



James P. Hughes, Jr.

PARTNER

jhughes@ycst.com

Wilmington P: 302.571.6670

Under Delaware law, the set of deal protection provisions that lay out the consequences of an abandoned transaction places a large fiduciary burden on the directors of target companies. Many such directors and their lawyers turn to Jim Hughes to help them define their fiduciary duties in a defensible manner, so as to avoid subsequent litigation by stockholders and other interested parties.

As co-author of *Deal Protection Devices* (Bloomberg BNA — Corporate Practice Portfolio series), Jim is a recognized authority on the workings and limitations of these often disputed provisions. The portfolio, which Jim updates on a regular basis, discusses Delaware law in the context of transactional matters, assessing market trends and drawing on expert commentary from both academics and journalists. Considered a dependable guide to acceptable practices, it is now widely used by transaction lawyers nationwide. Jim frequently draws on it himself in his advice to fiduciaries.

Two unusual aspects of Jim's background inform his transaction practice. Having litigated in the Delaware Court of Chancery, he appreciates the value of meticulous drafting, as he knows from experience how a poorly drafted remedy is likely to play out in subsequent litigation. And as former in-house counsel for a technology startup, he has a keen sense of the issues and pressures regularly faced by corporate general counsel, especially in their interactions with outside law firms.

FOCUS:

- Counsel in corporate and commercial transactions, with an emphasis on mergers and acquisitions, corporate governance, fiduciary duty issues, corporate dissolutions, and alternative entities including limited liability companies and limited partnerships
- Rendering of legal opinions on corporate matters, such as sales of substantially all assets, as well as opinions concerning enforceability of transactions under Delaware corporate, LLC and LP law

Practices

- Business Transactions
- Entity Formation and Governance
- Legal Opinions

- Mergers and Acquisitions
- Portfolio Company Specialty Group

Education

- University of Pennsylvania Law School (J.D.)
- Columbia University (M.S.)
 - Graduate School of Journalism
- University of Delaware (B.A., *summa cum laude*)

Bar Admissions

- Delaware
- Pennsylvania

Court Admissions

- U.S. District Court for the District of Delaware
- U.S. Court of Appeals for the Third Circuit

Distinctions

- *The Best Lawyers in America*, Corporate Law, 2013 - Present

Memberships and Affiliations

- Delaware State Bar Association, Member
- American Bar Association, Member