Subject: Revised Article 9 of the Uniform Commercial Code.

Dear [ ]:

I am responding to your inquiry of June 20, 2001 regarding the location of a national bank debtor under section 9-307 of the recently revised Article 9 of the Uniform Commercial Code. As a general matter under revised Article 9, the location of the debtor determines which state’s law governs perfection of a security interest. Section 9-307 determines the location of debtors for choice-of-law purposes.

For the purposes of section 9-307(f), a registered organization (which term includes a national bank) that is organized under the law of the United States is located (1) in the State that the law of the United States designates, if the law designates a State of location; (2) in the State that the registered organization designates, if the law of the United States authorizes the registered organization to designate its State of location; or (3) in the District of Columbia, if neither paragraph (1) nor paragraph (2) applies.

Under 12 U.S.C. § 22 (Second), organizers of a national bank are required to include in the organization certificate a designation of the bank’s main office city and state. In addition, a national bank may relocate its main office. 12 U.S.C. § 30 and 12 C.F.R. § 5.40. Accordingly, for the purpose of the location rule in section 9-307(f), federal law authorizes national banks to designate their State of location. Location for such purpose is the state in which the main office is located.¹

¹ This result is consistent with the discussion of this issue in recent law review articles. See Charles Cheatham, Changes in Filing Procedures under Revised Article 9, 25 Okla. City U.L. Rev. 235, 244 n. 42 (2000). See also Terry M. Anderson et al., Attachment and Perfection of Security Interests under Revised Article 9: A "Nuts and Bolts" Primer, 9 Am. Bankr. Inst. L. Rev. 179, 210 n.129 (2001).
I trust this letter is responsive to your inquiry.

Sincerely yours,

-signed-

Jonathan Fink
Senior Attorney
Bank Activities & Structure