



Benjamin D. Schuman

Partner

ben.schuman@dlapiper.com

Baltimore (Mount Washington)

Baltimore (Downtown)

T: +1 410 580 4022

F: +1 410 580 3022

Ben Schuman has a wide-ranging corporate litigation practice that includes securities litigation, stockholder derivative suits, government investigations, and general contract and business disputes.

- Litigation, Arbitration and Investigations

Ben's practice includes representation of corporations operating in the energy, healthcare, housing, biotechnology, software, telecommunications and financial services sectors. He has represented such clients against allegations of violations of federal securities laws, breaches of fiduciary duties to stockholders arising out of corporate mergers, fraud and misrepresentation, in internal corporate and compliance investigations, and in disputes regarding a wide variety of business and contractual issues. Ben's representations have included trials, arbitrations, mediations and government investigations.

Ben also regularly advises corporations and boards of directors regarding fiduciary duties, corporate governance, and litigation risk in connection with mergers and acquisitions and other corporate transactions, and evaluates provisions in corporate charters, bylaws, and acquisition agreements.

- Representing a family group of minority stockholders in pursuing a statutory corporate dissolution and stockholder oppression action against the controlling majority stockholders of a privately held corporation in Baltimore County, Maryland Circuit Court. The case survived a motion to dismiss and is currently in discovery
- Obtained dismissal in March 2020 of two securities actions filed against MutualFirst Financial, Inc. in Maryland and Delaware federal courts, alleging that the company failed to disclose material information in connection with its merger with Northwest Bancshares, Inc.
- Represented Pandora Jewelry in litigation in Maryland federal court against its former customs broker and freight forwarder, which negligently selected a third party Mexican importer that failed to pay required importation fees and stole jewelry meant to be delivered to Pandora Mexico stores. After a successful mediation, reached settlement terms favorable to Pandora
- Represented founder and 50% stockholder of a medical services company in litigation against his former business partner and 50% stockholder, who sought to dissolve the company over allegations of deadlock and disagreements over management decisions. Successfully avoided dissolution and negotiated a buyout of the business partner's shares on terms favorable to the founder
- Representing Johns Hopkins Hospital and University in the defense of a class action brought by the families of coal miners in the

United States District Court for the District of Maryland. The plaintiffs alleged they were improperly denied benefits under the Federal Black Lung Benefits Act. The defendants' motion to dismiss was granted in the trial court. That dismissal was affirmed by the Fourth Circuit and the plaintiffs' request for en banc review was denied.

- Represented nationwide chemical company in defense of a US\$7 million construction litigation in Maryland state court. Subcontractor alleged that construction issues were caused by defect in chemical company's product. The trial court granted summary judgment in favor of chemical company
- Represented a national accounting firm and its partners in investigations before the Securities and Exchange Commission (SEC), the Public Company Accounting Oversight Board (PCAOB) and Department of Justice (DOJ)
- Represented Oracle Corporation in the successful defense of class actions in Maryland state court alleging breach of fiduciary duty and challenging the fairness of process and pure and the adequacy of public disclosure in Oracle's proposed acquisition of Micros Systems, Inc. The trial court granted the defense motion to dismiss. Judgment was affirmed on appeal. A request for further review was denied by the Maryland Court of Appeals. Have represented numerous other clients in similar merger challenge lawsuits, including several hotel chains and real estate investment trusts (REITs)
- Represented international investment and banking group in US\$40 million litigation in the Southern District of New York and the Second Circuit Court of Appeals, defending against allegations brought by two former executives who claimed that they were entitled to payments under long-term incentive plan. The trial court granted several motions in limine in favor of the client, and then the dispute settled on the eve of trial
- Represented a major public utility in litigation and administrative proceedings against city government related to excessive fees charged for lease of city conduit system
- Represented international distributor of electronic components in government investigation into alleged import violations
- Represented nationwide medical administrator in litigation and arbitration against contracting party regarding disputes over territory and scope of contract
- Represented pharmaceutical company in securities litigations in Maryland federal court and investigation by the SEC
- Represented several clients in escrow disputes regarding allegations of violations of reps and warranties in stock purchase agreements, including several suits in Delaware Chancery Court
- Represented trustees and representatives of several trusts and estates in successful litigation

CREDENTIALS

Admissions

- District of Columbia
- Maryland

Education

- J.D., Georgetown University Law Center 2008
cum laude
Executive Editor, *Georgetown Law Review*
- M.M., Peabody Conservatory 1998
- B.A., University of Maryland Baltimore County 1996

Courts

- United States Court of Appeals for the Fourth Circuit
- United States Court of Appeals for the Second Circuit
- United States District Court for the District of Columbia
- United States District Court for the District of Maryland

Memberships

- Maryland State Bar Association
- MSBA Committee on Corporation Law (2020 – Present)

Civic and Charitable

- Board of Directors, Baltimore Community Mediation Center (2015 – Present)
- Board of Directors, Baltimore Concert Opera (2009 – 2015)

NEWS

DLA Piper advises Orbis Operations in its acquisition by McNally Capital

12 April 2021

DLA Piper represented Orbis Operations in its recent acquisition by McNally Capital.

DLA Piper, Pfizer Inc. train Zambian law students in legal writing and analysis

11 August 2020

New Perimeter recently collaborated with Pfizer to deliver a weeklong training to approximately 70 graduate students at the University of Zambia School of Law (UNZA).

DLA Piper announces partnership promotions for 2020

30 April 2020

DLA Piper is proud to announce that 67 lawyers have been promoted to its partnership. The promotions are effective as of April 1, 2020 in the United States and May 1, 2020 for EMEA and Asia Pacific. The promotions have been made across many of the firm's practice areas in 35 different offices throughout 13 countries.

Across the firm's practices globally, Corporate saw the largest intake of new partners with 19 promotions, followed by Litigation and Regulatory with 15. Intellectual Property and Technology and Finance and Projects had ten and eight promotions respectively, while there were six in Real Estate. Tax and Employment both had four, and there was one in Restructuring.

PRO BONO

In 2010, Ben was nominated for DLA Piper's National Pro Bono Award for his pro bono work. This work has included representation of the widow of an Iraq war veteran who took his own life as a result of post-traumatic stress disorder, culminating in a hearing before the Board of Veterans Appeals, representation of a family of Guatemalan immigrants in Georgia fighting to retain custody of their five special-needs children and representation in the divorce and custody battle of a Filipina immigrant abandoned by her American husband, which involved coordination with immigration attorneys at other firms.

In 2011, Ben was a winner of Baltimore's Pro Bono Award for his pro bono work and has received recognition for pro bono efforts in subsequent years. He continues to have an active pro bono practice, including landlord/tenant disputes, advocating for parents and children at Individualized Education Plan ("IEP") meetings, and teaching elementary school students about legal issues at local Baltimore schools.

Since 2018, Ben has led DLA Piper's pro bono partnership with the Baltimore Creatives Acceleration Network ("BCAN"), a city-wide initiative created in conjunction with the Maryland Institute College of Art to empower creative entrepreneurs. Through this partnership,

DLA Piper attorneys have assisted more than a dozen creative entrepreneurs in Baltimore in setting up new businesses, navigating legal issues related to intellectual property, contractual relationships, and real estate.