

CORPORATE LITIGATION – GLASSCOCK/HILBORN

The first day mostly will be introductory before moving towards the basics of M&A litigation. Vice Chancellor Glasscock will explain the unique position of the Delaware Court of Chancery and its origin. We also will review the basic principles of fiduciary duties covered in Corporations and the judicial standards of review for business decisions. And then we will begin diving into the case law. Throughout the class, students must sign up for at least one assignment. The assignments will either be a “Presentation,” for which the student will be expected to read and discuss a judicial opinion, using the traditional law school Socratic method; or an “Argument,” for which the student will be expected to review trial or appellate court briefs for one side and then present a brief (informal) in-class oral argument based on those briefs to Vice Chancellor Glasscock. Our first day will contain up to four presentations on the following cases:

Sciabacucchi v. Salzberg, 2018 WL 6719718 (Del. Ch. Dec. 19, 2018)

Asbestos Workers Local 42 Pension Fund v. Bammann, C.A. No. 9772-VCG, 2015 WL 2455469 (Del. Ch. May 22, 2015)

Hirt v. U.S. Timberlands Service Co., LLC, C.A. No. 19575, 2002 WL 1558342 (Del. Ch. July 3, 2002)

C & J Energy Servs., Inc. v. City of Miami Gen. Emps. & Sanitation Emp. Ret. Bd., 107 A.3d 1049 (Del. 2014)

Two cases and one short article also have been assigned to the entire class for the first day:

Boilermakers Local 154 Retirement Fund v. Chevron Corp., 73 A.3d 934 (Del. Ch. 2013)

Revlon v. MacAndrews & Forbes Holdings, Inc. (506 A.2d 173 (Del. 1986) (skim for review)

Douglas J. Clark & Dr. Marcia Kramer Mayer, *Anatomy of a Merger Litigation*, NERA (Apr. 4, 2012)

We likely will not be able to cover all of this material on day one. But students who sign up for these cases should be prepared to discuss them on the first day just in case. Students will be able to sign up for assignments on TWEN by Monday, December 23.