

**336.8-401** MS 1994 [Repealed, 1995 c 194 art 1 s 53]

**336.8-401 DUTY OF ISSUER TO REGISTER TRANSFER.**

(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 endorsement 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 endorsement or instruction is genuine and authorized (section 336.8-402);

(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 section 336.8-204;

(6) a demand that the issuer not register transfer has not become effective under section 336.8-403, or the issuer has complied with section 336.8-403(b) but no legal process or indemnity bond is obtained as provided in section 336.8-403(d); 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.

**History:** 1995 c 194 art 1 s 34