

Table of Contents

Volume 28

CHAPTER 1. THE INVESTMENT SECURITY AND UCC ARTICLE 8

I. GENERAL PRINCIPLES

- § 1:1 Economic function of securities
- § 1:2 Classification of instruments under federal securities laws and under the Uniform Commercial Code
 - Commercial paper
 - Certificates of deposit

II. THE CONCEPT OF NEGOTIABILITY

- § 1:5 Legal definition of “negotiability”
- § 1:6 Pre-Uniform Commercial Code—Certificated securities
- § 1:7 Uniform Commercial Code, Articles 3 (Negotiable instruments) and Article 8 (Investment Securities)

III. UNIFORM COMMERCIAL CODE ARTICLE 8: INVESTMENT SECURITIES

- § 1:8 Statutory evolution—Overview and dematerialization
- § 1:9 —Immobilization and the indirect holding system
- § 1:10 Securities or account relationship—The security entitlement
- § 1:11 Certificated securities—Issued in bearer or registered form
- § 1:12 Negotiability and creditor process
- § 1:13 Uncertificated securities and dematerialization
- § 1:14 Direct and indirect holding system
- § 1:15 The securities account
- § 1:16 Elements of a security
- § 1:17 —Of a type commonly dealt in upon securities exchanges or markets
- § 1:18 —Medium for investment
- § 1:19 —Divisibility
- § 1:20 Choice of law

CHAPTER 2. ISSUERS AND TRANSFER AGENTS – UCC ARTICLE 8 ISSUES

I. BASIC FUNCTIONS OF THE ISSUER’S TRANSFER OFFICE

- § 2:1 Issuer’s transfer office—State law—Historical Background
- § 2:1.50 Article 8 Duty to Transfer
- § 2:2 Issuer’s transfer office—Federal law

II. BASIC FUNCTIONS OF THE SECURITIES INTERMEDIARY’S “BACK ROOM”

- § 2:3 Investment in an issuer versus market participation

§ 2:4 The indirect holding system

III. LEGAL RESPONSIBILITIES OF THE ISSUER'S TRANSFER OFFICE AND OF THE SECURITIES INTERMEDIARY'S "BACK ROOM"

§ 2:5 Absolute liability for genuineness of signature

§ 2:6 Propriety of delivery

§ 2:7 Remedial steps

IV. UNIFORM COMMERCIAL CODE—ARTICLE 8

§ 2:8 The Code as private law

§ 2:9 Registration of transfer: Basic terminology

§ 2:10 Issuer's duty to adverse claimants—Notification

§ 2:11 Securities intermediary's lack of duty to an adverse claimant

§ 2:12 Issuer's response to a report of a missing, lost, stolen, or counterfeit certificated security

§ 2:13 Issuer's obligation to register a transfer

CHAPTER 3. TRANSFER AGENTS—FEDERAL LAW ISSUES

I. INTRODUCTION

§ 3:1 History and policy of regulation

§ 3:3 Registration with appropriate regulatory agency—Notification to appropriate qualified registered securities depository

§ 3:4 Regulation of transfer agent performance

§ 3:5 —Financial responsibility

§ 3:6 —Recordkeeping controls

§ 3:7 —Identification of security risks: Fingerprinting

§ 3:8 Withdrawal of registration

II. MINIMUM STANDARDS: TURNAROUND AND PROCESS RULES

§ 3:9 Generally

§ 3:10 Transfer agent turnaround rule

§ 3:11 Registrar process rule

§ 3:12 Exemption from turnaround and process rules

§ 3:13 Sanctions for delay in turnaround or processing

III. RECORDKEEPING REQUIREMENTS

§ 3:14 Generally

§ 3:15 Master securityholder file and control book

§ 3:16 Record inaccuracies—Prompt posting requirements

§ 3:17 Resolving record differences

§ 3:18 Disclosure to the issuer and appropriate regulatory agency

IV. RECORD RETENTION

§ 3:19 Generally

§ 3:20 Master securityholder file and certificate detail

TABLE OF CONTENTS

- § 3:21 Control book
- § 3:22 Other recordkeeping requirements

V. OTHER REGULATIONS

- § 3:23 Response to inquiries
- § 3:24 Safeguarding securities and funds
- § 3:25 Internal accounting control
- § 3:26 Surveillance and enforcement

VI. CRYPTOCURRENCY

- § 3:27 Crypto Discussion (8/4/2025)
- § 3:28 Guiding and Establishing National Innovation for U.S. Stablecoins Act or the “GENIUS Act”
- § 3:29 Administration and Regulatory Developments

CHAPTER 4. REGULATION OF SECURITIES INTERMEDIARIES—FINANCIAL RESPONSIBILITY RULES

I. REGULATION OF SECURITIES INTERMEDIARIES

- § 4:1 Introduction

II. BANKS AS SECURITIES INTERMEDIARIES

- § 4:2 Banks as depositories of cash
- § 4:3 Banks—Securities intermediaries
- § 4:4 The trust department—Record keeping
- § 4:5 Banks—Securities intermediaries and FDIC insurance

III. BROKERS AND DEALERS

- § 4:6 Broker-Dealers’ Protection of Customers’ Funds and Securities; Creation of the Securities Investor Protection Corporation
- § 4:6.30 Broker-Dealer Regulatory Framework
- § 4:6.50 Registered Securities Associations
- § 4:6.60 Federal and State Regulation of Broker-Dealers
- § 4:6.70 State Regulation of Broker-Dealers—Mergers & Acquisition Broker-Dealer Exception
- § 4:7 Municipal securities broker-dealers
- § 4:8 The commercial U.S. government securities market
- § 4:9 Regulation of U.S. government securities brokers and dealers

IV. PROTECTION OF CUSTOMER ASSETS AT SOLVENT BROKER- DEALERS

- § 4:10 Introduction
- § 4:11 Securities Margin
- § 4:11.50 Broker-Dealer Record Keeping Rules
- § 4:12 Mechanisms of surveillance
- § 4:13 Financial and operational combined uniform single (FOCUS) report
- § 4:14 Cash balances

- § 4:15 Special reserve account
- § 4:16 Securities held by a securities intermediary—Broker-dealer
- § 4:17 Securities intermediaries—Broker-dealers-net capital rule
- § 4:18 Conclusion

V. CLEARING AGENCIES, SWAPS, AND SECURITY-BASED SWAPS

- § 4:19 National System for the Clearance and Settlement of Securities Transactions.
- § 4:20 Banks as clearing corporations
- § 4:21 Table Appendix to Chapter 4:
- § 4:22 Swaps and Security-Based Swaps

Attachment 4A. SEC's Amendments to Rule 15c3-3(3)

Attachment 4B. M&A Brokers

Attachment 4C. Rule 15c6-1 and 2

CHAPTER 5. CERTIFICATED SECURITIES, UNCERTIFICATED SECURITIES AND SECURITY ENTITLEMENTS—THE ESSENTIALS OF REGISTERED FORM

I. REGISTERED FORM

- § 5:1 Definition of “registered form”
- § 5:2 The basic records of the issuer—Equity securities
- § 5:3 —Debt securities
- § 5:4 The investor-securities intermediary account relationship
- § 5:5 —Recordkeeping

II. REGISTERED OWNER-ENTITLEMENT HOLDER

- § 5:6 Forms of registration of securities and recordation of securities accounts

III. INDIVIDUALS

- § 5:7 Individual ownership
- § 5:8 Limited interests
- § 5:9 Legal capacity
- § 5:10 —Infancy
- § 5:11 —Incompetency
- § 5:12 —Official capacity
- § 5:13 Fiduciary capacity—Introduction
- § 5:14 —The personal representative of a decedent
- § 5:15 —Testamentary trustees
- § 5:16 —Inter vivos trustees
- § 5:17 —Court appointees
- § 5:18 Alternative names

IV. AGGREGATES

- § 5:19 Generally
- § 5:20 Presumptions regarding joint tenancy and tenancy in common

TABLE OF CONTENTS

- § 5:21 Joint tenancy; Tenancy by the entireties
- § 5:22 Joint tenancy—Transfer on death registration
- § 5:23 Aggregates—Tenancy in common
- § 5:24 —Partnership
- § 5:25 —Other unincorporated associations
- § 5:26 Fiduciaries

V. CORPORATIONS

- § 5:27 The corporation
- § 5:28 Summary: Registration of ownership

CHAPTER 6. TRANSFER

I. INTRODUCTION

- § 6:1 Generally

II. TRANSFER-DELIVERY

- § 6:2 Certificated securities—Delivery
- § 6:3 —Endorsement
- § 6:4 Uncertificated securities—Registration of transfer
- § 6:5 Financial assets in securities accounts—Market participants
- § 6:6 —Securities intermediary to/from entitlement holder
- § 6:7 Financial assets held by a securities intermediary—Entitlement holders

III. GOVERNMENT SECURITIES—ISSUE AND TRANSFER

- § 6:8 Introduction
- § 6:9 Treasury-direct access book entry security system
- § 6:10 Commercial government securities market—Treasury/Reserve Automated Debt Entry Securities System [TRADES]

IV. THE UNDERLYING TRANSACTION

- § 6:11 Introduction—Purchase
- § 6:12 Sales
- § 6:13 —Statute of frauds
- § 6:14 Gifts
- § 6:15 —Donative intent
- § 6:16 —Delivery
- § 6:17 —Acceptance
- § 6:18 Security interests
- § 6:19 —Control
- § 6:20 Conclusion

CHAPTER 6A. INVESTMENT SECURITIES AS COLLATERAL

I. THE PURCHASER

- § 6A:1 Importance of control
- § 6A:2 Conferring of control

II. SECURITY INTERESTS

- § 6A:3 Security interest as a limited interest in property
- § 6A:4 Investment property as a “type” of collateral
- § 6A:5 Creation of a security interest
- § 6A:6 Perfection in general
- § 6A:7 Proceeds
- § 6A:8 Perfection—Filing
- § 6A:9 —Certificated securities—Possession
- § 6A:10 ——Possession by a bailee
- § 6A:11 ——Temporary perfection
- § 6A:12 —Uncertificated securities
- § 6A:13 —Security entitlement—Control

III. SECURITIES INTERMEDIARY AS DEBTOR OR CREDITOR

- § 6A:14 Securities intermediary—Broker/dealer as debtor
- § 6A:15 —Broker as creditor
- § 6A:16 Government securities as collateral
- § 6A:17 Repurchase agreements
- § 6A:18 Rights and obligations of secured creditor
- § 6A:19 —Securities intermediary
- § 6A:20 Priority

IV. FORECLOSURE

- § 6A:21 Foreclosure
- § 6A:22 —Securities regulation
- § 6A:23 ——Brokers

V. CHOICE OF LAW FOR SECURED TRANSACTIONS

- § 6A:24 UCC and Hague Securities Convention

CHAPTER 7. THE TRANSFEROR AND TRANSFEREE

I. TRANSFEROR

- § 7:1 Rights against the transferor—Obligations of the transferor
- § 7:2 Purchaser of a limited interest
- § 7:3 —Value

II. TRANSFEROR-WARRANTIES-RESTRICTIONS ON TRANSFER

- § 7:4 Warranties of the transferor—Direct holding—Certificated securities
- § 7:5 ——Uncertificated securities
- § 7:6 —Indirect holding—Security entitlement
- § 7:7 Restrictions on transfer—Prohibition on general restriction on transfer
- § 7:8 ——Restriction on transfer to enforce federal securities laws
- § 7:9 ——Relief from restriction on transfer to enforce federal securities laws
- § 7:10 ——Restrictions on transfer—Securities intermediary/broker

III. TRANSFEREE

- § 7:11 Breach of warranty—Reliance upon warranties—Damages

TABLE OF CONTENTS

- § 7:12 Effect of a restriction on the transferee—Purchaser of a security or of a security entitlement
- § 7:13 Protected purchaser—Claim to protected purchaser status
- § 7:14 Effect of notice of an adverse claim on a transferee
- § 7:15 Securities intermediaries—Reporting institutions

IV. GOOD FAITH

- § 7:16 Good faith in acquisition of a security by a purchaser—Securities intermediary

CHAPTER 8. ENDORSEMENT

- § 8:1 Introduction
- § 8:2 Definition of “endorsement”
- § 8:3 Notification of an instruction or of an entitlement order
- § 8:4 Authorization of an endorsement, instruction, or entitlement order
- § 8:5 Endorsement
 - On the back of a certificated security
 - § 8:7 —On a stock or bond power
 - § 8:8 Endorsement in blank; special endorsement
 - § 8:9 Restrictive endorsement; endorsement of a security in bearer form
 - § 8:10 Partial endorsement
 - § 8:11 Instruction
 - § 8:12 Entitlement order
 - § 8:13 Electronic communication of an instruction or of an entitlement order—digital signatures
 - § 8:14 Designation as an appropriate person
 - § 8:15 —Individuals
 - § 8:16 —Aggregates
 - § 8:17 —More than one individual
 - § 8:18 —State laws
 - § 8:19 —Uniform Commercial Code
 - § 8:20 —Fiduciaries
 - § 8:21 —Partnerships and other unincorporated associations
 - § 8:22 —Corporations
 - § 8:23 Date of signing; effect of change of circumstances

CHAPTER 9. DELIVERY/TRANSFER

I. THE CONCEPTS OF DELIVERY, TRANSFER, ACQUISITION

- § 9:1 Introduction

II. THE CERTIFICATED SECURITY

- § 9:2 What is “delivery”; good delivery; constructive delivery
- § 9:3 —Physical possession
- § 9:4 —Effective possession
- § 9:5 —Negotiable form

III. THE UNCERTIFICATED SECURITIES

- § 9:6 What is delivery—Constructive delivery/transfer

IV. SECURITIES ACCOUNT—SECURITY ENTITLEMENT

§ 9:7 What is delivery—Book entry transfer

V. TRANSACTIONS CALLING FOR DELIVERY/TRANSFER

§ 9:8 Introduction
§ 9:9 Transactions calling for delivery/transfer—Direct holdings—Transactions directly with a purchaser—Certificated securities
§ 9:10 ——Uncertificated security
§ 9:11 —Indirect holdings—Delivery of financial assets—Security entitlement
§ 9:12 —Market transactions
§ 9:13 ——Comparison
§ 9:14 ——Clearance
§ 9:15 ——Settlement
§ 9:16 ——The transacting brokers and their customers
§ 9:17 —Market transactions—The transacting brokers and their customers—
 Securities in possession of broker
§ 9:18 ——Securities held by clearing corporation/clearing agency
§ 9:19 ——Good delivery
§ 9:20 ——Rejection of delivery/transfer: reclamation
§ 9:21 Remedies—Purchaser—Damages and specific performance
§ 9:22 —Seller—Damages

CHAPTER 10. THE ISSUER AND ITS AGENTS

§ 10:1 Issuer
§ 10:2 Agent—Authority under code
§ 10:3 —Who maintains records—Professional transfer agents
§ 10:4 ——Indenture trustee or registrar—Debt securities
§ 10:5 ——Registrar—Equity securities
§ 10:6 —Market requirements for transfer agent and for registrar—Equity
 securities
§ 10:7 Responsibilities of agent—To issuer
§ 10:8 —To security holder or owner
§ 10:9 —Relationship inter se

CHAPTER 11. ISSUE OF SECURITIES

§ 11:1 Issue of the security—Involuntary transfer of possession
§ 11:2 —Lack of genuineness as defense of issuer against purchaser of a
 certificated security
§ 11:3 —Estoppage the issuer from raising lack of genuineness defense
§ 11:4 Issue of the uncertificated security
§ 11:5 Authorized signature on certificated security—Manual signatures of
 officers
§ 11:6 —Facsimile signatures of officers
§ 11:7 Overissue of equity securities; Special problems
§ 11:8 Authenticating trustee, transfer agent and registrar's warranties on
 issue—Certificated securities
§ 11:9 —Capacity
§ 11:10 —Authority—Authenticating trustee
§ 11:11 ——Transfer agent or registrar
§ 11:12 —Genuineness of the security

TABLE OF CONTENTS

- § 11:13 —Form or type of security
- § 11:14 —Authorized amount of issue
- § 11:15 —A checklist on form and amount
- § 11:16 —Validity and transferability
- § 11:17 —Uncertificated securities
- § 11:18 Securities regulation

CHAPTER 11A. THE SECURITIES ACCOUNT— SECURITY ENTITLEMENTS—THE SECURITIES INTERMEDIARY

- § 11A:1 Fiduciary duty of securities intermediaries—Broker-dealer-fiduciary
- § 11A:1.50 Securities intermediaries, investment advisers and broker-dealers as fiduciaries
- § 11A:2 Creation of a securities account—Security entitlement
- § 11A:3 Acquisition of a security entitlements—Adverse claims
- § 11A:4 Property interest of entitlement holders in security entitlements
- § 11A:5 Duties of the securities intermediary to entitlement holders
- § 11A:6 —The duty to obtain and maintain financial assets
- § 11A:7 —The duty to execute entitlement orders

CHAPTER 12. DIRECT RELATIONSHIP— REGISTRATION OF TRANSFER; PRESENTMENT

- § 12:1 Direct relationship—Mechanics of registration process
- § 12:2 Obligation to register transfer
- § 12:3 Presentment
- § 12:4 Warranties on presentment
- § 12:5 —Warranties by a presenter
- § 12:6 —Warranties by a broker—Securities intermediary

CHAPTER 13. REGISTRATION OF TRANSFER; ASSURANCES

- § 13:1 The nature and function of assurances
- § 13:2 Policy considerations
- § 13:3 The primary assurance: guarantee of signature—Certificated security—
Written instruction
- § 13:4 ——Legal background
- § 13:5 ——The acceptable guarantor of signature; solvency
- § 13:6 ——The statute of limitations
- § 13:7 ——The primary assurance—A caveat
- § 13:8 Communication of an instruction to transfer an uncertificated security or
to communicate an entitlement order to transfer or redeem a financial
asset held in a security entitlement—Assurance
- § 13:9 Supplementary assurances; nature and function
- § 13:10 —The problem of reliance
- § 13:11 —Checks and double checks: the question of negligence
- § 13:12 —Efficacy
- § 13:13 —Conclusive assurances
- § 13:14 —Assurances effectuating an estoppel
- § 13:15 —Assurances effectuating a reduction in business risk
- § 13:16 —Administration by the issuer

- § 13:17 —Administration by the transfer agent
- § 13:18 —Issuer's and transfer agent's liability for wrongful registration
- § 13:19 Additional assurances

CHAPTER 14. THE GUARANTEE OF SIGNATURE; PRACTICE AND PROCEDURES

I. ISSUER'S PRIMARY ASSURANCE—THE GUARANTEE OF SIGNATURE

- § 14:1 The purpose of a signature guarantee; Warranties
- § 14:2 Who requests the guarantee of signature?
- § 14:3 Legal responsibility of the guarantor of signature
- § 14:4 Signature guarantee—Forms (acceptable)
- § 14:5 —Forms (not acceptable)
- § 14:6 —Warranty of genuineness
- § 14:7 —Warranty that the signer had capacity to sign and was an appropriate person to sign
- § 14:8 Signature of an individual—Warranty of legal capacity
- § 14:9 ——Infancy
- § 14:10 ——Incompetency
- § 14:11 —Warranty that the signer is an appropriate person
- § 14:12 ——Signature of the registered owner
- § 14:13 ——Signature of an individual in fiduciary capacity
- § 14:14 ——Signature of an individual as agent
- § 14:15 ——Agent for an appropriate person—An individual
- § 14:16 ——A fiduciary
- § 14:17 ——Agent for an aggregate of individuals
- § 14:18 ——Agent for a corporation
- § 14:19 ——Revocation of agency by the principal—Communication—Direct notice
- § 14:20 ——Vicarious notice—Notice received by signature guarantor—An organization
- § 14:21 Signature of an aggregate of individuals—Non-fiduciaries
- § 14:22 —Fiduciary status indicated
- § 14:23 Signature of a partnership or of a limited partnership
- § 14:24 Signature of other unincorporated associations
- § 14:25 Signature of a corporation
- § 14:26 Signature of a Limited Liability Corporation
- § 14:27 Miscellaneous signatures
- § 14:28 Ratification

II. PURCHASER'S ASSURANCES—THE SPECIAL GUARANTEE OF SIGNATURE—THE GUARANTEE OF ENDORSEMENT—THE GUARANTEE OF INSTRUCTION

- § 14:29 Special guarantee of signature
- § 14:30 Guarantee of endorsement or of instruction

III. ASSURANCE IN THE AGE OF E-COMMERCE— INSTRUCTION—E-COMMERCE—INSTRUCTION—SECURITY ENTITLEMENT—CERTIFICATION AUTHORITY

- § 14:31 Electronic communications—Instruction—Entitlement order—Certification authority

TABLE OF CONTENTS

IV. CONCLUSION

§ 14:32 Conclusion—The importance of guarantees

CHAPTER 15. ADVERSE CLAIMS

- § 15:1 Definition and background
- § 15:2 Categories of adverse claims
- § 15:3 The issuer and adverse claims
- § 15:4 Effect of a notice of adverse claim received by the issuer—Temporary Stop Transfer Notice
 - Identification and address of claimant
 - Identification of the security and of the registered owner of the security
- § 15:7 —Basis of claim
- § 15:8 —Receipt of notice of adverse claim
- § 15:9 —Oral communication of an adverse claim
- § 15:10 —Duration of notice
- § 15:11 —Actual knowledge
- § 15:12 Discharge of issuer's obligation in response to an effective notice of an adverse claim
 - Withdrawal of presentation for registration of transfer
 - § 15:14 Claim to protected purchaser status defeats adverse claims
- § 15:15 Purchaser and notice of adverse claim
- § 15:16 Adverse claims and security entitlements
- § 15:17 Issuer's liability and exoneration

Volume 28A

CHAPTER 16. THE LOST SECURITY

I. LOSS AND THE CERTIFICATED SECURITY

§ 16:1 “Loss”: An inclusive term

II. THE SEC LOST AND STOLEN SECURITIES PROGRAM

- § 16:2 The securities information center-certificated securities
- § 16:3 Reporting requirements
- § 16:4 Duty to inquire
- § 16:5 Duty to report recovery
- § 16:6 The canceled security

III. PROBLEMS CREATED BY LOSS

- § 16:7 Who suffers the loss?
- § 16:8 Owner's responsibility—Notification of loss
- § 16:9 Notification of loss—Timing
- § 16:10 Notification of loss to the Issuer—Form
- § 16:11 Notification of loss—Receipt
 - Effect

IV.

§ 16:13 Responsibility of broker or other securities intermediary

V. RESPONSIBILITY OF THE ISSUER

§ 16:14 Issuer's responsibility

VI. ISSUANCE OF A DUPLICATE SECURITY

- § 16:15 Role of the registered owner
- § 16:16 Role of the broker, other securities intermediary, or non-owner in possession
- § 16:17 Duty of the issuer
- § 16:18 Timely notice requirement
- § 16:19 The indemnity bond requirement
- § 16:20 Other reasonable requirements

VII. DISCOVERY OR RECOVERY OF THE LOST CERTIFICATED SECURITY

- § 16:21 Recovery by the original owner
- § 16:22 Discovery by another party
- § 16:23 No duplicate security issued
- § 16:24 Duplicate security issued
- § 16:25 The problem of overissue

VIII. LOSS OF AN UNCERTIFICATED [DEMATERIALIZED] SECURITY—LOSS OF A SECURITY ENTITLEMENT

- § 16:26 "Loss" in relation to an uncertificated security—A security entitlement
- § 16:27 Assertion of Loss

IX. CONCLUSION

- § 16:28 Generally

CHAPTER 17. ESCHEAT

- § 17:1 Nature and effect of escheat statutes
- § 17:2 Property subject to escheat
- § 17:3 Jurisdiction to escheat—General jurisdiction
- § 17:4 —Jurisdiction under the Uniform Unclaimed Property Act [ULA]
- § 17:5 Determining whether property has been abandoned
- § 17:6 Escheat procedure

CHAPTER 18. TAX ASPECTS

- § 18:1 Introduction
- § 18:2 New York Stock Transfer taxes
- § 18:3 Limits of state jurisdiction; when does the tax apply?
- § 18:4 —State of incorporation; location of transfer
- § 18:5 —Residence of transferor and transferee
- § 18:6 —Guidelines for issuer
- § 18:7 Exempt transactions
- § 18:8 —New York Statutory exemptions
- § 18:9 —New York—Administrative interpretation
- § 18:10 —Exemption certificates
- § 18:11 Rates

TABLE OF CONTENTS

- § 18:12 Methods of payment
- § 18:13 Rebates
- § 18:14 Inheritance taxes: Waiver requirements
- § 18:15 Estate and inheritance taxes: The fact of death
- § 18:16 Bases of jurisdiction: Waiver requirements
- § 18:17 Inheritance taxes Estate Taxes: Waiver requirements—Evidence
- § 18:18 Inheritance taxes—Estate taxes—Waiver requirements
- § 18:19 —Estate taxes: Waiver requirements—Waiver procedures
- § 18:20 Inheritance taxes: Waiver requirements—The small estate
- § 18:21 Backup withholding

CHAPTER 19. BUSINESS RISKS AND INSURANCE COVERAGE

- § 19:1 Incidence of business risks
- § 19:2 Types of insurance coverage
- § 19:3 Fidelity insurance—Employee dishonesty
 - Comprehensive dishonesty, disappearance, and destruction policy
- § 19:5 —Financial Institution Crime Policy
- § 19:6 —Standard Financial Institution Bond
- § 19:7 Risks of forgery or counterfeiting—Forgery or counterfeiting of a security or of a signature authenticating a certificated security—Genuineness
- § 19:8 Types of insurance coverage—Risk of loss
- § 19:9 —Risk of loss in transit
- § 19:10 —Risks of loss in transit—Form of security in transit
- § 19:11 —Mail insurance
- § 19:12 —Risks of loss in transit—Means of shipment
- § 19:13 —The lost securities bond
- § 19:14 —Lost securities bond—The obligation
- § 19:15 ——Premium
- § 19:16 Risk of a lack of authenticity of a necessary endorsement
- § 19:17 Comprehensive transfer agent's liability and indemnity bond
- § 19:18 Risk of fraud
- § 19:19 Risks of fraud—The signature guarantor
- § 19:20 The uncertificated security and the security entitlement—Electronic communication
- § 19:21 Policy riders

CHAPTER 20. BROKER-DEALER BANKRUPTCIES

- § 20:1 Historical development
- § 20:2 Definition of "stockbroker"—SIPC membership
- § 20:3 Definition of "customer" under Bankruptcy Code and under SIPA—Court's power to recharacterize claimant's claim to customer status
- § 20:4 Proceeding under SIPA or Bankruptcy Code
- § 20:5 Protection of customer property under SIPA—SIPC: general responsibilities
- § 20:6 Broker-dealer in financial difficulty—SIPC intervention—Direct payment procedure—Protective Decree at Discretion of Court.
- § 20:7 Court determines that a protective decree issue—Appointment of trustee and of an attorney to assist the trustee
- § 20:8 Broker-dealer in financial difficulty—Filing date

- § 20:9 Customer's claim to property found in stockbroker's "estate in liquidation"—Customers' property
- § 20:10 Establishing "Customer Property"—Determining Claim to Cash or Securities—Gathering Assets of the Estate in Liquidation—Fraudulent Transfers—Preferences—"Clawback"
- § 20:11 —Gathering assets of the estate in liquidation—Determining Closeout or Completion of Obligations
- § 20:12 Broker-dealer liquidation—Closeout or completion of open contractual commitments—Satisfaction of Customer Claims under Bankruptcy Code and the SIPA—Type of open contractual commitment covered by closeout or completion rules
- § 20:13 —Satisfaction of customer claims under SIPA—Closeout or completion of open contractual commitments—Type of Customers covered by Closeout or Completion Rules
- § 20:14 —Closeout or completion of open contractual commitments—Property available to complete or close out an open contractual commitment
- § 20:15 Customer's claim to assets in broker debtor's estate in liquidation—Net equity
- § 20:16 Customer accounts—Customer for purpose of advances from SIPC Funds
- § 20:17 Broker-dealer liquidation—Distribution of assets
- § 20:18 —Transfers of customer accounts
- § 20:19 —Distribution of securities and payments to customers—Equitable subordination
- § 20:20 —Distribution of general estate

Attachment 20

APPENDICES

- APPENDIX A. Statutes
- APPENDIX B. Forms
- APPENDIX C. Standard Abbreviations Useful in Registration of Securities
- APPENDIX D. Offices From Which Tax Waiver(s) May Be Obtained
- APPENDIX E. Transfer Agent or Registrar Record-Keeping Requirements
- APPENDIX F. Regulation of Transfer Agents
- APPENDIX G. Bibliography

Table of Laws and Rules

Table of Cases

Index