

(B) THE FOLLOWING RULES APPLY TO A TRANSFER OF A PARTY'S CONTRACTUAL INTERESTS:

(1) THE TRANSFEREE IS SUBJECT TO ALL CONTRACTUAL USE TERMS.

(2) UNLESS THE LANGUAGE OR CIRCUMSTANCES OTHERWISE INDICATE, AS IN A TRANSFER AS SECURITY, THE TRANSFER DELEGATES THE DUTIES OF THE TRANSFEROR AND TRANSFERS ITS RIGHTS.

(3) ACCEPTANCE OF THE TRANSFER IS A PROMISE BY THE TRANSFEREE TO PERFORM THE DELEGATED DUTIES. THE PROMISE IS ENFORCEABLE BY THE TRANSFEROR AND ANY OTHER PARTY TO THE ORIGINAL CONTRACT.

(4) THE TRANSFER DOES NOT RELIEVE THE TRANSFEROR OF ANY DUTY TO PERFORM, OR OF LIABILITY FOR BREACH OF CONTRACT, UNLESS THE OTHER PARTY TO THE ORIGINAL CONTRACT AGREES THAT THE TRANSFER HAS THAT EFFECT.

(C) A PARTY TO THE ORIGINAL CONTRACT, OTHER THAN THE TRANSFEROR, MAY TREAT A TRANSFER THAT CONVEYS A RIGHT OR DUTY OF PERFORMANCE WITHOUT ITS CONSENT AS CREATING REASONABLE GROUNDS FOR INSECURITY AND, WITHOUT PREJUDICE TO THE PARTY'S RIGHTS AGAINST THE TRANSFEROR, MAY DEMAND ASSURANCES FROM THE TRANSFEREE UNDER § 21-708 OF THIS TITLE.

21-505. PERFORMANCE BY DELEGATE; SUBCONTRACT.

(A) A PARTY MAY PERFORM ITS CONTRACTUAL DUTIES OR EXERCISE ITS CONTRACTUAL RIGHTS THROUGH A DELEGATE OR A SUBCONTRACT UNLESS:

(1) THE CONTRACT PROHIBITS DELEGATION OR SUBCONTRACTING; OR

(2) THE OTHER PARTY HAS A SUBSTANTIAL INTEREST IN HAVING THE ORIGINAL PROMISOR PERFORM OR CONTROL THE PERFORMANCE.

(B) DELEGATING OR SUBCONTRACTING PERFORMANCE DOES NOT RELIEVE THE DELEGATING PARTY OF A DUTY TO PERFORM OR OF LIABILITY FOR BREACH.

(C) AN ATTEMPTED DELEGATION THAT VIOLATES A TERM PROHIBITING DELEGATION IS NOT EFFECTIVE.

21-506. TRANSFER BY LICENSEE.

(A) IF ALL OR ANY PART OF A LICENSEE'S INTEREST IN A LICENSE IS TRANSFERRED, VOLUNTARILY OR INVOLUNTARILY, THE TRANSFEREE DOES NOT ACQUIRE AN INTEREST IN INFORMATION, COPIES, OR THE CONTRACTUAL OR INFORMATIONAL RIGHTS OF THE LICENSEE UNLESS THE TRANSFER IS EFFECTIVE UNDER § 21-503 OR § 21-508(A)(1)(B) OF THIS SUBTITLE. IF THE TRANSFER IS EFFECTIVE, THE TRANSFEREE TAKES SUBJECT TO THE TERMS OF THE LICENSE.

(B) EXCEPT AS OTHERWISE PROVIDED UNDER TRADE SECRET LAW, A TRANSFEREE ACQUIRES NO MORE THAN THE CONTRACTUAL INTEREST OR OTHER RIGHTS THAT THE TRANSFEROR WAS AUTHORIZED TO TRANSFER.