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July 11, 2024

The Court of Chancery Mourns the Passing of Chancellor Grover C. Brown

The Court of Chancery mourns the loss of Chancellor Grover C. Brown, who served on the court from 1973 to 1985. Brown died at age 89 on July 1, 2024.

A native of Harrington, Delaware, Brown received his undergraduate degree from the University of North Carolina and law degree from George Washington School of Law. Brown served his country in the United States Army Reserve for three years after law school. He began his law career working with his brother, Herman Brown, in an office on the Green in Dover, cutting his teeth on criminal matters and jury trials.

Brown was first appointed to the bench in 1971 as a judge on the newly expanded Family Court. When a position on the Court of Chancery opened a few years later, Brown told the selection committee that “if you can’t find a candidate, and you’re desperate for somebody, throw my name in.” So it happened, and Delaware was the richer for it. Brown was appointed as Vice Chancellor in 1973 and elevated to the position of Chancellor in 1982. He returned to private practice in 1985 with the law firm Morris, James, Hitchens & Williams and then joined the law firm Gordon Fournaris & Mammarella, P.A., in 2000 as Special Counsel.

Although Chancellor Brown was quick to tell people that he had no formal training or experience in corporate law prior to joining the Court of Chancery, history reflects how quickly he developed that expertise. As the volume of corporate litigation increased throughout the late 1970s and early 1980s, Brown did not hesitate to deliver swift justice in a matter-of-fact manner. Brown, who would at times jokingly describe himself as a “yokel from downstate,” was committed to making judge-made law understandable and accessible to all persons by writing his opinions in clear and direct prose. Vice Chancellor Sam Glasscock III said that Brown “had an unmatched ability to take the complex matters that come before a court of equity and explain them in succinct and pellucid prose.”

Ultimately, Chancellor Brown handled one of the most influential cases in the history of Delaware courts, *Weinberger v. UOP, Inc.*, which clarified the entire fairness standard, endorsed the use of independent directors, and employed modernized valuation techniques.

Vice Chancellor Glasscock distinguished Chancellor Brown as “the quintessential Chancery judge” who “had the ability to make parties understand that he was giving their views full consideration, and that, win or lose, they were getting a fair shake.” “Most important,” continued Vice Chancellor Glasscock, “is that Chancellor Brown, while not a specialist in corporate law before coming to the bench, understood equity

deep in his bones. He guided the court through a time of rare change and kept it true to its mission as a court of equity. His sound opinions ring true through the years.”

Chancellor Kathaleen St. J. McCormick agreed. “We have all benefited from Chancellor Brown’s dedication to the development of Delaware law, his caliber of decision making, and the refreshing lack of pretention with which he approached it,” she said. “I extend my deepest condolences to the Chancellor’s wife, Lorraine, and loved ones.”