



Tammy L. Mercer

PARTNER

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Tammy has been on the forefront of the development of alternative entity law, and clients trust and depend on her deep knowledge and experience to help them navigate the complexities of that evolving area of law. She speaks frequently on relevant issues and topics and has litigated many of the leading cases in this area. She also has broad experience litigating a variety of corporate disputes. She is trusted by her clients to navigate the complexities involved in litigating cases involving alternative entities and corporations and to effectively prepare and present arguments on their behalf. Clients rely on her creativity and ability to focus on the critical issues at each stage of the litigation to help them formulate an effective litigation strategy and to achieve optimal results.

Focus:

- Disputes related to alternative entities, including limited partnerships and limited liability companies, involving breach of fiduciary duties and the elimination or limitation of such duties, breaches of the implied covenant of good faith and fair dealing, books and records actions, control and buyout and dissolution and winding up.
- Disputes involving corporate mergers and acquisitions, going private transactions, proxy contests, valuation and appraisal issues, indemnification and advancement proceedings and stockholder access to books and records.
- Disputes involving trade secret misappropriation and non-competition agreements.

Practices

- 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
- Resolution of Defective Corporate Acts
- Special Legal Counsel
- Statutory Actions under Delaware Corporate and Alternative Entity Law
- Stockholder Class and Derivative Actions

Education

- Villanova University Charles Widger School of Law (J.D., *summa cum laude*)
- Kutztown University (B.S.)

Bar Admissions

- Delaware

Distinctions

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Order of the Coif

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Brenda Joan Ruggiero Memorial Scholarship, Recipient

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Award for Excellence in Trial Advocacy, Recipient

Memberships and Affiliations

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Delaware State Bar Association, Subcommittee on Alternative Entities, Member

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Chair of ABA LLCs, Partnerships and Unincorporated Entities Litigation Subcommittee

Publications

February 24, 2017

Key Decisions of 2015 in Delaware Alternative Entity Law

March 3, 2016

Key Decisions of 2014 in Delaware Corporate and Alternative Entity Law

Delaware Law Review, Vol. 16, No. 1

February 10, 2016

Tammy L. Mercer, Richard J. Thomas, and Nicholas J. Rohrer, Key Decisions of 2015 in Delaware Alternative Entity Law

Delaware Law Review, Vol. 16, No. 2 (2016)

December 1, 2015

Espinoza v. Zuckerberg - Ratification of Compensation Decision by Controlling Stockholder

November 8, 2013

Know Your Varieties of Good Faith: Lessons From Recent Rulings By The Delaware Supreme Court

Commercial Law Newsletter, pp. 12-15, Fall 2013

August 30, 2013

Key Decisions of 2012 in Delaware Corporate and Alternative Entity Law

Delaware Law Review, Vol. 14, No. 1

November 13, 2012

Gatz and El Paso - The Latest in Alternative Entity Jurisprudence from Delaware Courts

April 20, 2011

Court of Chancery Enjoins Transaction for Board's Failure to Control Conflicted Financial Adviser

Delaware Business Court Insider, April 20, 2011 (subscription may be required)

Events

October 12, 2018

Tammy L. Mercer, Panelist at 2018 ABA Business Law Section LLC Institute

Westin Washington D.C. City Center

November 3, 2017

Partner Tammy L. Mercer Speaking at ABA Business Law's LLC Institute 2017

December 11, 2014

"Modifying and Eliminating Fiduciary Duties in Alternative Entities – How Far Can You Go", PLI One-Hour Briefing

December 11, 2014

Panelist, "Modifying and Eliminating Fiduciary Duties in Alternative Entities- How Far Can You Go", PLI One-Hour Briefing

May 17, 2013

"Fiduciary Duties in Delaware Alternative Entities - An Update," ALI-CLE.org, Webinar Panel Discussion, May 17, 2013

March 1, 2013

Presenter, "Zimmerman v. Crothall," Northeast Business Law Center (March 2013)

March 27, 2011

"LLC Operating Agreements, Crafting Provisions on Fiduciary Duties, Indemnification and Exculpation to Minimize Business Disputes," Panel Discussion, Stafford, (March 27, 2011)

News

February 10, 2017

Tammy L. Mercer Named Partner