

# Delaware Litigation

Cozen O'Connor's Delaware Litigation Practice offers the experience and sophistication that clients need when faced with corporate and commercial litigation under Delaware law. Cozen O'Connor prides itself on being nimble and proactive while excelling in fast-paced Delaware litigation. Cozen O'Connor blends its Delaware-based practice that personifies the "Delaware Way" with a deep bench of experienced lawyers from around the country to provide clients with an integrated and cost-effective way of handling Delaware disputes.

Cozen O'Connor represents companies (of all forms), corporate officers, boards of directors, special board committees, investors, and financial institutions in complex contested governance matters such as M&A litigation (including broken deals, and escrow and earnout disputes), corporate control disputes, shareholder litigation demands, and class and derivative lawsuits. These include claims based on fiduciary duties of directors and officers, securities litigation, books and records demands, stockholder appraisal actions, contract disputes, corporate valuations (and statutory appraisals), and all business torts.

We also work with our corporate partners to help advise clients on best practices for process-based issues that often arise for companies engaged in transactions. These include potential conflicts of interest, the need for special committees, change-of-control obligations, disclosure requirements, and other issues that arise at any stage of a potential deal.

The Court of Chancery is renowned for its expert (and often expedited) way of handling corporate disputes, making it the premier venue for corporate litigation in the United States. Experienced counsel is a must for parties involved in disputes in the Court of Chancery, and our Delaware-based team is thoroughly versed in the court's rules and procedures and is able to anticipate how the court will assess claims, defenses, fact patterns, and tactical decisions.

Our Delaware litigators also regularly appear before the Delaware Superior Court, including the Complex Commercial Litigation Division, as well as the Delaware Supreme Court. They know how to navigate the unique individual practices and procedures in these courts. We practice regularly in the United States District Court for the District of Delaware, where we have handled securities litigation, patent, copyright and trademark litigation, corporate disputes, toxic torts, and other matters that regularly come before that court. Our depth of experience in both corporate and intellectual property law is particularly beneficial to clients with significant federal litigation in Delaware.

We also have considerable experience representing clients in arbitration proceedings under Delaware law, which remains the industry standard for commercial and corporate agreements. This is of increasing importance as more and more parties (including international parties) are opting for arbitration to resolve disputes, including those that directly involve Delaware law issues. Cozen O'Connor has seen an increasing number of arbitrations before the AAA, JAMS, ICDR, ICC and HKIAC applying Delaware law.

We also regularly provide counsel to lawyers from other firms whose clients are involved in disputes governed by Delaware law or pending in Delaware court.

## Experience

Represented a cryptocurrency entrepreneur in an expedited Section 225 of the DGCL action for control over several related Delaware corporations in the Court of Chancery.

Represented the founder and chief executive officer of an aerospace defense manufacturer of Uncrewed Aircraft Systems (UAS) before the Court of Chancery in a \$40 million earnout dispute



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following the company's sale.

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Represented a Maryland-based holding company in a \$900,000 earn out dispute in the Court of Chancery.

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Achieved dismissal of an action by the manager of an LLC against a minority member asserting breach of the LLC agreement, violation of the Delaware Uniform Trade Secrets Act, and seeking a temporary restraining order in the Court of Chancery.

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Achieved a favorable resolution of derivative claims for breach of fiduciary duties against the founder, former CEO, and board member of a growing open source database software company in the Court of Chancery.

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Achieved dismissal of an action before the Court of Chancery seeking an expedited anti-suit injunction.

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Defeated a motion for a status quo order seeking reinstatement of an LLC manager in the Court of Chancery on behalf of a real estate investment fund in a dispute with a joint venture partner.

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Defended members of a special committee of directors of a real estate management and investment company against breach of fiduciary duty claims in connection with the sale of the company to a group headed by its CEO.

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Defended a large venture capital fund in the Court of Chancery and Colorado state court in connection with a dispute over convertible debentures.

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Obtained a favorable settlement for a solar plant developer in an expedited proceeding before the Court of Chancery regarding the purchase and funding of plant development rights.

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Defended a bank holding company and its board of directors in the Court of Chancery against an activist shareholder's declaratory and injunctive claims about a director qualification bylaw.

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Represented a large international pharmaceutical company in a \$400 million, three arbitrator, international arbitration under Delaware law concerning royalty disputes for an injectable product for treating cellulite.

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Represented a multinational software and information technology company in a multimillion-dollar software copyright case in the U.S. District Court for the District of Delaware.

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Represented a multinational software and information technology business in a US\$10 million lawsuit in the U.S. District Court for the District of Delaware concerning a failed software migration project.

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