



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, Life Fellow
- American College of Commercial Finance Lawyers, Fellow; President (2019 - 2020)
- 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

- Standing Committee on Publishing Oversight (Member, 2017-2020; Chair (2017- 2019) and Co-Chair (2019-2020), Periodicals/Digital Transition Subcommittee)
- Business Law Section (1990-present)
 - Vice Chair (2023-present)
 - Secretary (2022-2023)
 - Content Officer (2017-2022)
 - Council Member (2015-2017)
 - Member, Content Strategy Committee (2015-2017)
 - Chair, Legal Education & Outreach Subcommittee (2016-2017)
- Uniform Commercial Code Committee Chair (2012-2015)
- New Membership Model Implementation Task Force Advisory Board Member (2018-2020)
- Liaison to ABA Standing Committee on Publishing Oversight (2016-2017)
- Member, 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),

- Member, Legal Opinions Committee (2000-present)
- Member, Task Force on Securities Holding Infrastructure (2020-present)
- Member, Uniform Commercial Code Committee (2000-present)
 - Task Force on Filing Office Operations & Search Logic (2007-present)
 - Member, Task Force on Forms under Revised Article 9 (2005-present)
- Real Property, Probate and Trust Section (1990-present)

American Bar Foundation (Fellow, 2011-2019; Life Fellow 2019-present)

American College of Commercial Finance Lawyers

- President (2019-2020)
- President Elect (2018-2019)
- Vice President (2017-2018)
- Treasurer (2015-2017)
- Chairman of Nominating Committee (2011)
- Regent (2007-2010)
- Fellow (2006-present)

American Law Institute

- Elected Member (2011-present)
- Advisory Board, Commercial Law/UCC/Bankruptcy, Member (2012-present)
- Editorial Board, The Practical Lawyer, Member (2012-2021)
- Holder in Due Course Policy Advisory Group, Member (2014)
- Amendments to UCC Articles 1, 3, 8, and 9 Drafting Committee (2016-2017)
- Permanent Editorial Board for Uniform Commercial Code (ABA Advisor 2013-2018; ALI Member 2018-present)
- PEB for UCC Bogus Filing Working Group - Member (2013-2015)
- Uniform Commercial Code and Emerging Technologies Joint Study Committee (with the Uniform Law Commission), Member (2019-present)

Delaware State Bar Association

- Committee on Executive Committee Nominations (2018-2021)
- Commercial Law Section (1990-present)
 - Member, Uniform Commercial Code Subcommittee (1994-present)
- Real and Personal Property Section (1990-present)
 - Vice-Chairman (1994 - 1996), Chairman (1996-1998)
 - Chairman, Subcommittee on Legislation (1994-1996)

- Chairman, Subcommittee on Revision of the Landlord Tenant Code (1991-1992)
- Chairman, Subcommittee on Unrecorded Leases (1991-1992)

Institute for Law & Economics, University of Pennsylvania Carey Law School

- Executive Director & Senior Fellow (2023-present)

Thomson Reuters/West's Uniform Commercial Code Law Journal

- Editorial Advisory Board Member (2014-2019)

TriBar Opinion Committee

- Member (2021-present)

Uniform Law Commission

- Uniform Protected Series Act Drafting Committee (ABA Business Law Section Advisor, 2012-2016)
- Amendments to UCC Article 9 Drafting Committee (Observer, 2008-2010)
- Special Deposits Study Committee (PEB for UCC Liaison, 2019-2021)
- Special Deposits Drafting Committee (ABA Advisor, 2021-present)
- Unincorporated Organization Acts Drafting Committee (ABA Advisor, 2021- present)

Working Group on Legal Opinions Foundation

- Member, Board of Directors (2019-2021)
- Member, Advisory Board (2017-2019, 2021-2023)