

355.8-110 Applicability -- Choice of law.

- (1) The local law of the issuer's jurisdiction, as specified in subsection (4) of this section, governs:
 - (a) The validity of a security;
 - (b) The rights and duties of the issuer with respect to registration of transfer;
 - (c) The effectiveness of registration of transfer by the issuer;
 - (d) Whether the issuer owes any duties to an adverse claimant to a security; and
 - (e) Whether an adverse claim can be asserted against a person to whom transfer of a certificated or uncertificated security is registered or a person who obtains control of an uncertificated security.
- (2) The local law of the securities intermediary's jurisdiction, as specified in subsection (5) of this section, governs:
 - (a) Acquisition of a security entitlement from the securities intermediary;
 - (b) The rights and duties of the securities intermediary and entitlement holder arising out of a security entitlement;
 - (c) Whether the securities intermediary owes any duties to an adverse claimant to a security entitlement; and
 - (d) Whether an adverse claim can be asserted against a person who acquires a security entitlement from the securities intermediary or a person who purchases a security entitlement or interest therein from an entitlement holder.
- (3) The local law of the jurisdiction in which a security certificate is located at the time of delivery governs whether an adverse claim can be asserted against a person to whom the security certificate is delivered.
- (4)
 - (a) "Issuer's jurisdiction" means the jurisdiction under which the issuer of the security is organized or, if permitted by the law of that jurisdiction, the law of another jurisdiction specified by the issuer.
 - (b) An issuer organized under the law of this Commonwealth may specify the law of another jurisdiction as the law governing the matters specified in subsection (1)(b) to (e) of this section.
- (5) The following rules determine a "securities intermediary's jurisdiction" for purposes of this section:
 - (a) If an agreement between the securities intermediary and its entitlement holder governing the securities account expressly provides that a particular jurisdiction is the securities intermediary's jurisdiction for purposes of this part of this article, this article, or Article 9 of this chapter, that jurisdiction is the securities intermediary's jurisdiction;
 - (b) If paragraph (a) of this subsection does not apply and an agreement between the securities intermediary and its entitlement holder governing the securities account expressly provides that the agreement is governed by the law of a particular jurisdiction, that jurisdiction is the securities intermediary's jurisdiction;
 - (c) If neither paragraph (a) nor paragraph (b) of this subsection applies and an

agreement between the securities intermediary and its entitlement holder governing the securities account expressly provides that the securities account is maintained at an office in a particular jurisdiction, that jurisdiction is the securities intermediary's jurisdiction;

- (d) If none of the preceding paragraphs of this subsection applies, the securities intermediary's jurisdiction is the jurisdiction in which the office identified in an account statement as the office serving the entitlement holder's account is located; and
 - (e) If none of the preceding paragraphs of this subsection applies, the securities intermediary's jurisdiction is the jurisdiction in which the chief executive office of the securities intermediary is located.
- (6) A securities intermediary's jurisdiction is not determined by the:
- (a) Physical location of certificates representing financial assets;
 - (b) Jurisdiction in which is organized the issuer of the financial asset with respect to which an entitlement holder has a security entitlement; or
 - (c) Location of facilities for data processing or other record keeping concerning the account.
- (7) The local law of the issuer's jurisdiction or the securities intermediary's jurisdiction governs a matter or transaction specified in subsection (1) or (2) of this section even if the matter or transaction does not bear any relation to the jurisdiction.

Effective: January 1, 2025

History: Amended 2024 Ky. Acts ch. 10, sec. 42, effective January 1, 2025. -- Amended 2001 Ky. Acts 119, sec. 15, effective July 1, 2001. -- Amended 2000 Ky. Acts ch. 408, sec. 171, effective July 1, 2001. -- Created 1996 Ky. Acts ch. 130, sec. 123, effective January 1, 1997.