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Symposium

Origins and Evolution: Drafters Reflect Upon the Uniform Commercial Code

Foreword

DOUGLAS J. WHALEY*

I should like to take a bit of space to explain how the panel discussion that follows came to be.

For a number of years I had urged law review editors at the several schools I have taught at to put together a symposium of articles about the Uniform Commercial Code written by some of the original drafters. The Ohio State Law Journal decided to undertake the project, and this issue is the result.

As a consequence of my missing the annual meeting of the Association of American Law Schools in San Antonio, Texas, in January, 1981, I was elected Chairperson for the Section on Contracts, Commercial and Related Consumer Law (it is a mistake to miss these meetings). Peter Winship of Southern Methodist University, the former Chairperson, wrote me and explained that my new duties included putting together a program for the 1982 AALS meeting in Philadelphia. He suggested that I might adopt an idea first proposed by Ralph Rohner of Catholic University that the drafters of the UCC be invited to a panel discussion about the genesis of the Code. This fit in so well with the planned Ohio State Law Journal symposium that I decided to try it.

I wrote letters of invitation to Dean Soia Mentschikoff, Professors Grant Gilmore, Allison Dunham, Fairfax Leary, and Homer Kripke, to Peter Coogan, and to Justice Robert Braucher. To my delight they all agreed to come. I could have invited a number of other drafters, and had planned to do so if the above-named group had declined, but the unanimous acceptances plus the limited budget of the Section made a larger panel impractical.

Complications arose. Shortly after his letter to me accepting the invitation to participate, Justice Braucher died unexpectedly. At the last minute,

* Professor of Law. The Ohio State University. B.A., Maryland, 1965; J.D., Texas, 1968.

Professor Gilmore came down with the flu and had to cancel his appearance, and Dean Mentschikoff had difficulties with her travel schedule so that she had to leave the program early.

I think the panel discussion was nonetheless informative and particularly valuable to those of us who spend our days divining the meaning of this complex statute. It was also a great thrill to meet these famous people and hear them reminisce. The night before the presentation, Professor Leary and his wife hosted a dinner for all involved at the Acorn Club. In this elegant setting the drafters relaxed and warmed up for the next day, telling stories and reminding each other of names and incidents. (I wish a court reporter could have taken all of that down too.) At this dinner I asked them to focus on those things that had happened that they wanted preserved, and to be sure to mention them in their presentations the next day. These included not only stories from the drafting days, but also philosophies and predictions. Finally I asked that they each comment on those things in the UCC that they were most pleased with, and, the opposite, those things they would change if they could do it again.

The next day I ran into Ralph Rohner and told him that his idea had led to this program. He disclaimed responsibility, saying that Fairfax Leary proposed the project to him. When I asked Fairfax Leary about this he said that Grant Gilmore was the originator. Oh well, whoever decided to do it, I think it was worth doing, and I trust that this record of the program will be fascinating reading for those who care about the Uniform Commercial Code.