

AN AGREEMENT IN THE FORM OF A RECORD SIGNED OR OTHERWISE AUTHENTICATED BY THE AFFECTED PARTIES IN THE MANNER PROVIDED IN § 5-104 OF THIS TITLE OR BY A PROVISION IN THE PERSON'S LETTER OF CREDIT, CONFIRMATION, OR OTHER UNDERTAKING. THE JURISDICTION WHOSE LAW IS CHOSEN NEED NOT BEAR ANY RELATION TO THE TRANSACTION.

(B) UNLESS SUBSECTION (A) OF THIS SECTION APPLIES, THE LIABILITY OF AN ISSUER, NOMINATED PERSON, OR ADVISER FOR ACTION OR OMISSION IS GOVERNED BY THE LAW OF THE JURISDICTION IN WHICH THE PERSON IS LOCATED. THE PERSON IS CONSIDERED TO BE LOCATED AT THE ADDRESS INDICATED IN THE PERSON'S UNDERTAKING. IF MORE THAN ONE ADDRESS IS INDICATED, THE PERSON IS CONSIDERED TO BE LOCATED AT THE ADDRESS FROM WHICH THE PERSON'S UNDERTAKING WAS ISSUED. FOR THE PURPOSE OF JURISDICTION, CHOICE OF LAW, AND RECOGNITION OF INTERBRANCH LETTERS OF CREDIT, BUT NOT ENFORCEMENT OF A JUDGMENT, ALL BRANCHES OF A BANK ARE CONSIDERED SEPARATE JURIDICAL ENTITIES AND A BANK IS CONSIDERED TO BE LOCATED AT THE PLACE WHERE ITS RELEVANT BRANCH IS CONSIDERED TO BE LOCATED UNDER THIS SUBSECTION.

(C) EXCEPT AS OTHERWISE PROVIDED IN THIS SUBSECTION, THE LIABILITY OF AN ISSUER, NOMINATED PERSON, OR ADVISER IS GOVERNED BY ANY RULES OF CUSTOM OR PRACTICE, SUCH AS THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS, TO WHICH THE LETTER OF CREDIT, CONFIRMATION, OR OTHER UNDERTAKING IS EXPRESSLY MADE SUBJECT. IF (I) THIS TITLE WOULD GOVERN THE LIABILITY OF AN ISSUER, NOMINATED PERSON, OR ADVISER UNDER SUBSECTION (A) OR (B) OF THIS SECTION, (II) THE RELEVANT UNDERTAKING INCORPORATES RULES OF CUSTOM OR PRACTICE, AND (III) THERE IS CONFLICT BETWEEN THIS TITLE AND THOSE RULES AS APPLIED TO THAT UNDERTAKING, THOSE RULES GOVERN EXCEPT TO THE EXTENT OF ANY CONFLICT WITH THE NONVARIABLE PROVISIONS SPECIFIED IN § 5-103(C) OF THIS TITLE.

(D) IF THERE IS CONFLICT BETWEEN THIS TITLE AND TITLE 3, 4, 4A, OR 9, THIS TITLE GOVERNS.

(E) THE FORUM FOR SETTLING DISPUTES ARISING OUT OF AN UNDERTAKING WITHIN THIS TITLE MAY BE CHOSEN IN THE MANNER AND WITH THE BINDING EFFECT THAT GOVERNING LAW MAY BE CHOSEN IN ACCORDANCE WITH SUBSECTION (A) OF THIS SECTION.

5-117. SUBROGATION OF ISSUER, APPLICANT, AND NOMINATED PERSON.

(A) AN ISSUER THAT HONORS A BENEFICIARY'S PRESENTATION IS SUBROGATED TO THE RIGHTS OF THE BENEFICIARY TO THE SAME EXTENT AS IF THE ISSUER WERE A SECONDARY OBLIGOR OF THE UNDERLYING OBLIGATION OWED TO THE BENEFICIARY AND OF THE APPLICANT TO THE SAME EXTENT AS IF THE ISSUER WERE THE SECONDARY OBLIGOR OF THE UNDERLYING OBLIGATION OWED TO THE APPLICANT.

(B) AN APPLICANT THAT REIMBURSES AN ISSUER IS SUBROGATED TO THE RIGHTS OF THE ISSUER AGAINST ANY BENEFICIARY, PRESENTER, OR NOMINATED PERSON TO THE SAME EXTENT AS IF THE APPLICANT WERE THE SECONDARY