Figure 1: UCC Sec. 2-207 Additional Terms in Acceptance or Confirmation

FORMATION OF K

Start

Is there agreement on "Dickerson Terms"? (Price, quantity, etc.)

YES

Do both forms require their own terms?

YES

K is formed
Sec. 2-207(1)

NO

Does conduct of parties indicate a K?

YES

K is formed
Sec. 2-207(2)

NO

No K

This figure is a simplification and summary of the applicable law

DETERMINE TERMS OF K

Are both parties merchants?

Sec. 2-207(2)

NO

YES

Offer expressly limited acceptance to its terms?

Sec. 2-207(2)(a)

YES

Was the term objected to?

Sec. 2-207(2)(c)

NO

DIFFERENT

Is the term Additional or Different?

YES

California?\(^{(n)}\)

Leading Minority?

Majority?

DIFFERENT = Additional

NO

Does the term materially alter K?

Sec. 2-207(2)(b)

YES

Excise term

NO

Include term

Apply "knock-out" rule per Sec. 2-207(3). Substitute UCC gap fillers.

\(^{(n)}\)Different = Additional