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is ranked in Chambers USA 2018 as follows: DELAWARE

BANKRUPTCY/RESTRUCTURING

Bankruptcy/Restructuring
Leading Firms
Band 1
Morris, Nichols, Arsht & Tunnell LLP
Leading Individuals
Band 1
Abbott Derek C <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Dehney Robert J <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Band 2
Werkheiser Gregory W <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Band 4
Schwartz Eric D <i>Morris, Nichols, Arsht & Tunnell LLP</i>

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Standout business reorganization and restructuring team that has significant expertise in both lead and co-counsel roles. Possesses a deep bench of lawyers well versed in handling Chapter 11 cases for numerous stakeholders including debtors, creditors and acquirers. Recognized for its strengths across loan workouts and reorganization proceedings, and in bankruptcy-related disputes.

Strengths The firm draws praise for its “complete mastery of the Delaware bankruptcy scene,” and clients add that “the firm does excellent work, gives good advice and has a team of very strong lawyers.”

Work highlights Represented Eureka Hunter in the Chapter 11 restructuring of its joint venture partner, Magnum Hunter Resources, which involved defending against attempted rejection of its pipeline agreements.

Assisted oil drilling services company Hercules Offshore in confirming a Chapter 11 restructuring plan despite the objections of an official committee of shareholders.

Notable practitioners

Derek Abbott's sophisticated practice involves the representation of creditors and debtors in bankruptcy proceedings and related litigation. Market sources describe him as “stellar,” adding that he is “very skilled, careful, charismatic and an excellent choice to run a complicated Chapter 11 case.” “Standout attorney” **Robert Dehney** represents both debtors and creditors in Chapter 11 bankruptcy proceedings and out-of-court restructuring. Clients highlight his “exceptional experience and unmatched energy in representing his clients’ interests,” and one source says: “He is very helpful in coming up with creative solutions to vexing legal problems.” **Gregory Werkheiser** has extensive experience handling complex bankruptcy cases and out-of-court Chapter 11 restructurings. Commentators describe him as an “extremely proficient technical lawyer,” and “an extremely analytical and deep thinker, who makes sure all the bases are covered.” **Eric Schwartz** is “a very strong lawyer, with great strategic sense,” according to market commentators. He advises distressed companies on restructuring, and also has experience handling insolvency litigation on behalf of debtors and creditors.

CHANCERY

Chancery
Leading Firms
Band 1
Morris, Nichols, Arsht & Tunnell LLP
Leading Individuals
Band 1
Lafferty William M <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Nachbar Kenneth J <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Band 3
Abramczyk Jon E <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Hurd Mark <i>Morris, Nichols, Arsht & Tunnell LLP</i>
Scaggs, Jr R Judson <i>Morris, Nichols, Arsht & Tunnell LLP</i>

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for A preeminent firm with a high level of experience and expertise across a range of commercial disputes. Praised by market sources for its work in lawsuits concerning M&A, takeover battles and proxy contests, among other matters. Represents a wide array of clients including shareholders, limited partners and limited liability companies. Also regularly advises special committees of independent directors on conflict of interest issues.

Strengths One source comments that “the team’s knowledge, experience, judgment and understanding of client needs enable them to provide top-notch client service and value.”

Another interviewee notes that “the firm rightly deserves its reputation as one of the standout firms in Delaware,” and adds: “The quality of work is excellent, bills are reasonable, and the team is responsive to client demands.”

Work highlights Represented healthcare company Abbott Laboratories in litigation relating to its acquisition of Alere, successfully settling the case before trial after extensive discovery and mediation.

Successfully defended the directors of Duke Energy Corporation against litigation following an environmental incident at the Dan River in North Carolina.

Notable practitioners

The “absolutely exceptional” **William Lafferty** offers a wealth of experience handling proxy contests, M&A and derivative actions in the Delaware Court of Chancery. One source regards him as a “brilliant attorney with an amazing breadth and depth of experience,” and notes that he “has an encyclopedic knowledge of Delaware law.” One source highlights **Kenneth Nachbar** as “an excellent lawyer and one of the smartest people I have ever worked with,” going on to add that “the respect he garners in the courts is second to none.” His sophisticated chancery practice focuses in large part on shareholder class actions, derivative suits and cases concerning complex M&A transactions. **Jon Abramczyk** regularly litigates cases relating to M&A matters and the governance of various business entities. One commentator describes him as “a great litigator with a lot of experience,” while another singles him out as a “very smart lawyer.” **Mark Hurd** draws praise from one source for his “rich understanding of Delaware law,” while another describes him as a “very sharp lawyer with great judgment.” He handles a wide array of business disputes, including breach of fiduciary duty claims, and books and records litigation. **R. Judson “RJ” Scaggs** fields extensive experience in complex commercial litigation, and comes recommended as a “good communicator who knows Delaware law well.” Another source highlights him as an “outstanding litigator” who “understands client needs and is an excellent advocate in court.”

CORPORATE/M&A & ALTERNATIVE ENTITIES

Corporate/M&A & Alternative Entities

Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Alternative Entities

Leading Individuals

Band 1

Hering Louis G Morris, Nichols, Arsht & Tunnell LLP

Recognised Practitioner

Honaker James D Morris, Nichols, Arsht & Tunnell LLP

Corporate/M&A

Eminent Practitioners

Alexander Frederick H Morris, Nichols, Arsht & Tunnell LLP

Leading Individuals

Band 3

Johnston Andrew M Morris, Nichols, Arsht & Tunnell LLP

Klinger-Wilensky Eric S Morris, Nichols, Arsht & Tunnell LLP

Vella Patricia O Morris, Nichols, Arsht & Tunnell LLP

Wolters Jeffrey Morris, Nichols, Arsht & Tunnell LLP

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Exceptional firm with a strong bench that provides the full range of commercial services with particular strength working on alternative entity matters. Provides strong counsel on M&A, fund formation work and corporate litigation. Possesses experience on matters involving master limited partnerships, as well as advising

prominent private equity, hedge and mutual funds. Also plays an important role in drafting and updating Delaware's alternative entities statutes.

Strengths *"The firm is tremendous,"* notes one client, who adds: *"We always get top-notch legal service and are happy with the work. The team is commercial and provides excellent client service. I always know we're in great hands."*

One source says: *"The team is responsive on issues and thorough in its analysis. It has a broad wealth of knowledge and can bring in experts from their various teams as needed."*

Work highlights Served as Delaware counsel for Bayer in connection with its \$42 billion acquisition of Monsanto, which involved advising on internal restructuring and acquisition financing.

Advised the special committee of the Board of Northstar on internal restructuring in connection with the merger between Colony Capital, NorthStar Asset Management and NorthStar Realty Finance.

Notable practitioners

Frederick Alexander has a wealth of experience navigating M&A on behalf of boards of directors and board committees. He is also sought to advise on corporate governance. **Louis Hering** is recognized as *"a leader in alternative entities."* He advises clients on the structuring of various alternative entities, and he also has extensive experience with M&A transactions.

Clients describe him as *"very professional, extremely responsive and very thorough in his advice."* **Andrew Johnston** advises clients on a wide range of corporate matters, including issues pertaining to fiduciary duty, financing transactions and corporate governance. He is known by peers to be a *"very seasoned, smart and respected attorney."* Clients describe him as *"responsive, thoughtful and knowledgeable"* and add that he *"seems to enjoy when we raise novel issues that challenge him."* **Eric Klinger-Wilensky** is praised by peers as *"a really smart attorney"* and *"a really talented guy,"* and one source explains: *"His knowledge of the case law and precedent is great."* He regularly handles M&A and financing transactions, and also has experience advising on governance and related litigation.

Patricia Vella receives praise for her *"deep substantive knowledge of the law."* She is well versed in handling M&A and other corporate transactions on behalf of publicly-traded and privately-held corporations.

Jeffrey Wolters is *"very knowledgeable when it comes to Delaware corporate matters,"* according to commentators. He regularly serves as Delaware counsel on high-value national M&A and financing transactions. One client describes him as *"very smart, very practical and very reasonable,"* adding that he *"makes for a very practical relationship, while also being a zealous advocate for his client."*

INTELLECTUAL PROPERTY

Intellectual Property

Leading Firms

Band 1

Morris, Nichols, Arsht & Tunnell LLP

Leading Individuals

Star Individuals

Blumenfeld Jack B Morris, Nichols, Arsht & Tunnell LLP

Band 2

Graham Mary B Morris, Nichols, Arsht & Tunnell LLP

Jacobs Karen Morris, Nichols, Arsht & Tunnell LLP

Noreika Maryellen Morris, Nichols, Arsht & Tunnell LLP

Smith II Rodger D Morris, Nichols, Arsht & Tunnell LLP

Band 4

Grimm Thomas C Morris, Nichols, Arsht & Tunnell LLP

Associates to watch

Flynn Michael J Morris, Nichols, Arsht & Tunnell LLP

Morris, Nichols, Arsht & Tunnell LLP

What the team is known for Preeminent IP practice that comes recommended for its patent-related work and has significant experience litigating cases in all areas of technology. Stands out for its unrivalled bench strength and is also regularly engaged to advise on copyrights, trademarks and trade secrets matters, handling disputes in the Delaware District Court and Delaware Court of Chancery, as well as in federal courts around the country. Regularly acts as both lead and local counsel for clients from an array

of sectors, including leading names in the technology, pharmaceutical and telecommunications industries.

Strengths Clients comment: *"The firm provides the local expertise and pragmatic advice we need to get ready for trial, as well as the big-picture strategic thinking and a fresh set of eyes when we need it most."*

Sources note the team to be *"untouchable in quality, consistency and profile,"* and add that they are a *"premier Delaware IP firm."*

Work highlights Lead defense counsel for API Industries on a patent infringement action brought by Poly-America relating to elastic drawstring trash bags. The matter was brought to a successful conclusion for the client after three years of litigation.

Successfully defended C.R. Bard in a six-day jury trial concerning a patent infringement action brought by W.L. Gore over stent graft devices.

Notable practitioners

"Top Delaware IP lawyer" **Jack Blumenfeld** is highlighted by sources for *"the sheer breadth and depth of his knowledge"* along with his *"incredible work ethic"* and *"innate credibility with judges."* Widely regarded as a leading patent litigator, he has a wealth of experience representing clients from a range of industry sectors, with particular expertise in technology-related patent matters. **Mary Graham** maintains a broad IP practice, regularly litigating matters including trade secrets, patents, and trademark and copyright. Sources highlight

her *"strong insight into key strategic determinations and deep understanding of court procedures."* **Karen Jacobs** wins praise from one client for her ability to *"provide the on-the-ground support we need in preparing our briefs and developing strategy."*

With a focus on patent litigation, she is also notable for her work in trademark and copyright disputes. Clients note **Maryellen Noreika** to be a *"very accomplished lawyer"* who *"provides clear opinions and is refreshingly direct."*

Her practice focuses in large part on handling complex patent litigation on behalf of clients from the pharmaceutical and life sciences industries. *"Terrific lawyer"* **Rodger Smith** is described by one source as *"very bright and hard-working."* He offers a wealth of experience representing clients from a range of industries in complex patent litigation. **Thomas Grimm** maintains a robust IP practice litigating patent matters in both state and federal courts for a wide range of clients. He is hailed by interviewees as a *"very capable and talented lawyer"* who is *"tough but fair."* **Michael Flynn** is a well-regarded associate, described as *"a pleasure to work with"* by one client, who also praises his ability to *"help navigate the day-to-day of managing litigation."* He centers his practice on patent litigation and has notable experience in handling cases related to the biotechnology industry.

Leaders

ABBOTT, Derek C

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dabbott@mnat.com

Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Business Reorganization & Restructuring Group. Corporate restructuring and bankruptcy matters. Represents debtors, official and ad hoc committees of creditors, professionals and other creditor and transactional case constituents in Chapter 11 matters and other litigation.

Professional Memberships: ABA, DSBA (Bankruptcy Section and Chapter 11 Committee), American Bankruptcy Institute, Turnaround Management Association.

Career: 82d Airborne Division, United States Army (1987-91, including participation in Operations Desert Shield and Desert Storm).

Personal: University of North Carolina School of Law (JD, with honors, 1995); Staff Member, 1993-1994 and Publication Editor, 1994-1995, North Carolina Law Review; United States Military Academy (BS, 1987).

ABRAMCZYK, Jon E

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
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Featured in Chancery (Delaware)

Practice Areas: Corporate and Business Litigation focusing on M&A litigation and disputes relating to the governance and control of Delaware business entities, providing advice to boards of directors and special committees on all aspects of Delaware corporation law, including defense of stockholder class and derivative actions, conflict transactions involving directors and controlling stockholders, and proxy contests.

Career: Law Clerk to The Honorable Joseph T. Walsh, Delaware Supreme Court (1985-1986).

Personal: Tulane University Law School (J.D., cum laude, 1985); Tulane Law Review, Senior Managing Editor (1984-1985), Editor (1983-1984); The Wharton School of the University of Pennsylvania (B.S. and B.A., 1982).

ALEXANDER, Frederick H

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
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Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate Law Counseling Group. Delaware General Corporation Law and related matters; counseling boards of directors and board committees; formal legal opinions on Delaware corporate law issues.

Professional Memberships: DSBA, Corporation Law Council (past Chairman); ABA, Member, Business Law Section Publication Board, Co-Chair, Two-Step Agreement Task Force, Negotiated Acquisitions Committee, Committee on Corporate Laws.

Publications: The Delaware Corporation; Legal Aspects of Organization and Operation 1-4th C.P.S. (BNA 2010).

Personal: Georgetown Law Center (JD, magna cum laude, 1988); University of Maryland (BA 1985).

BLUMENFELD, Jack B

Morris, Nichols, Arsht & Tunnell LLP,
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Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property & Patent Litigation.

Professional Memberships: ABA; DSBA; Third Circuit Advisory Committee; US District Court for the District of Delaware, Civil Justice Reform Act Advisory Group, Intellectual Property Advisory Committee.

Career: Law Clerk to The Honorable Walter K Stapleton, US District Court for the District of Delaware (1977-79).

Publications: Pretrial Preparation, ANDA Litigation: Strategies and Tactics for Pharmaceutical Patent Litigators, 329-350. Explaining Venue Choice and Litigant Preferences: Solving the Delaware Mystery, ECONOMIC DAMAGES IN INTELLECTUAL PROPERTY: A HANDS-ON GUIDE TO LITIGATION' 67-81.

Personal: Yale University (JD, 1977); State University of New York at Albany (BA, 1974).

DEHNEY, Robert J

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Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Practice group coordinator, Business Reorganization & Restructuring Group. Corporate restructuring and bankruptcy, advising boards of directors, advice regarding the acquisition of and/or lending to financially troubled companies.

Professional Memberships: ABA; TMA; ABI; INSOL.

Career: Law Clerk to the Honorable Prudence Beatty, US Bankruptcy Judge, SDNY (1990).

Publications: Dealmaker's Guide: Buying Distressed Assets, §363 Sales and Alternatives, Norton Survey of Bankruptcy Law (2008); Covering Your Tail: Court Approves §363 D&O Legal Fees Advancement, ABI Journal (June 2007).

Personal: Pace University (JD, 1990); Dickinson College (BA, 1987); Managing Editor Pace Envtl. L. Rev.; Admissions: Connecticut; New York; Delaware; Pennsylvania.

FLYNN, Michael J

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Featured in Intellectual Property (Delaware)

Practice Areas: IP Litigation. Represents clients in intellectual property litigation spanning a wide variety of industries, with

a particular focus on computer and internet technology and consumer products.

Professional Memberships: ABA (IP Law and Litigation Sections); AIPLA; FBA; DSBA; FCBA.

Career: Before joining Morris Nichols, Michael was a consultant and lobbyist on business and technology policy issues. He was a founder or officer in firms offering Internet-based marketing, promotions, and e-commerce solutions.

Personal: Tulane University Law School (J.D., cum laude, Order of the Barristers, 2009); Swarthmore College (B.A. 1997). Admissions: Delaware, USDC (Delaware), Federal Circuit; U.S. Supreme Court.

GRAHAM, Mary B

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Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation Group. Patent, trade secret and contract litigation involving diverse technologies.

Professional Memberships: ABA; DSBA; AIPLA; U.S. District Court, District of Delaware, Intellectual Property Advisory Committee.

Career: Law Clerk to The Honorable Walter K Stapleton, U.S. District Court for the District of Delaware (1982).

Publications: 'Explaining Venue Choice and Litigant Preferences: Solving the Delaware Mystery,' in ECONOMIC DAMAGES IN INTELLECTUAL PROPERTY: A HANDS-ON GUIDE TO LITIGATION (2006).

Personal: Stanford University (BS in mathematics, with distinction, 1974); Massachusetts Institute of Technology (MS in mathematics, 1978); Yale Law School (JD, 1982).

GRIMM, Thomas C

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Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation and Corporate & Business Litigation Groups, focusing on complex patent and commercial litigation.

Professional Memberships: American Bar Association; Delaware State Bar Association; Board of Directors, Special Olympics of Delaware.

Career: Law Clerk to The Honorable William Duffy, Delaware Supreme Court (1980-81).

Publications: 'Individual Rights,' (Delaware Supreme Court Golden Anniversary, Ch. 9, 2001); 'Trademarks in Cyberspace,' (Delaware Lawyer, Vol. 18, No. 4, Winter 2000-2001).

Personal: Villanova University (JD, cum laude, 1980); Staff Member and Editor, Villanova Law Review; University of Notre Dame (BBA, 1977).

HERING, Louis G

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
302 351 9213
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Featured in Corporate/M&A (Delaware)

Practice Areas: Commercial Law Counseling Group, focusing on private equity, hedge funds, mutual funds and master limited partnerships, M&A, organization and structuring of Delaware alternative entities, and opinions on broad range of Delaware legal issues.

Professional Memberships: ABA Business Law Section Committee on LLCs, Partnerships and Unincorporated Business Associations, Chair of LLC Sub-committee, Board of the Working Group on Legal Opinions, TriBar Opinion Committee; DSBA Committees responsible for updating Delaware's LLC, partnership and statutory trust acts.

Publications: Co-author of BNA's Portfolio on LLCs.

Personal: Cornell University (AB 1982); UCLA (JD 1986).

HONAKER, James D

Morris, Nichols, Arsht & Tunnell LLP,
Wilmington
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jhonaker@mnat.com

Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate Law Counseling Group advising public companies, boards of directors and committees on Delaware corporation law issues, including corporate governance and fiduciary duties.

Professional Memberships: American Bar Association (Business Law Section); Delaware State Bar Association (Council of the Corporation Law Section).

Career: Law Clerk to the Honorable E. Norman Veasey, Delaware Supreme Court (2002-2003).

Personal: University of Virginia School of Law (JD, 2002); Executive Editor, Virginia Tax Review; University of Delaware (BA, 1999).

HURD, S. Mark

Morris, Nichols, Arsht & Tunnell LLP,
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Featured in Chancery (Delaware)

Practice Areas: Corporate & Business Litigation Group focusing on corporate M&A, defense of stockholder class and derivative actions, complex breach of contract disputes, and statutory actions relating to the governance and valuation of Delaware corporations.

Professional Memberships: Delaware State Bar Association, Corporation Law Section; ABA, Business Law Section Committee on Business and Corporate Litigation, Litigation Section Committee on Class and Derivative Actions.

Career: Law Clerk to the Honorable Murray M. Schwartz, United States District Court for the District of Delaware (1993-1994).

Personal: Georgetown University Law Center (J.D., cum laude, 1993); Georgetown University (B.S.F.S., magna cum laude, 1990).

ISKEN, Donald Nelson

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9222
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Featured in Real Estate (Delaware)

Practice Areas: Member of the Commercial Law Counseling Group concentrating in and the leader of the firm's commercial real estate law and land use regulation practice.

Professional Memberships: American College of Real Estate Lawyers; American Bar Association; Delaware State Bar Association, Real Property Committee (Co-chairman of sub-committee to Revisions to the Delaware Unit Property Act, 1989-92).

Personal: Bucknell University (AB, 1975); University of Miami School of Law (JD, cum laude, 1978). Admissions: Delaware (1978). Community Activities: Homes for Life Foundation, Board of Directors; The Arc of Delaware, Board Member; Wilmington Renaissance Corporation, Former Board Member.

JACOBS, Karen

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation Group. Patent litigation, copyright, trademark, trade secret and unfair competition litigation, contract and licensing disputes.

Professional Memberships: AIPLA; Delaware Volunteer Legal Services (Board member, past-President); DSBA, Professional Guidance Committee (Co-Chair), Women and the Law Section (former Chair); Combined Campaign for Justice (former Chair); recipient of Community Service Award and Women's Leadership Award.

Publications: Patent Litigation, Attorney-Client Privilege and Work Product Immunity, PLI (2016); Pretrial Preparation, ANDA Litigation: Strategies and Tactics for Pharmaceutical Patent Litigators (2012).

Personal: University of Pennsylvania (BA, summa cum laude, 1987); Harvard Law School (JD, cum laude, 1990).

JOHNSTON, Andrew M

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
302 351 9202
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Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate Law Counseling Group advising on Delaware corporate law issues including fiduciary duties of directors, officers and stockholders, financings, conflict of interest transactions, corporate governance, indemnification and director liability.

Professional Memberships: DSBA, Council of the Corporation Law Section.

Publications: Co-author in Bloomberg BNA Corporate Practice Series "Special Com-

mittees of Independent Directors" (No. 79) and "Preferred Stock" (No. 99); "Seinfeld v. Slager—The Case About Nothing," Preferred Returns newsletter of the ABA Business Law Section's PE and VC Committee (Dec. 2012). **Personal:** Northwestern University School of Law (J.D., cum laude, 1982); Kenyon College (A.B., summa cum laude, 1979).

KLINGER-WILENSKY, Eric S

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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Featured in Corporate/M&A (Delaware)

Practice Areas: Corporate law counseling including M&A, capital investment structures and corporate governance.

Professional Memberships: ABA Business Law Section: Envoy Program, M&A Committee, Two-Step Merger Agreement Task Force (co-chair), Venture Capital and Private Equity Committee (chair); DSBA, Corporation Law Section.

Career: Law Clerk to Chancellor William B. Chandler III and Vice Chancellor John W. Noble, Delaware Court of Chancery (2003-2004).

Publications: "Financial Advisor Engagement Letters: Post-Rural/Metro Thoughts and Observations," *The Business Lawyer* (Winter 2015-2016).

Personal: University of Pennsylvania Law School (J.D., cum laude, 2003); Executive Editor, *University of Pennsylvania Law Review*; Hofstra University (B.A., summa cum laude, 2000).

LAFFERTY, William M

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Featured in Chancery (Delaware)

Practice Areas: Corporate, commercial litigation. Emphasis on M&A disputes, proxy contests, consent solicitations, shareholder class and derivative actions.

Professional Memberships: Chair, Court of Chancery Rules Committee; Delaware Supreme Court Rules Committee; Fellow, American College of Trial Lawyers; ABA Business Law Section, Committee on Business and Corporate Litigation; DSBA Corporation Law Section, Committee on Professional Ethics; Advisory Board Member, Weinberg Center for Corporate Governance. **Career:** Law Clerk to The Honorable Maurice A. Hartnett, III, Delaware Court of Chancery (1989-90).

Personal: University of Delaware (B.S., B.A., 1985); The Dickinson School of Law (J.D., 1989), Articles Editor, *Dickinson Law Review* (1988-89).

NACHBAR, Kenneth J

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Featured in Chancery (Delaware)

Practice Areas: Corporate & Business Litigation Group, concentrating in litigation arising from mergers and acquisitions and

disputes relating to Delaware corporations, and advice to corporate boards of directors and special committees with respect to transactional and litigation issues.

Professional Memberships: Fellow, American College of Trial Lawyers; ABA; Delaware State Bar Association.

Publications: Section 102(b)(7) Charter Provisions Remain Potent Weapons, *Morris Nichols Publications* (2008).

Personal: Haverford College (BA, 1978); New York University School of Law (JD, 1981); Member, New York University Review of Law and Social Change (1980-81).

NOREIKA, Maryellen

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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Featured in Intellectual Property (Delaware)

Practice Areas: Member of the Intellectual Property Litigation Group concentrating on litigating patent cases involving diverse technologies in a variety of industries including pharmaceutical, biotechnology, medical devices and consumer products.

Professional Memberships: American Bar Association; Delaware State Bar Association.

Personal: Lehigh University (BS, 1988); Columbia University (MS, 1990); University of Pittsburgh (JD, magna cum laude, 1993).

SCAGGS, JR, R Judson

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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Featured in Chancery (Delaware)

Practice Areas: Nearly 30 years of experience handling breach of fiduciary duty claims, challenges to mergers, recapitalizations and other strategic corporate transactions, class and derivative lawsuits, alternative entity disputes, internal investigations as well as contract, commercial and trade secret cases.

Professional Memberships: ABA; Delaware Volunteer Legal Services; Delaware State Bar Association, Corporation Law and Litigation Sections; Chair of Lawyer Assistance Committee.

Career: U.S. Marine Corps, Captain (1981-1985).

Publications: Lead author of BNA's Portfolio on Derivative Lawsuits.

Personal: Washington and Lee University (BA 1981); William and Mary Marshall-Wythe School of Law (JD, class valedictorian, Order of the Coif, 1988).

SCHWARTZ, Eric D

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Business Reorganization & Restructuring Group. Represent debtors and creditors in insolvency cases and out-of-court restructurings. Focus on representing distressed enterprises, advising fiduciaries of distressed enterprises, as well as distressed litigation, transactions and financings. Extensive experience in the use of state court

proceedings as a restructuring or liquidation alternative.

Professional Memberships: TerraLex Insolvency Practice Group (chair); INSOL; ABI **Career:** Prior to his career as an attorney, he was an investment banker for several years.

Personal: Villanova University School of Law (J.D. 1992); Member, Villanova University Environmental Law Journal; New York University (M.B.A. 1989); Georgetown University (B.S.B.A., cum laude, 1984).

SMITH II, Rodger D.

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Featured in Intellectual Property (Delaware)

Practice Areas: Intellectual Property Litigation Group, focusing on complex patent litigation across all industry segments.

Professional Memberships: American Bar Association; Delaware State Bar Association; Past President, Board of Directors, Delaware Community Legal Aid Society.

Career: Law Clerk to The Honorable W. Eugene Davis, United States Court of Appeals for the Fifth Circuit (1993).

Personal: New York University School of Law (J.D., magna cum laude, 1993); The Wharton School of the University of Pennsylvania (B.S., magna cum laude, 1990). Admissions: Delaware, 1998; New York, 1994.

VELLA, Patricia O

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Featured in Corporate/M&A (Delaware)

Practice Areas: Corporate law counseling including M&A, corporate control contests and governance.

Professional Memberships: ABA: Corporate Laws Committee, M&A Committee, Acquisitions of Public Companies Subcommittee (Vice-Chair), Joint Task Force on Governance Issues in Business Combinations (Co-Chair).

Career: Law Clerk to The Honorable Randy J. Holland, Delaware Supreme Court (1996-1997).

Publications: Co-author, "Confidentiality and Standstill Agreements," *Review of Securities & Commodities Regulation* (2013); frequently speaks on Delaware corporate law.

Personal: Delaware Supreme Court's Professional Responsibility Board (appointed 2012). Villanova University School of Law (JD, magna cum laude, 1996); Executive Editor, *Villanova Law Review*; University of Delaware (BS, magna cum laude, 1992).

WERKHEISER, Gregory W

Morris, Nichols, Arsht & Tunnell LLP, Wilmington
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Featured in Bankruptcy/Restructuring (Delaware)

Practice Areas: Practice focusing on representing debtors, creditors and other parties in complex business bankruptcies and restructurings, with a substantial portion devoted to bankruptcy appeals and bankruptcy

/ intellectual property matters. Other engagements include representing fiduciaries and managers of distressed enterprises, parties to distressed M&A transactions, and official and ad hoc committees.

Professional Memberships: Admitted: Delaware and D.C.; Member: American Bar Association; American Bankruptcy Institute; Turnaround Management Association; and INSOL International.

Career: Law Clerk, Hon. Jane R. Roth, U.S. Court of Appeals 3d Cir. (1996-1997).

Personal: Pennsylvania State University (B.S. 1992); Widener University School of Law (magna cum laude, 1996).

WOLTERS, Jeffrey R

Morris, Nichols, Arsht & Tunnell LLP,
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Featured in Corporate/M&A (Delaware)

Practice Areas: Delaware Corporate Counseling; Mergers & Acquisitions.

Professional Memberships: ABA; DSBA; TerraLex, North American M&A Group (chair).

Career: Law Clerk to Honorable Walter K. Stapleton, Third Circuit Court of Appeals (1992-1993).

Publications: ABA Business Law Today—Private Company Financings (2014), Delaware Law Pitfalls in IPOs (2013), Running a Proper Independent Committee Process (2012); Matthew Bender—Delaware Corporation Law & Practice (cont. ed.); Lexis Nexis—Corporate Attorney's Practice Guide, Mergers (2012).

Personal: Adjunct Corporate M&A Professor, Villanova University Law School (2010-2014); University of Virginia School of Law (J.D., 1992); Virginia Law Review (Articles Editor, 1991-1992); University of Delaware (B.A., 1988).

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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Executive Committee Chair: Andrew M. Johnston
Number of partners: 42 Number of other attorneys: 45

Firm Overview:

Morris, Nichols, Arsht & Tunnell LLP combines a broad national practice of corporate, intellectual property, business reorganization and restructuring, commercial law and litigation with a general business, tax, estate planning and real estate practice within the State of Delaware. The firm acts as lead counsel or co-counsel in matters of national and international significance as well as those affecting its immediate community. Morris Nichols is the Delaware representative of TerraLex, a global network of 150 independent law firms and 15,000 attorneys in nearly 100 countries.

Main Areas of Practice:

Alternative Entities:

Morris Nichols offers advice on all types of alternative entity matters, including the formation and operation of limited liability companies, general and limited partnerships and statutory business trusts. Handling a variety of complex transactions, the firm frequently represents private equity and hedge funds, master limited partnerships (MLPs), mutual funds and regulated trust companies in mergers, asset acquisitions and sales, structured finance and joint ventures. As leaders in the field, Morris Nichols attorneys serve on the drafting committees responsible for reviewing and proposing amendments to Delaware alternative entity statutes.

Business Reorganization & Restructuring:

Morris Nichols has been recognized as one of the premier restructuring and reorganization practices in the United States. The firm represents chapter 11 debtors, lenders, creditors, acquirers, ad hoc and official committees, trustees, directors, managers and other parties in restructurings, loan workouts, reorganization proceedings, and in bankruptcy and insolvency related litigation. Acting as either lead or co-counsel, Morris Nichols attorneys have had major roles in most significant chapter 11 cases filed in Delaware over the last three decades.

Commercial Transactions:

The firm provides a complete range of commercial law, banking and financial services, representing lenders, borrowers, issuers and investors in all forms of financing transactions. The firm's attorneys regularly advise on bank and insurance regulatory issues and represent clients before Delaware's Office of the State Bank Commissioner and Department of Insurance.

Corporate Counseling:

Morris Nichols advises clients on complex Delaware corporate transactions and corporate governance issues. The firm represents boards of directors or board committees, particularly in transactions that may involve director or stockholder conflicts of interest. Morris Nichols also provides formal legal opinions on matters of Delaware corporate law. Corporate counseling attorneys have long played an important role in drafting and updating Delaware's corporate statute.

Corporate & Business Litigation:

The firm's deep bench of corporate litigators represent clients in high-stakes corporate governance and alternative entity disputes before the Delaware Court of Chancery, Delaware Superior Court, Delaware Supreme Court, US District Court for the District of Delaware and other courts throughout the United States. Morris Nichols often handles derivative suits or class actions brought in connection with M&A transactions, takeover battles and proxy contests or other claims alleging director negligence or misconduct. The firm also provides a range of general business litigation services, appearing before all of the Delaware trial and appellate courts, state and federal, local boards and administrative agencies and before trial and appellate courts nationwide. The litigation attorneys represent clients in commercial, contract and business disputes of virtually every kind.

Intellectual Property Litigation:

Morris Nichols is renowned as the premier patent litigation law firm in Delaware. The practice achieved preeminence in IP litigation in Delaware and nationwide serving as lead counsel in many cases and assisting as co-counsel in other cases brought to Delaware by patent litigators nationwide. The firm represents leading companies in a variety of industries, including biotechnology, pharmaceuticals, chemicals, medical devices, consumer products, semiconductors, networking and telecommunications.

PRACTICE AREAS

Business Reorganization & Restructuring
Commercial
Corporate Counseling
Corporate & Business Litigation
Intellectual Property Litigation
Trusts, Estates & Tax

OFFICES

DELAWARE

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Real Estate:

The Morris Nichols real estate practice covers the negotiation and documentation of complex commercial real estate including transactions involving the development, acquisition and sale of commercial property, commercial financing, office, retail and industrial leasing and public-private development.

Regulation/Governmental Affairs:

The firm represents public entities and agencies, and private sector clients, before legislative bodies and city, county, state and federal regulatory agencies on unclaimed property and other matters. It is actively involved in monitoring, drafting and advocating legislation and regulations that affect clients.

Trust, Estate & Tax:

The firm acts as trust and fiduciary litigation counsel to Delaware trust companies, national banks conducting trust business in Delaware, individual trustees and beneficiaries of trusts in Delaware and other jurisdictions, and to wealthy families with trusts in Delaware. Morris Nichols provides federal income, estate, gift and generation skipping transfer tax advice to individuals, trusts, estates, business enterprises and their owners, and charitable organizations nationwide.

Clients:

Morris Nichols clients include Fortune 500 companies, smaller companies and partnerships, individuals, financial institutions, government agencies, law firms and not-for-profit organizations.

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