Volume 1

CHAPTER 1. INTRODUCTION

- § 1:1 Scope
- § 1:2 Duty of corporation in transferring stock as established by courts
- § 1:3 Theoretical duty of a corporation in transferring stock
- § 1:4 Simplification of fiduciary security transfers
- § 1:5 What are securities?
- § 1:6 Guidelines of the Securities Transfer Association

CHAPTER 2. THE CREATION OF STOCK AND THE ISSUANCE OF CERTIFICATES

- § 2:1 Creation of stock
- § 2:2 —How stock is created
- § 2:3 —By subscription
- § 2:4 —By sale through bankers
- § 2:5 —Exercise of subscription rights
- § 2:6 —By way of a stock dividend
- § 2:7 —Through conversion of other securities
- § 2:8 —When stock is created
- § 2:9 Issuance of stock certificates
- § 2:10 —Right of a stockholder
- § 2:11 —Compelling the issuance of a certificate
- § 2:12 Original issue of stock certificates
- § 2:13 Issue in transfer of stock certificates
- § 2:14 Improper issue of stock certificates
- § 2:15 Representations made by the corporation in issuing a stock certificate
- § 2:16 Conditions precedent to the recognition by the corporation of an improperly issued certificate
- § 2:17 Liability of the corporation for refusal to recognize an improperly issued stock certificate
- § 2:18 Overissue of stock certificates
- § 2:19 Form of certificate

CHAPTER 3. THE TRANSFER OF STOCK ON THE BOOKS OF THE CORPORATION

- § 3:1 Provision for the transfer of stock
- § 3:2 Between the corporation and its stockholders
- § 3:3 Between an unregistered assignee and the assignor, or his creditors or purchasers
- § 3:4 Transfer records
- § 3:5 Manner in which stock is transferred on the books of the corporation
- § 3:6 Transfer through central certificate service or depository

CHAPTER 4. THE RIGHT TO TRANSFER STOCK

- § 4:1 Right to transfer stock in general
- § 4:2 Unreasonable restrictions on the right to transfer stock
- § 4:3 Restrictions providing for consent to a transfer of stock
- § 4:4 Restrictions providing for an option to purchase or redeem by corporation or existing shareholders
- § 4:5 Restrictions on the right of an indebted stockholder to transfer or pledge stock and restrictions on the right to pledge stock generally
- § 4:6 Options to purchase stock from corporation
- § 4:7 Restrictions affecting gifts of stock and testamentary dispositions
- § 4:8 Professional corporations
- § 4:9 Oppressive shareholder conduct

CHAPTER 5. GENERAL RULES FOR THE TRANSFER OF STOCK

- § 5:1 The duty of the corporation in transferring stock
- § 5:2 Cancellation of outstanding certificate
- § 5:3 Assignment
- § 5:4 Genuineness of the endorsement and the signature guaranty
- § 5:5 Authority of the assignor
- § 5:6 Notice to inquire
- § 5:7 Transferee
- § 5:8 Stock transfer and inheritance taxes
- § 5:9 Stop orders
- § 5:10 Forged and raised certificates

- § 5:11 Refusal to transfer stock
- § 5:12 Securities Act restricted stock

CHAPTER 6. THE ASSIGNMENT OF STOCK

- § 6:1 Manner of assignment
- § 6:2 Necessity of a written assignment
- § 6:3 Necessity of delivery
- § 6:4 Form of assignment
- § 6:5 Assignment in blank
- § 6:6 Endorsement
- § 6:7 Seal
- § 6:8 Witness and the acknowledgment
- § 6:9 Date
- § 6:10 Number of shares
- § 6:11 Power of attorney to transfer the stock on the books of the corporation
- § 6:12 Effect of the death of the endorser before transfer of the stock on the books of the corporation
- § 6:13 Alterations and notations in the form of assignment
- § 6:14 Conflict of laws

CHAPTER 7. THE TRANSFEREE

- § 7:1 Transferee in general
- § 7:2 Interest of the transfer agent in the name of the transferee
- § 7:3 Persons under a legal disability
- § 7:4 Fictitious transferee
- § 7:5 Executors and administrators
- § 7:6 Trustees
- § 7:7 Agents
- § 7:8 Corporations, partnerships, associations and investment
- § 7:9 Nominees
- § 7:10 Two or more persons
- § 7:11 Life tenants
- § 7:12 Pledgees
- § 7:13 Guardians and committees
- § 7:14 Custodians of minors
- § 7:15 Trustees in bankruptcy and receivers
- § 7:16 Transfer to an erroneous name, or to a person without his consent

§ 7:17 Statutory permission to disregard trusts of stock

CHAPTER 8. THE TRANSFER OF STOCK BY EXECUTORS AND ADMINISTRATORS

§ 8:1	Duty of the corporation in transferring stock standing in
	the name of a decedent
§ 8:2	Uniform Transfer on Death (TOD) Security Registration Act
§ 8:3	Requirements for the transfer of stock by an executor or an administrator
§ 8:4	Assignment
§ 8:5	Proof of appointment
§ 8:6	Will
§ 8:7	Court orders of sale and distribution
§ 8:8	Transfers in the regular course of administration
§ 8:9	Transfers by way of sale
§ 8:10	Transfers by way of distribution
§ 8:11	Transfers not obviously by way of sale or by way of distribution
§ 8:12	Co-executors and co-administrators

Domiciliary and ancillary executors and administrators

CHAPTER 9. INHERITANCE TAX WAIVERS

When administration may be dispensed with

- § 9:1 Inheritance tax waivers in general
- § 9:2 Inheritance tax affidavits
- § 9:3 Federal

§ 8:13

- § 9:4 Alabama
- § 9:5 Alaska
- § 9:6 Arizona
- § 9:7 Arkansas
- § 9:8 California
- § 9:9 Colorado
- § 9:10 Connecticut
- § 9:11 Delaware
- § 9:12 District of Columbia
- § 9:13 Florida
- § 9:14 Georgia
- § 9:15 Hawaii

xxiv

- § 9:16 Idaho
- § 9:17 Illinois
- § 9:18 Indiana
- § 9:19 Iowa
- § 9:20 Kansas
- § 9:21 Kentucky
- § 9:22 Louisiana
- § 9:23 Maine
- § 9:24 Maryland
- § 9:25 Massachusetts
- § 9:26 Michigan
- § 9:27 Minnesota
- § 9:28 Mississippi
- § 9:29 Missouri
- § 9:30 Montana
- § 9:31 Nebraska
- § 9:32 Nevada
- § 9:33 New Hampshire
- § 9:34 New Jersey
- § 9:35 New Mexico
- § 9:36 New York
- § 9:37 North Carolina
- § 9:38 North Dakota
- § 9:39 Ohio
- § 9:40 Oklahoma
- § 9:41 Oregon
- § 9:42 Pennsylvania
- § 9:43 Rhode Island
- § 9:44 South Carolina
- § 9:45 South Dakota
- § 9:46 Tennessee
- § 9:47 Texas
- § 9:48 Utah
- § 9:49 Vermont
- § 9:50 Virginia
- § 9:51 Washington
- § 9:52 West Virginia
- § 9:53 Wisconsin
- § 9:54 Wyoming
- § 9:55 Puerto Rico

CHAPTER 10. THE TRANSFER OF STOCK BY FIDUCIARIES UNDER EXEMPTION STATUTES

- § 10:1 Exemption statutes in general
- § 10:2 Uniform Fiduciaries Act
- § 10:3 Uniform Commercial Code
- § 10:4 Model Fiduciaries Securities Transfer Act
- § 10:5 Uniform Act for Simplification of Fiduciary Security
 Transfers
- § 10:6 Fiduciary transfers not governed by exemption statutes
- § 10:7 Conflict of laws under exemption statutes
- § 10:8 Exemption provisions in charters and by-laws
- § 10:9 Exemption provisions in trust instruments

CHAPTER 11. THE TRANSFER OF STOCK BY TRUSTEES

- § 11:1 Duty of the corporation in transferring stock held in trust
- § 11:2 Requirements for the transfer of stock by a trustee
- § 11:3 Transfers by trustees in general
- § 11:4 Transfers by way of sale
- § 11:5 Transfers by way of distribution
- § 11:6 Co-trustees and successor trustees

CHAPTER 12. THE TRANSFER OF STOCK BY AGENTS

- § 12:1 Duty of the corporation in transferring stock assigned by an agent
- § 12:2 Requirements for the transfer of stock by an agent
- § 12:3 Revocation of power of attorney
- § 12:4 Transfers by agents

CHAPTER 13. THE TRANSFER OF STOCK BY GUARDIANS AND COMMITTEES AND PERSONS WITH LIMITED INTERESTS

- § 13:1 Duty of the corporation in transferring stock assigned by a guardian or committee
- § 13:2 Requirements for the transfer of stock by a guardian or a committee
- § 13:3 Transfers by guardians and committees

xxvi

- § 13:4 Necessity of a court order for transfers by guardians and committees
- § 13:5 Transfer of stock by custodians for minors
- § 13:6 Transfer of stock by persons under a legal disability
- § 13:7 Transfer of stock by persons with a limited interest
- § 13:8 Transfer of stock by persons holding as tenants

CHAPTER 14. THE TRANSFER OF STOCK BY CORPORATIONS, ASSOCIATIONS AND PARTNERSHIPS

- § 14:1 Duty of the corporation in transferring stock standing in the name of, or assigned by, a corporation
- § 14:2 Requirements for the transfer of stock by a corporation
- § 14:3 Transfers by corporations
- § 14:4 Transfer of stock by associations
- § 14:5 Transfer of stock by partnerships

CHAPTER 15. THE TRANSFER OF STOCK BY RECEIVERS, TRUSTEES IN BANKRUPTCY, AND ASSIGNEES FOR THE BENEFIT OF CREDITORS

- § 15:1 Transfer of stock by receivers and trustees in bankruptcy
- § 15:2 Transfer of stock by assignees for the benefit of creditors
- § 15:3 Transfer of stock by a liquidator

CHAPTER 16. CONFLICTING CLAIMS TO STOCK

- § 16:1 Duty of the corporation in case of conflicting claims to stock in general
- § 16:2 Transfer without question
- § 16:3 Absolute refusal to transfer and stop transfers
- § 16:4 Qualified refusal to transfer
- § 16:5 Interpleader
- § 16:6 Practice of transfer agents

CHAPTER 17. THE LIABILITY OF THE CORPORATION FOR TRANSFERRING STOCK ON A FORGED OR UNAUTHORIZED ASSIGNMENT

§ 17:1 Effect of a transfer of stock on a forged or unauthorized assignment

- § 17:2 Transfers on forged or unauthorized assignments
- § 17:3 Remedies in the case of a transfer of stock on a forged or unauthorized assignment
- § 17:4 Parties
- § 17:5 Defenses
- § 17:6 Damages
- § 17:7 Right of the corporation to reimbursement

CHAPTER 18. LIABILITY OF THE CORPORATION FOR TRANSFERRING STOCK WITHOUT CANCELLATION OF AN OUTSTANDING CERTIFICATE

- § 18:1 Liability of a corporation for transferring stock without cancellation of an outstanding certificate
- § 18:2 Conditions precedent to the liability of the corporation
- § 18:3 Remedies
- § 18:4 Parties
- § 18:5 Defenses
- § 18:6 Measure of damages
- § 18:7 Transfer of stock without the cancellation of the outstanding certificate under compulsion

CHAPTER 19. THE LIABILITY OF THE CORPORATION FOR TRANSFERRING STOCK IN BREACH OF TRUST

- § 19:1 Effect of a transfer of stock in breach of trust
- § 19:2 Transfers in breach of trust
- § 19:3 Remedies in the case of a transfer in breach of trust
- § 19:4 Parties
- § 19:5 Defenses
- § 19:6 Measure of damages
- § 19:7 Right of the corporation to reimbursement

CHAPTER 20. THE LIABILITY OF THE CORPORATION FOR REFUSAL TO TRANSFER STOCK

- § 20:1 Refusal to transfer stock—In general
- § 20:2 Remedies for a refusal to transfer stock
- § 20:3 The remedy in equity
- § 20:4 The remedy at law

xxviii

TABLE OF CONTENTS

- § 20:5 Mandamus
- § 20:6 Parties
- § 20:7 Demand for transfer
- § 20:8 Defenses
- § 20:9 Measure of damages

CHAPTER 21. LOST, STOLEN, AND DESTROYED STOCK CERTIFICATES

- § 21:1 Issuance of certificates in place of lost, stolen, and destroyed certificates in general
- § 21:2 Actions to compel the issuance of new certificates
- § 21:3 Statutory provisions for the issuance of new certificates
- § 21:4 Voluntary issuance of new certificates
- § 21:5 Indemnity
- § 21:6 Form and execution of the indemnity bond
- § 21:7 Rights and duties of the transfer agent on the presentation for transfer of a lost or stolen certificate

CHAPTER 22. THE TRANSFER AGENT AND THE REGISTRAR

- § 22:1 Transfer agent in general
- § 22:2 Federal regulation of transfer agents
- § 22:3 Registrar in general
- § 22:4 Legal responsibility of the transfer agent and the registrar
- § 22:5 Appointment of the transfer agent and the registrar
- § 22:6 Supporting documents
- § 22:7 Original issue of stock certificates
- § 22:8 Transfer of stock
- § 22:9 Stop notices
- § 22:10 Inspection of stock records
- § 22:11 Payment of dividends
- § 22:12 Redemption of stock
- § 22:13 Conversion of securities
- § 22:14 Subscription to stock
- § 22:15 Withdrawal of stock and the cancellation of certificates
- § 22:16 Co-transfer agents and co-registrars
- § 22:17 Termination of the agency

CHAPTER 23. FLORIDA DOCUMENTARY STAMP TAX

§ 23:1 Florida Documentary Stamp Tax in general

Transfer of Stock

§ 23:2 Amount of tax § 23:3 Certificates taxable § 23:4 Collection and payment of tax § 23:5 Place of issuance § 23:6 Effect of failure to pay the tax

CHAPTER 24. NEW YORK STOCK TRANSFER TAX

§ 24:1	New York stock transfer tax in general
§ 24:2	Amount and payment of tax
§ 24:3	Transfer subject to tax
§ 24:4	Transfers
$\S 24:5$	Kinds of transfers
§ 24:6	Situs of the transfer
§ 24:7	Original issue of stock
§ 24:8	Particular transferors and transferees
§ 24:9	Exemptions
§ 24:10	Persons liable for the tax

Rebate **Table of Laws and Rules**

Table of Cases

Index

§ 24:11