

Scott E. Waxman

Managing Partner, Wilmington Office

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OVERVIEW

Scott Waxman is a founding partner in the firm's Wilmington, Delaware office and a member of the firm's global advisory council. His practice focuses on organizational and operational issues related to limited liability companies, limited and general partnerships, statutory trusts, and special purpose corporations, as well as general commercial and financial transactions, including structured financings, securitizations, mergers and acquisitions, joint ventures, private equity and hedge funds, preferred securities transactions, insurance premium financing transactions, life settlement transactions and special purpose/bankruptcy remote structures. Scott is also experienced in related matters, such as the Uniform Commercial Code and federal and state taxation, as well as other matters, such as unclaimed property audits.

Scott frequently advises clients, assists litigators and serves as an expert witness before domestic and international tribunals on matters relating to the organization, operation, management, governance, dissolution, winding up, and restructuring of limited liability companies, limited and general partnerships, statutory trusts, and special purpose corporations, as well as advising on issues relating to the fiduciary duties of general partners, managers, directors, trustees, and special committees. A significant part of Scott's practice also involves advising financial institutions and service providers in the many roles in which they serve, such as trustee, indenture trustee, collateral agent, servicer, backup servicer, escrow agent, securities intermediary, paying agent, and independent manager/director.

Scott is a past chair of Delaware's Alternative Entities Subcommittee, which is responsible for drafting Delaware's preeminent partnership and limited liability company statutes – a committee on which he has served for more than two decades. In addition, he serves on Delaware's Statutory Trust Committee, which is responsible for drafting Delaware's renowned statutory trust statute. Service on these small and prestigious committees provides Scott with a unique opportunity to participate in the crafting of some of Delaware's most important legislation, while simultaneously giving him a unique perspective into the legislative history and intent behind the annual changes to these statutes.

PROFESSIONAL BACKGROUND

Prior to joining the firm, Scott was a partner at a Delaware based firm where he previously served as chair of the firm's business group and was a member of the firm's executive committee.

ACHIEVEMENTS

- Recognized by *Chambers USA* for Corporate/M&A & Alternative Entities in Delaware, 2005-2026
- Recognized by *The Legal 500 United States* as a Leading Partner for Delaware Counsel, 2020-2026
- Named as “Lawyer of the Year” by *The Best Lawyers in America*® for Securitization and Structured Finance Law in Wilmington, DE, 2013, 2018, 2021, 2024, 2026
- Listed in *The Best Lawyers in America*® in Wilmington, DE
  - Corporate Law, 2007-2026
  - Securitization and Structured Finance Law, 2009-2026
- Named to Lawdragon's 500 Leading Dealmakers list
- Named to the Delaware Super Lawyers list
- Rated AV® in *Martindale-Hubbell's* peer review certification
  - The highest rating available, and is reserved for lawyers whose, "peers rank him or her at the highest level of professional excellence."

PROFESSIONAL / CIVIC ACTIVITIES

- Delaware State Bar Association: Alternative Entities Subcommittee (Past Chair); Statutory Trust Committee, Section of Commercial Law; Section of Taxation
- Pennsylvania State Bar Association
- American Bar Association: Taxation Section; Business Law Section

SPEAKING ENGAGEMENTS

- "Augenschein im Steuerparadies Delaware," interview with Swiss Radio, 1 May 2013

ADDITIONAL BACKGROUND

Scott completed required coursework towards an LL.M. in taxation at the Georgetown University Law Center. Scott has also completed coursework towards a Master of Modern Languages in Russian at Middlebury College.

EDUCATION

- J.D., Georgetown University Law Center, 1990
- B.A., The Johns Hopkins University, 1987 *(General Honors in Chinese, Russian and International Relations)*

ADMISSIONS

- Bar of Delaware
- United States Tax Court

LANGUAGES

- French
- Russian

THOUGHT LEADERSHIP *POWERED BY HUB*

- 31 March 2025, Important New Safe Harbors and Other Clarifying Changes to Delaware Corporate Law
- June 2021, 2020 Legal 500 U.S. Guide Accolades
- 5 May 2021, If A Contract Claim Walks And Talks Like A Contract Claim, It Is A Contract Claim
- 4 May 2021, Chancery Court Sustains Derivative Action Alleging Caremark Claims
- 25 March 2021, Chancery Court Holds that Subsidiary must Advance Legal Fees to Parent Company to Cover Costs from Separate Suit by Subsidiary Against Parent Company
- 25 March 2021, Interpretation of an LLC Agreement with Respect to the Appointment and Removal of Board Members Is Strictly Based on the Plain Language Contained in the Four Corners of the LLC Agreement
- 18 February 2021, MetLife Stockholders Demand Futility Claims Dismissed
- 18 February 2021, Delaware Court of Chancery Finds Oral Agreement to Form a Joint Venture Enforceable
- 18 February 2021, "Consistent With Longstanding Principles of Law and Capitalism:" Chancery Court Finds That a Bidder Cannot Be Liable for Directors' Breach of Fiduciary Duty Without Knowledge of the Breach
- 15 February 2021, Chancery Court Enforces Merger Agreement Milestone Payment Despite Time and Cost to Bring Experimental Drug to Market
- 12 February 2021, Direct and Derivative? Chancery Court Certifies Interlocutory Appeal, Asks Supreme Court to Clarify Dual Character Stockholder Claims
- 17 November 2020, Court of Chancery Allows for Interim Distribution to Stockholders of Altaba, Inc., with Some Conditions
- 30 October 2020, Court Dismisses Contractual Claims for Advancement and Indemnification
- 17 September 2020, Failed Breach of Contract Claims Underscore Chancery Court's Focus on Contractual Plain Language Over Outside Evidence

- 16 September 2020, Chancery Court Dismisses Former LLC Member's Claims for Alleged Amounts Owed and Breach by Former Co-Members
- 16 September 2020, Chancery Court Holds Under-Manned Board's Acts Were Invalid but Potentially Susceptible to Validation under DGCL §205
- 16 September 2020, Chancery Court Rules on Agribusiness Sale Fraud Suit
- 26 August 2020, Chancery Court Denies Assignor's Inspection Demand under Real Party in Interest Rule, Prohibits Substitute Plaintiff
- 26 August 2020, Chancery Court Dismisses Plaintiff's Claims against Three Former Members of the Board
- 19 August 2020, Chancery Court Looks Past "Sham" Paper Trail to Determine Ownership of Holding Company for Argentina Media Conglomerate
- 18 August 2020, Specific Language of Operating Agreements Key in Chancery Court Dismissal of "Laundry List" of Claims Against LLC Managers
- 5 August 2020, Court of Chancery Addresses Direct-Derivative Suit Distinction In The Context of a Merger Transaction
- 28 July 2020, Chancery Court Declines to Dismiss Breach of Contract, Implied Covenant and Declaratory Judgment Claims Stemming from Termination Purportedly for Cause
- 23 July 2020, Court of Chancery Denies Motion for Declaratory Judgment
- 21 July 2020, Court of Chancery Sheds Light on the Appropriate Amount of Reserves for Corporations in Dissolution
- 21 July 2020, Court Relies on Canons of Construction to find LLC Agreement Consent Right Inapplicable to Contemplated Sale of Subsidiary Stock
- 17 July 2020, Delaware Holds that a Special Committee Formed Ab Initio Will Cleanse a Conflicted Transaction in the Context of a Majority-Conflicted Board and Underscores the Importance of Disclosures Regarding Financial Advisors
- 15 July 2020, Delaware Court of Chancery Holds that Directors on a Special Committee are Interested in a Going-Private Merger when the Merger Effectively Extinguishes their Personal Liability from Viable Derivative Litigation
- 13 July 2020, Out of the Fire? The Delaware Court of Chancery Dismisses an Action for Lack of Personal Jurisdiction
- 9 July 2020, Court of Chancery Analyzes Books and Records Claim Under the LLC Act
- 24 June 2020, Court of Chancery Hesitates to Dismiss Lawsuit, Stays Litigation Pending Texas Lawsuit
- 24 June 2020, Chancery Court Rules on Fraud Claims and Breach of Fiduciary Duty Claim Against a Solar Project Fund and its Manager

- 19 June 2020, Chancery Court Declines to Move Books and Records Dispute to New York Despite New York Venue Clause in LLC Agreement
- 18 June 2020, Delaware Court of Chancery Imposes Charging Order on Distributions Related to Defendant's LLC Membership Interest
- 26 May 2020, Chancery Court Rules that LLC Unit Buyout Provision Operated As a Call Option
- 15 May 2020, Court of Chancery Analyzes LLC Valuation Reports in Connection With Breach of Fiduciary Duty
- 15 May 2020, Court Holds Trustee Did Not Abuse Discretion in Rejecting Competing Acquisition Proposal for Liquidated Entity's Assets
- 5 May 2020, Court of Chancery Dismisses Excessive Pay Claims
- 4 May 2020, Delaware Court of Chancery Limits Member's Sole and Exclusive Right to Cause Company to Undertake a Qualified IPO to Mere Right of Approval
- 24 April 2020, Court of Chancery Holds That Sole, Conflicted General Partner Cannot, By Reason of its Conflict, Delegate its Otherwise Valid Power to Manage Derivative Litigation
- 20 April 2020, Chancery Court Finds Plaintiff's Claims of Fraud, Breach of Fiduciary Duty, and Related Claims, Pass Muster Under 12(b)(6)
- 17 April 2020, Court of Chancery Denies Italian Citizen's Motion to Dismiss
- 16 April 2020, Delaware Denies Interlocutory Appeal of Ordinary Advancement Entitlement Decision
- 15 April 2020, Delaware Court of Chancery Dismisses Petition for Equitable Dissolution of an LLC by a Non-Member
- 14 April 2020, Delaware Court of Chancery Applies Narrow Arbitration Provision in Member Dispute; Stays Claims Pending Arbitration
- 9 April 2020, Delaware Court of Chancery Finds that "Blocking Rights" Exercised by Minority Investors May Amount to an "Actual Control" Position
- 30 March 2020, Court of Chancery Rules on the Applicability of Forum Selection Clauses to Non-Signatories to a Contract and a Plaintiff's Burden in Alleging Breach of the "Commercially Reasonable Efforts" Standard
- 28 March 2020, Alleged Scheme to Exercise Partnership Agreement Call Right at Unfair Price Supports Breach, Tortious Interference Claims
- 25 March 2020, COVID-19: Businesses Face Supply Chain Challenges as Pandemic Triggers State 'Stay at Home' and Business Curtailment Orders
- 11 March 2020, Court of Chancery Dismisses Breach of Contract Claims Against Manufacturer of Boeing Airplane Parts

- 10 March 2020, Delaware Court of Chancery Allows Direct Claims for Breach of Contract and Fraud to Proceed, Even After Dismissing Related Derivative Claims
- 25 February 2020, Chancery Court Dismisses Derivative Action Alleging Caremark Claims
- 20 February 2020, Undisclosed Post-Merger Compensation Plan for CEO Also Serving as Lead Merger Negotiator Found Insufficient to Rebut Business Judgment Rule and Insufficient to Show Board Acted in Bad Faith
- 8 January 2020, Out of the money: breach of fiduciary duty claim survives motion to dismiss when the board approved an asset sale that left no consideration for the common unitholders
- 8 January 2020, Partnership Agreement May Provide Grounds for Relief in Case Involving Drop in Unit Price Following Disclosure of General Partner's Intent to Exercise Call Right
- 27 December 2019, Delaware Court of Chancery Dismisses Derivative Claims in Reliance on Exculpatory Language in Limited Liability Company Agreement
- 27 December 2019, Not quite instantaneous, Holmesian "Bad Men" can win by knowing the law: Plaintiffs who tried to preserve direct and derivative claims in a settlement agreement failed to realize that they had already bargained them away
- 20 November 2019, Delaware Court of Chancery Denies Plaintiff's Request for Declaration of Status as Majority Stockholder, Sole Director, and Chief Executive Officer
- 20 November 2019, Delaware Court of Chancery Grants Stockholder's Post-Merger Request to Review Company's Books and Records under DGCL § 220
- 13 November 2019, Delaware Court of Chancery Holds That Third-Party Stockholder Has Standing to Enforce Anti-Takeover Protections
- 13 November 2019, Former Derivative Plaintiff Lacks Standing to Pursue Direct Claims Against General Partner
- 1 November 2019, Chancery Court Allows Claims Due To Manager's Allegiance To Particular Equity Holders Over The Company
- 31 October 2019, Delaware Court of Chancery Upholds Forum Selection Clause in LLC Agreement Under State Law
- 25 October 2019, Rejecting A Suit Seeking A 43.9% Higher Payout, The Delaware Chancery Court Declared That The $18 Per Share Price Paid For Stillwater Was The Fair Value.
- 22 October 2019, A Signature Alone Is Not Dispositive Evidence Of An Intent To Be Bound In An Agreement
- 22 October 2019, Maintaining Good Corporate Governance: Entire Fairness Creeping Into Actions Benefiting A Controlling Stockholder
- 7 October 2019, Earn-Out Provision Of Merger Agreement Requires Extrinsic Evidence To Aid Interpretation

- 7 October 2019, Delaware Court Of Chancery Allows Stockholder To Inspect Books And Records Over Defendant Corporation's Objections
- 9 September 2019, Court Of Chancery Find Provisions Of Merger Agreement Ambiguous And Denies Telecommunications Giant's Motion To Dismiss
- 4 September 2019, Delaware Court of Chancery Allows Stockholder's Derivative Claim to Proceed Against Alleged Controlling Stockholder Under Entire Fairness Standard of Review
- 4 September 2019, Limited Partnership Is Dissolved Because It Cannot Fulfill Its Purpose
- 4 September 2019, An arbitrator, and not the courts, should decide the question of substantive arbitrability if "the parties' contract provides 'clear and unmistakable evidence' of their intent that an arbitrator should decide the question"
- 1 August 2019, 2019 Amendments Affecting Delaware Alternative Entities
- 31 July 2019, Russian Interference and Data Privacy: Facebook Stockholders Demand Section 220 Inspection to Investigate Wrongdoing of Board and Senior Management
- 25 July 2019, Managers Not Properly Removed From Llc Despite Sole Member's Intent
- 23 July 2019, Court Of Chancery Denies Application For Certification Of Interlocutory Appeal After Ruling That Judicial Dissolution Of The Limited Liability Company Is Warranted
- 18 July 2019, Chancery Court Interprets the Computer Fraud and Abuse Act
- 16 July 2019, Court of Chancery Finds that the Implied Contractual Covenant of Good Faith and Fair Dealing Requires Delaware LLC to Exercise Discretion in Good Faith
- 16 July 2019, Court to Sellers: Stockholder Notice Rights Matter
- 15 July 2019, Chancery Court Finds That Allegations Related To Post-Separation Use Of Confidential Information Learned Pre-Separation Warrant Advancement
- 13 July 2019, Chancery Court Transfers Case Due To A Lack Of Jurisdiction
- 13 July 2019, Chancery Court Finds That Language In An Llc Agreement That States An Assignment Is "Null And Void" Trumps The Common Law And Renders Equitable Defenses Ineffective
- 10 July 2019, Chancery Court Imposes Costs Of Receivership On Stockholder
- 10 July 2019, Sophisticated Party Or Not, Llc Agreement Still Governs
- 8 July 2019, Withdrawn Limited Partner Is Not Allowed To Inspect Books And Records
- 8 July 2019, Chancery Court finds Commission under Sales Agreement was not "Required" such that entry into Sales Agreement Required Additional Approvals
- 8 July 2019, Court Of Chancery Holds That Member Of Limited Liability Company Is Entitled To Advancement While Defending A Lawsuit In Its "Official Capacity"

- 2 July 2019, Court of Chancery Grants Summary Judgment For Dissolution of Limited Liability Company Where Two Minority Members Failed To Purchase The Majority Member's Limited Liability Interest, As Required By The Operating Agreement
- 9 May 2019, Valuing A Consulting Firm After A Key Person Departure
- 8 May 2019, Court of Chancery Sides with Papa John's Founder on Books and Records Inspection Demand
- 22 March 2019, Delaware Court of Chancery Dismisses Derivative Suit in Limited Partnership Context for Failing to Make Demand or Show Demand Futility
- 20 April 2019, Inspection Rights Are Not Granted For Fishing Expeditions
- 11 April 2019, Court Refuses to Reform Contract Failing to Find a Scrivener's Error
- 7 April 2019, Chancery Court Denies Motion To Perfect Service For Service On Dissolved Limited Liability Company
- 7 April 2019, In Rejecting Defendants' Motion For Dismissal, Chancery Court Finds That Individual Fiduciary May Be Held Liable For Trades That An Associated Entity Or Fund Makes
- 29 March 2019, Chancery Court Grants Defendant's Motion On The Pleadings Where Named Defendants Did Not Owe Any Of The Contractual Or Fiduciary Obligations Plaintiff Tried To Enforce
- 28 March 2019, Court Of Chancery Finds No Buyer Duty To Maximize Contingent Sale Consideration Owed To Seller
- 27 March 2019, When Someone Shows You Who They Are, Believe Them The First Time, Or Risk Your Claims Being Time Barred
- 12 March 2019, Purported Assignment of Limited Liability Company Interest Impacts Jurisdiction Under Conspiracy Theory of Jurisdiction
- 12 March 2019, No Love Lost In Books And Records Requests
- 18 February 2019, For Cause Removal Must Be For Cause
- 9 January 2019, Patently False: The Delaware Chancery Court Dissolves Limited Liability Company Founded on False Claims of Patent Ownership
- 14 December 2018, Contract Language Must Be Unambiguous For Chancery Court To Grant Dismissal As Matter Of Law
- 29 November 2018, Back to Basics: Delaware Court of Chancery Uses Contract Principles To Determine Dispute Involving Several Provisions of a LLC Agreement
- 13 November 2018, Chancery Court Dismisses Derivative Suit Against Blue Bell Officers and Directors
- 12 November 2018, Court of Chancery Declares LLC Agreement Unenforceable, Rescinds Employment Agreement, and Issues Sanctions Due to Member's Fraud

- 24 October 2018, Chancery Court Grants Motion For Preliminary Injunction Regarding Enforcement Of Forum Selection Clause
- 17 October 2018, Chancery Court Finds That Language Of Limited Partnership Agreement Governs Which Claims Survive Summary Judgment In Master Limited Partnership's Related Party Transaction
- 6 Septemeber 2018, Chancery Court Enforces LLC Agreement, Further Demonstrating that LLCs are Creatures of Contract
- 29 August 2018, Member Entitled To Fair Value Of Interest Upon Forced Withdrawal
- 27 August 2018, Chancery Court Denies Motion to Dismiss a Breach of Contract Claim Based on Language in Limited Partnership Agreement
- 27 August 2018, Chancery Court Grants Motion To Dismiss Relating To Alleged Breach Of Fiduciary Duties By Directors Of A Dissolved Corporation
- 20 August 2018, Chancery Court Finds Breach of Fiduciary Duties in Insurance Business Gone Awry
- 24 July 2018, 2018 Amendments Affecting Delaware Alternative Entities
- 11 July 2018, Consent To Jurisdiction Does Not Equal Mandatory Forum Selection
- 29 June 2018, Chancery Court Sets Fair Value In Appraisal Action Below The Valuations Suggested By The Parties
- 19 June 2018, Chancery Court Finds Request for Specific Enforcement of a Partnership Interest Call Right is Proved by Clear and Convincing Evidence
- 15 June 2018, Misunderstanding Regarding Dates Does Not Provide Grounds to Reform Earn-Out Provision in Purchase Agreement, Rules Chancery Court
- 15 June 2018, Manager is Entitled to Books and Records in Capacity as Manager, and as a Member Under the LLC Agreement, Despite Assertion of Improper Purpose
- 29 May 2018, Court of Chancery Dismisses Breach of Fiduciary Duty Claim as Duplicative of Breach of Contract Claim
- 15 May 2018, Court of Chancery Holds That Plaintiff Failed to Meet Burden of Proof With Respect to Mistake-Based Reformation Claim
- 2 May 2018, Chancery Court Nullifies Dissolution of Limited Liability Companies For Failure To Set Aside A Reserve To Satisfy Known Claims
- 5 April 2018, Chancery Court Evaluates Objective Factors to Determine Partners' Subjective Beliefs
- 16 March 2018, Court of Chancery Clarifies Method of Determining Specific Advancements
- 7 March 2018, Court of Chancery Compels Production of Some, but not all, Books and Records for Plaintiff's Permitted Purposes

- 11 February 2018, Court of Chancery Holds There Must Be a Gap In Agreement for an Implied Covenant of Good Faith and Fair Dealing
- 3 January 2018, Chancery Court Holds Third Party Is Likely Subject To Delaware Service Of Process Under The State's Long-Arm Statute And Therefore The Court Need Not Determine If Addition As Involuntary Counterclaim Plaintiff Is Proper
- 21 November 2017, Chancery Court Grants in Part and Denies in Part Motion to Dismiss Brought by Defendant FXCM, Inc. in Derivative Suit Alleging That FXCM Knowingly Violated Regulation 5.16
- 26 September 2017, Too Many Cooks in the Kitchen – Deadlocked Management Leads to LLC Dissolution
- 22 September 2017, Chancery Court Dismisses Breach of Contract And Fiduciary Duty Claims Brought Under an Unenforceable Contract
- 19 September 2017, Court of Chancery finds personal jurisdiction over out-of-state trust due to trustor's involvement in the formation of Delaware LLC
- 22 August 2017, Unclean Hands and Unreasonable Demands — Chancery Court Holds That Plaintiff's Fiduciary Duty Claims Fail Due to Doctrine of Unclean Hands
- 17 August 2017, Court of Chancery Denies Motion To Dismiss Claim Alleging Breach of Fiduciary Duty Involving Option Grants to Directors and Voting Agreement
- 4 August 2017, Even Languorous Litigation Must Abide Rule 12(b)(6), Chancery Court Holds
- 17 July 2017, Court of Chancery Denies Motion to Dismiss Claim Alleging that General Partner Breached Contractual Duty of Good Faith
- 17 July 2017, Court Balks at Artful Pleading: Court of Chancery Lacked Subject Matter Jurisdiction to Hear Action for Collection of Debt
- 6 July 2017, Court of Chancery Construes Indemnification Clauses for Limited Liability Company Officers
- 6 July 2017, Testimony Regarding Timeliness of Election to Continue an LLC Found to be Untrustworthy, Resulting in LLC Dissolution
- 27 June 2017, Chancery Court Denies Cross-Motions for Partial Summary Judgment Due to Ambiguities in Contract Language of LLC Agreement Governing Joint Venture
- 27 June 2017, Chancery Court Dismisses Breach of Duty Claim and Denies Quasi-Appraisal Relief Sought by Stockholders after Merger
- 26 June 2017, Chancery Court Dismisses Inseparable Fraud Claim Based on Derivative Claims That Former Shareholders Lacked Standing To Maintain
- 11 May 2017, Chancery Court Permits Limited Partners' Claims Against General Partners to Proceed Despite Ongoing Bankruptcy of the Partnership

- 26 April 2017, Court of Chancery Explains Demand Futility Pleading Requirements in the Context of Delaware LLCs
- 18 April 2017, Chancery Court Enters Declaratory Judgments in Favor of Plaintiff and Finds that Defendant's Actions Justify Sanctions
- 11 April 2017, Master in Chancery recommends enjoining a business from using a trade name and mark similar to those already used by another business
- 21 March 2017, Court of Chancery Denies Cross-Motions for Partial Summary Judgment Pending Further Factual Development in Delaware Master Limited Partnership Unitholder Litigation
- 15 March 2017, Chancery Court Confirms that Broad Arbitration Clauses Cover Questions of Substantive Arbitrability
- 16 February 2017, Chancery Court Enforces LLC Agreement's Forum Selection Clause in Fee Advancement Claim
- 21 December 2016, Delaware Chancery Court Lacks Personal Jurisdiction Under the LLC Act's Implied Consent Provision Unless Defendant has "Control" or "Decision-Making" Capability
- 9 December 2016, Chancery Court Compels Arbitration Based On Email Communications That Included All Essential Terms
- 4 October 2016, Delaware Chancery Court Dismisses Claims Due to a Prior Broad Settlement Release
- 26 September 2016, Chancery Court Finds Statute of Limitations Bars Humvee Joint Venture Breach of Contract Claims
- 16 September 2016, Chancery Court Finds Unqualified Inspection Right in Statutory Trust Agreement Renders Default Preconditions and Defenses Inapplicable
- 8 July 2016, Chancery Court Blocks Former Judge From Serving On LLC Special Litigation Committees
- 15 June 2016, Conflict Transaction Cleansed By Master Limited Partnership's Special Committee
- 15 June 2016, Chancery Court Reaffirms Arbitrability to be Decided by Arbitrator if Claims are Not Frivolous on their Face
- 12 April 2016, Delaware Chancery Court Awards Advancement of Fees in Connection with Post-Merger Indemnification Claims
- 5 April 2016, Chancery Court Reaffirms the Ability of LImited Partnerships to Contract Around Fiduciary Duties
- 4 March 2016, Court of Chancery Dismisses Breach of Fiduciary Duty Claim as Duplicative of Breach of Contract Claim
- 18 February 2016, Chancery Court Approves Books and Records Request of Person Wearing Both Member and Manager Hats and Confirms That Only One Proper Purpose Is Necessary

- 12 February 2016, Chancery Court Clarifies How the Defense of Release Can Be Raised, Applies the Unocal Test to Allegedly Defensive Board Actions, and Weighs the Materiality of Proxy Statement Omissions
- 9 December 2015, Chancery Court Holds That a Limited Partner's Claims are Dual-Natured and Can Be Pursued After a Related-Party Merger; $171 Million Award to Be Recovered Pro Rata By Unaffiliated Limited Partners
- 7 December 2015, Chancery Court Denies Defendant Fund Manager's Request to Pay Ongoing Legal Fees from Disputed Assets; Permits Payment of Administrative Fees Incurred in Completing Necessary SEC and Tax Filings
- 30 October 2015, Delaware Chancery Court Denies Creditor Plaintiff's Breach of Fiduciary Duty, Fraudulent Transfer, and Breach of Covenant Claims

OTHER PUBLICATIONS

- Co-author, "How Can a Hedge Fund Investor Pledge its Hedge Fund Interest as Collateral for a Loan without Obtaining the Consent of the Hedge Fund's Manager or General Partner?," *The Hedge Fund Law Report, Volume 3, Number 25*, 25 June 2010.

NEWS & EVENTS

- 10 June 2026, K&L Gates Receives More Than 200 Firm, Individual Recommendations in *The Legal 500 United States* 2026 Edition
- 4 June 2026, K&L Gates Receives Nearly 235 Firm, Individual Rankings in 2026 *Chambers USA* Guide
- 21 August 2025, More Than 350 K&L Gates Lawyers Recognized Among 2026 Best Lawyers in America, Ones to Watch
- 13 June 2025, K&L Gates Receives 200 Firm, Individual Recommendations in *The Legal 500 United States* 2025 Edition
- 5 June 2025, K&L Gates Receives More Than 240 Firm, Individual Rankings in 2025 *Chambers USA* Guide
- 27 March 2025, K&L Gates Expands Litigation Practice With Wilmington Partner Addition
- 1 August 2024, K&L Gates Expands Corporate Practice With Wilmington Partner Addition
- 12 June 2024, K&L Gates Receives More Than 225 Firm, Individual Recommendations in *The Legal 500 United States* 2024 Edition
- 6 June 2024, K&L Gates Receives More Than 200 Firm, Individual Rankings in 2024 *Chambers USA* Guide
- 17 August 2023, Nearly 400 K&L Gates Lawyers Named Among 2024 Best Lawyers in America, Ones to Watch
- 7 June 2023, The Legal 500 Recognizes K&L Gates Practices, Lawyers in 2023 United States Edition

- 1 June 2023, K&L Gates Receives Firm, Individual Rankings in 2023 *Chambers USA* Guide
- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 8 June 2022, K&L Gates Practices and Lawyers Recognized in *The Legal 500 United States* 2022 Edition
- 1 June 2022, K&L Gates Receives Firm, Individual Rankings in 2022 *Chambers USA* Guide
- 3 March 2022, K&L Gates Advises Vertical Bridge in $1.4 Billion Asset-Backed Securitization
- 19 August 2021, Nearly 300 K&L Gates Lawyers Named Among 2022 Best Lawyers in America, Ones to Watch
- 24 June 2021, K&L Gates Corporate Practice Again Among Top Ranked in the United States by 2021 Legal 500 Guide
- 24 May 2021, Chambers USA 2021 Guide Recognizes K&L Gates Corporate Practice, Lawyers Among Leaders
- 6 July 2020, K&L Gates Corporate M&A Practice Again Among Top Rated in the United States by The Legal 500 with Rankings in Seven Categories and 34 Lawyers Recommended
- 25 June 2020, K&L Gates Practices and Lawyers Recognized in 2020 Legal 500 United States Guide
- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 Chambers USA Guide
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders
- 23 June 2016, K&L Gates, Lawyers Recognized as Leaders in Chambers USA 2016 Guide
- 26 April 2016, K&L Gates Strengthens Wilmington Office with Addition of Litigation and Cybersecurity Partner
- 20 May 2015, Chambers USA 2015 Guide Recognizes K&L Gates, Lawyers as Industry Leaders

AREAS OF FOCUS

- Mergers and Acquisitions
- Technology Transactions and Sourcing
- Corporate and Acquisition Finance
- Corporate Governance
- Major Infrastructure: Projects and Public-Private Partnerships
- Private Equity Transactions
- Securitization and Structured Finance
- Tax

INDUSTRIES

- Financial Services
- Private Equity

REPRESENTATIVE EXPERIENCE

- Delaware partnership and limited liability company advice and opinions in connection with a $2 billion securitization of U.S. and foreign motion picture receivables for Twentieth Century Fox and Universal Studios.
- Delaware partnership and limited liability company advice and opinions in connection with a $550 million secured credit facility for a newly organized joint venture which combined the U.S. home and office water delivery businesses of Groupe Danone and Suntory.
- Delaware limited liability company advice and opinions in connection with $500 million in financing for Kingdom Films, an investor in 32 films distributed by the Walt Disney Company.
- Delaware limited liability company advice and opinions to prospective purchasers of a Major League Baseball team in the National League.
- Delaware partnership advice in connection with a proposed $5.6 billion merger between a NYSE real estate conglomerate and one of the largest private equity funds in the world.
- Delaware corporate advice and opinions in connection with global debt refinancing for the leading provider of classified directory advertising in the United States.
- Delaware corporate and partnership advice for the global leader in the manufacture of wetsuits, surfboards, snowboards, and snowboard and skateboarding apparel.
- Represented Azul S.A. in the formation of a Delaware limited liability partnership (LLP) and the issuance by that LLP of $400M senior notes.