

(C) IF THE PARTY TO WHICH TITLE PASSES UNDER THE CONTRACT REFUSES DELIVERY OF THE COPY OR REJECTS THE TERMS OF THE AGREEMENT, TITLE REVESTS IN THE LICENSOR.

21-503. TRANSFER OF CONTRACTUAL INTEREST.

THE FOLLOWING RULES APPLY TO A TRANSFER OF A CONTRACTUAL INTEREST:

(1) A PARTY'S CONTRACTUAL INTEREST MAY BE TRANSFERRED UNLESS THE TRANSFER:

(A) IS PROHIBITED BY OTHER LAW; OR

(B) EXCEPT AS OTHERWISE PROVIDED IN PARAGRAPH (3) OF THIS SUBSECTION, WOULD MATERIALLY CHANGE THE DUTY OF THE OTHER PARTY, MATERIALLY INCREASE THE BURDEN OR RISK IMPOSED ON THE OTHER PARTY, OR MATERIALLY IMPAIR THE OTHER PARTY'S PROPERTY OR ITS LIKELIHOOD OR EXPECTATION OF OBTAINING RETURN PERFORMANCE.

(2) EXCEPT AS OTHERWISE PROVIDED IN PARAGRAPH (3) OF THIS SUBSECTION AND § 21-508(A)(1)(B) OF THIS SUBTITLE, A TERM PROHIBITING TRANSFER OF A PARTY'S CONTRACTUAL INTEREST IS ENFORCEABLE, AND A TRANSFER MADE IN VIOLATION OF THAT TERM IS A BREACH OF CONTRACT AND IS INEFFECTIVE TO CREATE CONTRACTUAL RIGHTS IN THE TRANSFEREE AGAINST THE NONTRANSFERRING PARTY, EXCEPT TO THE EXTENT THAT:

(A) THE CONTRACT IS A LICENSE FOR INCORPORATION OR USE OF THE LICENSED INFORMATION OR INFORMATIONAL RIGHTS WITH INFORMATION OR INFORMATIONAL RIGHTS FROM OTHER SOURCES IN A COMBINED WORK FOR PUBLIC DISTRIBUTION OR PUBLIC PERFORMANCE AND THE TRANSFER IS OF THE COMPLETED, COMBINED WORK; OR

(B) THE TRANSFER IS OF A RIGHT TO PAYMENT ARISING OUT OF THE TRANSFEROR'S DUE PERFORMANCE OF LESS THAN ITS ENTIRE OBLIGATION AND THE TRANSFER WOULD BE ENFORCEABLE UNDER PARAGRAPH (1) IN THE ABSENCE OF THE TERM PROHIBITING TRANSFER.

(3) A RIGHT TO DAMAGES FOR BREACH OF THE WHOLE CONTRACT OR A RIGHT TO PAYMENT ARISING OUT OF THE TRANSFEROR'S DUE PERFORMANCE OF ITS ENTIRE OBLIGATION MAY BE TRANSFERRED NOTWITHSTANDING AN AGREEMENT OTHERWISE.

(4) A TERM THAT PROHIBITS TRANSFER OF A CONTRACTUAL INTEREST UNDER A MASS-MARKET LICENSE BY THE LICENSEE MUST BE CONSPICUOUS.

21-504. EFFECT OF TRANSFER OF CONTRACTUAL INTEREST.

(A) A TRANSFER OF "THE CONTRACT" OR OF "ALL MY RIGHTS UNDER THE CONTRACT", OR A TRANSFER IN SIMILAR GENERAL TERMS, IS A TRANSFER OF ALL CONTRACTUAL INTERESTS UNDER THE CONTRACT. WHETHER THE TRANSFER IS EFFECTIVE IS DETERMINED BY §§ 21-503 AND 21-508(A)(1)(B) OF THIS SUBTITLE.