

# TRANSACTIONS

## THE TENNESSEE JOURNAL OF BUSINESS LAW

VOLUME 25

FALL 2023

ISSUE 1

### EDITORIAL BOARD

BETHANY WESTCOTT WILSON  
*Editor-in-Chief*

NICOLE S. ROTH  
*Managing Editor*

MYLES A. ROTH  
*Publications Editor*

WILLIAM GASS  
*Senior Commentary Editor*

BRYCE D. BRADLEY  
*Executive Editor*

EMMA S. FOWLER  
*Executive Editor*

NAUDIA L. O'STEEN  
*Executive Editor*

CARSON BLAKELY  
*Acquisitions Editor*

CARSON JENNINGS  
*Acquisitions Editor*

CADEN THRONEBERRY  
*Acquisitions Editor*

MICAH BRUNET  
*Symposium Editor*

TAYLOR A. BOYER-REDMOND  
*Marketing and Solicitations  
Editor*

JOSEPH BUTLER  
*Blog Editor*

JOSHUA COOK  
*Research Editor*

KATELYN MURDOCK  
*Research Editor*

MATTHEW WING  
*Research Editor*

### STAFF EDITORS

AMANDA ALVAREZ  
MADISON CAMPBELL  
SAVANNAH HALL  
ANTHONY HOWARD  
NATHANIEL KELLY  
RYAN MOORE  
MOLLIE PRICE

NICKOLAS BRYANT  
DAVID DRAPER  
PAUL HENKEN  
KAMERON JOHNSON  
JOSEPH MEADOWS  
LOUIS MORAN IV  
VIRGINIA PIRKLE  
TAYLOR ROSWALL

IVIE BURNS III  
DALTON GOSSETT  
CAITLIN HODGES  
ELLIE KAUFFMAN  
JAMES MITCHELL  
NATHAN OGLE  
CLAY RIGSBY

### FACULTY ADVISOR

GEORGE W. KUNEY  
LINDSAY YOUNG DISTINGUISHED PROFESSOR OF LAW  
DIRECTOR, THE CLAYTON CENTER FOR ENTREPRENEURIAL LAW



ISSN 4486-1457

*Transactions: The Tennessee Journal of Business Law* is published semi-annually and edited by students at the University of Tennessee College of Law. The publisher is The Tennessee Journal of Business Law, Inc., c/o The Clayton Center for Entrepreneurial Law, 1505 W. Cumberland Ave., Knoxville, Tennessee 37996-1810. All claims of non-receipt of an issue should be made within six months of the date of publication if claimant wishes to avoid paying for the missing issue. To order back issues, contact William S. Hein & Co., Inc. at 2350 North Forest Road, Getzville, New York 14068, or call toll free at (800) 828-7571. POSTMASTER: Send address changes to: *Transactions: The Tennessee Journal of Business Law*, c/o The Clayton Center for Entrepreneurial Law, 1505 W. Cumberland Ave., Knoxville, Tennessee 37996-1810. The journal is available free online and print editions may be ordered at <http://trace.tennessee.edu/transactions>.

The preferred Bluebook abbreviation for the journal title is TENN. J. BUS. L.

# THE UNIVERSITY OF TENNESSEE

## COLLEGE OF LAW

### UNIVERSITY ADMINISTRATION

RANDY BOYD, B.S., M.S. .... *President*  
DONDE PLOWMAN, B.A., M.Ed., Ph.D. .... *Chancellor*

### COLLEGE OF LAW ADMINISTRATION

LONNIE T. BROWN, JR., B.A., J.D. .... *Dean of the College of Law and Elvin E. Overton Distinguished Professor of Law*  
MICHAEL J. HIGDON, B.A., M.A., J.D. .... *Interim Associate Dean for Academic Affairs and W. Allen Separk Distinguished Professor of Law*  
TERI D. BAXTER, B.A., J.D. .... *Interim Associate Dean for Faculty Development and Williford Gragg Distinguished Professor of Law*  
MICHELLE KWON, B.A., J.D. .... *Interim Associate Dean for Diversity, Inclusion and Community Engagement and Professor of Law*  
SCOTT CHILDS, B.S. J.D., M.L.S. .... *Associate Dean for Library and Technology Services and Professor of Law*  
BRAD MORGAN, B.A., J.D., M.B.A. .... *Assistant Dean for Student Affairs and Director of Diversity and Inclusion*  
JOY RADICE, A.B., J.D. .... *Director of Clinical Programs and Associate Professor of Law*  
RODD BARCKHOFF, J.D. .... *Interim Director of the Center for Advocacy and Dispute Resolution*  
GEORGE W. KUNEY, B.A., J.D., M.B.A. .... *Director of the Clayton Center for Entrepreneurial Law and Lindsay Young Distinguished Professor of Law*  
ELAINE EBERHART, B.A., J.D., M.DIV. .... *Senior Director of Advancement*  
DAVID PRICE, J.D. .... *Assistant Dean for Finance, Administration, and Operations*

### COLLEGE OF LAW FACULTY

DWIGHT AARONS, B.A., J.D. <i>Associate Professor of Law</i>	REBECCA KITE, B.A., J.D., M.S.I.S. <i>Assistant Professor and Reference Librarian</i>
ERIC F. AMARANTE, B.A., J.D. <i>Associate Professor of Law</i>	BRIAN KRUMM, B.A., M.P.A., J.D. <i>Associate Professor of Law</i>
BRAD AREHEART, B.A., J.D. <i>Professor of Law</i>	ALEX LONG, B.A., J.D. <i>Williford Gragg Distinguished Professor of Law</i>
WENDY A. BACH, B.A., M.A., J.D. <i>Professor of Law</i>	SIBYL MARSHALL, B.A., J.D., M.I.S. <i>Head of Research, Teaching, and Collections, Joel A. Katz Law Library and Associate Professor</i>
BENJAMIN H. BARTON, B.A., J.D. <i>Helen &amp; Charles Lockett Distinguished Professor of Law</i>	WILLIAM D. MERCER, B.A., J.D., M.A. PH.D. <i>Distinguished Lecturer</i>
ROBERT C. BLITT, B.A., M.A., J.D., LL.M. <i>Toms Foundation Distinguished Professor of Law</i>	NICOLAS J. NUGENT, B.M, B.S., J.D. <i>Assistant Professor of Law</i>
ELIZA BOLES, B.A., J.D., M.I.S. <i>Assistant Professor and Digital Resources and Services Librarian</i>	NATHAN A. PREUSS, B.A., J.D., M.S.I.S. <i>Reference &amp; Student Services Librarian and Assistant Professor</i>
ZACK BUCK, B.A., M.B.E., J.D. <i>Associate Professor of Law</i>	GARY PULSINELLI, A.B., Ph.D., J.D. <i>Associate Professor of Law</i>
JUDY M. CORNETT, B.A., J.D., M.A., Ph.D. <i>College of Law Distinguished Professor of Law</i>	GLENN H. REYNOLDS, B.A., J.D. <i>Beauchamp Brogan Distinguished Professor of Law</i>
SHERLEY E. CRUZ, B.A., J.D. <i>Assistant Professor of Law</i>	BRIANA L. ROSENBAUM, B.S., J.D. <i>Associate Professor of Law</i>
REBECCA L. ESHBAUGH, B.A., J.D. <i>Legal Writing Lecturer</i>	PAULA SCHAEFER, B.A., J.D. <i>Art Stolnitz Distinguished Professor of Law</i>
CHARISSE HEATH, B.A., J.D. <i>Lecturer and Academic Success Program Director</i>	TOMER S. STEIN, B.A., J.D. <i>Assistant Professor of Law</i>
JOAN MACLEOD HEMINWAY, A.B., J.D. <i>Interim Director of the Institute for Professional Leadership and Rick Rose Distinguished Professor of Law</i>	MAURICE E. STUCKE, A.B., J.D. <i>Doug Blazg Distinguished Professor of Law</i>
BECKY L. JACOBS, B.S., J.D. <i>Waller Lansden Distinguished Professor of Law</i>	VALORIE VOJDIK, B.S., J.D. <i>Waller Lansden Distinguished Professor of Law</i>
LUCY JEWEL, B.A., J.D. <i>Director of Legal Writing and Professor of Law</i>	RACHELLE KETCHUM WEST, J.D. <i>Legal Writing Lecturer</i>
KRISTINA C. KERSEY, B.A., J.D. <i>Assistant Professor of Law</i>	CARLOS A. YUNSAN, B.S., M.S.-M.P.H., J.D. <i>Legal Writing Lecturer</i>

## RETIRED FACULTY

FRANCES LEE ANSLEY, B.A., J.D., LL.M.,  
*College of Law Distinguished Professor of Law*  
DOUG BLAZE, B.S., J.D.  
*Dean Emeritus and Art Stolnitz & Elvin E. Overton  
Distinguished Professor of Law*  
JOSEPH G. COOK, A.B., J.D., LL.M.,  
*Williford Gragg Distinguished Professor of Law*  
THOMAS Y. DAVIES, B.A., M.A., J.D., Ph.D.,  
*Elvin E. Overton Distinguished Professor of Law*  
IRIS J. GOODWIN, A.B., Ph.D., J.D.  
*Associate Professor of Law*  
AMY M. HESS, B.A., J.D.,  
*UTK Distinguished Service Professor  
and Waller Lansden Dortch & Davis and  
Williford Gragg Distinguished Professor of Law*  
DON A. LEATHERMAN, B.A., J.D., LL.M.  
*W. Allen Separk Distinguished Professor of Law*  
CARL A. PIERCE, B.A., J.D.,  
*W. Allen Separk Distinguished Professor of Law*  
THOMAS E. PLANK, A.B., J.D.  
*Joel A. Katz Distinguished Professor of Law*  
DEAN HILL RIVKIN, A.B., J.D.  
*Williford Gragg Distinguished Professor of Law*  
JOHN L. SOBIESKI, JR., B.S., J.D.,  
*Lindsay Young Distinguished Professor of Law*  
GREGORY M. STEIN, A.B., J.D.  
*Woolf, McClane, Bright, Allen & Carpenter Distinguished  
Professor of Law*  
PENNY WHITE, B.S., J.D., LL.M.  
*Director of the Center for Advocacy and Dispute Resolution and  
Elvin E. Overton Distinguished Professor of Law*

# TRANSACTIONS

## THE TENNESSEE JOURNAL OF BUSINESS LAW

VOLUME 25

FALL 2023

ISSUE 1

### ARTICLES

<b>COCA-COLA V. COMMISSIONER: A MAJOR IRS WIN IN THE INTERNATIONAL TRANSFER PRICING WARS</b>	<i>Beckett Cantley &amp; Geoffrey Dietrich</i>	17
<b>HIT THE RESET BUTTON: VIDEO GAMES, PLATFORMS, AND CHANGING ANTITRUST VERTICAL MERGER POLICY</b>	<i>Cabill Maffei</i>	39
<b>IN THE TEETH OF OPPOSITION: IMPROVING PUBLIC COMPANY AUDITING STANDARDS IN THE UNITED STATES</b>	<i>Tyler Dove</i>	93
<b>RIGHT TO REPAIR: WHOSE RIGHT IS IT ANYWAY?</b>	<i>Alexander Joseph Gambino</i>	125
<b>ADDENDUM – RIGHT TO REPAIR: WHOSE RIGHT IS IT ANYWAY?</b>	<i>William Gass</i>	165
<b>STUDENT NOTE: THE DEPARTMENT OF LABOR’S HIDDEN BALL IN CUP GAME: ESOP TRUSTEES’ EVER-CHANGING DUTIES IN ESOP TRANSACTIONS</b>	<i>Griffin O’Gara</i>	175
<b>COMMENTARY ON: HOW NOT TO END UP LIKE KING LEAR: A FAMILY-BUSINESS SUCCESSION CASE STUDY</b>	<i>Douglas K. Moll</i>	201

### CASE COMMENTARIES

<b>SECURITIES – REGISTRATION STATEMENTS</b>	<i>Savannah Hall</i>	207
<i>Slack Technologies, LLC v. Pirani</i>		
<b>BANKRUPTCY – THIRD-PARTY RELEASES</b>	<i>Paul Henken</i>	211
<i>In Re Purdue Pharma L.P.</i>		
<b>SECURED TRANSACTIONS – ASSIGNMENT OF ACCOUNTS RECEIVABLE</b>	<i>Joseph Meadows</i>	227
<i>Worthy Lending LLC v. New Style Contractors, Inc.</i>		
<b>REAL ESTATE – COMMERCIAL LEASING</b>	<i>Ryan Moore</i>	231
<i>Coffey v. Buckeye Home Health Ctr.</i>		
<b>SECURITIES – DERIVATIVE ACTIONS</b>	<i>Mollie Price</i>	235
<i>Lee v. Fisher</i>		

