Figure 5: PECL Articles 2:208 and 2:209
Modified Acceptance and Conflicting General Conditions

Start

Does "Acceptance" exactly match offer?

YES → K formed with offer terms

NO

Is there agreement on "Dickered Terms"?
Art. 2:209(1)

YES

Did the offeror object?
Art. 2:209(3)(b) & Art. 2:209(2)(b)

YES

Either party will only contract on its own terms?
Art. 2:208(3)(a) & (c)
Art. 2:209(2)(a)

YES → No K

NO

Boilerplate conflicts?

YES → K formed with terms common to both forms
Art. 2:209(1)

NO

Is Additional or Different term material?
Art. 2:208(1) & Art. 2:208(2)

YES → "Acceptance" is treated as counter-offer. Performance will form K with counter-offer terms. Art. 2:208(1)

NO

K formed with offer terms plus Acceptance's modifications
Art. 2:208(2)