



TERRY E. BRANSTAD  
GOVERNOR

**OFFICE OF THE GOVERNOR**

KIM REYNOLDS  
LT. GOVERNOR

April 4, 2012

The Honorable Matt Schultz  
Secretary of State of Iowa  
State Capitol Building  
LOCAL

Dear Mr. Secretary:

I hereby transmit:

House File 2321, an Act amending provisions in the uniform commercial code relating to secured transactions, and including effective date provisions.

The above Senate File is hereby approved this date.

Sincerely,

A handwritten signature in black ink that reads "Terry E. Branstad".

Terry E. Branstad  
Governor

cc: Secretary of the Senate  
Clerk of the House



House File 2321

AN ACT

AMENDING PROVISIONS IN THE UNIFORM COMMERCIAL CODE RELATING TO SECURED TRANSACTIONS, AND INCLUDING EFFECTIVE DATE PROVISIONS.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

Section 1. Section 554.9102, subsection 1, paragraph g, subparagraph (2), Code 2011, is amended to read as follows:

(2) ~~to execute or otherwise adopt a symbol, or encrypt or similarly process a record in whole or in part, with the present intent of the authenticating person to identify the person and adopt or accept a record~~ to adopt or accept a record, to attach to or logically associate with the record an electronic sound, symbol, or process.

Sec. 2. Section 554.9102, subsection 1, paragraphs j, ax, and br, Code 2011, are amended to read as follows:

j. *"Certificate of title"* means a certificate of title with respect to which a statute provides for the security interest in question to be indicated on the certificate as a condition or result of the security interest's obtaining priority over the rights of a lien creditor with respect to the collateral. The term includes another record maintained as an alternative to a certificate of title by the governmental unit that issues certificates of title if a statute permits the security interest in question to be indicated on the record as a condition or result of the security interest's obtaining priority over the rights of a lien creditor with respect to the collateral.

ax. *"Jurisdiction of organization"*, with respect to a registered organization, means the jurisdiction under whose law the organization is formed or organized.

*br.* "Registered organization" means an organization formed or organized solely under the law of a single state or the United States and as to which the state or the United States must maintain a public record showing the organization to have been organized by the filing of a public organic record with, the issuance of a public organic record by, or the enactment of legislation by the state or the United States. The term includes a business trust that is formed under the law of a single state if a statute of the state governing business trusts requires that the business trust's organic record be filed with the state.

Sec. 3. Section 554.9102, subsection 1, Code 2011, is amended by adding the following new paragraph:

NEW PARAGRAPH. *Obp.* "Public organic record" means a record that is available to the public for inspection and is:

(1) a record consisting of the record initially filed with or issued by a state or the United States to form or organize an organization and any record filed with or issued by the state or the United States which amends or restates the initial record;

(2) an organic record of a business trust consisting of the record initially filed with a state and any record filed with the state which amends or restates the initial record, if a statute of the state governing business trusts requires that the record be filed with the state; or

(3) a record consisting of legislation enacted by the legislature of a state or the Congress of the United States which forms or organizes an organization, any record amending the legislation, and any record filed with or issued by the state or the United States which amends or restates the name of the organization.

Sec. 4. Section 554.9105, Code 2011, is amended to read as follows:

**554.9105 Control of electronic chattel paper.**

1. General rule: control of electronic chattel paper. A secured party has control of electronic chattel paper if a system employed for evidencing the transfer of interests in the chattel paper reliably establishes the secured party as the person to which the chattel paper was assigned.

2. Specific facts giving control. A system satisfies subsection 1 if the record or records comprising the chattel paper are created, stored, and assigned in such a manner that:

1. a. a single authoritative copy of the record or records