



Brock E. Czeschin

Director

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Brock Czeschin represents Delaware corporations and alternative entities, and their directors and managers, in complex litigation matters. He also regularly advises clients with respect to governance and transactional issues relating to Delaware corporations and alternative entities. A director in the firm's Corporate Department, Brock has litigated numerous matters involving alleged breaches of fiduciary duty, control issues, and breaches of contract in the Delaware Court of Chancery.

Experience

- Successfully represented respondent in appraisal proceeding in *In re Appraisal of PetSmart, Inc.*, 2017 WL 2303599 (Del. Ch. May 26, 2017), in which the Court of Chancery concluded that the deal price represented fair value
- Successfully represented master limited partnership against claims for breach of contract and breach of the implied covenant of good faith and fair dealing in *Employees Retirement System of the City of St. Louis v. TC Pipelines GP, Inc., et al.*, 2016 WL 2859790 (Del. Ch. May 11, 2016), *aff'd*, 152 A.3d 1248 (Del. 2016)
- Successfully represented defendant in contract dispute in *AFH Holding Advisory, LLC v. Emmaus Life Sciences, Inc.*, 2013 WL 214999 (Del. Super. May 15, 2013)
- Lead trial counsel in *Johnston, et al. v. Pedersen, et al.*, 28 A.3d 1079 (Del. Ch. 2011), in which client successfully challenged entrenchment measure adopted by corporate board
- *Baker v. Impact Holding, Inc.*, 2010 WL 2979050 (Del. Ch. July 30, 2010), *aff'd*, 21 A.3d 596 (Del 2011), represented company in successful defense of advancement claim, including argument before the Delaware Supreme Court

General Representative Experience

- Represented numerous corporations and/or their directors in class, derivative and direct actions involving alleged breaches of fiduciary duty
- Represented Delaware alternative entities and/or their managers in litigation involving control disputes, alleged breaches of fiduciary duty and alleged breaches

of contract

- Advised numerous Delaware limited partnerships, limited liability companies and their managers regarding the application of fiduciary duty concepts in the alternative entity context

Publications

- "Chancery Court Discusses Continued Viability of *Blasius* Standard," *Delaware Business Court Insider*, August 29, 2012
- "Chancery Finds Allegations of 'Control Group' Sufficient to Invoke Entire Fairness Review of Merger," *Delaware Business Court Insider*, April 25, 2012

Awards

- *Benchmark Litigation*, 2020, 2019, 2018, 2017, 2016, 2015, 2014, 2013, 2012
- *The Best Lawyers in America*, 2020, 2019, 2018, 2017, 2016

Education

- J.D., *magna cum laude*, Villanova University School of Law, 2000
- B.A., *summa cum laude*, Central Missouri State University, 1997

Admitted to Practice

- Delaware, 2000
- United States District Court, Delaware

Practices

- Chancery / Corporate Litigation