

R. Judson Scaggs, Jr.

Partner



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Practices

- Corporate and Business Litigation

Education

- J.D., class valedictorian and Order of the Coif, 1988, College of William and Mary Marshall-Wythe School of Law
- William and Mary Law Review
- B.A., 1981, Washington and Lee University

R.J. is a member of the Corporate and Business Litigation Group. During his 25 years at Morris Nichols, he has concentrated his practice on the litigation of corporate law issues and business disputes. He defends corporate directors against breach of fiduciary duty claims and litigates challenges to mergers, acquisitions, recapitalizations and other strategic corporate transactions. His case load is focused heavily on class and derivative cases. His work also includes a variety of corporate and alternative entity (partnerships, limited liability companies, limited liability partnerships) disputes, including actions seeking inspection of books and records, indemnification of officers and directors, challenges to the election of directors, dissolution, liquidation, appointment of trustees and many others.

R.J. also has extensive experience in litigation concerning technology and license agreements, trade secrets, interference with contractual relations and other business torts. He is an adjunct faculty member of the Villanova University School of Law, where he teaches advanced contract drafting, merger agreements and related topics.

R.J. is the Chairman of the Delaware State Bar Association's Lawyer Assistance Committee, which assists Delaware lawyers affected by substance abuse, mental illness or other life issues. He provides pro bono legal services through the Delaware Volunteer Legal Services Program. R.J. was an officer in the United States Marine Corp. from 1981 to 1985.

NOTEWORTHY

- R.J. has been recognized in *The Best Lawyers in America*, and *Delaware Super Lawyers* and voted one of the "top lawyers" in Delaware by his peers in a survey conducted by *Delaware Today Magazine*. R.J. has also been selected by *Corporate Counsel* as one of its Top Lawyers in the area of "Bet-The-Company" litigation.
- R.J. was lead counsel in, and argued before the Delaware Supreme Court, the appeal in *Malone v. Brincat*, addressing the disclosure duties of Delaware directors, which was included in the Delaware Supreme Court

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Golden Anniversary volume as one of the twenty most important corporate law cases in the history of the Court.

REPRESENTATIVE MATTERS

- ***Gatz v. Ponsoldt***, 925 A.2d, 1265 (Del. 2007) (en banc) (distinction between derivative claims and direct class action claims)
- ***Malone v. Brincat***, 722 A.2d 5 (Del. Supr. 1998) (en banc) (disclosure duties of directors)
- ***Accredited Home Lenders Holding Co. v. Lone Star Fund V (U.S.), L.P., et al.***, C.A. No. 3160-VCL (“busted deal” litigation seeking specific performance of merger agreement)
- ***Clear Channel Broadcasting, Inc., et al. v. Newport Television LLC***, C.A. No. 3550-VCS (“busted deal” litigation seeking specific performance of asset purchase agreement)
- ***Alliance Data Systems Corporation v. Blackstone Capital Partners V, L.P., et al.***, C.A. No. 3796-VCS (defense of attempt to force closing of merger)
- ***WatchMark Corp. v. Argo Global Capital, LLC***, 2004 WL 2694894 (Del. Ch. Nov. 4, 2004) (alteration of rights of preferred stockholders)
- ***FS Parallel Fund v. Ergen***, 2004 WL 3048751 (Del. Ch. Nov. 3, 2004),), aff’d on appeal, No. 521, 2004 (July 21, 2005) (en banc) (breach of fiduciary duty claims related to satellite internet service)
- ***Witco Corp. v. Beekhuis***, 38 F.2d 682 (3d Cir. Oct. 21, 1994) (federal preemption of state regulation of trustees)
- ***In re Siliconix Shareholders Litigation***, 2001 WL 716787 (Del. Ch. June 19, 2001) (duties of directors in connection with tender offers)
- ***Pennsylvania Employee Benefit Trust Fund v. Zeneca, Inc.*** and

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AstraZeneca, Inc., 2005 WL 2993937 (D. Del. Nov. 8, 2005) (FDA preemption of state consumer fraud claims)

- **Carlyle Investment Management LLC v. National Industries Group**, C.A. No. 5527-CS (international enforcement of forum selection provision in investment agreement)
- **Lalonde v. PBM Capital Investments LLC**, C.A. No. 8580-VCN (attempted dissolution of a limited liability company)
- **Central Mortgage Co. v. Morgan Stanley Mortgage Capital Holdings**, C.A. No. 5140-CS (breach of mortgage servicing agreement and put backs of securitized mortgages)
- **Klaassen v. Allegro Development Corp.**, C.A. No. 8626-VCL (expedited trial and appeal of proceeding to determine proper members of board of directors) (officer claim against former employer for indemnification)
- **Litvak v. Jefferies & Co.**, C.A. No. 7867 (defend officer claim against former employer for indemnification)
- **eCommerce Industries Inc. v. MWA Intelligence Inc.**, C.A. No. 7471-VCP (defense of claims for breach of technology licensing agreement)
- **In re Diamond Foods Inc. Derivative Litigation**, C.A. No. 7657-CS (defense of derivative claims against directors arising from restatement of financials)
- **In re AsialInfo-Linkage, Inc. Stockholders Litigation**, C.A. No. 8583-VCP (defense of challenge to acquisition of technology company based in China)
- **Kettleton Multi-Year Holdings LLC v. Sourcefire LLC**, C.A. No. 9157-VCL (defense of post-merger appraisal proceeding)
- **GMG Capital Investments LLC v. Athenian Venture Partners I LP**, Nos.

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514,2010 & 614,2010 (jury trial and appeal on breach of recapitalization agreement)

- ***Parkcentral Global LP v. Brown Investment Management LP***, No. 288,2010 (defense and appeal of demand for list of partners of a limited partnership)

NEWS

- 28 Morris Nichols Attorneys Listed in *The Best Lawyers in America*® 2015
- 17 Morris Nichols Attorneys Selected For Inclusion in Super Lawyers-Delaware Edition 2014
- R.J. Scaggs Headlines at DSBA Seminar: Your Law Practice – Staying on the Right Side of the Rules
- Morris Nichols Attorneys Named to 2014 Best Lawyers in America – 60 Practice Specialty Selections; 22 Top-Listed Practice areas; 5 Delaware Lawyers of the Year
- Morris Nichols Caps Successful Seven-Day Jury Trial in Athenian Venture Partners Dispute
- 22 Morris Nichols Attorneys Selected for Inclusion in Super Lawyers – Delaware Edition 2013
- 28 Morris Nichols Attorneys Named to The Best Lawyers in America 2013

PRESENTATIONS

- Andrew M. Johnston, R. Judson Scaggs, Jr., *Andrew Johnston and R.J. Scaggs, Jr. Speak at 31st Annual Securities Regulation and Business Law Conference*, Dallas, February 2009

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PUBLICATIONS

- R. Judson Scaggs, Jr. and Angela C. Whitesell, *Derivative Lawsuits*, Derivative Lawsuits, 101 Corporate Practice Series (BNA)
- R. Judson Scaggs, Jr., A. Gilchrist Sparks III, *Delaware Law Issues in Spin-Offs And Split-Offs*, Presentation at the Twenty-Fourth Annual Securities Regulation Institute, Coronado, CA (January 24, 1997)

PROFESSIONAL & COMMUNITY ACTIVITIES

- Member, Delaware State Bar Association, Corporation Law and Litigation Sections
- Member, American Bar Association
- Volunteer and former Chairman of Good Neighbors Home Repair, a Christian charity working to make the homes of the needy warmer, safer and drier.

ADMISSIONS TO PRACTICE

- Delaware, 1989
- U.S. District Court for the District of Delaware, 1989
- U.S. Court of Appeals for the Third Circuit, 1989
- U.S. Court of Appeals for the Federal Circuit, 1993