



Y. Carson Zhou

COUNSEL

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Carson represents entities, boards, board litigation committees, and individual directors and officers in stockholder derivative and class action litigation involving corporate governance disputes and mergers and acquisitions in both the Delaware Court of Chancery and elsewhere, as well as a wide variety of complex commercial and securities litigation in state and federal courts. Carson also advises companies and boards of directors on litigation risk at the transactional stage. Clients trust Carson to deliver practical legal advice that prioritizes business and strategic realities. As lead counsel, Carson has successfully resolved numerous disputes, whether in court or through settlement, involving deals worth many billions of dollars.

Carson began his career clerking for the Honorable Andre G. Bouchard, Chancellor of the Delaware Court of Chancery, and joined Young Conaway from the New York office of a major international law firm.

Carson is a regular contributor to corporate law scholarship. He has published several academic articles on corporate law and has guest-lectured at Harvard Law School. Carson's 2016 article in the N.Y.U. Law Review, *Material Adverse Effects as Buyer-Friendly Standard*, has been referenced in four written opinions by the Delaware Court of Chancery on busted-deal litigation, including the first ever Delaware post-trial decision ruling that a buyer was not obligated to close a deal due to the occurrence of a material adverse effect.

Carson's representations before and after joining Young Conaway include:

- Representing Icahn Enterprises in Delaware Chancery litigation arising from a short-seller investigatory report.
- Representing a GoDaddy executive in connection with a special litigation committee investigation in Delaware Chancery over GoDaddy's \$850 million buyout of tax benefits in 2020.
- Successfully resolved Delaware derivative litigation against The Boeing Company's board of directors challenging oversight of design and development of 737 MAX aircraft.
- Represented Riverstone Holdings and certain affiliates in M&A litigation in Delaware Chancery and Delaware federal court relating to the \$6.1 billion acquisition of Pattern Energy Group by the Canada Pension Plan Investment Board in 2019.
- Represented Goldman Sachs board of directors in derivative litigation in Delaware Chancery challenging director compensation through extensive motions practice and appeal.

- Represented former General Growth Properties CEO in M&A litigation in Delaware Chancery relating to GGP's \$9.25 billion acquisition by an affiliate of Brookfield Properties in 2018.
- Represented Bayer in Delaware Chancery contract dispute against Merck arising from Bayer's \$14.2 billion acquisition of Dr. Scholl's and other assets from Merck in 2014. Successfully obtained dismissal affirmed on appeal.
- Represented Syneos Health, certain senior executives, and its board in securities class action challenging Syneos' \$4.6 billion acquisition of inVentiv in 2017. Successfully obtained dismissal affirmed on appeal after extensive motions practice and appellate briefing.
- Represented Sumitomo Metal Mining (Japan) and Sumitomo Corporation (Japan) in a dispute brought in New York court concerning Dutch taxes arising from South32's (Australia) \$2.2 billion acquisition of the Sumitomo entities' interest in Sierra Gorda Copper S.C.M. (Chile) in 2022.
- Represented Enbridge on litigation risk at the transactional stage and successfully resolved subsequent Delaware shareholder class and derivative litigation after extensive motions practice and appeal relating to Enbridge's \$13.8 billion buyouts of various master limited partnerships.
- Successfully resolved M&A litigation in Delaware Chancery against TD Ameritrade directors relating to Charles Schwab's \$23 billion acquisition of TD Ameritrade in 2019.
- Successfully obtained dismissal of derivative claims against Grupo México in Delaware Chancery concerning related-party transactions.
- Successfully resolved Delaware derivative litigation against Grupo México challenging acquisition of power plants.
- Represented LionTree in connection with M&A litigation in Delaware Chancery arising from Lions Gate's \$4.4 billion acquisition of Starz in 2017.
- Represented Goldman Sachs, certain senior executives, and its board in derivative and securities class actions arising from the highly publicized allegations concerning embezzlement at 1Malaysia Development Berhad.
- Advised Tishman Speyer on litigation risk and dispute resolution provisions at the transactional stage.
- Successfully resolved corporate governance disputes for various Fortune 500 companies without litigation or public disclosure.

Practices

- Alternative Entities Governance and Disputes
- Appeals
- Appraisal Litigation
- Books and Records Demands
- Busted Deal Litigation
- Challenged Transactions Involving Controlling Owners
- Expedited Litigation

- Master Limited Partnership Litigation
- Mergers and Acquisitions
- Securities Litigation
- Special Committee and Special Conflict Transaction Committees Representation
- Statutory Actions under Delaware Corporate and Alternative Entity Law
- Stockholder Class and Derivative Actions

Education

- Harvard Law School (J.D., *magna cum laude*)
- University of British Columbia (M.A.)
 - with various distinctions
- University of British Columbia (B.A.)
 - with Honors and distinctions; J.H. Stewart Reid Medalist

Clerkships

- The Honorable Chancellor Andre G. Bouchard, Delaware Court of Chancery

Bar Admissions

- Delaware
- New York

Court Admissions

- U.S. District Court for the Southern District of New York
- U.S. District Court for the Eastern District of New York
- U.S. Court of Appeals for the Fourth Circuit
- U.S. Court of Appeals for the Ninth Circuit
- U.S. District Court for the Eastern District of North Carolina