

SUBTITLE 4. REGISTRATION.

8-401.

(A) IF A CERTIFICATED SECURITY IN REGISTERED FORM IS PRESENTED TO AN ISSUER WITH A REQUEST TO REGISTER TRANSFER OR AN INSTRUCTION IS PRESENTED TO AN ISSUER WITH A REQUEST TO REGISTER TRANSFER OF AN UNCERTIFICATED SECURITY, THE ISSUER SHALL REGISTER THE TRANSFER AS REQUESTED IF:

(1) UNDER THE TERMS OF THE SECURITY THE PERSON SEEKING REGISTRATION OF TRANSFER IS ELIGIBLE TO HAVE THE SECURITY REGISTERED IN ITS NAME;

(2) THE INDORSEMENT OR INSTRUCTION IS MADE BY THE APPROPRIATE PERSON OR BY AN AGENT WHO HAS ACTUAL AUTHORITY TO ACT ON BEHALF OF THE APPROPRIATE PERSON;

(3) REASONABLE ASSURANCE IS GIVEN THAT THE INDORSEMENT OR INSTRUCTION IS GENUINE AND AUTHORIZED (§ 8-402 OF THIS SUBTITLE);

(4) ANY APPLICABLE LAW RELATING TO THE COLLECTION OF TAXES HAS BEEN COMPLIED WITH;

(5) THE TRANSFER DOES NOT VIOLATE ANY RESTRICTION ON TRANSFER IMPOSED BY THE ISSUER IN ACCORDANCE WITH § 8-204 OF THIS TITLE;

(6) A DEMAND THAT THE ISSUER NOT REGISTER TRANSFER HAS NOT BECOME EFFECTIVE UNDER § 8-403 OF THIS SUBTITLE, OR THE ISSUER HAS COMPLIED WITH § 8-403(B) OF THIS SUBTITLE BUT NO LEGAL PROCESS OR INDEMNITY BOND IS OBTAINED AS PROVIDED IN § 8-403(D) OF THIS SUBTITLE; AND

(7) THE TRANSFER IS IN FACT RIGHTFUL OR IS TO A PROTECTED PURCHASER.

(B) IF AN ISSUER IS UNDER A DUTY TO REGISTER A TRANSFER OF A SECURITY, THE ISSUER IS LIABLE TO A PERSON PRESENTING A CERTIFICATED SECURITY OR AN INSTRUCTION FOR REGISTRATION OR TO THE PERSON'S PRINCIPAL FOR LOSS RESULTING FROM UNREASONABLE DELAY IN REGISTRATION OR FAILURE OR REFUSAL TO REGISTER THE TRANSFER.

8-402.

(A) AN ISSUER MAY REQUIRE THE FOLLOWING ASSURANCE THAT EACH NECESSARY INDORSEMENT OR EACH INSTRUCTION IS GENUINE AND AUTHORIZED:

(1) IN ALL CASES, A GUARANTY OF THE SIGNATURE OF THE PERSON MAKING AN INDORSEMENT OR ORIGINATING AN INSTRUCTION INCLUDING, IN THE CASE OF AN INSTRUCTION, REASONABLE ASSURANCE OF IDENTITY;

(2) IF THE INDORSEMENT IS MADE OR THE INSTRUCTION IS ORIGINATED BY AN AGENT, APPROPRIATE ASSURANCE OF ACTUAL AUTHORITY TO SIGN;