



## James M. Yoch, Jr.

PARTNER

[jyoch@ycst.com](mailto:jyoch@ycst.com)

Wilmington P: 302.576.3584

James focuses on representing companies and their directors in lawsuits brought by Delaware stockholders, master limited partnership unitholders, and deal partners, as well as valuation disputes in various courts. James brings a common-sense and thoughtful approach to litigation that serves his clients' long-term interests. He has broad experience in a variety of substantive areas before the Delaware Court of Chancery that he utilizes in achieving optimal results when a client is faced with a need for a counselor, a litigator, or both.

### FOCUS:

- Corporate, alternative entity, and commercial litigation, primarily in the Delaware Court of Chancery
- M&A and “busted deal” litigation involving master limited partnerships, energy companies, agriculture and food businesses, hospitality businesses, and technology companies
- Statutory appraisal and valuation disputes in the Delaware Court of Chancery and bankruptcy court
- Litigation involving expedited proceedings, including requests for temporary restraining orders and preliminary injunctive relief
- Experience in a variety of substantive areas, including: Delaware corporate and alternative entity law, control disputes, stockholder activism, derivative litigation, mergers and acquisitions, access to books and records, indemnification and advancement, complex contractual agreements, arbitration agreements, covenants not to compete, and trade secret misappropriation

### Practices

- Advancement and Indemnification
- Alternative Entities Governance and Disputes
- Appeals
- Appraisal Litigation
- Books and Records Demands
- Busted Deal Litigation
- Challenged Transactions Involving Controlling Owners

- Expedited Litigation
- Litigation Monitoring
- Master Limited Partnership Litigation
- Mergers and Acquisitions
- Portfolio Company Representation
- Post-Transaction Earn-out, Escrow, and Indemnification Disputes
- Proxy Disputes and Stockholder Activism
- Recapitalization and Distressed Transactions
- Securities Litigation
- Special Legal Counsel
- Statutory Actions under Delaware Corporate and Alternative Entity Law
- Stockholder Class and Derivative Actions

#### **Education**

- University of Pittsburgh School of Law (J.D., *cum laude*)
- Saint Joseph's University (B.A., *magna cum laude*)

#### **Bar Admissions**

- Delaware
- Pennsylvania

#### **Court Admissions**

- U.S. District Court for the District of Delaware

#### **Memberships and Affiliations**

- Lincoln Club of Delaware, Board Member
- Richard S. Rodney American Inn of Court, Barrister
- American Bar Association
- Delaware State Bar Association

#### **Clerkships**

- Honorable Donald F. Parsons, Jr., Vice Chancellor, Court of Chancery of the State of Delaware

## **Representative Matters**

- ***In re Energy Transfer Equity, L.P. Unitholder Litigation***, C.A. No. 12197-VCG, reported at 2018 WL 2254706.
- ***Sciabacucchiv. Liberty Broadband Corporation***, C.A. No. 11418-VCG, reported at 2017 WL 2352152.
- ***In re United Capital Corp., Stockholders Litigation***, C.A. No. 11619-VCMR (2017) (represented defendant directors in action seeking quasi-appraisal remedy for alleged breaches of fiduciary duty, secured dismissal of all claims as reported at 2017 WL 389520).
- ***In re Oxbow Carbon LLC Unitholder Litigation***, Del. Ch., Cons. C.A. No. 12447-VCL (2016-2017) (representing two former directors in derivative claims of fiduciary breach brought by Oxbow, secured settlement).
- ***The Williams Companies, Inc. v. Energy Transfer Equity, L.P.***, C.A. Nos. 12337-VCG & 12168-VCG (2016) (represented defendants in action by plaintiff seeking to enforce specific performance of merger agreement, secured victory on claim for specific performance for defendants after expedited trial as reported at 2016 WL 3576682).
- ***Thermopylae Capital Partners, L.P. v. Simbol, Inc.***, C.A. No. 10619-VCG, reported at 2016 WL 368170.
- ***In re Dole Food Co., Inc. Stockholders Litigation***, C.A. No. 8703-VCL (2015) (represented company and defendants in combined entire fairness and appraisal action challenging a going-private transaction, secured settlement).
- ***Caiman Energy II, LLC v. Williams Field Services Group, LLC***, C.A. No. 10105-VCL (represented a limited liability company in a dispute over approval provisions in the limited liability company agreement related to a potential debt offering)
- ***OTK Associates, LLC v. Friedman***, C.A. No. 8447-VCL, reported at 85 A.3d 696 (Del. Ch. 2014).
- ***Black Horse Capital, LP v. Xstelos Holdings, Inc.***, C.A. No. 8642-VCP, reported at 2014 WL 5025926.
- ***PCMS Int'l, Inc. v. 2295113 Canada, Inc.***, Del. Ch., C.A. No. 8406-VCL (2014) (represented plaintiff in claims of breach of a software development contract).
- ***AIMMidstreamHoldings, LLC v. High Point Infrastructure Partners, LLC***, C.A. No. 8803-VCP (represented a minority owner of a general partner challenging a transaction in which the majority owner of the general partner cancelled all of the subordinated units it owns and transferred incentive distribution rights from the general partner to itself.)
- ***Hermelin v. K-V Pharmaceutical Co.***, C.A. No. 6939-VCG, reported at 54 A.3d 1093 (Del. Ch. 2012).
- ***Continuum Managed Services, LLC v. Datto, Inc.***, Del. Ch., C.A. No. 7749-VCG (2012) (represented plaintiff in claims for breach of licensing agreement, obtained preliminary injunction order preventing termination of agreement, reported at 2012 WL 6561089).
- ***In re Ancestry.com Inc. Stockholder Litigation***, Del. Ch., Cons. C.A. No. 7988-CS (representing company and its directors in stockholder challenging third-party merger transaction, obtained dismissal of all claims following preliminary injunction proceedings).
- ***In re Appraisal of Aristotle Corp.***, C.A. No. 5137-VCS, reported at 2012 WL 70654.

- ***In re Ameron International Corp. Shareholder Litigation***, C.A. No. 6652-VCP (2011) (representing company and its directors in action alleging breaches of fiduciary duty in connection with proposed acquisition, secured mootness dismissal).
- ***In re ACS Shareholders Litigation***, C.A. No. 4940-VCP (2010) (represented controlling stockholder in action challenging third party merger, secured settlement).
- ***Yucaipa Am. Alliance Fund II, L.P. v. Riggio***, 1 A.3d 310 (Del. Ch. 2010).
- ***ORIX LF, LP v. nsCap Asset Management, LLC***, C.A. No. 5063-VCS, reported at 2010 WL 1463404.
- ***In re Hanover Direct, Inc. Shareholders Litigation***, C.A. No. 1969-CC, reported at 2010 WL 3959399.
- ***In re Baker Hughes Inc. Stockholders Litigation***, C.A. No. 10390-CB
- ***In re Dell Inc. Shareholder Litigation***, C.A. No. 8329-VCS
- ***In re Forest Laboratories, Inc. Stockholders Litigation***, C.A. No. 9396-VCP
- ***In re GSI Commerce, Inc. Shareholder Litigation***, C.A. No. 6346-VCN
- ***In re Inhibitex, Inc. Shareholders Litigation***, C.A. No. 7169-VCN
- ***Isser v. Bray***, C.A. No. 6512-VCP
- ***Interboro, LLC v. GNW Acquisition Corp.***, C.A. No. N10C-12-088-CHT
- ***Kollman v. Furiex Pharmaceuticals, Inc.***, C.A. No 9599-VCL
- ***In re Protection One, Inc. Shareholders Litigation***, C.A. No. 5468-VCS
- ***Rapfogel Partners Ltd. v. Donahue***, C.A. No. 5371-VCS
- ***In re Susser Holdings Corp. Stockholder Litigation***, C.A. No. 9613-VCG
- ***In re Student Loan Corp. Litigation***, C.A. No. 5832-VCL
- ***Timesarrow Capital I, LLC v. WildBlue Communications, Inc.***, C.A. No. 4170-VCS
- ***venBio Select Advisor LLC v. Goldenberg***, C.A. No. 2017-0108-JTL

## Events

June 22, 2018

**Delaware Seminar Series: A Conversation with The Honorable Vice Chancellor Sam Glasscock III,  
Sponsored by CSC**

January 20, 2016

**Panelist, "Overview of Delaware Rapid Arbitration Act," webinar, Practising Law Institute, January 20,  
2016**

January 29, 2015

**Katie McCormick and James Yoch Speak at Webinar, "Inspecting Corporate Books and Records – Placing  
the Delaware Supreme Court's Wal-Mart Decision in Context"**

January 29, 2015

**"Inspecting Corporate books and Records- Placing the Delaware Supreme Court's Wal-Mart Decision in Context," Webinar, Bloomberg BNA, January 2015**