

DONALD RAPSON—A REMEMBRANCE

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It is most fitting that this Symposium on Rethinking Payments Law is dedicated to the memory of Donald Rapson.

For decades, Don worked tirelessly to improve payments law. He served on a variety of drafting committees charged with revising portions of the Uniform Commercial Code dealing with payments: the 348 Committee of the Permanent Editorial Board for the Uniform Commercial Code (PEB), whose work included the ill-fated Uniform New Payments Code; the committee that drafted U.C.C. Article 4A (Funds Transfers); the committee that drafted the 1990 revisions to U.C.C. Article 3 (Negotiable Instruments) and Article 4 (Bank Deposits and Collections); and the committee that drafted the 2002 amendments to those Articles. In fact, that this Symposium saw the light of day is due in no small measure to Don's encouragement.

Don's passion for reform was not limited to payments law. A longtime member of the PEB, Don was instrumental in developing the PEB Commentaries to afford guidance in interpreting and resolving issues raised by the U.C.C. or the official comments. And largely at his urging, The American Law Institute undertook to bring the then fifty-year-old Restatement of Security up to date, a project that culminated with the publication of the Restatement (Third) of Suretyship and Guaranty.

I had the pleasure of working with Don when he was a member of the drafting committee to revise U.C.C. Article 6 (Bulk Transfers) and I was a co-reporter. Largely as a result of Don's advocacy, the committee did what a drafting committee almost never does: it recommended that the statute it was charged to—and did—revise be instead repealed. Forty-six of the fifty states followed this recommendation. I also worked closely with Don for over a decade on the revision of U.C.C. Article 9 (Secured Transactions), starting with the study committee, through the drafting committee, and finally to the committee charged with reviewing the official comments. Don was one of a handful of people who devoted himself to reviewing each draft carefully and thoroughly and making suggestions for improvement, from the start of the project until the end, and even beyond. No doubt Don would have been pleased that the sponsors of the U.C.C. have recently

established a Joint Review Committee to determine whether Article 9 should be amended.

Believing that no one, including the financial institutions who were his clients, is well-served by overreaching and other sharp practices, Don argued in all his law-reform work for the adoption of legal rules that were fair and that promoted fair dealing. Guided by his strong appreciation of the importance of reaching compromise, he succeeded in forging a consensus on several difficult issues. Yet, when he thought compromise would be a disservice to the law, he fought vigorously for his position, going so far as to support the enactment of alternatives to certain seriously-flawed provisions of the official text of U.C.C. Article 2A. As was often the case, his persistence paid off. The U.C.C.'s sponsors ultimately revised Article 2A to take account of Don's critique.

Don not only set an example to those of us who toiled in the vineyards of law reform, he also was a constant source of encouragement to other lawyers, especially younger ones. He often prompted his colleagues to think through the full implications of new legal developments and suggested directions in which we might expand our professional horizons. Many of us began our participation in the law-reform process at his urging, and he helped open some of the doors so that we might enter.

Don spent countless hours in his efforts to improve the law. Sometimes one wondered how, with all his law-reform activities, he could hold down a full-time job and also teach as an adjunct law professor. But Don also knew the importance of family and of leading a balanced life. His love and adoration for Ellen, his wife of fifty-one years, was manifest, as was his loyalty to the Columbia Lions (who else would have sat through game after game, in fair weather and foul, during a record-setting forty-four-game losing streak?), the Mets, and the Jets.

Don and I talked frequently over the years. Though our conversations typically centered around one aspect or another of the law or law reform, Don never failed to inquire about my family. And whenever I would tell him that I was taking some time away from the office, he would tell me how glad he was that I had my priorities straight.

Donald Rapson was a mentor, colleague, and friend, and an irreplaceable figure in commercial law. He will be missed.