for filing. As used herein, the term "legible" is not limited to refer only to written expressions on paper: it requires a machine-readable transmission for electronic transmissions and an otherwise readily decipherable transmission in other cases.
- 202.1 Debtor name and address. An initial financing statement or an amendment that purports to add a debtor shall be refused if the document fails to include a legible debtor name and address for a debtor, in the case of an initial financing statement, or for the debtor purporting to be added in the case of such an amendment. If the document contains more than one debtor name or address and some names or addresses are missing or illegible, the filing officer shall index the legible name and address pairings, and provide a notice to the remitter containing the file number of the document, identification of the debtor name(s) that was (were) indexed.
  - 202.2 Additional debtor identification. An initial financing statement or an amendment adding one or more debtors shall be refused if the document fails to identify whether each named debtor (or each added debtor in the case of such an amendment) is an individual or an organization, if the last name of each individual debtor is not identified, or if, for each debtor identified as an organization, the document does not include, in legible form, the organization's type and state of organization.

- 202.3 Secured party name and address. An initial financing statement, an amendment purporting to add a secured party of record, or an assignment, shall be refused if the document fails to include a legible secured party (or assignee in the case of an assignment) name and address. If the document contains more than one secured party (or assignee) name or address and some names or addresses are missing or illegible, the filing officer shall refuse the UCC document.
- 202.4 Lack of identification of initial financing statement. A UCC document other than an initial financing statement shall be refused if the document does not provide a file number of a financing statement in the UCC Information Management System that has not lapsed.
- 202.5 Identifying information. A UCC document that does not identify itself as an amendment or identify an initial financing statement, to which it relates, as required by UCC 9-512, 9-514 or 9-518, is an initial financing statement.
- 202.6 Timeliness of continuation. A continuation shall be refused if it is not received during the six-month period concluding on the day upon which the related financing statement would lapse.
- 202.6.1 First day permitted. The first day on which a continuation may be filed is the date of the month corresponding to the date upon which the financing statement would lapse, six months preceding the month in which the financing statement would lapse. If there is no such corresponding date during the sixth month preceding the month in which the financing statement would lapse, the first day on which a continuation may be filed is the last day of the sixth month preceding the month in which the financing statement would lapse, although filing by certain means may not be possible on such date if the filing office is not open on such date.
- 202.6.2 Last day permitted. The last day on which a continuation may be filed is the date upon which the financing statement lapses.
- 202.7 Fee. A document shall be refused if the document is accompanied by less than the full filing fee tendered by a method described in rule 113.
- 202.8 Means of communication. UCC documents communicated to the filing office by a means of communication not authorized by the filing officer for the communications of UCC documents shall be refused.

- 202.9 EDI refusal. UCC documents communicated by EDI may be refused as provided in rule 347 for reasons not applicable to other communications methods.
- 203 Grounds not warranting refusal. The sole grounds for the filing officer's refusal to accept a UCC document for filing are enumerated in rule 202. The following are examples of defects that do not constitute grounds for refusal to accept a document. They are not a comprehensive enumeration of defects outside the scope of permitted grounds for refusal to accept a UCC document for filing.
- 203.1 Errors. The UCC document contains or appears to contain a misspelling or other apparently erroneous information.
- 203.2 Incorrect names.
- 203.2.1 The UCC document appears to identify a debtor incorrectly.
- 203.2.2 The UCC document appears to identify a secured party or a secured party of record incorrectly.
- 203.3 Extraneous information. The UCC document contains additional or extraneous information or any kind.
- 203.4 Insufficient information. The UCC document contains less than the information required by Article 9 of the UCC, provided that the document contains the information required in rule 202.1 through 202.5.
- 203.5 Collateral description. The UCC document incorrectly identifies collateral, or contains an illegible or unintelligible description of collateral, or appears to contain no such description.
- 203.6 Excessive fee. The document is accompanied by funds in excess of the full filing fee.
- 204 Time limit. The filing officer shall determine whether criteria exist to refuse acceptance of a UCC document for filing when examined by the filing officer and shall index a UCC document not so refused within the same time period.
- 205 Procedure upon refusal. If the filing officer finds grounds under rule 202 to refuse acceptance of a UCC document, the filing officer shall return the document, if written, to the remitter and credit back payment to their business account with a notice that contains the date and time the document would have

been filed had it been filed had it been accepted for filing, and a brief description of the reason for refusal to accept the document under rule 202. The notice shall be sent to a secured party or the remitter as provided in rule 401.3.2 no later than the next business day after the filing office reviews the document.

- 206 Acknowledgment. At the request of a filer or remitter who files a paper or paper-based UCC document, the filing officer shall either send to said filer or remitter an image of the record of the UCC document showing the file number assigned to it and the date and time of filing. For UCC documents not filed in paper or paper based form, the filing officer shall communicate to the filer or remitter the information in the filed document, the file number and the date and time of filing.
- 207 Other Notices. Nothing in these rules prevents a filing officer from communicating to a filer or remitter that the filing officer noticed apparent potential defects in a UCC document, whether or not it was filed or refused for filing. However, the filing office is under no obligation to do so and may not, in fact, have the resources to do so or to identify such defects. **THE RESPONSIBILITY FOR THE LEGAL EFFECTIVENESS OF FILING RESTS WITH FILERS AND REMITTERS AND THE FILING OFFICE BEARS NO RESPONSIBILITY FOR SUCH EFFECTIVENESS.**
- 208 Refusal errors. If a secured party or a remitter demonstrates to the satisfaction of the filing officer that a UCC document that was refused for filing, should not have been refused under rule 202, the filing officer will file the UCC document as provided in these rules with a filing date and time assigned when such filing occurs. The filing officer will also file a statement (and such demonstration of error shall constitute the secured party's authorization to do so) that states that the effective date and time of filing is the date and time the UCC document was originally tendered for filing, and sets forth such date and time.

**Numbers 209 through 299 are reserved.**

### **Section 3 – UCC Information Management System**

- 300 Policy statement. The filing officer uses an Information Management System to store, index, and retrieve information relating to financing statements. The Information Management System includes an index of the names of debtors named on the financing statement which have not lapsed. The rules in this section describe the UCC Information Management System.
- 301 Primary data elements. The primary data elements used in the UCC Information Management System are the following.
- 301.1 Identification numbers.
- 301.1.1 Each initial financing statement is identified by its file number as described in rule 101.5. Identification of the initial financing statement is stamped on written UCC documents or otherwise permanently associated with the record maintained for UCC documents in the UCC Information Management System for each initial financing and all information comprising such record is maintained in such system. Such record is identified by the same information assigned to the initial financing statement.
- 301.1.2 A UCC document other than an initial financing statement is identified by a unique file number assigned by the filing officer. In the Information Management System, records of all UCC documents other than initial financing statements are linked to the record of their related initial financing statement.
- 301.2 Type of document. The type of UCC document from which data is identified in the Information Management System from information supplied by the remitter.
- 301.3 Filing date and filing time. The filing date and filing time of UCC documents are stored in the Information Management System. Calculation of the lapse date of an initial financing statement is based upon the filing date.
- 301.4 Identification of parties. The names and addresses of debtors and secured

parties are transferred from UCC documents to the UCC Information Management System using one or more data entry or transmittal techniques.

- 301.5 Status of financing statement. In the Information Management System, each financing statement has a status of active or inactive.
  - 301.6 Page count. The total number of pages in a UCC document is maintained in the Information Management System.
  - 301.7 Lapse indicator. An indicator is maintained by which the Information Management System identifies whether or not a financing statement will lapse and, if it does, when it will lapse. The lapse date is determined as provided in rule 404.
- 302 Names of debtors who are individuals. For the purpose of this rule, “individual” means a human being, or a decedent in the case of a debtor that is such decedent’s estate. This rule applies to the name of a debtor or a secured party on a UCC document who is an individual.
- 302.1 Individual name fields. The names of individuals are stored in the files that include only the names of individuals, and not the names of organizations. Separate data entry fields are established for the first (given), middle (given), and last names (surnames or family names of individuals). A filer should place the name of a debtor with a single name (e.g., “Cher”) in the last name field. The filing officer assumes no responsibility for the accurate designation of the components of a name but will accurately enter the data in accordance with the filer’s designations.
  - 302.2 Title and prefixes before names. Titles and prefixes, such as “Doctor”, “Reverend”, “Mr.”, and “Mrs.”, should not be entered in the UCC Information Management System. However, as provided in rule 407, when a UCC document is submitted with designated name fields, the data will be entered in the UCC Information Management System exactly as it appears.
  - 302.3 Titles and suffixes after names. Titles or indications of status such as “M.D.” and “Esquire” are not part of an individual’s name and should not be provided by filers in UCC documents. Suffixes that indicate which individual is being named, such as “Senior”, “Junior”, “I”, “II”, and “III”, are appropriate. In either case, as provided in rule 407, they will be entered into the Information Management System exactly as received.
  - 302.4 Truncation-individual names. Personal name fields in the UCC database are fixed in length. Although files should continue to provide full names

on their UCC documents, a name that exceeds the fixed length is entered as presented to the filing officer, up to the maximum length of the data entry field. The length of data entry name fields are as follows:

302.4.1 The Information Management System has a limit of 120 character-spaces.

303 Names of debtors that are organizations. This rule applies to the name of an organization who is a debtor or a secured party on a UCC document.

303.1 Single Field. The names of organizations are stored in the files that include only the names of organizations and not the names of individuals. A single field is used to store an organization name.

303.2 Truncation-organization names. The organization name field in the UCC database is fixed in length. The maximum length is 120 characters. Although filers should continue to provide full names on their UCC documents, a name that exceeds the fixed length is entered as presented to the filing officer, up to the maximum length of the data entry field.

304 Estates. Although they are not human beings, estates are treated as if the decedent were the debtor under Rule 302.

305 Trusts. If the trust is named in its organic document(s), its full legal name, as set forth in such document(s), is used. Such trusts are treated as organizations. If the trust is not so named, the name of the settlor is used. If a settlor is indicated to be an organization, the name is treated as an organization name. If the settlor is an individual, the name is treated as an individual name. A UCC document that uses a settlor's name should include other information provided by the filer to distinguish the debtor trust from other trusts having the same settlor and all financing statements filed against trusts or trustees acting with respect to property held in trust should indicate the nature of the debtor. If this is done in, or as part of, the name of the debtor, it will be entered as if it were a part of the name under rules 407 and 408.

306 Initial financing statements. Upon the filing of an initial financing statement the status of the parties and the status of the financing statement shall be as follows.

306.1 Status of secured party. Each secured party named on an initial financing statement shall be a secured party of record, except that if the UCC document names an assignee, the secured party/assignor shall not be a

secured party of record and the secured party/assignee shall be a secured party of record.

306.2 Status of debtor. The status of a debtor named on the document shall be active and shall continue as active until one year after the financing statement lapses.

306.3 Status of financing statement. The status of the financing statement shall be active. A lapse date shall be calculated, five years from the file date, unless the initial financing statement indicates that it is filed with respect to a public-financing transaction or a manufactured-home transaction, in which case the lapse date shall be thirty years from the file date, or if the initial financing statement indicates that it is filed against a transmitting utility, in which case there shall be no lapse date. A financing statement remains active until one year after it lapses, or if it is indicated to be filed against a transmitting utility, until one year after it is terminated with respect to all secured parties of record.

307 Amendment. Upon the filing of an amendment the status of the parties and the status of the financing statement shall be as follows.

307.1 Status of secured party and debtor. An amendment shall affect the status of its debtor(s) and secured party(ies) as follows.

307.1.1 Collateral amendment or address change. An amendment that amends only the collateral description or one or more addresses has no effect upon the status of any debtor or secured party. If a statement of amendment is authorized by less than all of the secured parties (or, in the case of an amendment that adds collateral, less than all of the debtors), the statement affects only the interests of each authorizing secured party (or debtor).

307.1.2 Debtor name change. An amendment that changes a debtor's name has no effect on the status of any debtor or secured party, except that the related initial financing statement and all UCC documents that include an identification of such initial financing statement shall be cross-indexed in the UCC Information Management System so that a search under either the debtor's old name or the debtor's new name will reveal such initial financing statement and such related UCC documents. Such a statement of amendment affects only the rights of its authorizing secured party(ies).

- 307.1.3 Secured party name change. An amendment that changes the name of a secured party has no effect on the status of any debtor or any secured party, but the new name is added to the index as if it were a new secured party of record.
  - 307.1.4 Addition of a debtor. An amendment that adds a new debtor name has no effect upon the status of any party to the financing statement, except the new debtor name shall be added as a new debtor on the financing statement. The addition shall affect only the rights of the secured party(ies) authorizing the statement of amendment.
  - 307.1.5 Addition of a secured party. An amendment that adds a new secured party shall not affect the status of any party to the financing statement, except that the new secured party name shall be added as a new secured party on the financing statement.
  - 307.1.5 Deletion of a debtor. An amendment that deletes a debtor has no effect on the status of any party to the financing statement, even if the amendment purports to delete all debtors.
  - 307.1.6 Deletion of a secured party. An amendment that deletes a secured party of record has no effect on the status of any party to the financing statement, even if the amendment purports to delete all secured parties of record.
  - 307.2 Status of financing statement. An amendment shall have no effect upon the status of the financing statement, except that a continuation may extend the period of effectiveness of a financing statement.
- 308 Assignment of powers of secured party of record.
- 308.1 Status of the parties. An assignment shall have no effect on the status of the parties to the financing statement, except that each assignee named in the assignment shall become a secured party of record.
  - 308.2 Status of financing statement. An assignment shall have no effect upon the status of the financing statement.

309 Continuation

- 309.1 Continuation of lapse date. Upon the timely filing of one or more continuations by any secured party(ies) of record, the lapse date of the financing statement shall be postponed for five years.
- 309.2 Status of parties. The filing of a continuation shall have no effect upon the status of any party of the financing statement.
- 309.3 Status of financing statement. Upon the filing of a continuation statement, the status of the financing statement remains active.

310 Termination.

- 310.1 Status of parties. The filing of a termination shall have no effect upon the status of any party of the financing statement.
- 310.2 Status of financing statement. A termination shall have no effect upon the status of the financing statement and the financing statement shall remain active in the Information Management System until one year after it lapses, unless the termination relates to a financing statement that indicates it is filed against a transmitting utility, in which case the financing statement will become inactive one year after it is terminated with respect to all secured parties or record.

311 Correction statement.

- 311.1 Status of parties. The filing of a correction statement shall have no effect upon the status of any party to the financing statement.
- 311.2 Status of financing statement. A correction statement shall have no effect upon the status of the financing statement.

- 312 Procedure upon lapse. If there is no timely filing of a continuation with respect to a financing statement, the financing statement lapses on its lapse date but no action is then taken by the filing office. On the first anniversary of such lapse date, the Information Management System renders or is caused to render the financing statement inactive and the financing statement will no longer be made available to a searcher unless inactive statements are requested by the searcher and the financing statement is still retrievable by the Information Management System.

**Numbers 313 through 399 are reserved.**

## Section 4 – Filing and Data Entry Procedures

- 400 Policy statement. This section contains rules describing the filing procedures of the filing officer upon and after receipt of a UCC document. It is the policy of the filing officer to promptly file a document that conforms to these rules. Except as provided in these rules, data are transferred from a UCC document to the Information Management System exactly as the data are set forth in the document. Personnel, who create reports in response to search request type, search criteria exactly as set forth on the search request. No effort is made to detect or correct errors of any kind.
- 401 Document indexing and other procedures before archiving.
- 401.1 Date and time stamp. The date and time of receipt are noted on the document or otherwise permanently associated with the record maintained for a UCC document in the UCC Information Management System at the earliest possible time.
- 401.2 Cash management. Payment for the UCC filing or search request is credited to the remitter's business account until the UCC personnel reviews the document for acceptance. If payment amount is insufficient, the fee remains in the business account until the document is resubmitted with the proper fee amount. Any over payment is credit to the remitter's business account and remains in the account until a written request for refund is received.
- 401.3 Document review. The filing office determines whether a ground exists to refuse the document under rule 202.
- 401.3.1 File stamp. If there is no ground for refusal of the document, the Document is stamped or deemed filed and a unique identification number and the filing date is stamped on the document or permanently associated with the record of the document maintained in the UCC Information Management System. The sequence of the identification number is not an indication of the order in which the document was received.
- 401.3.2 Correspondence. If there is a ground for refusal of the document notification of refusal to accept the document is prepared as provided in rule 205. If there is no ground for refusal of the document, an acknowledgment of filing is prepared as provided in rule 206. If the UCC document was tendered in person, notice of refusal or

acknowledgment of the filing is sent to the remitter as they have indicated on Delaware's filing memo under method of delivery (fax back, pick up, mail, remote printer or Federal Express (must provide remitter's Federal Express account number, DHL or UPS account number)). If the UCC document was tendered by the Web Process or XML Batch Process, notice of refusal or acknowledgment of the filing is transmitted to the remitter by the Web process or XML Batch process.

- 401.4 Data entry. Data entry and indexing function are performed as described in this section according rules 302, 303, 304 and 305.
- 402 Filing date. The filing date of a UCC document is the date the UCC document is received with the proper filing fee if the filing office is open to the public on that date. If the filing office is not so open on that date, the filing date is the next date the filing office is so open. The filing officer may perform any duty relating to the document on the filing date or on a date after filing date.
- 403 Filing time. The filing time of a UCC document is determined as provided in rule 106.
- 404 Lapse Date and time. A lapse date is calculated for each initial financing statement (unless the debtor is indicated to be a transmitting utility). The lapse date is the same date of the same month as the filing date in the fifth year after the filing date or relevant subsequent fifth anniversary thereof if timely continuation statement is filed, but if the initial financing statement indicates that it is filed with respect to a public-finance transaction or a manufactured-home transaction, the lapse date is the same date of the same month as the filing date in the thirtieth year after the filing date. The lapse takes effect at midnight at the end of the lapse date. The relevant anniversary for a February 29 filing date shall be the March 1 in the fifth year following the year of the filing date.
- 405 Errors of the filing officer. The filing office may correct the errors of filing officer personnel in the UCC Information Management System at any time. If the correction is made after the filing officer has issued a certification date that includes the filing date of a corrected document, the filing officer shall proceed as follows. A record relating to the relevant initial financing statement will be placed in the UCC Information Management System stating the date of the correction and explaining the nature of the corrective action taken. The record shall be preserved for so long as the record of the initial financing statement is preserved in the UCC Information Management System.

- 406 Errors other than filing office errors. An error by a filer is the responsibility of such filer. It can be corrected by filing an amendment or, it can be disclosed by a correction statement.
- 407 Data entry of names - designated fields. A filing should designate whether a name is a name of an individual or an organization and, if an individual also designated the first, middle and last names and any suffix. When this is done, the following rules shall apply.
- 407.1 Organization names. Organizational names are entered into the UCC Information Management System exactly as set forth in the UCC document, even if it appears that multiple names are set forth in the document or if it appears that the name of an individual has been included in the field designated for an organization name.
- 407.2 Individual names. On a form that designated separate fields for the first, middle and the last names and any suffix, the filing officer enters the names into the first, middle and last name and suffix fields in the UCC information system exactly as set forth on the form.
- 407.3 Designated field encouraged. The filing office encourages the use of forms that designate separate fields for individual and organization names and separate fields for first, middle, and last names and any suffix. Such forms diminish the possibility of filing office error and help assure that filers' expectations are met. However, filers should be aware that the inclusion of names in an incorrect field or failures to transmit names accurately to the filing office may cause filings to be ineffective. All documents submitted through direct data entry or through XML will be required to use designated name fields.
- 408 Data entry of names- designated fields. A UCC document that is an initial financing statement or an amendment that adds a debtor to a financing statement and that fails to specify whether the debtor is an individual or an organization should be refused by the filing office. If it is accepted for filing in error, the following rules should apply.
- 408.1 Identification of organizations. When not set forth in a field designated for individual names, a name is treated as an organization name if it contains words or abbreviations that indicate status such as the following and similar words or abbreviations in foreign languages: association, church, college, company, co., corp., corporation, inc., incorporated, limited, ltd., club, foundation, fund, L.L.C., limited liability company, institute, society, union, syndicate, GmbH, S.A. de C.V., limited

partnership, L.P., limited liability partnership, L.L.P., trust, business trust, co-op, cooperative and other designations established by statutes to indicate a statutory organization. In cases where organization or individual status is not designated by the filer and is not clear, the filing officer will use their own judgment.

- 408.2 Identification of individuals. A name is entered as the name of an individual and not the name of an organization when the name is followed by a title substantially similar to one of the following titles, or the equivalent of the following titles, or the equivalent of one of the following titles in a foreign language: proprietor, sole proprietor, proprietorship, sole proprietorship, partner, general partner, president, vice president, secretary, treasure, M.D., O.D., D.D.S., attorney at law, Esq., accountant, CPA. In such cases, the title is not entered.
- 408.3 Individual and organization names on a single line. Where it is apparent that the name of an individual and the name of an entity are stated on a single line and not in a designated individual name field, the name of the individual and the name of the entity shall be entered as two separate debtors, one as an individual and one as an entity. Additional filing fees for the additional debtor name(s) may be required.
- 408.4 Individual names. The failure to designate the last name of an individual debtor in an initial financing statement or an amendment adding such debtor to a financing statement should cause a filing to be refused. If the filing is accepted in error, or if only the last name is designated, the following data entry rules apply.
- 408.4.1 Freestanding initials. An initial in the first position of the name is treated as a first name. An initial in the second position of the name is treated as middle initial.
- 408.4.2 Combined initial and names. An initial and a name to which the initial apparently corresponds is entered into one name field only [*e.g. "D. (David)" in the name John D. (David) Rockefeller" is entered as "John" (first name) "D. (David)" (middle name); "Rockefeller" (last name)*].
- 408.4.3 Multiple individual names contained in a single line. Two individual names contained in a single line are entered as two, different debtors [*e.g. the debtor name "John and Mary Smith" is entered s two debtors: "John Smith" and "Mary Smith"*].
- 408.4.4 One word names. A one-word name is entered as a last name [*e.g. "Cher" is treated as a last name*].

408.4.5 Nicknames. A nickname is entered in the name field together with the name preceding the nickname, or if none, then as the first name [e.g., “William (Bill) Jones is entered as “William (Bill)” (first name), “Jones” (last name)].

409 Verification of data entry. The filing officer uses the following procedures to verify the accuracy of the tasks by visual inspection of the entries in the various fields.

409.1 Name fields.

409.2 Address field.

410 The initial financing statement. A new record is opened in the UCC Information Management System for each initial financing statement that bears the file number of the financing statement and the date and the time of filing.

410.1 The name and address of each debtor that are legibly set forth in the financing statement are entered into the record of the financing statement. Each such debtor name is included in the searchable index and is not removed until one year after the financing statement lapses. Debtor address might not be included in the searchable index except to the extent the filing office offers or intends to offer limited searches or limited copy requests as provided in rule 502.

410.2 The name and address of each secured party that are legibly set forth in the financing statement are entered into the record of the financing statement.

410.3 The record is indexed according to the name of the debtor(s) and is maintained for public inspection.

410.4 A lapse date is established for the financing statement, unless the initial financing statement indicates it is filed against a transmitting utility, and the lapse date is maintained as part of the record.

411 Amendment. A record is created for the amendment that bears the file number for the amendment and the date and time of filing.

411.1 The record of the amendment is associated with the record of the related initial financing statement in a manner that causes the amendment to be retrievable each time a record of the financing statement is retrieved.

- 411.2 The name and address of each additional debtor and secured parties are entered into the UCC Information Management System in the record of the financing statement. Each such additional debtor name is added to the searchable index and is not removed until one year after the financing statement lapses. Debtor addresses might not be included in the searchable index except to the extent the filing office offers or intends to offer limited searches or limited copy requests as provided in rule 502.
- 411.3 If the amendment is a continuation, a new lapse date is established for the financing statement and maintained as part of its record.
- 412 Correction statement. A record is created for the correction statement that bears the file number for the correction statement and the date and time of filing. The record of the correction statement is associated with the record of the related initial financing statement in a manner that causes the correction statement to be retrievable each time a record of the financing statement is retrieved.
- 413 Global filings.
- 413.1 The filing officer may accept for filing a single UCC document for the purpose of amending more than one financing statement, for one or both of the following purposes: amendment to change secured party name; amendment to change secured party address. (NOT AVAILABLE)
- 413.2 A blanket filing shall consist of a written document describing the request amendment on a form approved by the filing office, and a machine readable file furnished by the remitter and created to the filing officer's specifications containing appropriate indexing information. A copy of blanket filing specifications is available from the filing officer upon request. Acceptance of a blanket filing is conditioned upon determination of the filing officer in the filing officer's sole discretion. (NOT AVAILABLE)
- 414 Archives - general. Archived records are maintained for five years after the lapse date.
- 414.1 Paper UCC documents.
- 414.1.1 Storage. UCC documents are stored at an off-site location indefinitely. Digitized images are accessible on magnetic media.
- 414.1.2 Retention. According to the State of Delaware Retention

Schedule Policy, retention is for 5 years plus 1 yr. plus audit.

414.2 Reductions.

414.2.1 Storage. UCC documents are scanned to Magnetic Disk.

414.2.2 Retention. The documents are retained on a magnetic disk, the duration of this storage system is deemed perpetual.

414.3 Databases. Full Back-ups are scheduled every weekend. Monday through Friday, incremental back-ups are performed on magnetic Tape.

415 Archives - Data retention. Data in the UCC Information Management System relating to financing statements that have lapsed are retained in the system indefinitely.

416 Archival Searches. See above.

417 Notice of bankruptcy. The filing officer takes no action upon receipt of a notification, formal or informal, of bankruptcy proceedings involving a debtor named in a UCC Information Management System. According, financing statements will lapse in the manner as schedule unless properly continued.

**Numbers 418 through 499 are reserved.**

## Section 5 Search Requests and Reports

- 500 General requirements. The filing officer maintains for public inspection a searchable index for all records of UCC documents that provides for the retrieval of a record by the name of the debtor and the file number of the initial financing statement to which the record relates and which associates with one another each initial financing statement and each filed UCC document relating to the initial financing statement.
- 501 Search requests. Search requests shall contain the following information.
- 501.1 Name searched. A search request should set forth the full correct name of a debtor or the name variant desired to be searched and must specify whether the debtor is an individual or an organization. The full name of an individual shall consist of a first name, a middle name or initial, and a last name, although a search request may be submitted with no middle name or initial and, if only a single name is presented (e.g., "Cher") it will be treated as a last name. The full name of an organization shall consist of the name of the organization as stated on the articles of incorporation or other organic documents in the state or country of the organization or the name variant desired to be searched. A search request will be processed using the name in the exact form it is submitted.
- 501.2 Requesting party. The name and address of the person to whom the search report is to be sent.
- 501.3 Fee. The appropriate fee shall be enclosed, payable by a method described in Rule 113.
- 501.4 Search request with filing. If a filer requests a search at the time a UCC document is filed, by checking the box on the form set forth in UCC § 9-521 or otherwise, the name to be searched will be the debtor name as set forth on the form, the requesting party will be the remitter of the UCC document, and the search request will be deemed to request a search that would be effective to retrieve all financing statements filed on or prior to the date the UCC document is filed.
- 502 Optional information. A UCC search may contain any of the following information.
- 502.1 A request of copies of documents referred to in the report will be included with the report. The request may limit the copies requested by limiting them

by reference to the city of the debtor, the date of filing (or a range of filing dates) on the financing statements located by the related search. The request may ask for copies of UCC documents identified on the primary search response.

502.2 A request that the search of a debtor name be limited to debtors in a particular city. A report created by the filing officer in response to such a request shall contain the following statement:

"A search limited to a particular city may not reveal all filings against the debtor searched and the searcher bears the risk of relying on such a search."

502.3 Instructions on the mode of delivery requested, if other than by ordinary mail, which request will be honored if the requested mode is then made available by the filing office.

503 Rules applied to search requests. Search results are created by applying standardized search logic to the name presented to the filing officer by the person requesting the search. Human judgment does not play a role in determining the results of the search. The following and only the following rules are applied to conduct searches.

503.1 There is no limit to the number of matches that may be returned in response to the search criteria.

503.2 No distinction is made between upper and lower case letters.

503.3 Punctuation marks and accents are disregarded.

503.4 Words and abbreviations at the end of a name that indicate the existence or nature of organization as set forth in the "Delaware Ending Words" list as adopted by the filing office and updated from time to time, are disregarded (e.g., company, limited, incorporated, corporation, limited partnership, limited liability company or abbreviations of the foregoing). Also disregarded are words within a name as set forth on the "Noise Words" list

503.5 The word "the" at the beginning of the search criteria is disregarded.

503.6 All spaces are disregarded.

503.7 For the first and middle names of individuals, initials are treated as the logical equivalent of all names that begin with such initials and no middle name or initial is equated with all middle names and initials. For example, a search request for "John A. Smith" would cause the search to retrieve all

filings against all individual debtors with "John" as the first name, "Smith" as the last name, and with the initial "A" or any name beginning with a "A" in the middle name field. If the search request were for "John Smith" (first and last names with no designation in the middle name field), the search would retrieve all filings against individual debtors with "John" as the first name, "Smith" as the last name and with any name or initials or no name or initial in the middle name field.

503.8 After taking the preceding rules into account to modify the name of the debtor requested to be searched and to modify the names of debtors contained in active financing statements in the UCC Information Management System, the search will reveal only names of debtors that are contained in active financing statements and, as modified, exactly match the name requested, as modified.

504 Search responses. Reports created in response to a search request shall include the following:

504.1 Filing officer. Identification of the filing officer and the certification of the filing officer required by the UCC.

504.2 Report date. The date the report was generated.

504.3 Name Search. Identification of the name searched.

504.4 Certificate date. The certification date applicable to the report; i.e., the date and the time through the search is effective to reveal all relevant UCC documents filed on or prior to that date.

504.5 Identification of initial financing statements. Identification of each unexpired initial financing statement filed on or prior to the certification date and time corresponding to the search criteria, by name of debtor, by identification number, and by file date and file time.

504.6 History of financing statement. For each initial financing statement on the report, a listing of all related UCC documents filed by the filing officer on or prior to the certification date.

504.7 Copies. Copies of all UCC documents revealed by the search and requested by the search.

**Numbers 505 through 599 are reserved.**

## Section 6 - Other Notices of Liens

600 Policy statement. The purpose of rules in this section is to describe records of liens maintained by the filing office created pursuant to statutes other than the UCC that are treated by the filing officer in a manner substantially similar to UCC documents and are included on request with the reports described in ruled 504 and 505.

601 Notice of federal tax lien on “corporate” names only.

601.1 Filing.

601.1.1 Where to file. The filing office is the Secretary of State, Division of Corporations.

601.1.2 Fee. The fee for indexing and filing a federal tax lien is not less than five dollars (\$100).

Duration. A federal tax lien is effective for ten (10) years and thirty (30) days as specified in the "Date of Assessment" and "Last day of Refiling" of the "Notice of Federal Tax Lien" record.

601.2 Mechanics of search.

601.1.1 Fee for search. A search request of a debtor name of a federal tax lien is twenty-five dollars (\$25) and obtainable through a Delaware Authorized Searcher.

601.1.2 Search is available with a UCC search. Search is also available for federal tax lien exclusively.

602 Notice of state tax lien.

602.1 Secretary of State's office does not accept notices of state tax liens.

603 Notice of other lien in favor of a governmental body.

603.1 Notice of Racketeering Lien.

603.1.1 Filing. The filing office is the office of the Secretary of State, Division of Corporations.

603.1.2 There is no filing fee for indexing and recording a notice of a racketeering lien

603.2 Duration. The term of a racketeering lien notice shall be for a period of 6 years from the date of filing, unless a renewal lien notice has been filed; and, in such case, the term of the renewal lien notice shall be for a period of 6 years from the date of its filing. The State shall be entitled to only 1 renewal of a specific racketeering lien notice.

603.2 Mechanics of search.

603.2.1 Search fee for a racketeering lien is \$25 and obtainable through a Delaware Authorized Searcher.

604 Agricultural liens.

604.1 Mechanics of filing. Agricultural liens are filed in the same manner as an initial financing statement and may use all forms and formats of communication permitted to be used in connection with initial financing statements. Each communication of a record of an agricultural lien must identify itself as such. They are indexed by debtor name and will be revealed by searches under rules 504 and 505.

604.1.1 Where to file. Agricultural liens are filed with the Secretary of State, Division of Corporations

604.1.2 Fee. A \$100 filing fee is assessed when a record is received at the filing office.

604.1.3 Duration. The duration is for a period of five years unless continuation notice is filed under rule 309.

604.2 Mechanics of search.

604.2.1 Search fee for an agricultural lien is \$25.

604.2.2 A search is available with a UCC1 filing.

**Numbers 605 through 699 are reserved.**

## **Section 7 Rule Making Procedure.**

- 700 Policy statement. When taking action affecting the rights of the public, the filing officer shall, in addition to other requirements imposed by the constitution or by statute, do all of the following.
- 700.1 The filing officer shall adopt rules describing the mission of the filing office, describing the general course and method of operations, and describing the methods by which the public may obtain information or make submissions or request.
  - 700.1 The filing officer shall adopt rules of practice describing the nature and requirements of all formal and informal procedures available to the public, including a description of forms that may be used to file UCC documents and to require UCC searches.
  - 700.2 The filing officer shall make available for public inspection all rules, and make available for public inspection and index by subject, all other written statements of law or policy, or interpretations formulated, adopted or used in the administration of the UCC.
- 701 Public inspection. No rule or other statement or expression of law of policy, or interpretation, order, decision or opinion is valid or effective against any person or party until it has been made available for public inspection as required by these rules, or unless these rules expressly permit otherwise.
- 702 Procedure for adoption of rules. Prior to the adoption, amendment, or repeal of a rule, the filing officer shall comply with this rule.
- 702.1 Delivery of notice. The filing officer shall deliver notice of its intended action at least thirty days in advance of the action to the executive office of the state bar association, the executive officer of the state bankers association, the chairperson of the UCC section of the International Association of Commercial Administrators, and any other person who requests written notice of intended action to adopt, amend, or repeal a rule and who agrees to pay the cost of transmitting such notice to such other person. The notice shall state the substance of the intended action or a description of the subjects and issues involved, and the time when, the place where, and the manner in which interested persons may present their views.

- 702.2 Public participation. The filing officer shall afford all interested persons an opportunity to submit data, views or arguments in writing. If requested in writing within fourteen days after the date of the notice of intended action by a governmental subdivision, by twenty-five persons or by an association having not less than twenty-five members, the filing officer shall give interested persons an opportunity to make an oral presentation prior to adopting a rule. The filing officer shall consider fully all written and oral submissions. Within one hundred eighty days following either the notice or within one hundred eighty days after the last date of the oral presentations on the proposed rule, whichever is later, the filing officer shall adopt a rule or terminate action to adopt the rule. If requested to do so by an interested person, either prior to adoption or within thirty days thereafter, the filing officer shall issue a concise statement of the principal reasons for and against the rule, including the reasons for overruling any considerations urged against the rule.
- 703 When notice not required. When the filing officer finds for good cause that notice and public participation would be contrary to the public interest, the provisions of rule 702 shall be inapplicable. The filing officer shall incorporate in each rule issued in reliance upon this provision the finding and a brief statement of the reasons for the finding that the notice provisions of rule 702 were contrary to the public interest.
- 704 Notice of adoption of rule and effective date. The filing officer shall deliver a notice of adoption of the executive officer of the state bar association, the executive officer of the state bankers association, the chairperson of the UCC section of the International Association of Commercial Administrators, and any other person who requests written notice of adoption rules and who agrees to pay the cost of transmitting such notice to such other person.
- 704.1 Except as provided in rule 704.2, a rule is effective thirty days after the date of the notice of adoption, as required in this rule, unless a later date is required by statute or specified in the rule.
- 704.2 Subject to applicable constitutional or statutory provisions, a rule becomes effective immediately upon delivery to the executive officer of the state bar association, the executive office of the state bankers association, the chairperson of the UCC section of the International Association of Corporation Administrators, any other person who requests written notice of adopted rules, if the filing officer finds that compliance with the provisions of rule 702 is contrary to the public interest and if the filing officer complies with the notice requirements of rule 703.

- 705 Petition for adoption of rules. An interested person may petition a filing officer to adopt a rule. Within sixty days after submission of a petition, the filing officer either shall deny the petition in writing on the merits, stating its reasons for the denial, or initiate a proceeding to adopt the rule in accordance with rule 702.
- 706 What constitutes delivery. In this section, "deliver" and "delivery" mean placing a copy of a proposed rule or an adopted rule in ordinary mail, postpaid and correctly addressed to the recipient.
- 707 Authority to adopt rules. Rules on the administration of the UCC are adopted pursuant to § 9-526 of the UCC and adopted and published in accordance with Article 9 of Title 6.
- 708 Implementation. Rules on the administration of the UCC are intended to implement Part 5 of Article 9 of the UCC.

**Numbers 709 through 799 are reserved.**