

## Debt Finance

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### **New York Enacts 2022 UCC Amendments, Including Article 12 and Related Article 9 Revisions**

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Governor Hochul of New York signed Assembly Bill 3307-A/Senate Bill 1840-A into law, enacting 2022 Uniform Commercial Code amendments, including a new Article 12 governing controllable electronic records and related revisions to Article 9. The legislation was signed on December 8th, bringing New York into alignment with the modern UCC framework for secured transactions involving digital assets. This development is particularly significant for market participants that originate, structure, or take collateral interests in digital assets, tokenized instruments, or other technology-enabled payment and financing arrangements.

The new Article 12 provides a modernized framework for property rights in certain digital assets, including rules for transfer, control, and priority. The related amendments to Article 9 update perfection and priority concepts for security interests in digital assets and related collateral. Together, these changes are intended to reduce legal uncertainty, facilitate secured lending and trading activity involving digital assets, and harmonize New York law with the approach now adopted across many U.S. jurisdictions.

The enactment has immediate implications for structuring, documentation, and diligence in secured and unsecured transactions where digital assets are implicated. In light of New York's central role in financial markets, participants should assess the interaction of New York's enactment with both existing transactions and new multistate transactions, evaluate perfection strategies for digital asset related collateral, and confirm that existing policies, procedures, and agreements align with the updated statutory framework.

For a detailed discussion of how Articles 9 and 12 operate and what they mean for secured transactions and digital assets, please see our article, "[UCC Articles 9 and 12: A Modern Legal Framework for Secured Transactions and Digital Assets](#)." Please reach out to our team with any questions about the New York enactment or its implications for your business, documentation, or transaction pipeline.

## Contacts

Please contact the listed attorneys for further information on the matters discussed herein.

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