



C. Barr Flinn

PARTNER

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Practices

- Appeals
- Bankruptcy Litigation
- Expedited Litigation
- Intellectual Property Litigation
- Internal Investigations
- Litigation Monitoring
- Master Limited Partnership Litigation
- Mergers and Acquisitions
- Portfolio Company Specialty Group
- Portfolio Company Representation
- Post-Transaction Earn-out, Escrow, and Indemnification Disputes
- Recapitalization and Distressed Transactions
- Special Committee and Special Conflict Transaction Committees Representation
- Special Legal Counsel
- Statutory Actions under Delaware Corporate and Alternative Entity Law
- Stockholder Class and Derivative Actions

Education

- Princeton University (A.B.)
 - with Honors
- Duke University School of Law (J.D., L.L.M., *cum laude*)

Bar Admissions

- Delaware
- New York

Court Admissions

- U.S. District Court for the District of Delaware
- U.S. District Court for the Eastern District of New York
- U.S. District Court for the Southern District of New York
- Supreme Court of the State of Delaware
- U.S. Court of Federal Claims

Distinctions

- *The Best Lawyers in America*®, Litigation - Mergers & Acquisitions and Corporate Law, 2009 - Present

Memberships and Affiliations

- Delaware State Bar Association, Member
- American Bar Association, Member
- International Bar Association
- Wilmington Institute Library, Board of Managers

Clerkships

- Honorable William T. Allen, Chancellor, Court of Chancery of the State of Delaware

Experience

Duetscher Tennis Bund (German Tennis Federation) v. ATP Tour, Inc.

Action for violation of antitrust laws and fiduciary duties by membership corporation in organization of tennis tournaments

Jeffrey L. Burtch, et al. v. Milberg Factors, Inc., et al., C.A. No. 07-556 JJF-LPS (Mar. 30, 2009)

Action for violation of Section 1 of the Sherman Act based upon allegedly unlawful agreement among "factoring" firms concerning extension of credit to retailer.

Corporate Property Associates 14 Incorporated, et al. v. CHR Holding Corporation, et al., C.A. No. 3231-VCS (April 10, 2008)

Action for damages arising from failure to give warrant holders advance notice of dividend and alleged fraud in responding to questionnaire.

Dyson Technology Limited v. Maytag Corporation

Action for infringement of patents for cyclonic vacuum technology and counterclaims for false advertising

Express Scripts, Inc. v. Crawford, Delaware Court of Chancery, C.A. No. 2663-CC (Feb. 23, 2007)

In one of the most hotly contested takeover battles of the year, Express Scripts obtained a preliminary injunction in aid of its efforts to effect a hostile acquisition of Caremark for approximately \$26 billion. Although Caremark's stockholders ultimately voted to approve an acquisition by CVS (after CVS upped its offer by an additional \$3.3 billion), Express Scripts obtained significant judicial relief that increased its opportunity to achieve its business objectives. Additionally, the Delaware Court of Chancery issued important guidance respecting the nature of the disclosures required of a target company in a bidding contest and resolved an issue of first impression pertaining to the availability of appraisal rights where a merger is funded, in part, by a special dividend. The Court of Chancery also identified, but did not resolve, important issues respecting the validity and propriety of various deal protection measures adopted by Caremark and CVS.

Young Conaway handled the litigation of this matter and assisted Skadden, Arps, Slate, Meagher & Flom LLP in connection with advising Express Scripts on the transaction. Within the firm, the Corporate Counseling and Litigation Section carried the laboring oar, with the formal presentation in the Court of Chancery.

Block Fin. Corp. v. Inisoft Corp., 2003 Del. Ch. LEXIS 2 (Del. Ch. 2003) (not reported)

Action by licensee of software for fraudulent inducement, economic duress and breach of contract to license software and counterclaims for trade secret misappropriation, arising from agreement to license software for use in on-line tax preparation.

Benihana of Tokyo, Inc. v. Benihana, Inc.

Action by controlling stockholder for breach of fiduciary duty by directors of corporation in issuance of dilutive preferred stock.

Benihana of Tokyo, Inc. v. Benihana, Inc., 891 A.2d 150 (Del. Ch. 2005) (opinion dated 12/8/2005)

Benihana of Tokyo, Inc. v. Benihana, Inc., 906 A. 2d 114 (Del. 2006) (opinion dated 8/24/2006)

Hollinger international Inc. v. Black

Action by corporation against parent and controlling owner arising from attempted sale of parent by controlling owner, for breach of fiduciary duty (including usurpation of corporate opportunity), breach of contract, improper by-law amendments and declaration of propriety of corporation's rights plan (obtained preliminary injunction against sale of parent and declaration of propriety of rights plan).

Baldwin v. Swanson

Action for declaratory judgment that Baldwin not Swanson had been elected at director elections and that Swanson had improperly cumulated votes.

Clean Fuels Technology, Inc.

Advised special committee in connection with investigation of alleged breach of fiduciary duties by directors in consenting to foreclosure by stockholder and creditor.

**In re Strategic Distribution, Inc. Shareholders Litigation
Mayne Pharma (USA) Inc. v. Bigmar, Inc.**

Action for violation of antitrust laws in acquisition of generic pharmaceutical manufacturer.

Third Point LLC, et al. v. TXCO Resources, Inc., et al.

Action to invalidate expansion of board of directors during contested election for half the pre-existing board.

Worsley v. Gemstar-TV Guide International, Inc.

Action by former shareholders of SkyMall, Inc. arising from sale of SkyMall to Gemstar-TV Guide International, for fraudulent inducement of sale and breach of fiduciary duty.

News

August 15, 2018

42 Young Conaway Lawyers Recognized by Best Lawyers in America, with 4 Attorneys Further Recognized as Lawyers of the Year (Wilmington, DE)

August 15, 2017

41 Young Conaway Attorneys Named in The Best Lawyers In America and Three Attorneys Receive Additional Specialty Recognition as Lawyer of the Year (Wilmington, DE)



March 29, 2016

Timothy J. Pagilara v. Federal Home Loan Mortgage Corporation (Case No. CL 2016-03860)

August 17, 2015

36 Young Conaway Attorneys Named In 2016 Best Lawyers in America

August 16, 2013

36 Young Conaway Attorneys Named Best Lawyers in America 2014

September 16, 2011

Young Conaway Attorneys Honored in The Best Lawyers in America® 2012