



Norman M. Powell

PARTNER

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With the widespread preference for alternative entities formed under Delaware law, parties to large transactions turn to Norm Powell for an informed review of their attributes and governance. Working closely with lawyers immersed in these transactions, Norm provides guidance and renders opinions regarding all pertinent aspects of the laws governing Delaware entities, regardless of the jurisdiction governing the deal itself.

Norm takes a proactive approach to this essential but easily overlooked detail in the deal-making process. He handles all issues relating to the formation and governance of Delaware entities, as well as to their authorization of the transaction and perfection under Delaware law of security interests granted by such entities. With a keen understanding of the many pressures facing lawyers as they work to consummate a major deal, he makes sure the Delaware components — which often involve numerous entities and complex structures — are completed in a rigorous and timely manner, thus freeing those lawyers to concentrate on more pressing concerns.

Since a disproportionate number of these transactions involve commercial real estate, Norm's background as a former real estate lawyer is as invaluable as it is rare. Thoroughly versed in the arcane dynamics of such deals, he has written a number of seminal articles on the perfection of security interests both granted by and granted in Delaware entities, common law trusts, and series of limited liability companies.

A sought-after speaker and prolific writer, Norm is also an elected member of the esteemed American Law Institute, for whose publications and continuing legal education initiatives he advises on various aspects of Delaware law. He is known, as well, as an authority on the drafting and interpretation of limited liability series law, and its awkward interface with the law of secured transactions.

Practices

- Business Transactions
- Entity Formation and Governance
- Legal Opinions
- Mergers and Acquisitions
- Secured Transactions

Education

- Villanova University Charles Widger School of Law (J.D.)
- Georgetown University (B.S.B.A.)

Bar Admissions

- Delaware
- New Jersey
- New York
- Pennsylvania

Distinctions

- American Bar Foundation, Fellow
- American College of Commercial Finance Lawyers, Fellow; President-Elect (2018 - 2019)
- American Law Institute, Elected Member
- *Chambers USA - America's Leading Lawyers for Business*, Corporate/M&A: Alternative Entities, (2006 - present)
- Martindale-Hubbell - AV Preeminent Rated (2004 - present)

Memberships and Affiliations

American Bar Association

Section of Business Law (1990 - present)

Commercial Finance Committee (2000 - present)

- Vice Chair, Subcommittee for Planning and Communications (2007 - 2010)
- Liaison to Committee on Membership (2007 - 2010)
- Aircraft Finance Subcommittee (2000 - present)
- Task Force on Filing Office Operations & Search Logic (2007 - present)

Content Officer (2017 - 2021)

Council (2015 - 2017)

- Content Strategy Committee
- Leadership Development Committee

Legal Opinions Committee (2000 - present)

Uniform Commercial Code Committee (2000 - present)

- Chair (2012 - 2015)
- Vice Chair (2009 - 2012)
- Task Force on Forms under Revised Article 9 (2005 - present)

Real Property, Probate and Trust Section (1990 - present)

American Law Institute

Elected Member (2011 - present)

Advisory Group on UCC and Holder in Due Course Policy (2014 - present)

Commercial Law/UCC/Bankruptcy Advisory Panel (2012 - present)

Editorial Board of *The Practical Lawyer* (2012 - present)

Permanent Editorial Board for the UCC (ABA Advisor, 2013 - 2018; ALI Member, 2018 - present)

Association of Commercial Finance Attorneys (2006 - present)

Delaware State Bar Association

Commercial Law Section (1990 - present)

- Member, Subcommittee on Revision of the Uniform Commercial Code (1994 - present)

Real and Personal Property Section (1990 - present)

- Chairman (1996 - 1998)
- Vice-Chairman (1994 - 1996)
- Chairman, Subcommittee on Legislation (1994 - 1996)
- Chairman, Subcommittee on Revision of the Landlord Tenant Code (1991 - 1992)
- Chairman, Subcommittee on Unrecorded Leases (1991 - 1992)

Temple University James E. Beasley School of Law – Adjunct Professor (2014 - present)

Uniform Law Commission

- Committee on Series of Unincorporated Business Entities (ABA Advisor, 2012 - 2017)
- Drafting Committee – Amendments to UCC Articles 1, 3, 8, and 9 (2016 - present)
- Permanent Editorial Board for the UCC (ABA Advisor, 2013 - 2018; ALI Member, 2018 - present)

Working Group on Legal Opinions Foundation – Advisory Board Member (2017 - 2019)

Publications

September 1, 2018

Delaware Transactional & Corporate Law Update, Fall 2018

January 1, 2017

Bogus Filings - Some Legal and Policy Considerations

47 UCC L.J. 43 (2017)

January 1, 2017

Delaware Goes Paperless (Sort Of) - Direct Submission of Paper or Imaged UCC Filings Is No Longer Permitted as of December 1, 2015

47 UCC L.J. 5 (2017)

November 30, 2015

Dissonance in the Attempt to Harmonize LLC Series and Article 9

46 UCC L.J. 279 (2015)

September 1, 2015

Delaware Transactional & Corporate Law Update, September 2015

August 28, 2015

Mistakes Matter: Consequences of Authorized UCC Filings

46 UCC L.J. 193 (2015)

February 1, 2015

Delaware Supreme Court Rules On UCC Termination Statements, The Temple 10-Q

January 22, 2015

Series of LLCs: The Next Big Thing?, The Temple 10-Q

January 15, 2015

Secured Lending to Series of LLCs: Beware What You Do Not (And Cannot) Know

46 UCC L.J. 95 (2015)

September 10, 2014

Delaware Transactional & Corporate Law Update, Fall 2014

August 8, 2014

Opining on Limited Liability Company Series

The Practical Lawyer, Vol. 60, No. 4

May 1, 2014

Does the Fortress Decision Offer Any Lessons for Opinion Givers?

69 Bus. Law. 969

August 12, 2013

Delaware Transactional & Corporate Law Update, Summer 2013

June 30, 2013

The "2010" Amendments To Delaware UCC Article 9

14 Delaware Law Review 91

May 28, 2013

Delaware Transactional & Corporate Law Update, Spring 2013

January 1, 2012

Limiting Your Liability for LLC Opinions

The Practical Lawyer, Vol. 58, No. 3

January 1, 2011

Security Interests in Delaware Limited Liability Companies

1 The Transactional Lawyer, 1

September 1, 2010

Mezzanine Loans - The Vagaries of Membership Interest Collateral

Probate and Property, September/October 2010

January 1, 2010

Filings Against Trusts and Trustees Under the Proposed Revisions to Current Article 9 - Thirteen Variations

42 UCC L.J. 375 (2010)

January 1, 2008

Series LLCs, the UCC, and the Bankruptcy Code - A Series of Unfortunate Events?

41 UCC L.J. 103 (2008)

Events

May 11, 2018

Powell to Present at American Law Institute Advanced Commercial Finance Program

February 15, 2018

Norman M. Powell to speak at the North Carolina Bar Association's 2018 Business Law Institute

September 22, 2016

Norman M. Powell to Speak at the ACMA 43rd Annual Meeting

September 9, 2016

Norman M. Powell to speak at the ABA BLS Annual Meeting

May 19, 2016

Norman M. Powell To Be Faculty Member at the Commercial Lending Today Conference Sponsored by American Law Institute

February 5, 2016

Five Young Conaway Attorneys Participating In The 21st Annual Rubenstein-Walsh Seminar On Ethics and Professionalism

September 17, 2015

Norman M. Powell Speaking at National Public Records Research Association's Annual Meeting

September 15, 2015

Norman M. Powell to Make Two Presentations at American Bar Association Business Law Section Annual Meeting

May 20, 2015

"Limiting Your Liability for LLC Opinions," Webinar, ABA Business Law Section and ABA Section of Real Property, Trust, and Estate Law

May 16, 2015

"Recent Developments in the Delaware Court of Chancery and Supreme Court," Annual CLE Weekend, Association of Commerical Finance Attorneys

May 1, 2015

"Developing and Delivering Substantive Law Content," Business Bar Leaders Conference, ABA Business Law Section

April 30, 2015

"Commercial Lending Today" CLE Seminar, ALI

January 6, 2015

"Pledge Agreements for Equity Interests in Partnerships and LLCs," Webinar, Strafford Publications, Inc., January 2015

July 1, 2014

"Lending to Series LLCs: Understanding the Options and Minimizing the Risks," Webinar, American Law Institute, July 1, 2014

June 1, 2014

"A Summary of UCC Article 9," Additional Event for Incorporating Services, Ltd.

May 7, 2014

"A Summary of UCC Article 9," Incorporating Services, Ltd.

May 6, 2014

"Delaware Courts Commercial Decisions: 2014 Update," American Law Institute CLE Seminar/Webcast

November 20, 2013

"Pledge Agreements for Equity Interests in Partnerships and LLCs – Drafting Security and Operating Agreements to Maximize Protection for Lenders," Co-Presenter, Strafford Publications Webinar

June 12, 2013

"What's This Business Worth? Working with Valuation Experts," Webinar, American Law Institute

May 30, 2013

"Recent Amendments to Article 9 of the Delaware Uniform Commercial Code," CLE Seminar, Delaware Paralegal Association

May 29, 2013

"What's in a Name? (and More): The Proposed 2010 Revisions to UCC Article 9," Webinar, American Law Institute

May 17, 2013

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

May 16, 2013

"Recent Amendments to Article 9 of the Delaware Uniform Commercial Code," CLE Seminar, Delaware State Bar Association, Commercial Law Section

May 13, 2013

Working Group on Legal Opinions (WGLO), Alternative Entity Opinions

May 1, 2013

"Mezzanine Loans: The Vagaries of Membership Interest Collateral Planned," Webinar, American Law Institute, May 2013

April 10, 2013

"Looking to Make Partner?", Panel Discussion, Delaware State Bar Association, April 10, 2013

May 1, 2012

"2010 Amendments to UCC Article 9 and Loans Secured by Interests in LLCs," CLE Seminar, National Corporate Research

April 1, 2012

"2010 Amendments to UCC Article 9 and Loans Secured by Interests in LLCs," CLE Seminar, National Corporate Research

March 1, 2012

"UCC Article 9's Complex Rules for Security Interests in Proceeds of Original Collateral," Presenter and Moderator of Panel Discussion, American Bar Association Business Law Section Spring Meeting

October 26, 2011

"Mezzanine Loans: The Vagaries of Membership Interest Collateral and The Proposed 2010 Revisions to UCC Article 9," Seminar Sponsored By National Corporate Research, Ltd.

October 18, 2011

"LLC Interests As Collateral," Monthly Meeting, The Association of Commercial Finance Attorneys, Inc.

June 21, 2011

"LLC Opinion Letters: Minimizing Preparer Liability Risks," Strafford Webinar

June 16, 2011

"Commercial Lending Today," ALI-ABA Live Course and Video Webcast

News

May 21, 2018

Powell Appointed to Permanent Editorial Board for Uniform Commercial Code

May 11, 2018

Powell to Present at American Law Institute Advanced Commercial Finance Program

May 4, 2018

23 Young Conaway Attorneys Ranked as "Leaders in their Field" in 2018 Chambers USA

February 15, 2018

Norman M. Powell to speak at the North Carolina Bar Association's 2018 Business Law Institute

February 14, 2018

Norman M. Powell Cited in Leading Legal Opinions Treatise

September 28, 2017

Norman M. Powell Appointed Content Officer of the ABA Business Law Section

September 22, 2017

Norman M. Powell Named to Working Group on Legal Opinions Advisory Board

August 30, 2017

Norman M. Powell to speak at the ABA SOC Fall Leadership Meeting in Chicago

June 21, 2017

Powell Elected to Second Term on Permanent Editorial Board

May 26, 2017

25 Young Conaway Attorneys Recognized As "Leaders In Their Field" by Chambers USA 2017 Edition

January 27, 2017

Norman M. Powell Cited in Leading Legal Opinions Treatise

November 2, 2016

Norman M. Powell Appointed ABA Business Law Section Liaison to the ABA Standing Committee on Publishing Oversight's Strategy and Resources Subcommittee

September 26, 2016

Norman M. Powell Appointed By American Law Institute to Joint Committee Revising UCC Articles 1, 3 and 9

August 31, 2016

Norman M. Powell contributes to "Forms under Article 9 of the UCC Third Edition" by Cindy J. Chernuchin and the Uniform Commercial Code Committee

February 15, 2016

Powell Article on Series LLCs Cited in Leading Opinion Letter Treatise

December 1, 2015

Powell Elected Member of Governing Council ABA Business Law Section

September 1, 2015

Norman M. Powell Appointed to the American Bar Association Business Law Section's Governance Council

August 28, 2015

Young Conaway Stargatt & Taylor Selected as an Honoree in the 2015 Global Legal Awards

May 19, 2015

24 Young Conaway Attorneys Ranked As Leaders In Their Field By Chambers USA 2015

January 8, 2015

Project Finance International: Americas Deal of the Year, Freeport LNG

September 2, 2014

Norman M. Powell Appointed To Faculty of Temple University's Beasley School of Law

June 1, 2014

Norman M. Powell Elected to the Uniform Commercial Code Permanent Editorial Board

May 23, 2014

25 Young Conaway Attorneys Listed As "Leaders in their Field" in Chambers USA for 2014

October 28, 2013

Nine Young Conaway Lawyers Chosen As "Top Lawyers" By Delaware Today Magazine

May 24, 2013

Young Conaway -- Top Ranked in Chambers USA 2013

February 21, 2013

Powell Appointed Co-Chair of Northeast Business Law Center

December 8, 2011

Powell Elected To The American Law Institute

June 10, 2011

Chambers USA 2011 – 21 YCST Lawyers And More Practice Areas Than Any Other DE Firm!