

Anchorage Police & Fire Retirement System v. Adolf

Corporate Governance

Role BFA represents the Anchorage Police & Fire Retirement System in this action.

Background On April 3, 2024, Bleichmar Fonti & Auld LLP and Grant & Eisenhofer P.A. filed suit in the Delaware Court of Chancery on behalf of the Anchorage Police & Fire Retirement System (together with the Teamsters Union No. 142 Pension Fund, represented by Labaton Keller Sucharow LLP and Andrews & Springer LLC), regarding breaches of fiduciary duty arising out of the August 31, 2023 buyout of Focus Financial, Inc. by affiliates of Clayton, Dubilier & Rice, LLC and Stone Point Capital LLC.

Court Delaware Court of Chancery

Case Number 2024-0354-KSJM

Status Pending

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The Merger ascribed Focus Financial, Inc. with an enterprise value in excess of \$7 billion. The terms of the merger were negotiated by a conflicted group of controllers, steered by conflicted fiduciaries. The complaint identifies Rudy Adolf (Focus’ CEO), Rajini Kodialam (Focus’ COO), James D. Carey, Fayez S. Muhtadie, and Stone Point as the “Controller Defendants” who controlled Focus and steered the Merger process in their favor. The complaint further alleges that other directors and officers of Focus breached their fiduciary duties regarding the sale as well. Count V

of the Complaint alleges that Goldman Sachs aided and abetted the breaches of fiduciary duty.

The complaint was made public on April 8, 2024. On December 5, 2024, BFA filed an opposition to the defendants' motion to dismiss. On April 2, 2025, the Court denied, in part, Defendants' motion to dismiss, converting the motion for counts against certain officers and directors of Focus into a motion for summary judgment. The Plaintiffs' served written discovery on the Defendants and discovery is currently underway for the as-converted motion for summary judgment.