

employee, director, and stockholder of the Wilmington Delaware law firm known as Bayard, P.A., Chair of the firm's Business Restructuring and Liquidations Group, and a member of the firm's Executive Committee.

4. Plaintiff resides in Kennett Square, Pennsylvania.

5. Defendant Rosemary S. Goodier ("Goodier") has been a member of the Delaware Bar since 1997. She also is admitted to practice in the District of Delaware. Goodier works in Wilmington and previously was an attorney with the Wilmington office of Skadden Arps and with the Wilmington Trust Company.

6. Goodier is an advocate for cancel culture and all its tactics designed to stop free speech.

7. Goodier resides in Chadds Ford, Pennsylvania. She owns real property in Odessa, Delaware, Pennsylvania and New Jersey.

8. While the identities of Defendants John Does 1-10 are unknown at this time and whether they are non-residents of Delaware also is unknown, this Court has personal jurisdiction over each of Goodier and Defendants John Does 1-10 under the conspiracy theory of personal jurisdiction in that the nature and quality of Goodier's purposeful acts described in this Complaint are attributable to the other conspirators thereby also subjecting Defendants John Does 1-10 to the jurisdiction of this Court.

9. So even if absent from the State, Goodier and Defendants John Does 1-10 were members of a conspiracy to harm Plaintiff through the acts described in this Complaint, committed a substantial act or substantial effect in furtherance of that conspiracy in Delaware, knew or had reason to know of the act in Delaware or that acts outside Delaware would have an effect in Delaware, and the act in, or effect on, Delaware was a direct and foreseeable result of

the conduct in furtherance of the conspiracy.

10. John Does 1-10 also independently are subject to the long-arm or other jurisdiction of this Court because they either reside in Delaware and committed their wrongful acts in Delaware, or they reside outside Delaware and committed their wrongful acts in Delaware. For example, if any of them are nonresidents of Delaware, this Court has jurisdiction over them under 10 Del. C. § 3104 which provides for service of process and jurisdiction based on acts of nonresidents, such as section 3104(c)(3) which includes a person who “causes tortious injury in the State by an act or omission in this State.”

11. Following the completion of initial discovery in this matter, Plaintiff expects to amend this Complaint to allege the true identities of John Does 1-10 and their capacities once ascertained.

II. JURISDICTION

12. Defendants are subject to the jurisdiction of this Court pursuant to 10 Del. C. § 541.

13. Defendants have intentionally sought and obtained benefits from their tortious and purposeful acts in the State of Delaware.

14. Defendants directed their conduct at Cousins, a member of the Delaware Bar and a former employee of his Delaware employer, Bayard.

15. In Delaware, Cousins suffered substantial and permanent damage to his personal, professional, and business reputation and character in the local community and the general public at large, as well as the local and nationwide legal community of which he was a member in good professional standing, and he suffered attendant severe emotional distress, embarrassment, humiliation, and mental suffering, including special injuries of lost wages, future lost wages in the millions of dollars, and other benefits.

16. A substantial part of the events giving rise to this claim occurred in Delaware, including publication and injury.

III. FACTS COMMON TO ALL COUNTS

A. Plaintiff's Professional and Personal Reputation

17. Plaintiff was admitted to the Delaware Bar in 1992. He is an attorney member in good standing of the Bar of the Supreme Court of the State of Delaware.

18. Plaintiff's professional background includes practicing for over 25 years in the bankruptcy restructuring field, participating in many of the largest and most complicated business reorganizations, liquidations, and distressed sales and acquisitions in Delaware's federal and state courts. He has represented clients in all industries including energy, finance, healthcare, hospitality, education, manufacturing, retail, telecommunications, transportation, technology, information-management and construction.

19. Plaintiff has been recognized by several professional publications for his work in bankruptcy and restructuring. In the 2020 edition of Chambers USA, a client reported: "Scott Cousins adds value to every case we work on together."

20. Finally, Plaintiff is AV® Peer Review Rated by Martindale-Hubbell, a published author, and a frequent speaker on issues and developments in bankruptcy and insolvency law.

21. Cousins has a well known reputation as a serious professing evangelical Christian who is openly involved in the community in which he lives. He engages in works of charity and mercy in the community, as well as witnessing to his profession of belief in Jesus Christ.

22. For example, he posted this prayer for peace on the Kennett Square Community Facebook page on May 31, 2020 – "I'm also praying for peace. May God bless us during these trying times."

23. At all times relevant hereto, Goodier was aware of Cousins' reputation as a serious Christian actively involved in his community. She is a known user of the above-mentioned Kennett Square Community Facebook page.

B. Plaintiff's Personal Background as a Christian

1. Plaintiff's Family History

24. Plaintiff grew up as a "preacher's kid." He attended a private, Christian high-school in Pennington, New Jersey under a scholarship that was commonly referred to as the "preacher's kid scholarship."

25. During three of the four years Cousins attended The Pennington School, his father was the pastor of the Pennington United Methodist Church, as well as the chaplain of the school.

26. Plaintiff's mother also became an ordained pastor in the United Methodist Church, serving in the Pennsauken United Methodist Church in New Jersey.

27. Both of Plaintiff's grandfathers were pastors in the Baptist Church.

28. His Aunt Dorothy was a member of the Sioux Nation and a cousin Charles is also a pastor.

29. Five of Plaintiff's children attended Red Lion Christian Academy in Bear, Delaware. One of those children is currently enrolled as a Biblical Studies major in a private, Christian college in Western Pennsylvania.

30. Plaintiff's ancestors were Abolitionists who fought against the unnatural, undemocratic, and unchristian treason of man's laws against our brothers and sisters who faced prejudice and oppression solely because they were of a different complexion. They believed in the eradication of slavery as one of the primary, earthly purposes of the Church and that God's higher laws justified its complete eradication.

2. Plaintiff's Personal Religious Commitment

31. Plaintiff is also a Christian like his ancestors. As such, his faith compels him to serve his community. While Scriptures teach believers to “walk humbly with your God,” Scriptures also teach believers to “act justly and to love mercy.” Micah 6:8.

32. Moreover, as the letter to the Galatians 3:26 teaches, it would be a grievous sin for Plaintiff to discriminate against anyone, as all men and women are children of God.

So in Christ Jesus you are all children of God through faith, for all of you who were baptized into Christ have clothed yourselves with Christ. There is neither Jew nor Gentile, neither slave nor free, nor is there male and female, for you are all one in Christ Jesus.

33. Cousins' efforts to advance the causes of social justice in his community include:

- Urban Promise: Following the horrific events in Ferguson, Missouri six years ago, Plaintiff and his wife began providing their financial support to Urban Promise in Wilmington. In addition, Plaintiff and his family began volunteering alongside other Urban Promise volunteers including:
 - hosting students from the Urban Promise Academy for annual field trips to Marsh Creek State Park where students learn to ride horses;
 - serving the Wilmington community during the Urban Promise annual Thanksgiving banquet; and
 - participating in Urban Promise PowerUP days by cleaning, painting and providing general maintenance at Urban Promise facilities.
- Urban Promise Street Leader: Two weeks following the police-involved killing of George Floyd in May 2020, Plaintiff helped a young man in Wilmington (who was an Urban Promise Street Leader) start a photography and video business by donating to him thousands of dollars in camera and video equipment.
- George Floyd: Following the unprecedented social awareness generated by the death of George Floyd and other similar tragedies that have brought the subject of racial justice to the forefront of America's consciousness, on May 31, 2020, Plaintiff posted on the “Kennett Square PA Community

Facebook” page the following:

Neighbors: We can all agree that the death of George Floyd was senseless and tragic and that those police officers involved with his death should be prosecuted to the fullest extent of the law, with Due Process. We can also agree that our right to protest is enshrined in the very fiber of all Americans. But please protest peacefully tomorrow, as Dr. King would insist. March with your Bibles, like Dr. King.

I will pray for peace and that you reject violence and vandalism some might use to tear apart this amazing community. Violent protests do not avenge George Floyd’s senseless death and do not honor the legacy of Dr. King. I’m praying for each of you tomorrow. I’m also praying for peace. May God bless us during these trying times.

- Willowdale En Español!: Prior to this year’s Covid-19 pandemic, Plaintiff met with the pastor for the Willowdale En Español! ministry at Willowdale Chapel, the church where Plaintiff and his family attend, to offer pro bono assistance to his fellow believers.
- Native American Guardian’s Association: Cousins works on a *pro bono* basis with the Native American Guardian’s Association, which is a non-profit organization that advocates for increased education about Native Americans and partners with public educational institutions in ways to remember and educate students about Native Americans.

34. In addition, Plaintiff regularly attends a weekly Delaware Lawyer Bible Study group on Mondays and an early-morning men’s group meeting hosted by members of Willowdale Chapel on weekdays.

a. “The Blood of the Enlightenment”

35. Plaintiff is also an author of a work of Christian fiction, which was first self-published in September 2019 under the pen name of “J. Isaac Curzon.” The Blood of the Enlightenment is available at: https://www.amazon.com/Blood-Enlightenment-J-Isaac-Curzon-ebook/dp/B07XJ7P885/ref=sr_1_1?dchild=1&keywords=isaac+curzon&qid=1598796622&sr=8-1.

36. Because people of faith are often mocked for their world views in today's culture, Plaintiff's use of a pen name for his first novel was "Out of fear of professional ostracism and the strong desire not to be figuratively burned at the stake. . . ." Id.

37. Plaintiff's first Christian fiction novel follows the story of Matthew Rousey, summarized as follows:

In the years leading up to the American Civil War, Rousey planned to become a preacher, just like his father. He planned to focus his Christian ministry wholly on the work of God, avoiding any entanglement with the political. But a chance encounter with a black gravedigger changed all that. Matthew could no longer remain silent about the sins of slavery, and he became an avid Abolitionist. He preached sermons that criticized the 1850 Fugitive Slave Act and the U.S. Supreme Court's Dred Scott decision. He wrote many editorials calling for the abolition of slavery in a Christian denominational newspaper, making enemies both inside and outside the Church. Matthew then joined the Union Army as a regimental chaplain where he fought and continued to advocate for the abolition of slavery.

38. The Blood of the Enlightenment is a story about the ecclesiastical battles within the Church in the North and the South over the nature of the slave, the sin of slavery and the Church's role in the abolition of slavery in the United States before and during the Civil War.

39. The Blood of the Enlightenment explores how the Christian church during the American Civil War struggled with the country's system of slavery. To be sure, on the Sunday following the Supreme Court's Dred Scott decision, the character Rousey preaches about the sins of slavery:

"I ask you my dear children of God, if indeed all men were created equal under the sovereignty of God, how did Justice Taney conclude that the members of the African race, whether free or slaves, were not citizens of the United States and were not entitled to the full rights of citizenship guaranteed by the U.S. Constitution?" He paused for over fifteen second before continuing. "The only reasonable answer is that Justice Taney and

the southern-dominated Supreme Court believed that the members of the African race and all their descendants were not men, but members of an inferior, sub-human class of forced-laborers and baby breeders who could be mistreated, bought and sold like horses, swine and cattle.” He continued by saying that “Justice Taney does not have such divine or constitutional authority to make such a determination and that we now have a country that is not governed by the political whims of the supposed unpolitical men of the Supreme Court.” He rebuked the words of Taney that claimed that blacks were a “subordinate and inferior class of beings, who has been subjugated by the dominant race.” Matthew spoke of how the words of the slaveholding wing of the Supreme Court were designed to transform the lives and values of the northern aggressors into those of the proslavery southerners. He concluded his sermon by saying that he believed that the Supreme Court’s decision to inject itself into the political realm would be the catalyst that would transform those who were averse to Christian Abolitionism into the warmest proponents of human equality and freedom.

40. One of the main characters in The Blood of the Enlightenment is a young, Black woman, Sarah Cooke, who at the age of seven escapes with her mother along the Underground Railroad through Delaware, across the Delaware and Chesapeake Canal, through Wilmington and into the safety of Pennsylvania. Sarah eventually finds her way to Gettysburg where she serves as a nurse at the battlefield hospital at Christ Church on Chambersburg Pike during the Battle of Gettysburg.

41. Plaintiff took several years researching and writing The Blood of the Enlightenment to ensure, while it is a fictional account, that it was as authentic as possible. That research included reading dozens of historical Civil-War era journals, including texts on the history of the Underground Railroad in Delaware, Maryland and Pennsylvania, as well as reviewing accounts of the “passengers” and “conductors” who ran the “trains” of the Underground Railroad, including Thomas Garrett of Wilmington (who is featured prominently in the novel but is only known to the characters as the “Quaker station master” and the “most hated man in the South.”).

42. While writing the novel, Plaintiff also researched contemporary “revisionist history” in order to better understand the manner in which to communicate the message around organized religion’s struggles with the abolition of slavery during the American Civil War to modern readers of Christian fiction and to address false claims about critical race theory, hierarchical systems of power, and the supposed “anti-intellectualism” of conservatives around core principles of learning and American history.

43. As one reviewer wrote about The Blood of the Enlightenment:

Author, through his characters, makes his reader understand the issue of slavery. This is not a dry, purely historical, treatment. If you want to know what the people of the day were thinking about slavery, read this book. I’m going to buy this book for my grandchildren when I think they are old enough to absorb the material. I learned many things that were skipped over in history class.

C. Plaintiff’s Background as a Conservative

44. Plaintiff is Caucasian and of the conservative political and legal persuasion, including being a strong defender of constitutional “originalism” and federalism.

45. Until his forced resignation from Bayard, to his knowledge Plaintiff was the only conservative lawyer in the firm. His conservative political views and Christian faith were well known within the Bayard community. Indeed, during after-hour, all-attorney events, the President of Bayard, would often publicly engage in political debates with Plaintiff, particularly with respect to the Second Amendment to the Bill of Rights, the Justice Kavanaugh confirmation hearings and U.S. Supreme Court cases, including Roe v. Wade. If other attorneys at Bayard had conservative political views, they never expressed them to Cousins

D. The Bayard Employment Agreement

46. Until his forced resignation effective August 7, 2020, Cousins was a party to a certain

“Stockholder’s Employment Agreement” with Bayard, dated January 1, 2017 (the “Employment Agreement”). The Employment Agreement provided for Cousins’ compensation, health insurance and other benefits. Irrespective of whether “good cause” existed for Cousins dismissal from the firm, paragraph 3 of the Employment Agreement (the “Discharge Provision”) provided that the shareholder directors of Bayard could discharge Cousins “by a two-thirds vote of the total number of members of the Board of Directors of the Corporation who are also shareholders.”

E. The Unionville Chadds-Ford School District Mascot Litigation

47. For over 2 ½ years, Plaintiff has been a leading opponent of the efforts by the Unionville Chadds-Ford School District (the “District”) to retire the Unionville High School Mascot and name (together, the “Unionville High School Mascot”). Although several years ago the District eliminated stereotypical iconography and the tomahawk chop cheer associated with the Unionville High School Mascot (changes which Plaintiff supported at the time), the “mascot” that was at the heart of the current dispute was not the likeness of a person, but rather an icon—a “U” with a single feather— a true and correct copy of which is attached as Exhibit A.

48. On August 5, 2020 at 4:21 p.m., Plaintiff exercised his First Amendment protected right to petition for the redress of grievances by filing a lawsuit in the Court of Common Pleas in West Chester and seeking an injunction preventing the District from canceling the Unionville High School Mascot, which has been an important part of the Unionville community’s history and traditions for over 65 years.

49. The lawsuit was filed *pro se*, in Plaintiff’s name alone, and not on behalf of Bayard or any clients of Bayard. Stated another way, Bayard’s name is nowhere found in any of the legal pleadings or court filing.

50. The only parties to the Unionville Lawsuit were Plaintiff and the Pennsylvania School District.

F. The August 5th Daily Local News Story

51. On the afternoon of August 5, 2020, a community newspaper called “The Daily Local” published a news article about the Unionville Lawsuit wherein it quoted Plaintiff’s pleading in the Unionville Lawsuit, writing:

“Certainly, American history is replete with horrific acts of violence against Native People,” Cousins said in the suit. “It is without question that Man’s Laws have failed to live up to our founding principles based on Natural Law. Anyone who suggests that Native People have never been victimized has not seriously studied American history. We need to study history — not cancel it, revise it or eradicate it — in order to ensure that the victimization of Native People never happens again. Simply claiming that Native People were victimized in the past, however, is unrelated to whether the Unionville High School Mascot honors these great nations and the proud history of Native People.”

* * * * *

In the court filing, Cousins describes himself as a Christian, adult, white, heterosexual male who is an interested community resident living in the district, whose ancestors were not white European imperialists, but were poor, working class people fleeing Europe for the promise of the New World. Cousins described his ancestors as not believing that they were inherently superior to non-white groups, did not support the genocide of Native Peoples and fought to end 250 years of African slavery. Cousins said he “shares his ancestors’ blood and the wisdom of their collective beliefs.”

The Daily Local article is available at: https://www.dailylocal.com/news/local/lawsuit-filed-against-unionville-over-mascot-issue/article_cbf97c42-d744-11ea-9f37-5397f8f038c8.html

G. Goodier and Others Attacked That Same Day

52. Plaintiff’s fears of “professional ostracism” and his “strong desire not to be

figuratively burned at the stake” came true following the filing of the Unionville Lawsuit. The attacks against Cousins were not physical, but electronic through email to his employer and social-media posts.

53. Indeed, less than one hour after the Unionville Lawsuit was filed, at 5:12 p.m. on August 5, 2020, Defendants falsely attacked Plaintiff when Goodier sent an email (the “August 5 Email”) to Bayard’s general email mailbox in which she falsely attacked and smeared Cousins as a “white, Christian” “racist” and religious bigot, and someone whose conduct constituted racial and religious bigotry. A true and correct copy of the August 5 Email is attached hereto as Exhibit B.

54. At the time of the August 5 Email, Cousins was identified on Bayard’s website as a Director of Bayard and the Chair of its Business Restructuring and Liquidations Group. It was common knowledge in the Delaware legal community in general and with Goodier in particular that Cousins was an employee, Director of Bayard and the Chair of its Business Restructuring and Liquidations Group. Plaintiff’s biographical information was posted on the Bayard’s firm’s website: <https://www.bayardlaw.com>

55. The firm’s general email address also is located on the firm’s website’s contact page: <https://www.bayardlaw.com/contact>

56. The August 5 Email was received and reviewed that day by the firm’s office manager.

57. The August 5 Email contained the subject line: “Recently Filed Lawsuit Against Unionville Chadds Ford School District Reflects Poorly on The Bayard Firm.”

58. The August 5 Email was sent by Goodier, on behalf of herself and “Members of our community,” and was written in the first-person plural using the collective pronouns “we” six

times and “our” three times.

59. Upon information and belief, by “Members of our community” Goodier was referring to the other John Doe defendants.

60. Review of its text reveals that it was written by Goodier in two capacities. First, in a representative capacity since it states she was writing on behalf of “Members of our community,” making “our” demands for “support” in opposing a “horrific lawsuit.” Second, it was written in her individual capacity as a licensed Delaware attorney communicating with the members of a Delaware law firm bringing to their attention the alleged misconduct of one of its directors.

61. The August 5 Email falsely attacked, and vilified Cousins to his employer, Bayard, and to his business colleagues, twice calling him a “shockingly racist” person seeking to protect his “white, Christian heritage.” Exhibit B.

62. The August 5 Email included at least three (3) false, unprivileged and defamatory statements accusing Cousins of, among other things, engaging in multiple types of racist and religiously bigoted conduct. First, Goodier referred to Cousins’ Unionville Lawsuit as “shockingly racist and tone deaf.” Second, again some of Cousins’ statements in his pleadings therein were said to be “shockingly racist.” Third, it dismissed the Unionville Lawsuit as an effort by Cousins to “protect[] his white, Christian heritage,” implying that this white Christian is the descendant of Christian slave holders and a religious bigot.

63. In short, the false, unprivileged and defamatory gist of the August 5 Email was designed to convey to Plaintiff’s employer and colleagues that this key member of Bayard was a racist and a religious bigot.

64. Had Defendants read the pleadings Plaintiff had filed in the Unionville Lawsuit, they would have seen:

- Plaintiff agrees with [the District] that no person or nation of people should be a mascot.” See Memorandum of Law in Support of Plaintiff’s Expedited Petition for (A) Preliminary Injunction and (B) Writ of Mandamus,” Civil Action No. 2020-05102-IR dated August 5, 2020 (“Memorandum of Law”) at p. 17, n.17.
- “Certainly, American history is replete with horrific acts of violence against Native People. It is without question that Man’s Laws have failed to live up to our founding principles based on Natural Law. Anyone who suggests that Native People have never been victimized has not seriously studied American history. We need to study history—not cancel it, revise it or eradicate it—in order to ensure that the victimization of Native People never happens again. Simply claiming that Native People were victimized in the past, however, is unrelated to whether the Unionville High School Mascot honors these great nations and the proud history of Native People. Rather, we need to study our past with objectivity, not with au courant ‘woke’ attitudes and opinions that place feelings over facts and reason.” Id. at p. 3.
- “Almost 2-1/2 years ago (in March 2018) when Plaintiff first requested that the District appoint a Citizen Advisory Committee ‘to investigate the merits of changing the Unionville High School mascot and name,’ . . . he was hesitant to express his opinions for fear of hurting the feelings of others or offending proponents of a change to the Unionville High School Mascot. For Plaintiff, remaining silent was not acceptable particularly given important free speech principles that were at stake in the debate.” Id.
- “One alternative could be to develop a partnership with the Lenni Lenape Tribe related to the Unionville High School Mascot. For example, Florida State University partnered with local tribes who approved the school’s continued use of ‘Seminoles’ name.” Id. at p. 5, n.2.

65. The accusations alleged against Cousins in the August 5 Email are not opinions protected by the Constitution, but totally and unequivocally false, unprivileged and defamatory statements which Defendants would have known to be untrue had they undertaken any reasonable efforts to verify their accuracy before publication. Plaintiff is not a racist or a religious bigot and he has never engaged in any conduct relative to the mascot dispute which constitutes racist or religious bigotry.

66. Defendants did this in order to hurt Cousins and, by doing so, actually intended to injure him by, among other things, getting him fired from his job and destroying his good name and reputation in his local community as well as nationally.

H. The Defamatory Attacks Then Continued on Facebook

67. Following the August 5 Email, Defendants continued their false attacks for the defamatory purpose of embarrassing, maligning, vilifying, damaging and punishing Plaintiff for expressing his constitutionally-protected viewpoints in the Unionville Lawsuit.

68. In order to inflame public hatred, contempt, scorn, obloquy, and shame against Plaintiff, Goodier took to social media where she continued to manufacture her false, unprivileged and defamatory accusations that Plaintiff was engaging in racist conduct and was a religious bigot by pursuing the Unionville Lawsuit. On information and belief, other Defendants joined in and further impugned Plaintiff's character because his political and social views opposed the political and social views of Defendants.

69. On August 5th and for several days thereafter, these defamatory statements were widely published on Facebook within and without the local Wilmington Delaware legal community and the general public at large in bad faith, out of ill will, intentionally, recklessly, willfully, wantonly, without privilege, and negligently.

70. So outrageous were Goodier's defamatory attacks that the administrators for the Kennett Square PA Community Facebook page removed Goodier's posts and the posts of the other John Does 1-10, presumably for violating the "Group Guidelines" for this page.

71. The Group Guidelines for the Kennett Square PA Community Facebook provide, in part:

Libel on Facebook can result in a successful lawsuit. Libel is a

published false statement that is damaging to a person's reputation; a written defamation. It applies to comments posted online just as it does to something written in a newspaper or book:

- The statements were published and read by a third party
- The statements were not true
- The statements were about the plaintiff
- The statements harmed the plaintiff's reputation

72. Despite this removal, Goodier continued defamatory online attacks on the "Daily Local News" Facebook page.

73. Indeed, when another user of Facebook posted a contrary comment about the Unionville Lawsuit on the Daily Local News Facebook page, Goodier attacked again and claimed that Cousins and other supporters of the Unionville Lawsuit were "aligning" themselves "with sick people who are on the wrong side of history."

74. Goodier also accused another contrary user of Facebook of "being dishonest with yourself about how any of this is acceptable."

75. Goodier's cancel culture tactics of knowingly triggering the viral social media mob on Facebook worked.

76. Many commentators on Facebook viciously attacked Plaintiff and his family, causing one teammate of his stepdaughter, a junior at Unionville High School, to inquire about why a coach in the District was accusing Plaintiff of racism and bigotry.

77. Upon information and belief, John Does 1-10 published substantially similar social-media posts to those of Goodier, and communicated with members of the Bayard firm.

I. On August 6th, Less Than 24 Hours Later, Bayard Demanded Cousins' Resignation from the Firm or He Would Be Fired

78. The morning after Goodier's 5:12pm August 5 Email, on August 6, 2020, the Firm Administrator for Bayard wrote Plaintiff with respect to the August 5 Email, "I guess there are some unhappy individuals over the filing." He then asked: "How would you like us to handle the receipt of future notes/inquiries? Just forward them to you? Should we respond to this one or just let it fade away?"

79. Within a few minutes, Plaintiff responded to this question as follows:

I would send it to the [Executive Committee] so they know. My preference is to ignore the email, but I will defer to the [Executive Committee]. The woman who sent the email is an attorney in town. With no basis, and without reading the pleadings, she called me a racist in an email to the Firm based on a news article. I think that the folks at the Firm know that I'm not a racist.

I filed the case as a private citizen, not as a director of Bayard. The pleadings detail my viewpoint on the issue, but these are my personal views. I know that others at the Firm disagree with my personal views, which they are free to express. I'm happy to get on a call with the [Executive Committee] too. Thanks.

80. Notwithstanding Plaintiff's pleas to Bayard, Defendants' tactics of directing their discriminatory, harassing, demeaning and derogatory words and conduct towards Plaintiff's employer worked. Approximately three hours after Plaintiff's response to the firm administrator, the President of Bayard, called Plaintiff and demanded Plaintiff's resignation from the firm's Executive Committee and from the firm.

81. The President stated that there were "negative consequences" to the firm as a result of the Unionville Lawsuit.

82. As for his justification for demanding Cousins' resignation, he stated that "all of Cousins' partners are frustrated" with Cousins, that none of Cousins' partners "agreed with the lawsuit," and that Cousins' partners had "lost confidence" in Cousins.

83. He then repeated the language from Goodier's August 5 Email claiming that the Unionville Lawsuit "reflects poorly on the firm," and asserted that the Unionville Lawsuit is part of "a broader conversation about how [Cousins'] conduct reflects poorly on the firm" and how the lawsuit "has cost the firm business."

84. When Plaintiff explained that in less than 24 hours the firm could not prove that it lost business as a direct result of Cousins expressing his personal, First Amendment viewpoints, the President responded by noting that the firm's attorneys have been receiving emails and phone calls from "attorneys in town," as well as reviewing many of the posts on social media that were directed to Bayard. He then added, "Personally, don't see how we keep you on."

85. It reasonably appears that these emails and phone calls from "attorneys in town" were from John Doe 1-10 defendants in this lawsuit, as well as others.

86. The President also said that the firm needed to put out a press release in order to reduce the damage to the firm.

87. Cousins demanded that Bayard not put out a press release, claiming that a press release would destroy any chance of Cousins "finding another firm to join in town." Cousins added that he had not begun to look for alternative employment. He also asked to see the press release before the President sent it out and demanded that it clearly state that "we know Scott and that he is not a racist."

88. The President acknowledged seeing the August 5 Email sent by Goodier, acknowledged that it called Cousins a racist, and he said that while he knew that Cousins was not a racist, given the circumstances around the Unionville Lawsuit, he said that "the firm can't say that."

89. Cousins expressed disbelief that Bayard and its partners would not defend him from

the false claims in the August 5 Email.

90. The President again threatened to call a vote of the stockholders of Bayard and invoke the Discharge Provision of the Employment Agreement unless Cousins resigned from the firm's Executive Committee and from the firm.

91. In response, Cousins refused to resign, demanding instead the opportunity to present his case to the other stockholders of the firm as to how expressing his viewpoints in a private litigation is something that should be respected, not condemned, as the firm did recently in supporting an associate's First Amendment right to protest in Washington, D.C.

92. Cousins concluded the conversation by noting that he would have thought that the firm would have supported him with respect all diverse viewpoints and his independent exercise of his First Amendment rights, even if some do not agree with the lawsuit. After all, the firm was composed of Delaware lawyers supposedly dedicated to more than making money, but also upholding the rule of law against the mob.

93. Unfortunately, the representative and timeless words of then Chief Justice of the Delaware Supreme Court, E. Norman Veasey, to newly minted Delaware attorneys in 2003, were forgotten by Bayard. Delaware lawyers have an obligation, and "that obligation is to justice." In pursuant of that goal, Delaware lawyers are supposed to exercise the qualities of "independence and courage" yet, as this case sadly demonstrates, such "lawyer independence and courage ... is in constant peril." In the Chief Justice's words, "[t]here is too much commercialization in the profession" because "some lawyers are desperate to keep a real live, paying client happy to avoid losing the client and the hoped-for financial rewards expected from the representation. This is a temptation that must be resisted if the integrity of our profession is to survive." Continuing -

I think our most precious attribute is that we have the freedom to

do the right thing – in representing a client or in performing public service. We are not owned by our clients or our supervisors, but we are wed to our integrity and ethical principles.

J. The Next Day, August 7th, Cousins Is Forced To Resign

94. In refusal of all of Plaintiff's requests for non-discriminatory treatment, respect for his integrity and motivating ethical principles, the clearing of his reputation and good name, and fundamental fairness and due process, Bayard decided overnight to terminate Plaintiff because of the false accusation that he was a "shockingly racist" lawyer and religious bigot, who seeks to protect "his white, Christian heritage," and engages in racist and religious misconduct.

95. Bayard chose the road of commercialism in the profession and fear of losing money-paying business clients rather than its obligation of justice for Plaintiff. Defendants expected that Bayard would make that choice when they decided to "cancel" Plaintiff and his legal career.

96. The next day, Friday, August 7, 2020, the President communicated to Plaintiff that Bayard had not changed its mind.

97. Seeing the handwriting on the wall and concluding that the firm was about to, in writing, brand him as a racist and a religious bigot, and in an attempt to mitigate his damages and secure future employment in the Delaware legal community, Plaintiff then was constructively discharged and he was forced to resign his employment and as a Director of Bayard, Chair of its Business Restructuring and Liquidations Group, and Member of its Executive Committee effective Friday, August 7, 2020.

98. The following day, Plaintiff had to explain to his family the circumstances of his resignation from Bayard. Cousins also had to convince his children that he was, indeed, not a racist and religious bigot as had been repeatedly and publicly alleged in social media.

M. Cousins' Attempts to Mitigate the Damage Done to His Reputation

99. As a person of faith, character and ethics, Cousins was stunned by these attacks on his character, particularly given his Christian faith, his efforts to advance the causes of social justice in his community and his years researching and writing The Blood of the Enlightenment. For him, being called a “white, Christian” racist and religious bigot placed the burden on him to prove that he was not racist and not a religious bigot.

100. Following his resignation from Bayard, Plaintiff inquired or applied to over forty (40) potential employers for in-house counsel opportunities and spoke to over fifteen (15) law firms. Each employer or law firm that responded to those inquiries asked about the circumstances surrounding Plaintiff’s unannounced and sudden departure from Bayard.

101. Each time Plaintiff spoke to a prospective employer or colleague within the local and nationwide legal community, Plaintiff had to repeat the nature of the defamatory attacks on Plaintiff’s personal, professional, and business reputation and character in an effort to defend his unannounced and sudden departure from Bayard.

102. He also had to convince prospective employers that it is false to claim that he is a “white, Christian” racist and religious bigot, hoping to overcome the “burden of proof fallacy” – namely, he had to prove to the satisfaction of prospective employers that Defendants’ claims were false instead of insisting that Goodier prove that her claims were true.

103. Plaintiff also has incurred thousands of dollars of expenses in retaining a professional resume writer, paying for executive search firms and related job-search costs.

104. Because of the substantial and permanent damage to Plaintiff’s personal, professional, and business reputation and character, and his inability to find another employer or law firm to work for, Plaintiff determined that the best way to mitigate the damages caused by Defendants was to start his own law firm on October 1, 2020.

DAMAGES

105. As a direct and proximate result of the actions of the Defendants as detailed herein, Plaintiff has suffered or will suffer damages including, but not limited to: the full panoply of damages available under Delaware common law rules for damages; substantial and permanent damage to his personal, professional, and business reputation and character in the local community and the general public at large, as well as in the local and nationwide legal community of which he was a member in good professional standing; severe emotional distress; embarrassment; humiliation; mental anguish; mental suffering; loss of enjoyment of life; disappointment; anger; inconvenience; and other non-pecuniary losses and injuries.

106. Additionally, Plaintiff will suffer economic damages – in the past, present and future – including, but are not limited to: loss of wages; loss of other earnings; loss of profit sharing benefits; loss of pension benefits; loss of retirement benefits; loss of other benefits; decreased earning capacity; and other economic and pecuniary losses.

107. By way of example, Plaintiff's economic losses alone will exceed millions of dollars over his remaining life time.

COUNT I - Tortious Interference with Contract

108. Plaintiff repeats and realleges each allegation set forth herein.

109. There was (1) a contract, (2) about which Defendants knew, (3) an intentional act that was a significant factor in causing the breach of such contract, (4) without justification, (5) and which caused injury to Plaintiff.

110. Each Defendant knew that Cousins was an employee of Bayard under the Employment Agreement or other contractual obligation.

111. No Defendant was a party to the Employment Agreement or other contractual

obligation.

112. Upon information and belief, no Defendant is currently a stockholder, director, attorney, or employee of Bayard.

113. Without justification, Defendants intentionally and improperly communicated in writing to third-party Bayard no less than three (3) false and defamatory statements referring to Cousins and accusing him of, among other things, engaging in shockingly racist conduct, being a religious bigot seeking to protect his white, Christian heritage.

114. The first false, unprivileged and defamatory statement communicated to Bayard in the August 5, 2020 Email (“Defendants’ First Statement”) was the statement that Plaintiff’s filing of the Unionville Lawsuit was “shockingly racist and tone deaf.”

115. Defendants’ First Statement communicated to Bayard the false, unprivileged and defamatory gist that Cousins engaged in racist conduct by filing the Unionville Lawsuit and he was a racist.

116. The second false, unprivileged and defamatory statement communicated to Bayard in the August 5, 2020 Email (“Defendants’ Second Statement”) was the statement that Plaintiff in his court pleadings had made “some shockingly racist statements.”

117. Defendants’ Second Statement communicated to Bayard the false, unprivileged and defamatory gist that Cousins engaged in racist conduct and he was a racist.

118. The third false, unprivileged and defamatory statement communicated to Bayard in the August 5, 2020 Email (“Defendants’ Third Statement”) was the statement that the Unionville Lawsuit was designed to “protect[] his white, Christian heritage,” implying that his ancestors were Christian slave holders, and he was a Christian bigot.

119. Defendants’ Third Statement communicated to Bayard the false, unprivileged and

defamatory gist that Cousins and his ancestors violated the fundamental standards of his religious community and he was a religious bigot.

120. Upon information and belief, these statements to Bayard were written under the pretense of protecting members of the Unionville-Chadds Ford community in general and limiting the distraction related to the Unionville Lawsuit in the midst of a pandemic. Upon information and belief, the Defamatory Statements as written allegedly were intended to protect people, specifically “the safety of the community’s children” and “getting students back to school safely in the midst of a deadly pandemic.”

121. The actions of the Defendants were a significant factor in causing the breach of Plaintiff’s employment contract with Bayard and his forced constructive discharge from Bayard. The temporal proximity between their actions and the termination of Plaintiff’s employment is compelling.

122. Under Delaware law, without justification Defendants used intentional and improper means to communicate the First Statement, Second Statement and Third Statement to Cousins’ employer in order to knowingly interfere with the Employment Agreement and to cause injury to Plaintiff.

123. Considering the following factors there was no justification for the conduct of the Defendants: (a) the cancel culture nature of the actor’s conduct to inhibit freedom of speech and debate; (b) the actor’s motive in following the tactics of cancel culture; (c) the interests of the Plaintiff to earn a living and maintain a good name and reputation with which the actor’s conduct interfered; (d) the illicit cancel culture interests sought to be advanced by the actor designed to eliminate the First Amendment freedom of speech and petition; (e) the social interests in protecting the freedom of action of the actor and Constitutional freedoms; (f) the lack of any

contractual interests of the Defendants; (g) the temporal proximity of the actor's conduct to the interference; and (h) the relations between the parties.

124. Plaintiff suffered substantial monetary injury in the millions of dollars, and other injury as a direct and proximate result of Defendants' actions.

125. Defendants' malicious, intentional, tortious and unlawful interference with Plaintiff's Employment Agreement or other contractual obligation entitles Cousins to an award of punitive damages.

126. Plaintiff's right to be free from tortious interference with contract has been denied under the common law of the State of Delaware.

COUNT II - Defamation

127. Plaintiff repeats and realleges each allegation set forth herein.

A. Defamatory Statements of and Concerning Plaintiff

128. Defendants made numerous defamatory written and oral statements about Plaintiff.

129. These include the First Statement, Second Statement and Third Statement, referenced above, which were communicated to Bayard. ("Statements to Bayard").

130. These also include additional similar statements in posts on Facebook and other social-media platforms as well as in other online mediums. ("Social Media Posts").

131. They also include additional statements which Plaintiff has not yet discovered or yet otherwise learned of. ("Additional Statements").

132. The Statements to Bayard, Social Media Posts and Additional Statements (collectively the "Defamatory Statements"), referred to Plaintiff by name.

133. The gist of the Defamatory Statements is that Plaintiff is a racist and a religious bigot.

134. The Defamatory Statements are completely and categorically false.

135. Being called a racist and a religious bigot injures a person's reputation in the popular sense, diminishes the esteem, goodwill or confidence in which a person is held, excites adverse, derogatory or unpleasant feelings or opinions against him and exposes him to public hatred, contempt, scorn, obloquy, and shame. In doing so, it also harms a person's reputation, lowers him in the estimation of the community and deters third persons from associating or dealing with him.

136. The defamatory nature of the Defamatory Statements is self-evident and would be understood as such by any reasonable third party, by the plain words of the Defamatory Statements themselves and also by referring to extrinsic evidence.

137. For example, Plaintiff's longtime employer, Bayard, immediately sought to entirely disassociate itself from him and get rid of him, threatening to fire him if he did not immediately resign because it did not want to be associated with someone accused of being a racist and religious bigot.

138. The Defamatory Statements maligned Plaintiff in his profession, trade or business.

139. They falsely accused Plaintiff of being a racist and religious bigot in order to bring Plaintiff's character into disrepute with respect to: (1) his employment with Bayard; and (2) his future employment with all other employers and clients.

B. Published

140. Defendants published the Defamatory Statements in numerous ways.

141. For example, they were published in writing by e-mail and online postings, and also were published orally, including by telephone and in person communication.

142. Defendants communicated the Defamatory Statements to third persons, other than

Plaintiff.

143. As the natural and foreseeable consequence of their actions, Defendants knew and intended that their Defamatory Statements would be republished by others, including others on social media.

C. Actual Malice

144. Defendants published the Defamatory Statements with negligent disregard for the truth.

145. Defendants published the Defamatory Statements with reckless disregard for the truth.

146. Defendants published the Defamatory Statements with intentional disregard for the truth.

147. Defendants published the Defamatory Statements with malicious disregard for the truth.

148. Defendants knew that the Defamatory Statements were false and untrue but published them anyway.

149. Defendants had actual knowledge that Plaintiff was neither a racist nor a religious bigot but published the Defamatory Statements anyway.

150. The Defamatory Statements were made to further cancel culture interests other than those protected by any privilege, with the primary motives for publishing them being malice and ill will towards Plaintiff.

151. For example, Defendants' primary motive was to injure Plaintiff, destroy his reputation, get him fired from his job and destroy his life.

D. Mitigation of Damages and Compelled Self-Publication

152. Defendants could reasonably foresee that the nature of Defamatory Statements about Plaintiff would require him to repeat the nature of the Defamatory Statements against him in an effort to defend his unannounced and sudden departure from Bayard, seek substitute employment and to mitigate the damage done to Plaintiff's personal, professional, and business reputation and character.

153. Plaintiff's limited public statements after the Defamatory Statements against him were reasonable, proportionate, and in direct response to the false accusations

154. Plaintiff had to take and use reasonable efforts to rebut the substantial and permanent damage to his personal, professional, and business reputation and character.

155. For example, on August 17, 2020 (the week following being forced out from Bayard), Plaintiff posted this statement on his personal website:

I have been a leading opponent of the efforts by the Unionville -Chadds Ford School District to cancel the Unionville High School Mascot. Several years ago, the District eliminated the offensive stereotypical iconography and the tomahawk chop cheer associated with the mascot (changes which I welcomed at the time). The current "mascot" is not the likeness of a person, but rather an icon—a "U" with a single feather—with the "Indian" name. The District is now poised to cancel the Unionville High School Mascot, which has been an important part of our community's history and traditions for over 65 years.

Last week, in the Court of Common Pleas in West Chester, I took a stand for a cause that I believe in and tried to stop the District from canceling the mascot. I lost in Court. Despite the fact that I agreed with the District that no person or nation of people should be a mascot, and without reading the pleadings I filed in Court, last week several members of the community (and outside the community) harassed my business colleagues, my friends, my neighbors and my family, online, through email and in person, in order to shame me into silence. None of my family and friends (many of whom disagree with me) deserved those attacks because I was expressing my viewpoints about the future of the mascot.

I believe that by canceling the mascot the District is missing a tremendous opportunity to partner with groups such as the Native American Guardian's Association (NAGA). NAGA believes in the respectful use of American Indian names and logos and partners with Native-theme schools by offering educational materials, providing opportunities for students to visit and study on American Indian reservations, and making cultural school presentations during Native American Month while featuring Indian artwork and cultural performances. We, as a community, are also missing a tremendous opportunity to debate opposing viewpoints in polite and respectful ways. In this era of heated political rhetoric, I hope you will join me in refusing to be shamed into silence by the online mob. I promise to listen respectfully to your viewpoints so that we can learn from each other. I hope you will respect my viewpoints, too, without attacking me and others whom I love, respect and care for deeply. Finally, please recall the words of the great abolitionist Frederick Douglass: "Liberty is meaningless where the right to utter one's thoughts and opinions has ceased to exist."

E. Damages

156. As a result of the Defamatory Statements, Plaintiff has suffered substantial and permanent damages and other injuries as already addressed above.

157. As set forth herein, Plaintiff has spent over 25 years developing his professional reputation nationally as a restructuring lawyer. Defendants' false statements regarding his character have damaged his reputation and harmed his ability to obtain employment with other potential employers.

158. Also as set forth herein, Plaintiff has a personal reputation in his community including his efforts to advance the causes of social justice within his community.

159. Absent Defendants' interference with Cousins' Employment Agreement, Plaintiff had no intention of resigning from Bayard as a Director, Chair of its Business Restructuring and Liquidations Group, and Member of its Executive Committee.

160. Defendants' Defamatory Statements deprived Cousins of the benefits under his

Employment Agreement and caused many other injuries to him.

161. The actions of defendant were willful, wanton or malicious and merit an award of punitive damages.

162. Plaintiff's right to be free from defamation has been denied under Article I, Section 9 of the Delaware Constitution, the Delaware Bill of Rights and the common law of the State of Delaware.

COUNT III - Civil Conspiracy

163. Plaintiff repeats and realleges each allegation set forth herein.

164. Two or more of the Defendants, combined and in confederation with one another, agreed to and committed unlawful acts in furtherance of such conspiracy and caused substantial and permanent injury to Plaintiff.

165. Because each of the Defendants had knowledge of the existence of one or more of the Defamatory Statements, Defendants are agents of each other such that the acts of one of the conspirator Defendants are attributable to the other conspirator Defendants in furtherance of their common unlawful objective to injure Plaintiff and each are vicariously liable for the acts of their co-conspirators in furtherance of the conspiracy.

166. Because the August 5, 2020 Email was sent by Goodier, on behalf of herself and "Members of our community," and was written in the first-person plural using the collective pronouns "we" and "our," there is a reasonable inference of an agreement between Goodier and unnamed Defendants John Does 1-10, who likely were lawyer members of the Delaware Bar.

167. As a result of two or more of the Defendants' unlawful acts and their conspiracy, Plaintiff has suffered actual, substantial and permanent damage in an amount not less than millions of dollars, including without limitation all reasonable attorneys' fees and expenses and

reasonable costs of collection incurred by Plaintiff.

168. Stated another way, Goodier agreed to work together with one or more of the John Doe defendants to publish the Defamatory Statements in order to get Plaintiff fired from his job, embarrass, malign, vilify, damage and punish him for expressing his viewpoints in the Unionville Lawsuit.

169. As a result of this conspiracy, Plaintiff has suffered damages in the State of Delaware.

170. The substantial and permanent damage suffered by Cousins to his personal, professional, and business reputation and character along with the attendant severe emotional and mental distress was a direct and foreseeable result of Defendants' conspiracy to publish to third parties the Defamatory Statements with the desire to embarrass, malign, and damage Plaintiff so as to bring his character into disrepute so as to lower him in the estimation of the community, to deter third persons from associating or dealing with him, and to interfere with Plaintiff's employment with Bayard or Plaintiff's employment with other potential employers.

171. Plaintiff's right to be free from civil conspiracy has been denied under the common law of the State of Delaware.

COUNT IV - Aiding and Abetting

172. Plaintiff repeats and realleges each allegation set forth herein.

173. John Does 1-10 aided and abetted Goodier in violating Plaintiff's common law rights.

174. Each aiding and abetting Defendant had actual knowledge of each other defendant's wrongful, illegal and tortious conduct.

175. Each aiding and abetting Defendant substantially assisted the other Defendants in

violating Plaintiff's legal rights.

176. Each aiding and abetting Defendant was a substantial factor in the other Defendants' violation of Plaintiff's legal rights.

177. As a direct and proximate result of Defendants' actions, Plaintiff has been injured.

178. The actions of these aiding and abetting Defendants were willful and wanton and merit an award of punitive damages.

179. Plaintiff's right to be free from aiding and abetting have been denied under the common law of the State of Delaware.

DEMAND FOR JURY TRIAL

180. Plaintiff demands a trial by jury of any and all causes of action.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff prays that the Court

- A. Enter a declaratory judgment individually against each Defendant jointly and severally;
- B. Enter a judgment individually against each Defendant jointly and severally for compensatory damages;
- C. Enter a judgment individually against each Defendant jointly and severally for punitive damages;
- D. Enter a judgment individually against each Defendant jointly and severally for costs, pre-judgment and post-judgment interest and attorney's fees; and
- E. Grant such other and further relief that the Court deems just and proper.

Respectfully Submitted,

THE NEUBERGER FIRM, P.A.

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Dated: November 30, 2020

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