

**554.8401 Duty of issuer to register transfer.**

1. 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:

a. under the terms of the security the person seeking registration of transfer is eligible to have the security registered in its name;

b. 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;

c. reasonable assurance is given that the indorsement or instruction is genuine and authorized ([section 554.8402](#));

d. any applicable law relating to the collection of taxes has been complied with;

e. the transfer does not violate any restriction on transfer imposed by the issuer in accordance with [section 554.8204](#);

f. a demand that the issuer not register transfer has not become effective under [section 554.8403](#), or the issuer has complied with [section 554.8403, subsection 2](#), but no legal process or indemnity bond is obtained as provided in [section 554.8403, subsection 4](#); and

g. the transfer is in fact rightful or is to a protected purchaser.

2. 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.

[C66, 71, 73, 75, 77, 79, 81, §554.8401]

[89 Acts, ch 113, §37](#); [96 Acts, ch 1138, §41, 84](#); [97 Acts, ch 23, §72](#)