



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**
- **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)
 - 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)

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- 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)
 - **Uniform Commercial Code and Emerging Technologies Joint Study Committee**
 - Liaison to Study Committee on Special Deposits (2019 - present)
 - **American College of Commercial Finance Lawyers** (President, 2019-2020)
 - **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 - 2017)
 - Permanent Editorial Board for the UCC (ABA Advisor, 2013 - 2018; ALI Member, 2018 - present)
 - **Working Group on Legal Opinions Foundation** – Member, Board of Directors (2019 - 2021)