



Catherine G. Dearlove

Director

302.651.7788

302.498.7788 (fax)

dearlove@rf.com

Catherine Dearlove has extensive experience advising clients on corporate governance and fiduciary duty issues, both in the courtroom and in the boardroom. She has appeared as lead or co-counsel in many notable cases in the Court of Chancery and the Delaware Supreme Court, representing Delaware corporations, LLCs, limited partnerships, and their officers, directors, and managers in M&A disputes, derivative and class actions, and corporate control disputes. In addition, Catherine's clients rely on her advice to address their complex corporate governance and fiduciary issues outside of litigation. Catherine also advises special committees in internal investigations and transactional matters.

Catherine is a frequent panelist and speaker at professional conferences addressing issues of Delaware corporate law and governance, and has published articles and book chapters on current topics in Delaware corporate law. Recognized in many distinguished legal directories, in 2017 alone Catherine has been honored as one of only two Delaware lawyers named among *Benchmark Litigation's* Top 250 Women in Litigation, one of only six Delaware lawyers and three judges selected for the *Lawdragon 500 Leading Lawyers of America*, and one of seven lawyers to be elected as a 2017 Fellow of the American College of Governance Counsel. She has been described as a "rigorous thinker" (*Chambers USA*) who is "widely respected ... and in the know with the courts" (*Benchmark Litigation*).

Experience

- Co-lead counsel for plaintiff bondholder in *Quadrant Structured Products Corp. v. Vertin, et al.*, the first trial of a creditor derivative action in the Court of Chancery since the Delaware Supreme Court's *Gheewalla* decision confirmed creditor derivative standing; after trial, defendants made a multimillion-dollar payment to partially moot plaintiff's claims
- Counsel for JPMorgan Chase & Co. and certain of its directors and officers in

derivative actions in the Court of Chancery and the Delaware Supreme Court and related books and records proceedings

- Successfully negotiated a comprehensive resolution of internal control disputes between co-founders of a leading venture capital investment fund
- Represented a corporation in Section 205 proceedings to validate defective stock issuances
- Defended the conflicts committee of a master limited partnership in litigation in the Court of Chancery and Delaware Supreme Court
- Defended boards of numerous public companies in class action litigation challenging mergers and acquisitions, including through expedited applications for preliminary injunctions, post-closing litigation and appraisal proceedings
- Represented News Corp. and its directors in derivative litigation arising from the U.K. phone-hacking scandal
- Defended the founder and CEO of Craigslist through trial in litigation arising from eBay's investment in Craigslist
- Advised special litigation committees in connection with stock-option backdating investigations and related litigation
- Represented a privately held asset management company in litigation that successfully confirmed the validity of its stock transfer restrictions
- Represented a large family-controlled corporation and certain shareholders in litigation; successfully petitioned for appointment of a custodian and negotiated corporate governance changes to permanently resolve a long-standing shareholder deadlock situation
- Testified as an expert witness on Delaware corporate and commercial law issues in litigation in the Republic of Chile

Publications

- Contributor, *The Directors' Handbook*, 2017
- "Absence of Claim of Wrongdoing Can Defeat Books and Records Demands," *Insights*, November 2016
- "Proxy Access by Private Ordering: A Review of the 2012 and 2013 Proxy Seasons," *The Business Lawyer*, November 2013
- "Mitigating Financial Adviser Conflicts With Second Adviser," *Delaware Business Court Insider*, August 28, 2013
- "What To Do About Informational Conflicts Involving Designated Directors," *The Practical Lawyer*, April 2011
- "Loyal to Whom? Recent Delaware Decisions Clarify Common Stockholders Are Primary Beneficiaries of Directors' Fiduciary Duties," *Deal Lawyers*, May-June 2010

Awards

- Fellow, American College of Governance Counsel, 2017
- *Lawdragon 500 Leading Lawyers in America*, 2017
- *Chambers USA*, 2017, 2016, 2015, 2014, 2013, 2012, 2011, 2010
- *Benchmark Litigation*, 2018, 2017, 2016, 2015, 2014, 2013, 2012
- *Benchmark Top 250 Women in Litigation*, 2017, 2016, 2015, 2014, 2013
- *The Legal 500 US*, 2017, 2016
- *The Best Lawyers in America*, 2018, 2017, 2016, 2015, 2014, 2013
- *Super Lawyers*, 2017, 2016, 2015, 2014, 2013

Leadership

- American Bar Association, Business Law Section, Contractual Governance of Business Entities Joint Task Force, Founding Co-Chair
- American Bar Association, Business Law Section, Corporate Governance Committee, Governance of Private and Family-Controlled Entities Subcommittee Co-Chair
- Delaware Museum of Natural History, Trustee 2008-2011, 2013-present

Education

- J.D., with distinction, Stanford Law School, 1994
- B.S.F.S., *magna cum laude*, Georgetown University, 1991

Admitted to Practice

- Delaware, 1994

Pro Bono Activities

- Mothers2Mothers International, Inc., 2008-2013
- Guardian *ad Litem*, Office of the Child Advocate, 2006-2015

Practices

- Chancery / Corporate Litigation
- Special Committees
- Corporate Advisory and Governance
- Limited Liability Company and Partnership Advisory