

Delaware Law Update 2020 Year in Review

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Our [Delaware Corporate, LLC and Partnership Law](#) attorneys closely follow the opinions coming from Delaware's Supreme Court and Court of Chancery. Our 2020 Year in Review is a collection of brief summaries of selected cases concerning Delaware Corporate, LLC and Partnership Law. Our summaries are intended to provide information that may be helpful in strategic and business decisions concerning litigation and commercial arrangements.

Related People:

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Stephanie H. Dallaire
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[Delaware Supreme Court Finds Charter Provisions Requiring Federal Court Forum for Federal Securities Claims are Facially Valid – *Salzburg, et. al. v. Sciabacucchi*](#)

[Travis J. Ferguson](#) and [Sarah E. Delia](#)

[Go and Breach No More: Court of Chancery Addresses Specific Performance – *Alliance Compressors LLC v. Lennox Indus. Inc.*](#)

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[Court of Chancery Confirms Treatment of Certain Pre-Suit Correspondence as a Derivative Litigation Demand – *Mancine Dahle, et al. v. John C. Pope, et al.*](#)

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[Court of Chancery Delineates Pleading Standards for Implied Covenant and Tortious Interference Claims in Buyout Transaction – *In re CVR Refining, LP Unitholder Litigation*](#)

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[The Delaware Court of Chancery Finds Negotiated Settlement with CEO a Proper Exercise of Business Judgment – *Shabbouei v. Potdevin, et al.*](#)

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[Court of Chancery Upholds Special Litigation Committee's Privilege against Derivative Plaintiff Tasked with Pursuing Claims – *In re Oracle Corp. Deriv. Litig.*](#)

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Definitions Matter: Indirect Equity Holder of Delaware LLC not Bound by ROFR – *Borealis Power Holdings Inc. v. Hunt Strategic Utility Investment, L.L.C.*

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Majority Shareholders Must Adhere to MFW Process or Risk the Benefit of the Business Judgment Rule – *HomeFed Corp. S'Holder Litig.*

Matthew J. Rifino

Under Merger Agreement, “All Amounts Outstanding” Did Not Include Debt Forgiveness – *RoundPoint Mortgage Servicing Corporation, et al. v. Freedom Mortgage Corporation, et al.*

Philip D. Amoa

Delaware Supreme Court Reverses Court of Chancery’s Ruling Dismissing Breach of Fiduciary Duty Claims and Emphasizes Importance of Director’s Duty of Candor Regarding Undisclosed Conflicts of Interest – *City of Fort Myers General Employees’ Pension Fund v. Haley*

Stephanie H. Dallaire

Court of Chancery Holds Investor Is Not One of the “Fellers” – *Braga Inv. & Advisory, LLC v. Yenni Income Opportunities Fund I, L.P.*

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Minority Shareholders Should Insist on Anti-Dilution Protection – *Jacob Kasher Hindlin v. Lukasz Gottwald et al.*

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Assignee Has No Information Rights Under LLC Agreement – *SolarReserve CSP Holdings v. Tonopah Solar Energy, LLC*

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The Court of Chancery Dismisses Derivative Suit Against TrueCar Officers and Directors, Finding Plaintiffs Failed to Allege Substantial Risk of Liability by a Majority of the Board – *In re: TrueCar Inc. Stockholder Derivative Litigation*

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The Delaware Court of Chancery Finds That Fraud May Serve as an Alternate Source of Recovery for Aggrieved Purchasers – *Swift Acquisition Corp. v. Krauss, et al.*

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Delaware Court of Chancery Dismisses Fraud Claim, Emphasizing Rule Against “Bootstrapping” Fraud and Contract Claims – *Transdev on Demand, Inc.*

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Delaware Court of Chancery Addresses Breach of Contract and Fraud Claims in Dispute Over M&A Working Capital Adjustment – *Roma Landmark Theaters, LLC, et al. v. Cohen Exhibition Company LLC*

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Court of Chancery Adheres to Controversial Supreme Court Precedent in Declining to Dismiss Claims Against Fiduciaries of TerraForm Power – *In re TerraForm Power, Inc. S’holder Litig.*

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The Delaware Court of Chancery Defers to the State of Incorporation in Matters of a Company’s Internal Affairs – *Sylebra Cap. Partners Master Fund, Ltd., et al. v. Perelman, et al.*

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Delaware Supreme Court Remains Committed to Precedent and the Importance of Process in Appraisal Actions – *Bridge Leveraged Cap. Structures Fund Ltd., et al. v. Stillwater Mining Co.*

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Court of Chancery Grants Summary Judgment in Favor of Defendant on Contract Interpretation Claim, Finding Investor Rights Agreement Did Not Require Defendant to Seek Permission to Incur More Debt – *Searchlight CST, L.P. v. MediaMath Holdings, Inc.*

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Arm’s-Length Bidders Can Enjoy “Sweet” Deals Alongside Controllers without Abiding or Abetting Breaches of Fiduciary Duty – *Jacobs v. Meghji, et al.*

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If you have any questions about these topics, please contact a member of the [Delaware Corporate, LLC and Partnership Law Group](#) or your lawyer at McCarter & English, LLP