

Delaware Laws Governing Business Entities: A Full-Service Resource

Delaware Laws Governing Business Entities is not just a collection of statutes. It's a comprehensive resource. This two-book set contains the most complete collection of Delaware business entity statutes and annotations available, including legislative summaries from our Senior Legal Advisors. You'll find a Table of New Annotations and a Table of Sections Affected to help you identify recently-decided case law quickly and easily, and blacklined amendments that spotlight changes to the law. We've also included a chapter devoted to Amounts Payable by Business Entities under Delaware Law for quick reference.

But that's just the beginning. Here's what we give you that no one else can:

- **The books are updated every six months.** That means that you get the most up-to-date information possible, which is critical for your research.
- **The books provide you with annotations from every jurisdiction in the country.** Volume 2 of *Delaware Laws Governing Business Entities* includes the most recent annotations of judicial decisions applying Delaware business entity law around the country. "There is tremendous value in being able to see how courts around the country have interpreted

Delaware business entity law," explains CSC® Publishing director Andrea Unterberger. "The annotations allow you to pinpoint key cases without extensive and time-consuming research."

- **The books contain the full text of key Delaware court opinions.** With every update, our legal experts identify recently decided key Delaware decisions in the area of business entity law, and we include the full text of those decisions. "The opinions are another great resource," says Unterberger. "Our experts do the heavy lifting; they analyze the latest body of opinions, and then give our readers the full text so they don't have to go looking for them elsewhere, or spend additional dollars on a download."
- **The books are online.** The Delaware Business Entity Website is an incredible resource. As a subscriber, you get access to the two-volume set online at no extra charge. Everything in the books is in a fully searchable format, with links to statutes, case annotations and the full text of opinions. You'll also find annotated forms for Delaware business transactions, sample bylaws and operating agreements. "You simply can't imagine how powerful this tool is," Unterberger says. "The browser-based system allows you to access the content from any computer, and lets you take notes and create

bookmarks as you work, so you can return to your research at any time and pick up where you left off.” Having the books online means you can cut and paste easily, access the information while traveling or away from your desk without having to bring the books along. “If you have access to the Internet, you have access to all the Delaware business entity information you need, without having to pay extra.”

*Got a minute? Visit:
<http://cscde.lexisnexis.com/custompage6.aspx>
to watch a flash demo of the
Delaware Business Entity Law Website.
It's a fast and fun way to see how easy it is to
use this powerful tool.*

• **Our Delaware experts are there for you!** Do you need further clarification on an issue? You can send us your Delaware business entity questions and we'll try to get them answered with the help of our Senior Legal Advisors and Delaware business entity law authorities Robert Symonds and Matthew O'Toole. CSC will not only reply to your questions, but will also post the responses on the Delaware Business Entity Website, so that all readers can benefit. “That is what providing a full-service resource is all about,” Unterberger says. (Email aunterbe@cscinfo.com to submit your questions about Delaware business entity law.)

What's New This Fall

Release of Fall Edition

The Fall 2008 Edition has just been released.

The books have been updated to include the latest legislation from the 2008 Regular Session of the Delaware General Assembly. You'll find summaries of all amended statutes describing the changes made, as well as over 50 new case annotations of judicial decisions in all U.S. jurisdictions applying Delaware business entity law.

Legislative Changes

Look for these important legislative changes in this Fall Edition:

- Changes to the Delaware Revised Uniform Limited Partnership Act, including a further clarification of the type of involvement by a limited partner that will not vitiate that partner's limited liability.
- Changes to the Delaware Limited Liability Company Act, including the broadening of the subject matter jurisdiction of the Court of Chancery.
- Changes to the Delaware General Corporation Law, including significant changes to the available remedies for stockholders denied access to the list of stockholders entitled to vote at a meeting.

Recent Delaware Opinions

The Fall 2008 Edition features eight full text cases, including:

- *CA, Inc. v. AFSCME Employees Pension Plan*, in which the Delaware Supreme Court found

that a stockholder-proposed bylaw mandating reimbursement of proxy expenses was a proper subject for stockholder action but nonetheless would violate Delaware law by failing to reserve the directors' ability to exercise their fiduciary duties.

- *Fisk Ventures, LLC v. Segal*, in which the Delaware Court of Chancery dismissed claims by an executive officer of a limited liability company for breach of fiduciary duty and tortious interference with his employment contract.
- *Schoon v. Smith*, in which the Delaware Supreme Court found that a director does not have standing to bring a derivative action against the corporation for an alleged breach of fiduciary duty by the other directors.

Filing Fee Changes

We have updated the “Amounts Payable by Business Entities under Delaware Law” section to reflect changes to many of Delaware’s filing fees. We encourage you to take a close look at this section.

DE Website

The Delaware Business Entity Website has already been updated to reflect the changes in the Fall Edition, so you can be sure you’re working with the most current information, whether you’re using the books or working online.

To order or view *Delaware Laws Governing Business Entities* and other CSC® titles, visit our website at www.cscglobal.com/publications or contact a LexisNexis customer service representative at 1.800.833.9844. Quantity discounts are available.