

A. Debtor Location Rules Compared

Type of Debtor	Location— Old Article 9	Location— Rev. Article 9	Comments
1. Individual			
A. As an individual	In state of residence	In state of principal residence	You will need to determine which is the principal residence for people with multiple residences. One idea might be to check the address on the federal tax return.
B. As a sole proprietor	Same as for organization (See below)	In state of principal residence	Although entity name may not be a proper name to file under and although place of business may not be the proper place to file, courtesy to potential future lenders at a minimum suggests that you include the entity name and address on a UCC financing statement in addition to the residence address, and, if the business is located in a state different from the sole proprietor's residence, that you file there also under both names.
2. Organization, in general ⁵			
A. One place of business	In state of place of business	In state of place of business	Applies only to unregistered organizations . See item 3 below.
B. More than one place of business	In state of chief executive office	In state of chief executive office	Applies only to unregistered organizations . See item 3 below.
3. Organization registered under state law	Same as item 2 above	In state of organization	Note—The mailing address used on the financing statement, may be in a different state.
4. Estate	Not specified	In state of probate; and in state of executor's place of business or residence	Estates are organizations for determining the location of the debtor. Therefore the place to file may not be the decedent's principal residence at date of death, although the state of probate is probably the same state. It is also problematic where an executor conducts the business of the estate. We recommend filing based on all possible debtor locations.
5. Trust ⁶			
A. Trust with a name	Not specified	In state(s) of places of business and organization of trustee(s); and in state(s) where trust was signed and established (2/02)	This is a trust that has a name, as explained in Chapter 3. However, the way to determine the location of the debtor is unclear. We recommend filing based on all possible debtor locations.

⁵ This is the way the statute presents this rule, which is then modified by item 3.

⁶ When determining the location of a trust, one approach is to treat each party as an organization with one place of business. The commentary to Rev. UCC §9-307 suggests that the chief executive office "means the place from which the debtor manages the main part of its business operations or **other affairs**. This is the place where persons dealing with the debtor would **normally** look for credit information."

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B. Trust without a name	Not specified	In state(s) of places of business of and organization of trustee(s); and in state(s) where trust was signed and established (2/02)	On a financing statement, this kind of trust is identified by the individual name(s) of the settlor(s) per Rev. UCC §503(a)(3), but the trust is still considered an organization for the purpose of determining the location of the debtor. As above, the way to determine the location of the debtor is unclear. We recommend filing based on all possible debtor locations.
6. Organization registered under federal law	In state of chief executive office	(a) In state designated by federal law, (b) otherwise, in state designated by the entity, (c) otherwise in District of Columbia	
7. Non-US Entity			
A. Organized in foreign jurisdiction that has a notice system	In applicable jurisdiction	In applicable jurisdiction	We recommend always filing in the District of Columbia. If entity has chief executive office in US, also file in that state (2/02). If the entity is Canadian in origin other than in Quebec, under Canadian law (2/02).
B. Organized in foreign jurisdiction without a notice system	In state of major executive office in US	In District of Columbia and other applicable jurisdiction (2/02)	If entity has chief executive office in US, also file in that state (2/02).
C. Foreign bank branch	Not specified	In state where branch is licensed	If bank has branches in other states, rule 7(A) or 7(B) applies.
D. Foreign air carrier	In state where agent for service of process resides	In state where agent for service of process resides	
8. United States Agency	Not specified	In District of Columbia	

2-4.1 Policy Recommendation

The location of each debtor listed or to be listed in a financing statement will be determined according to the rules stated in Rev. Article 9, and the location coded in the debtor record.

2-4.2 Practice Recommendation

A standard checklist will be prepared for use in determining the location of each debtor on whom a financing statement has been or may be filed.

Where to File Checklist under Rev. Article 9

Who	What ¹	Where ²	Filing Office
1. Registered organization ³	All collateral subject to filing	Organized in state	Central filing office in state
2. Individual ⁴	(a) All collateral subject to filing other than consumer goods	State where principal residence located	Central filing office in state(s)
	(b) Consumer goods ⁵	Principal residence located in state	Central filing office in state
3. Unregistered organization ^{6,7} A. One place of business B. More than one place of business	All collateral subject to filing	Place of business in state	Central filing office in state
	All collateral subject to filing	Chief executive office in state	Central filing office in state
4. Trust ⁷ with or without a name	All collateral subject to filing	State(s) where trustee(s) places of business and principal residences located, and state where trust was signed and established. If trustee is a registered organization, also where organized (2/02)	Central filing office in state(s)
5. Estate	All collateral subject to filing	State where will probated, and state where executor(s) place(s) of business is located	Central filing office in state(s)
6. Transmitting utility	All collateral subject to filing, including fixtures	Organized in state	Central filing office in state (mark UCC-1 as transmitting utility)
7. Foreign (non-US) organization and United States government ⁸	All collateral subject to filing	Country of registration does not have a comparable personal property notice system	District of Columbia, and if organization has chief executive office in US, in that state (2/02)

¹ If collateral includes fixtures, timber to be cut or as-extracted collateral, also file as follows:

Standing timber or as-extracted collateral—file against that collateral only according to where the land is located. Fixtures—file against collateral, in addition to the filing rules in the checklist that apply to the goods as goods, according to where the land is located. To find the information needed to file at the local recording office, look up the details in *The UCC Filing Guide*.

² For a detailed explanation of debtor location, see Section 2 above.

³ A registered organization is a debtor, such as a corporation, LLC, partnership, or business trust, that is originally organized and registered under the law of a state, and for which a public record from the state can be found that shows that the organization is registered there. (A debtor organized and registered in another state, such as a “foreign” corporation that also is registered as a foreign organization in a second state, is **not** a registered organization in the second state.)

⁴ Includes sole proprietorships.

⁵ Security interest in consumer goods is automatically perfected, but only filing protects against a good faith buyer of the goods from the debtor.

⁶ A sole proprietorship is not to be included in this category.

⁷ Unregistered organizations and trusts may require multi-state filing. See “Multi-State Debtors” in Section 5 below.

⁸ See Section 2 above for special rules that apply to foreign organizations, foreign banks, foreign air carriers, and to United States Agencies.