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To Bill Allen: A Final Tribute



By *Jack B. Jacobs* October 16, 2019

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Last weekend the corporate legal community lost one of its finest: former Delaware Chancellor and Professor at New York University School of Law, William T. Allen. For 12 years Bill Allen and I served together as judicial colleagues on the Delaware Court of Chancery. For the two decades thereafter, in his reincarnation as law professor and lawyer, he and I continued our relationship as good personal and professional friends. As a judge and scholar, Bill received during his lifetime countless and well deserved accolades at the highest levels of the judiciary, academia, and the legal profession. To that high praise I can add very little that has not been, or will be, said. My aim is far more modest: to share reflections about Bill's personal and human side, more

specifically as the leader of the court he molded into a nationally acknowledged institution.

To be sure, the Court of Chancery had already attained national importance under the iconic leadership of Chancellor (and later Third Circuit Chief Judge) Collins J. Seitz and his successor chancellors. But, at the time Bill Allen first took office, that court had not realized the potential of which it was capable.

It took Bill Allen, as a personal and thought leader, to develop and achieve his vision, which was to elevate that court to a higher level – as a national institutional expositor of corporate law. In its more modern incarnation, the Allen court would inform a multitude of constituencies – including the legal academy, the corporate bar and their board clients, and his fellow jurists – of the true import and continued relevance and application of ancient principles of equity. In the process, Bill elevated judicial decision-making, in this unique contemporary setting, to a higher art form. Having been privileged to witness and play a modest role in this process at close hand, I was indelibly influenced, professionally and personally, in greatest part because of Bill.

Given the available limitations of time and space, it is not easy to convey in a fully nuanced way the qualities that enabled Bill to succeed as he did. For want of a better shorthand, I would express those qualities in terms of three unique attributes.

First, Bill Allen was a visionary who achieved that vision at both the conceptual and pragmatic levels. He knew that he wanted to mold the Court of Chancery into the institution it later became. He also knew that to achieve that, he would need to reach out to the broader legal and business community. Bill did that in several ways. To list but a few, first, (and in no particular order), he personified the court by lecturing and appearing on panels at academic and CLE conferences throughout the country, and encouraged his colleagues to do that as well. The display of our Chancery judges in the role of teacher is now commonplace and unremarkable, but before 1985 that had never occurred. Second, in 1992 he profiled the court nationally as a concrete (as opposed to merely a conceptual) institution, by creating the Court of Chancery Historical Society and causing it to celebrate the court's 200th anniversary by hosting a gala event in Delaware, attended by lawyers from across the country, in which Chief Justice William Rehnquist was the guest speaker. Third, he arranged periodic dinner meetings with then-Dean Robert Mundheim, Professor Edward Rock of the University of Pennsylvania Law School, and the members of the court to discuss current topics in corporate law doctrine and practice. Those informal gatherings later evolved into the University of Pennsylvania Institute for Law and Economics, founded and led by Professor Rock, who later became Bill's colleague at NYU. There are other examples, but unfortunately they are too numerous to recount here.

Second, Bill was far more than (in current parlance) a networker. His vision of the court embraced a notion of high quality and consistency of opinion-writing. That led to his practice of meeting informally with his colleagues both individually and sometimes collectively to discuss difficult legal issues arising in specific cases before individual judges, and how best to resolve them in ways that made doctrinal sense both prospectively and in the rear-view mirror and that would avoid (or at least minimize) conflicting decisions at the trial level. Only the small size of the court (then five judges) made this feasible, and it led to the practice of frequent interaction and consultation among the chancellors that has promoted the high quality and consistency of Chancery Court opinions ever since. For me in particular, this was a learning experience that I have never forgotten. Whatever recognition I may have achieved as a judge I attribute largely to the mentorship of Bill and my former colleagues who benefited from his tutelage as well.

Third, any discussion of Bill would be remiss and incomplete if it did not include his warmth, humor, and concern for me and those who came into contact with him. Despite what some may perceive as an austere expression in his portraits and photographs, Bill had a wonderful sense of humor and made every

encounter a welcome experience. He always expressed curiosity about my family and made them his friends, including attending concerts where my son's compositions were performed during his high school years. Bill also introduced me, on his own initiative, to his friends in academia, thus opening the door to opportunities afforded me to teach law at premier institutions, including Columbia, NYU, and Stanford. And, in a purely social setting, he always welcomed me to join him and his colleagues, both academic and practitioners, at dinners and other gatherings at which he served as a host. But, in this regard my experience was not unique. I was only one among many whom Bill embraced in this warm and friendly way.

To end at the beginning, much more can, and will, be said about Bill Allen in the days to come. Those of us privileged to know him have lost not only a great man, but also a good personal friend.

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