(2) STATEMENTS (§ 8-408), NOTICES, OR THE LIKE, SENT BY THE ISSUER OF UNCERTIFICATED SECURITIES AND INSTRUCTIONS (§ 8-308) ARE NEITHER NEGOTIABLE INSTRUMENTS NOR CERTIFICATED SECURITIES.

[(2)] (3) In any action on a security:

(a) Unless specifically denied in the pleadings, each signature on [the] A CERTIFICATED security [or] in a necessary indorsement, ON AN INITIAL TRANSACTION STATEMENT OR ON AN INSTRUCTION is admitted;

(b) [When] IF the effectiveness of a signature is put in issue the burden of establishing it is on the party claiming under the signature but the signature is presumed to be genuine or authorized;

(c) [When] IF signatures ON A CERTIFICATED SECURITY are admitted or established production of the [instrument] SECURITY entitles a holder to recover on it unless the defendant establishes a defense or a defect going to the validity of the security; [and]

(D) IF SIGNATURES ON AN INITIAL TRANSACTION STATEMENT ARE ADMITTED OR ESTABLISHED, THE FACTS STATED IN THE STATEMENT ARE PRESUMED TO BE TRUE AS OF THE TIME OF ITS ISSUANCE; AND

[(d)] (E) After it is shown that a defense or defect exists the plaintiff has the burden of establishing that he or some person under whom he claims is a person against whom the defense or defect is ineffective (§ 8-202).

8-106.

THE LAW (INCLUDING THE CONFLICT OF LAWS RULES) OF THE JURISDICTION OF ORGANIZATION OF THE ISSUER GOVERNS THE [The] validity of a security, THE EFFECTIVENESS OF REGISTRATION BY THE ISSUER, and the rights and duties of the issuer with respect to:

(A) [registration] REGISTRATION of transfer OF A CERTIFICATED SECURITY;

(B) REGISTRATION OF TRANSFER, PLEDGE OR RELEASE OF AN UNCERTIFICATED SECURITY; AND

(C) SENDING OF STATEMENTS OF UNCERTIFICATED SECURITIES [are governed by the law (including the conflict of laws rules) of the jurisdiction of organization of the issuer].

8-107.

(1) Unless otherwise agreed and subject to any applicable law or regulation respecting short sales, a person obligated to [deliver] TRANSFER securities may [deliver] TRANSFER any CERTIFICATED security of the specified issue in bearer form or registered in the name of the transferee or indorsed to him or in