



**CHARLES "MAX"
 A. MCCAULEY III**
 Principal, Philadelphia

PRACTICE AREAS

- Business Law and Transactions
- Real Estate Litigation And Title Claims Litigation

ACTIVITIES

- President of Media Youth Wrestling (2016 - Current)
- Board Member of Media Youth Wrestling (2013 - Current)
- Board Member of The Rose Tree Colts (2013 - 2016)
- Board Member of The Walden School (2003-2013 - Board Chair, President, Finance Committee Chair)

PRACTICE FOCUS

Charles "Max" A. McCauley III is an attorney with extensive business experience. Mr. McCauley is a member of Offit Kurman's business law and transaction practice group as a principal attorney in the suburban Philadelphia and Wilmington, Delaware offices. Mr. McCauley's practice has involved corporate, banking, real estate, employment, tax, corporate and commercial litigation, and bankruptcy matters. He also advises clients on electronic discovery issues and is the former co-chair of the E-Discovery and Technology Law Section of the Delaware State Bar Association. Although he focuses his practice in all areas of business law, he also calls upon his significant business education and extensive experience garnered while managing his family's business and serving as general counsel to a group of privately held multinational companies with operations in the United States and China. This blend of experience uniquely qualifies him to provide steadfast counsel to businesses on all legal issues they face.

ARTICLES AND PUBLICATIONS

- "Avoiding an Adverse Tax Impact on Death of an S Corporation Shareholder" The American Bar Association Tax Times, Vol. 40 No. 2 - Winter 2021, March 12, 2021
- "Alert: The Paycheck Protection Program Is Now Accepting First Draw and Second Draw Applications" January 2021
- "SBA To Require PPP Borrowers of \$2 Million or More to Provide Documentation to Support Certification of Necessity Due to Economic Uncertainty" November 2020
- "Paycheck Protection Program (PPP) Loan Forgiveness Primer" June 2020
- "Offit Kurman's Guide to the CARES Act" April 2020
- "What Employers with 500 Employees or Less Need to Know about the CARES Act" April 2020
- "Facts About the CARES Act" April 2020
- "In Delaware - Is Your Business "Essential" or Not? A Deep Dive With Our Guidance" March 2020
- "New Jersey Law Permits Pass Through Entities to Bypass the Federal Cap on State and Local Tax Deductions" February 2020

SPEAKING ENGAGEMENTS

- *Simulated Legal Negotiation*, Virtual Panel Presentation with Exit Planning Exchange (XPX) Philadelphia, PA (January 26, 2021)

REPRESENTATIVE MATTERS

Mr. McCauley's transactional experience includes, by way of example: acquisitions (leveraged and non-leveraged); sales (assets and equity); contracts of all types and purposes; financing and refinancing of debt; real estate acquisitions and management; federal and state tax planning, audits, and advocacy and appeals; succession and estate planning and estate administration; and employment litigation and advice.

Mr. McCauley's litigation experience includes first chair of trials in state and federal courts, appearances in administrative matters, drafting briefs, arguing motions, taking and defending depositions, conducting e-discovery, managing outside counsel, preparing litigation budgets, and communication with insurance representatives. He has represented plaintiffs and defendants in a wide range of litigation matters including real estate, employment, creditor's rights, toxic torts, premises liability, product liability, personal injury, corporate, and commercial actions.

Representative Court Matters

- Obtained clear title for property owners in quiet title matters.
- Advised clients on litigation and governance issues arising from high profile mergers and acquisitions, including Dow Chemical/Rohm & Haas, ADVO/Valassis, CVS/Caremark, Shire Pharmaceuticals/Transkaryotic Therapies and Republic Services/Allied Waste.
- Litigated matters involving fiduciary duties of directors.
- Advised clients regarding options backdating investigations.
- Defended acquirer in regards to \$650 million appraisal action.
- First chair of one week jury trial in breach of contract matter - obtained jury verdict for client, verdict upheld on appeal.
- Represented manufacturers in defense of product liability claim involving catastrophic injuries.
- Represented business vendors from across the country defending adversary proceedings for the

avoidance of preference, fraudulent conveyance, and post-petition transfers.

- Represented contractors and subcontractors in construction litigation matters.
- Represented designers and manufacturers in theft of trade secrets litigation.
- Represented multiple clients as national and local counsel in defense of asbestos claims.
- Obtained defense verdict for non-profit organization in land use dispute.
- Obtained favorable resolution for taxpayer in tax controversies with the IRS.
- Obtained favorable resolution for business owner in a U.S. Department of Labor investigation.

PREVIOUS WORK

Prior to joining the firm, Mr. McCauley practiced at a Delaware law firm. In this capacity he focused on litigation and advisory matters relating to Delaware corporations and alternative entities, including counseling corporations and other entities and their directors and members on corporate governance and fiduciary duties, mergers and acquisitions, poison pills, appraisal cases, books and records demands, stock option grants, tax matters, and trust litigation.

Mr. McCauley has served as General Counsel for a multinational group of nine businesses spanning the healthcare, information technology, manufacturing, and international industries with hundreds of employees in numerous countries and offices in King of Prussia, Pennsylvania, USA, and Shanghai, China. He has also served as outside in-house counsel to businesses in the trucking, warehousing, stone, real estate development, medical services, and telecommunications industries. Prior to becoming a lawyer, Max managed his family's trucking and warehousing business located in Western Pennsylvania. He is viewed by many of his clients as their outside general counsel and has proven to be a valuable resource and reliable member of their teams. Mr. McCauley is accessible and responsive to his client's needs; whether it is to answer a simple question, or advise on complex litigation or transactional issues.

ADDITIONAL OFFICES

WILMINGTON OFFICE
Phone: 302.351.0905
Fax: 302.351.0915
Mailing: 222 Delaware Avenue,
Suite 1105, Wilmington , DE 19801

EDUCATION

- Villanova University School of Law (LLM Tax & Estate Planning Certificate)
- Villanova University School of Law (JD)
- Villanova University (MBA)
- The Pennsylvania State University (BS Finance)

ADMISSIONS

- Delaware
- Pennsylvania
- New Jersey
- United States Tax Court
- Third Circuit Court of Appeals
- U.S. District Court, District of Delaware
- U.S. District Court, Eastern District of Pennsylvania
- U.S. District Court, Middle District of Pennsylvania
- U.S. District Court, District of New Jersey