



## Gary W. Lipkin

*Shareholder*

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**Gary W. Lipkin** represents companies and individuals in complex corporate and commercial litigation matters. With more than 20 years of experience, Gary has developed a significant practice before the Delaware Court of Chancery, the nations preeminent business court, where he regularly handles high-stakes disputes involving corporate governance and fiduciary obligations.

Garys litigation practice encompasses shareholder class and derivative actions, merger and acquisition disputes, and matters involving alleged breaches of partnership and limited liability company agreements. He frequently represents clients in actions to interpret and enforce corporate bylaws and certificates of incorporation, as well as disputes concerning the composition of corporate boards.

In addition, Gary litigates business tort and breach of contract claims, trademark infringement matters, and employment-related disputes, including expedited proceedings involving non-compete and non-solicitation agreements. His practice also includes trust and estate litigation.

A significant portion of Garys work involves Delaware statutory proceedings. He regularly handles actions for judicial dissolution, receivership proceedings involving deadlocked or insolvent entities, books and records demands, actions to compel annual shareholder meetings, and indemnification and advancement claims.

Beyond litigation, clients rely on Gary for strategic counsel on corporate governance matters, statutory compliance in corporate transactions, and issues arising under federal consumer protection laws.

### Practice Areas

Business and M&A

Commercial Litigation

### Admissions

Delaware

New Jersey

Pennsylvania

U.S. District Court for the District of Delaware

U.S. District Court for the District of New Jersey

U.S. District Court for the Eastern District of Pennsylvania

U.S. Court of Appeals for the Third Circuit

### Education

- Widener University Delaware Law School, J.D., *cum laude*
  - Associate Articles Editor, *Widener Law Journal*
  - Member, Moot Court Honor Society
- Pennsylvania State University, B.S. in Administration of Justice

## REPRESENTATIVE MATTERS

- Represented a shareholder in a trial before the Delaware Court of Chancery in an action to invalidate a directors issuance to himself of over 75 percent of the companys stock on the grounds that the transaction did not meet the entire fairness test. The court ultimately ruled in the shareholders favor and the decision was affirmed by the Delaware Supreme Court.
- Obtained an order dissolving a Delaware limited liability company in a contested action before the Delaware Court of Chancery.
- Represented shareholder in an action to invalidate a corporations attempted reorganization and 2-for-1 stock split on the grounds that the transactions were not properly effectuated under Delaware law. The court ultimately ruled in the clients favor, unwinding the transactions following trial.
- Represented preferred shareholders in an action to force the company to honor terms of certificates of designation and permit the preferred shareholders to elect new members to the board of directors.
- Represented shareholders challenging a publicly traded companys board decision to eliminate two director seats in the midst of a hotly contested proxy contest.
- Obtained an order from the Delaware Court of Chancery compelling a corporation to hold an annual meeting of the shareholders pursuant to 8 Del. C. 211.
- Represented a member of a Delaware LLC in an action brought under 18-305 of the Delaware Limited Liability Company Act to enforce its rights to inspect the LLCs books and records.
- Defended companies in books and records actions under 8 Del. C. 220.
- Obtained an order from the Delaware Court of Chancery dismissing a complaint that challenged a will on the grounds that the testator purportedly lacked testamentary capacity and was the subject of undue influence.
- Represented an individual in an action involving claims arising under the Lanham Act and Delaware state trademark law. The court issued a verdict in the clients favor following trial.
- Advised board of directors regarding its statutory obligations in connection with the sale of all or substantially all of the assets of a Delaware company.
- Represented a developer in a lawsuit against the Delaware Department of Natural Resources and Environmental Control (DNREC) to preclude it from imposing a requirement that any new major land development in Sussex County include a 100-foot riparian buffer area. Obtained a decision from the Delaware Superior Court that the requirement constituted a de facto zoning regulation, and that DNREC lacked the authority to employ zoning to safeguard water quality.
- Defended a large national bank in an action brought under the Fair Credit Reporting Act, in which the plaintiff alleged that the bank published false information to credit agencies.
- Obtained an order dismissing clients from a suit pending in the U.S. District Court for the Northern District of Texas, Dallas Division, for lack of subject-matter jurisdiction after demonstrating that one client had been improperly joined by the plaintiff to avoid diversity jurisdiction, and that plaintiffs dispute with the other client was governed by a forum-selection clause requiring all disputes to be resolved in the state or federal courts in New Castle County, Delaware.
- Represented a major movie theater chain in an appeal of a determination by the Delaware Human Relations Commission that a pre-showing announcement made by the manager of one of its theaters was racially discriminatory. The decision was later affirmed by the Delaware Supreme Court.

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- Obtained a trial verdict in a patent licensing dispute on behalf of one of the largest providers of contract semiconductor assembly and test services.
- Represented a national lending company and its officers in a class action alleging that it violated Pennsylvania's usury laws.
- Obtained preliminary and permanent injunctive relief in the Delaware Court of Chancery on behalf of a global manufacturer of food products in an action against a former executive for misappropriation of trade secrets.
- Represented large national lending companies in multiple enforcement actions brought by a number of states for the alleged violation of consumer protection statutes and usury laws.
- Represented a former officer of a company in action to force the company to honor a contractual option to purchase shares of the company.
- Defended a major national bank in an action for the alleged breach of a commercial lease.
- Represented a baggage handling company in a breach of contract and breach of implied covenant of good faith and fair dealing case for failure to pay an earnout after an acquisition.

**PROFESSIONAL AFFILIATIONS**

- Delaware State Bar Association
- American Bar Association